Amendment to ZAH By-laws

Proposal to elect the Chairperson of the ZAH Executive Committee by the General Body at the Annual General Meeting beginning with year 2021 for a two-year term

Proposed by - Kayomarz Sidhwa
Seconded by - Aban Rustomji, Percy Master, Khushrv and Manek Nariman, Sheroy and Yasmin Haveliwala, Percy and Jasmin Katrak, Farzana Sidhwa, Nozer and Minaz Dungor

Background information:
Currently, as per Article 5.6 of the ZAH By-laws, 5.6- The office of the Chairperson of the Executive Committee shall be determined, every one (1) year, by a majority vote of the Executive Committee.

When these By-laws were framed in 1977, the Chairperson’s term was for four (4) months on a rotating basis and the role of a Chairperson was to convene and conduct Executive Committee meetings. Since then, the term of the Chairperson has been increased to one (1) year and the role has expanded way beyond conducting Executive Committee meetings.

Besides that, with the construction of the Atash Kadeh and strategic programs like Vision 2020 coming into force our assets have grown manifold (value of 3.7+ million value of our buildings and almost 1 million in cash and investments). These require a vision, strategic short-term and long-term thinking and planning, strategic financial study and allocations for major maintenance requirements as well as eliminating possibilities of any risks associated with it.

In the current scenario, with inclusion and diversity gaining prominence along with the advent of our Atash Kadeh, there is increased need for interactions with community and religious leaders, government officials, etc. and as stated in our By-laws (article 8.5), the Chairperson is the chief spokesperson of the Association on all occasions. Therefore, the role of the Chairperson has now gained significant importance. This change also makes the ZAH By-laws consistent with most other FEZANA organizations in North America.

Proposal:
Whenever any By-laws are added, changed or deleted, they should be done keeping in mind the next 25 to 30 years and not just the present.

The circumstances as well as the financial position of ZAH has drastically changed since ZAH was established hence it is imperative that we change the way we function. We are at a very critical juncture and we need to update our By-laws and let our general body vote for our Chairperson, as we do for the Treasurer and Secretary of ZAH.

Therefore it is proposed, the General Body consider the resolution below and the following changes to Articles 5.2, 5.3, 8.2 and 8.5 of the amended and restated ZAH By-laws (changes in BOLD) and delete Articles 5.6, 8.3 and 9 as per reasons furnished effective January 1, 2021.
"Resolved that the Chairperson of the ZAH Executive Committee be elected by the General Body at the Annual General Meeting beginning with year 2021 for a term of two years"

Current Article 5.2 reads:
5.2 Number. The number of members who shall constitute the Executive Committee shall equal seven (7) (including one (1) Treasurer and one (1) Secretary), however the Executive Committee may consist of no less than five (5) members due to resignations of existing Executive Committee members. In the event the number of Executive Committee members becomes four (4) or less, a special meeting of the members of the Association shall be called within two (2) months of such an event to elect that number of Executive Committee members which have resigned. Such election shall be in accordance with Section 5.3 hereof.

Proposed Revision to Article 5.2
5.2 - Number. The number of members who shall constitute the Executive Committee shall equal seven (7) (including one (1) Chairperson, one (1) Treasurer and one (1) Secretary), however the Executive Committee may consist of no less than five (5) members due to resignations of existing Executive Committee members. In the event the number of Executive Committee members becomes four (4) or less, a special meeting of the members of the Association shall be called within two (2) months of such an event to elect that number of Executive Committee members which have resigned. Such election shall be in accordance with Section 5.3 hereof.

Current Article 5.3 reads:
5.3 Election of Executive Committee Members and Term of Office. The members of the Association shall elect members of the Executive Committee at the annual meeting. The members of the Association shall elect all seven (7) members of the Executive Committee at the annual meeting consisting of: (a) five (5) general members, (b) one (1) Treasurer, and (c) one (1) Secretary. The Treasurer and the Secretary are a part of the Executive Committee, and all references to the Executive Committee shall include the Treasurer and the Secretary, unless expressly stated otherwise. The term of office for all Executive Committee members shall be two (2) years. No member shall be allowed to serve on the Executive Committee for more than two (2) consecutive terms unless otherwise approved by an eighty percent (80%) majority vote at a meeting of the general body.

Proposed Revision to Article 5.3
5.3 - Election of Executive Committee Members and Term of Office. The members of the Association shall elect members of the Executive Committee at the annual meeting. The members of the Association shall elect all seven (7) members of the Executive Committee at the annual meeting consisting of: (a) four (4) general members, (b) one (1) Chairperson, (c) one (1) Treasurer, and (d) one (1) Secretary. The Chairperson, the Treasurer and the Secretary are a part of the Executive Committee, and all references to the Executive Committee shall include the Chairperson, the Treasurer and the Secretary, unless expressly stated otherwise. The term of office for all Executive Committee members shall be two (2) years. No member shall be allowed to serve on the Executive Committee for more than two (2) consecutive terms unless otherwise approved by an eighty percent (80%) majority vote at a meeting of the general body.
Current Article 8.2 reads:
8.2 Election and Term. The Executive Committee shall elect the Chairperson of the Association. The Secretary and Treasurer shall be elected by the members at a properly called meeting. Each officer shall hold office until the earlier of his/her death, resignation, removal or disqualification, expiration of his/her term, or until his successor has been elected and qualified.

Proposed Revision to Article 8.2
8.2 - Election and Term. (a) The Chairperson of the Executive Committee shall be elected by the general body at the annual general meeting. Only members of the Association that have been members for at least two (2) years immediately preceding the elections can get nominated to the Chairperson’s position.

(b) The Secretary and Treasurer shall be elected by the members at a properly called meeting.

(c) Each officer shall hold office until the earlier of his/her death, resignation, removal or disqualification, expiration of his/her term, or until his successor has been elected and qualified.

Current Article 8.5 reads:
8.5 Chairperson. The Chairperson shall be the chief spokesperson of the Association on all occasions during his or her term of office. The Chairperson shall preside over all General Body and Executive Committee meetings, call General Body and Executive Committee meetings in accordance with these By-laws, and be responsible for the implementation of all activities of the Association in accordance with the decisions taken by the General Body and the Executive Committee.

Proposed Revision to Article 8.5
8.5 Chairperson – (a) The Chairperson shall be the chief spokesperson of the Association on all occasions during his or her term of office. The Chairperson shall preside over all General Body and Executive Committee meetings, call General Body and Executive Committee meetings in accordance with these By-laws, and be responsible for the implementation of all activities of the Association in accordance with the decisions taken by the General Body and the Executive Committee.

(b) The Chairperson will be the representative of the Association at FEZANA and shall be required to attend FEZANA meetings. If the Chairperson is unable to attend a FEZANA meeting or has resigned or been removed and the vacancy has not filled within a reasonable time before a FEZANA meeting, the Executive Committee shall elect a substitute representative by at least a majority vote to attend such meeting.

(c) The Chairperson shall follow voting directions of the Executive Committee and shall communicate the Executive Committee’s views at FEZANA meetings. Major issues to be discussed at upcoming FEZANA meetings shall be presented to the members at the Annual or Special meetings of the members.
Recommend Articles to be deleted from the ZAH By-laws with reasons:

5.6 - Chairperson of the Executive Committee should be deleted as 5.3 should suffice

8.3 - Removal of Officers should be deleted as covered under Article 8.2

Article 9 – FEZANA REPRESENTATIVE should be deleted as Article 8.5 should suffice besides, the Chairperson of ZAH is already functioning as a FEZANA Representative for the past 2 years in absence of a FEZANA Representative on the ZAH Executive Committee.

Once the amendments are approved per Article 12.2*:

- The changes in the By-laws as approved by the General Body necessitate renumbering of the clauses to bring them in sequence.
- The changes in the By-Laws be effective from the fiscal year beginning January 1, 2021
- Also request, when incorporating the approved changes, wherever appearing, the word “Bylaw/s” be altered to read “By-law/s”

*Article 12.2, a change in the ZAH By-laws will require a 2/3rd majority of the vote of the eligible members present and voting.

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