

Amendment to ZAH By-laws

Proposal to elect the Chairperson of the ZAH Executive Committee for a two-year term by the General Body at the Annual General Meeting beginning with year 2023

Proposed by - Kayomarz Sidhwa

Seconded by - Aban Rustomji, Shireen & Jehanbux Mehta, Nozer & Minaz Dungor, Khursheed & Barjor Dastur, Percy & Jasmin Katrak, Kamalrukh Gandhi, Aderbad & Sanober Tamboli, Khushrav & Manek Nariman, Sheroy & Yasmin Haveliwala, Homi & Nergish Davier, Rohintan & Mahrukh Deputy, Farzana Sidhwa and Percy Master

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 ZAH EC.

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 with strategic programs like Vision 2020 coming into force our assets have grown manifold (value of 3.7+ million for our buildings and over 1.4 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. **As stated in our By-laws (article 8.5), 1) the Chairperson is the chief spokesperson of the Association on all occasions as well as 2) 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.** Therefore, the role of the Chairperson is significantly important.

Proposal:

Whenever any By-laws are added, changed, or deleted, they should be done keeping in mind the next 25 to 30 years, not just the present and by voting in the affirmative for **this change does in no way, shape or form change the functions of the Chairperson or add/change any additional power/responsibilities to the Chairperson's position.**

The circumstances as well as the financial position of ZAH have drastically changed since ZAH was established hence it is imperative that we consider changing the way we function. We are at a very critical juncture, and we need to normalize the Chairperson's position similar to the Treasurer and Secretary of ZAH by letting our general body vote for our Chairperson rather than just EC members.

Therefore, it is proposed, the General Body consider the resolution below and the following changes to Articles 5.2, 5.3 and 8.2 of the amended and restated ZAH By-laws (changes in **BOLD**) and delete Articles 5.6 and 8.3 as per reasons furnished effective January 1, 2023.

"Resolved that the Chairperson of the ZAH Executive Committee be elected by the General Body for a term of two years at the Annual General Meeting beginning with year 2023"

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**, (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 elected to the Chairperson's position.**

(b) 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.

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

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, 2023
- 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.**
