

**NETWORK RULES OF OPERATION
OF
THE EUROPEAN NETWORK
OF
THE INTERNATIONAL WOMEN’S INSOLVENCY
AND RESTRUCTURING CONFEDERATION (“IWIRC”)**

ARTICLE I — NAME AND PURPOSES

Section 1.1 — Name. The name of the network shall be “IWIRC European Network” (the “Network”).

Section 1.2 — *Network Postal Address*. The principal postal address of the Network shall be the registered office of IWIRC European, being: TBC, United Kingdom. The Network may establish other postal addresses as IWIRC Europe or the Network Steering Committee may designate or as the affairs of the Network may require from time to time.

Section 1.3 — *Goals and Purposes*. The Network shall be organized as a not for profit association organized through IWIRC Europe. The goals and purposes of the Network shall be, in accordance with the Articles of Association of IWIRC Europe, to:

- 1) develop a network of professionals and businesspersons in Europe;
- 2) assist members in establishing new local networks in their country of residence where there is no existing local network and there is appetite in their local restructuring and insolvency community for its own local network;
- 3) foster and coordinate collaboration between both new and established Local European Networks;
- 4) promote women in the restructuring-related professions;
- 5) afford professional, social and educational opportunities for members of the Network, including networking and business development;
- 6) enable IWIRC members to share interests, experiences, expertise and business opportunities with one another;
- 7) facilitate regional links among other IWIRC networks and between IWIRC members;
- 8) promote members’ ascension to positions of influence within existing insolvency and restructuring-related organizations, within their professional institutions; and
- 9) promote public awareness of issues relating to women in the insolvency and restructuring businesses and industries, including, but not limited to:
 - (i) the status of women in these professions; (ii) the effective participation of women in the business of insolvency and restructuring and in insolvency

and restructuring-related business and professional organizations; and (iii) the mentoring of women in the insolvency and restructuring professions.

Section 1.4 — *International IWIRC Network Rules*. The Network shall, subject to local law and regulation, comply in all respects with the Network Rules of Operation established by IWIRC and other such rules and resolutions of the Board of Directors of IWIRC Europe, as amended from time to time.

Section 1.5 — *Relationship to IWIRC*. An IWIRC Network is a local chapter of IWIRC. The Network shall promote and advance the purposes set forth herein and aid in the advancement of the mission of IWIRC, as expressed in its By-laws, within an exclusive territory registered with and assigned by it. No activity of the Network shall, subject to local law and regulation, directly or indirectly nullify or contravene any expressed policy or any act of IWIRC. In the event IWIRC Europe is dissolved in the manner set forth in Section 11.1 herein and as outlined in the Articles of Association of IWIRC Europe, the Network ceases to be a network of IWIRC, and shall forever discontinue the use of the name IWIRC, its logo and its intellectual property.

ARTICLE II - DEFINITIONS

Section 2.1 — *Annual General Meeting* — The term Annual General Meeting shall be the annual meeting of the Network as set forth in Section 5.2 below.

Section 2.2 — *Articles of Association of IWIRC Europe* — The term Articles of Association of IWIRC Europe shall mean the Articles as Attachment A.

Section 2.3 — *Board of Directors* — The term Board of Directors shall mean the Board of Directors of IWIRC Europe.

Section 2.4 — *IWIRC or IWIRC International* — The term IWIRC or IWIRC International shall mean the International Women's Insolvency and Restructuring Confederation as organized under the laws of the State of New York on May 13, 1994 and approved by the IRS as a Section 501(c)(6) organization on June 19, 1998.

Section 2.5 — *IWIRC Board of Directors* — The term IWIRC Board of Directors shall mean the Board of Directors selected by the membership of IWIRC to be its Board of Directors as set forth in IWIRC's By-laws, dated as of May 13, 1994, as amended.

Section 2.6 — *IWIRC By-laws* — The term IWIRC By-laws shall mean the by-laws of IWIRC International, dated as of May 13, 1994, as amended.

Section 2.7 — *IWIRC Europe* — The term IWIRC Europe shall mean the IWIRC European Network, a company limited by guarantee incorporated pursuant to the laws of England and Wales.

Section 2.8 — *Local European Network* — The term Local European Network shall mean any local network established or to be established under the auspices of IWIRC in a European country.

Section 2.9 — *Local European Affiliated Member* — The term Local European Affiliated Member

shall mean any Member who selected any Local European Network as their primary affiliation within IWIRC and the Network as their secondary affiliation.

Section 2.10 — *Members* — The term Members shall mean the members of IWIRC who are fully paid members. Each Member will be determined automatically to be a member of the Network in his or her applicable city, state, region or country, or may select any such other Network as his or her primary Network.

Section 2.11 — *Officer(s)* — The term Officer(s) shall mean any Member of the Network that is serving as either the Chair, Vice Chair, Secretary, Treasurer or Past-Chair of the Network as described in Article VI of these Rules of Operation.

Section 2.12 — *Primary Affiliated Member(s)* — The term Primary Affiliated Member(s) shall mean any Member who selected the Network as their primary affiliation within IWIRC or was so assigned by virtue of applicable geography.

Section 2.13 — *Steering Committee* — The term Steering Committee shall mean the Steering Committee of the Network as described in Article VII of these Rules of Operation.

Section 2.14 ---- *Steering Committee Chairs* --- The term Steering Committee Chairs shall mean the chair or chairs of each sub-committee that the Steering Committee has formed.

Section 2.15 — *Steering Committee Member(s)* — The term Steering Committee Members(s) shall mean any member of the Steering Committee of the Network.

ARTICLE III - MEMBERSHIP

Section 3.1 — *Network Membership*. Membership in the Network shall be open to any person that is actively involved in insolvency and restructuring industries and subscribes to the purposes set forth in Article I of these Rules of Operation and the IWIRC By-laws International. Qualifications for membership in the Network shall not be in addition to or vary from those of IWIRC International. All Network members must be members of IWIRC International.

Section 3.2 — *Network Affiliation*. The Network's members shall be comprised of those individuals who have selected it as their primary network in their IWIRC membership application, and who remain members in good standing of IWIRC. In the event a Network member relocates to another geographic area where there is another IWIRC Network, such member should notify the executive director of IWIRC International so that the member's change in Network affiliation change can be made.

Section 3.3 — *Additional Network Affiliation*. Members may be affiliated with more than one IWIRC network for purposes of receiving the secondary network's e-mail notices, event invitations and other information distributed by that network, and may be listed as a secondary member of the Network. A Local European Affiliated Member is entitled to vote on matters relating to IWIRC Europe notwithstanding her affiliation with IWIRC Europe is a secondary affiliation. IWIRC Europe shall not receive any dues rebate from IWIRC in respect of any Local European Affiliated Member.

Section 3.4 — *Network Governance*. The Network's Steering Committee shall have authority to operate the Network within a structure sanctioned by the Board of Directors of IWIRC Europe. All such structures must be in accordance with the IWIRC By-laws and subject to local law and regulation.

ARTICLE IV — DUES

Section 4.1 — *Dues*. Every Member of the Network shall pay to IWIRC the fixed annual dues and any other assessments as determined from time to time by the IWIRC Board of Directors. The Network will not require, levy or collect annual dues or assessments to be paid to it by its membership in addition to the membership fee paid to IWIRC. Payment of membership dues to IWIRC entitles the member to affiliate with the network of his or her choice. Affiliation with additional IWIRC networks is allowed for the purpose of receiving e-mail and other notices as set forth in Section 3.3, above.

Section 4.2 — *Failure to Pay IWIRC Dues*. Failure to pay dues to IWIRC within sixty days of the billing date shall result in termination of membership in both IWIRC and the Network. Membership in both IWIRC and the Network can be reinstated when all financial obligations have been paid in full to IWIRC.

ARTICLE V — POWERS AND DUTIES OF MEMBERS

Section 5.1 — *Powers*. Primary Affiliated Members who have chosen the Network as their primary affiliation and Local European Affiliated Members shall have the power to (1) elect the Officers (with the exception of the Chair and the immediate Past Chair) and the Steering Committee Chairs; and (2) such other powers and rights as are vested in them by these Rules of Operation and the IWIRC By-laws.

Section 5.2 — *Annual General Meeting*. The Network shall hold an Annual General Meeting of the Network either in person or virtually (by means of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting) at least once a year, at such time and place (if applicable) as shall be determined by a majority vote of the Steering Committee, except that the first Annual General Meeting shall be held on a date in 2023 to be determined by a majority vote of the Steering Committee. At the Annual General Meeting, the Network will discuss and plan any upcoming events and any upcoming elections, elect those Officers (with the exception of the Chair and the immediate Past Chair) and those Steering Committee Chairs whose term has expired, certify prior election results and discuss or decide other matters necessary to carry on the goal and mission of the Network.

Section 5.3 — *Special Meetings*. Special Meetings of the Network may be held at any time when called by the Network Chair. Special Meetings of the Network may be called by the Secretary of the Network upon written application of at least five (5) persons who are either Primary Affiliated Members or Local European Affiliated Members.

Section 5.4 — *Place of Meetings*. All meetings of the Network shall be held at such place within the location of the Network or virtually as shall be determined by the Steering Committee.

Section 5.5 — *Notice of Meetings*. Notice of the time and place of each meeting of the Network shall state the purpose of the meeting and shall be given by the Network to each Primary Affiliated Member and Local European Affiliated Members by mail or e-mail at least ten

(10) days before the meeting addressed to the member's last known place of business, or if delivered by e-mail, to the member's last known e-mail address. Whenever notice of a meeting is required, such notice need not be given to any member if a written waiver of notice, executed by the member before or after the meeting, is filed with the records of the meeting or to any member who attends the meeting without protesting the lack of notice prior thereto or at the commencement thereof. For the avoidance of doubt, notice is validly given by e-mail or by mail in accordance with this Section 5.5 even if the e-mail or mail returns with a failed delivery.

Section 5.6 — *Quorum*. At any meeting of the Network, two persons being either Primary Affiliated Members or Local European Affiliated Members present (or by proxy or otherwise duly represented) and entitled to vote on any action proposed at the meeting shall constitute a quorum.

Section 5.7 — *Action by Vote*. Those Primary Affiliated Members and Local European Affiliated Members in good standing at the time of the vote are entitled to vote, and each Primary Affiliated Member and Local European Affiliated Member shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by Primary Affiliated Members and Local European Affiliated Members present in person or duly represented shall decide any question, including election to any office, unless otherwise provided by law.

Section 5.8 — *Action by Writing*. Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if all Primary Affiliated Members and Local European Affiliated Members entitled to vote on the matter consent to the action in writing, including consent by e-mail, and the written consents are filed with the records and minutes of the Network. Such consents shall be treated for all purposes as a vote at a meeting.

Section 5.9 — *Proxies*. Primary Affiliated Members and Local European Affiliated Members may vote either in person or by written proxy dated not more than seven (7) days before the applicable meeting, which proxies shall be filed before being voted with the Secretary of the Network or such other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting, but the proxy shall terminate after the final adjournment of such meeting for which the proxy is applicable.

ARTICLE VI — OFFICERS

Section 6.1 — *Enumeration*. The Officers of the Network shall be a Chair, a Vice Chair (if deemed desirable), a Secretary, a Treasurer, and the immediate Past-Chair. It shall be permissible for a Network to have Co-Chairs. The Steering Committee shall include, in addition to the Officers listed above, any other persons so determined by the Network to be appropriate, as set forth in Section 7.2, below. The Officers of the Network (with the exception of the Chair and the immediate Past-Chair) and the Steering Committee Chairs shall be elected by the Members. The Chair shall be elected by the Steering Committee Chairs. As all Members of the Network must be members of IWIRC, all Officers of the Network and

Steering Committee Chairs must be Members of IWIRC.

Section 6.2 — *Powers and Duties*. The Network Officers shall have the power to and perform the duties customarily belonging to their respective offices, including the powers and duties listed below:

A. *Chair*.

The Chair shall be responsible to the Board of Directors of IWIRC Europe and the Steering Committee for the administration of the Network's affairs. The Chair shall be responsible for signing, on behalf of the Network, all agreements, and other formal instruments. In addition the Chair shall have the responsibilities of the office including:

- 1) Presiding at all meetings of the Network and the Steering Committee;
- 2) Appointing committee members whose selection is not otherwise provided for in these guidelines in consultation with the Steering Committee and the Steering Committee Chairs;
- 3) Serving as an ex-officio member of any committees;
- 4) Authorized signatory for funds;
- 5) Reviewing the Network's Annual Report compiled by the Secretary;
- 6) Taking such other actions as are necessary and proper to implement the objects of IWIRC Europe, the purposes of the Network and ensuring the Network is holding events and issuing communications in accordance with the guidelines established by IWIRC International; and
- 7) Attending the Annual Leadership Summit on behalf of the Network, or in the event the Chair cannot attend the Annual Leadership Summit, designating such other appropriate officer or director who will attend the Annual Leadership Summit on behalf of the Network, subject to availability.

B. *Vice Chair/Chair-Elect*.

The Vice Chair/Chair-Elect shall:

- 1) Have primary responsibility for recruiting and development activities of the Network; this responsibility includes serving as the primary liaison between the IWIRC Board and the Network with respect to member recruitment and retention, leading a Network committee to identify and recruit financial sponsors within the Network geography, and other duties as deemed appropriate;
- 2) Perform the duties of the Chair in her absence;
- 3) Act in an advisory capacity to the Chair and perform such duties as may be delegated or assigned to her by the Chair or the Steering Committee;
- 4) Assume the office of a Chair automatically upon vacancy of the office during the term of the Chair; and in such event, the Vice Chair shall hold the office a) for the unexpired term if one year or less, or b) if the unexpired term is greater than one year, until a successor is elected to hold the office

- for the remainder of the unexpired term; and
- 5) Act as liaison between the Officers and Steering Committee Chairs.

C. *Secretary.*

The Secretary shall be based in the United Kingdom. Alternatively, to the extent that a committee is formed to undertake the secretary function pursuant to these Rules (the "**Secretary Committee**"), at least one member of the Secretary Committee shall be based in the United Kingdom. The Secretary (or the Secretary Committee, as appropriate) shall keep records of all meetings of the Steering Committee and of the Network, and make a report thereon; issue calls and notices of Special Meetings of the Steering Committee and the Network; tally and record all votes and elections results, and perform such duties as may be delegated or assigned to her (or the Secretary Committee, as appropriate) by the Chair or the Steering Committee. The Secretary (or the Secretary Committee, as appropriate) shall be responsible for compiling the Network's Annual Report and submitting the Annual Report to IWIRC International by March 15th or the next business day if it falls on a weekend or Federal Holiday. Unless a website committee is created for this purpose, the communications committee shall be responsible for providing updated information to IWIRC International so that the administrator of the IWIRC Website can ensure that the Network web page on the IWIRC website contains current and accurate information.

D. *Treasurer.*

The Treasurer shall be in charge of all funds of any type and shall be based in the United Kingdom. Alternatively, to the extent that a committee is formed to undertake the treasury function pursuant to these Rules (the "**Treasury Committee**"), at least one member of the Treasury Committee shall be based in the United Kingdom. She (or the Treasury Committee, as appropriate) shall render to the Steering Committee at the Annual General Meeting, and whenever else it so requests, an accurate account of all sums received and disbursed during the preceding fiscal year and of all sums and funds which are not expended. In addition, the Treasurer (or the Treasury Committee, as appropriate) shall:

- 1) Approve payment of all verified bills;
- 2) Maintain an itemized record in a permanent file of all receipts and expenditures and provide a written report of the same at each regular meeting of the Steering Committee.
- 3) Provide an annual report of receipts and expenditures, and an annual budget once per year at the Network's Annual General Meeting;
- 4) Comply with the duties and obligations assigned by IWIRC; and
- 5) Assist the Board of Directors of IWIRC Europe in establishing and maintaining a bank account in the name of IWIRC Europe for the Network at an appropriate financial institution as shall be decided upon by the Board of Directors of IWIRC Europe. The Treasurer shall be an authorized signatory of the bank account.

Section 6.3 — *Election and Term.* Each Officer shall hold office for two (2) years, or until her

successor is elected or until she sooner resigns or is removed from office. Officers, with the exception of the Chair and Vice-Chair, may hold up to three (3) successive terms of office. The Chair and Vice-Chair may only hold up to two (2) successive terms of office in that capacity.

Section 6.4 — *Resignation*. Any Officer may resign at any time by giving written notice of such resignation to the Steering Committee. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Steering Committee.

Section 6.5 — *Removal*. An Officer may be removed or suspended for cause by an affirmative vote of a majority of the Steering Committee then in office at a regularly scheduled Steering Committee' meeting or at a special meeting called for that purpose, provided that such Officer is given at least thirty (30) days' notice of the proposed removal and the reasons therefore, and an opportunity to be heard at the meeting, and that notice of the proposed removal is given in the notice of meeting. In the absence of good cause shown, failure regularly to attend Steering Committee' meetings or failure to carry out the functions of the office shall constitute cause for removal. Except as excused for good cause shown, two (2) absences from regular Steering Committee' meetings during any one term shall constitute failure to regularly attend Steering Committee' meetings.

Section 6.6 — *Vacancies*. The Steering Committee shall elect a successor if the offices of the Vice Chair, Secretary or Treasurer become vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of the Vice Chair, Secretary or Treasurer, until her successor is chosen, or in each case until she sooner dies, resigns, or is removed from office.

Section 6.7 — *Effect of Officer taking leave*. When an Officer takes leave, a temporary Officer shall be appointed by the Steering Committee. If the Officer returns from leave and her term of office is still ongoing, the Officer will simply resume her role. If the Officer returns from leave and her term of office has expired, the temporary Officer shall become a Steering Committee member effective on that expiration. The duration of time the Officer takes leave shall not count towards her two (2) years in office.

Section 6.8 — *Annual Leadership Summit*. Each year IWIRC conducts a leadership summit for its Officers, Steering Committee Members and Network Chairs. The Network is required to send at least one Officer or Steering Committee Member to the leadership summit, subject to availability.

ARTICLE VII — NETWORK STEERING COMMITTEE

Section 7.1 — *General Powers*. The business and affairs of the Network shall be managed by the Steering Committee, subject to oversight by the Board of Directors of IWIRC Europe.

Section 7.2 — *Committees*. The Officers of the Network may, by a vote of a majority of the Steering Committee Members then in office, establish one or more committees and delegate to any such committee or committees such powers as are necessary for the committee to carry out its functions, except those which by local law and regulation, the Articles of Association of IWIRC Europe or by the IWIRC By-laws they are prohibited

from delegating. Examples of committees include: programme committee, membership committee, public relations/communications committee, community service committee, newsletter committee, website committee, and events committee. Each committee shall be led by the Steering Committee Chair.

Section 7.4— *Number and Election.* The initial Steering Committee shall be appointed by the Board of Directors of IWIRC Europe. The Steering Committee shall consist of the Officers of the Network, the Steering Committee Chairs, and not less than two (2) additional Members. At any meeting, the Steering Committee may increase the number of Steering Committee Members as it deems appropriate. As all Members of the Network must be members of IWIRC, all members of the Steering Committee must be Members of IWIRC.

Section 7.3 — *Tenure.* The initial Steering Committee Members appointed by the Board of Directors of IWIRC Europe upon the establishment of the Network shall serve for twenty four (24) months. The composition of all subsequent Steering Committees shall include Steering Committee Members from at least [five] European countries and at any time after the term of the initial Steering Committee has ended each European country shall be represented by not more than [two/three?] Steering Committee Members from that country to be appointed to the Steering Committee, except that if there is insufficient interest to ensure Members from [five] countries are appointed to the Steering Committee, it may be made up from Members from less than [five] countries and/or a country may be represented by more than [two/three] Steering Committee Members. At the first Annual General Meeting, each Steering Committee Chair will be elected and will hold office until the following Annual General Meeting or until she dies, resigns or is removed.

Section 7.4 — *Resignation.* Any Steering Committee Chair or Steering Committee Member may resign at any time by giving written notice of such resignation to the Steering Committee. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Steering Committee.

Section 7.5 — *Removal.* A Steering Committee Chair or a Steering Committee Member may be removed or suspended for good cause by an affirmative vote of a majority of the Steering Committee then in office at a regularly scheduled Steering Committee meeting or at a special meeting called for that purpose, provided that such Steering Committee Member or Steering Committee Chair is given at least thirty (30) days' notice of the proposed removal and the reason therefore, and an opportunity to be heard at the meeting, and that notice of the proposed removal is given in the notice of meeting. In the absence of good cause shown, failure regularly to attend Steering Committee meetings shall constitute cause for removal. Except as excused for good cause shown, three (3) absences from regular Steering Committee meetings during any one term shall constitute failure to regularly attend Steering Committee meetings.

Section 7.6 — *Vacancies.* Any vacancy on the Steering Committee, including a vacancy resulting from an enlargement of the Steering Committee may only be filled by a majority vote of the Steering Committee. Despite the existence of one or more vacancies in their number, the Steering Committee shall have and may exercise all their powers and that vacancy shall reduce the number needed for a quorum.

Section 7.7 — *Power to appoint a Steering Committee Chair.* The Steering Committee shall have the power to appoint a Steering Committee Chair between successive Annual General Meetings in the event that a Steering Committee Chair resigns, takes leave or is removed.

Section 7.9 — *Annual General Meeting and Regular Meetings.* The Steering Committee shall meet regularly, but in no event less than once a year. Meetings of the Steering Committee shall be held at such time and place as determined by the Steering Committee.

Section 7.10 — *Special Meetings.* Special Meetings of the Steering Committee may be held at any time when called by the Chair or the Board of Directors of IWIRC Europe. Special Meetings of the Steering Committee shall be called by the Secretary upon written application of at least three (3) Members of the Steering Committee or on the request of the Board of Directors of IWIRC Europe.

Section 7.11 — *Notice of Meetings.* Notice of the time and place of each meeting of the Steering Committee shall be given to each Steering Committee Member by mail, or e-mail address, at least five (5) days before the meeting. Such notice shall be addressed to the Steering Committee Member at her usual or last known business mailing or e-mail address. Whenever notice of a meeting is required, such notice need not be given to any Steering Committee Member if a written waiver of notice, executed by her before or after the meeting is filed with the records of the meeting, or to any Steering Committee Member who attends the meeting without notice and without protesting prior thereto or at its commencement the lack of notice to her. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law.

Section 7.12 — *Quorum.* At any meeting of the Steering Committee two Steering Committee Members present shall constitute a quorum.

Section 7.13 — *Action by Vote.* When a quorum is present at any meeting, a majority of the members of the Steering Committee present and voting shall decide any question, unless otherwise provided by local law or regulation or by the IWIRC By-laws.

Section 7.14 — *Action by Writing.* Any action required, or permitted to be taken, at any meeting of the Steering Committee may be taken without a meeting if all the members of the Steering Committee consent to the action in writing and the written consents are filed with the records of the meetings of the Steering Committee. Such consents shall be treated for all purposes as a vote at a meeting.

Section 7.15 — *Presence Through Communication Equipment.* Unless otherwise provided by local law or regulation, members of the Steering Committee may participate in a meeting of the Steering Committee by means of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting. A conference among members of the Steering Committee by telephone or similar communications equipment by means of which all persons participating in the conference can hear each other at the same time may constitute a meeting of the Steering Committee if the same notice is given of the conference as would be required for a meeting, and if the number participating in the conference would be sufficient to constitute a quorum at a

meeting.

ARTICLE VIII — NOMINATING COMMITTEE/ELECTION OF OFFICERS AND DIRECTORS

Section 8.1 — *Composition*. The initial Nominating Committee shall be appointed by the Board of Directors of IWIRC Europe. The Nominating Committee shall consist of at least two members of the Steering Committee, one of whom shall be the immediate Past Chair. The Nominating Committee will be chaired by the immediate Past Chair.

Section 8.2 — *Duties*. The Nominating Committee shall present nominations for the Officer positions listed in Article VI and for Steering Committee Member and Steering Committee Chair positions to the Steering Committee. Members of the Nominating Committee may be nominated for office, if the Nominating Committee deems such nomination to be in the best interests of the Network. The Nominating Committee shall (i) solicit nominations for the positions from Members by advertising any vacancies in Steering Committee, Steering Committee Chair and Officer positions; (ii) obtain a CV of each potential nominee (if deemed desirable); (iii) prepare a slate of one or more names for each vacant office; and (iv) consider as part of the selection process, the Network's goal of diversity in practice area (e.g. attorneys and non-attorneys), ethnicity and life experience. All members of the Steering Committee must be Members of IWIRC in good standing and must consent to their nomination.

Section 8.3 – *Election of the Officers and Steering Committee Chairs at first Annual General Meeting only*. At the first Annual General Meeting, the Officers (with the exception of the Chair and the immediate Past Chair) and Steering Committee Chairs then in place shall stand for election by the Members. For the avoidance of doubt in relation to the first elected Officers and Steering Committee Chairs, the tenure shall begin immediately after the first Annual General Meeting. The tenure for the Chair shall begin when she was first elected by the Steering Committee Chairs.

Section 8.4 – *Election of the Officers and Steering Committee Chairs*. The Nominating Committee shall present the slate referred to in Section 8.2 to the Steering Committee. Where possible, the Steering Committee shall consider whether it can endorse the Officers and Steering Committee Chairs to recommend to Members. The Network strongly encourages candidates for the Steering Committee Chair position to have served as a member of the Steering Committee before standing for a Steering Committee Chair position. The Steering Committee shall endorse a candidate by majority vote. Candidates endorsed by the Steering Committee shall be nominated to the Members to elect at the Annual General Meeting. Where a candidate is not endorsed by the Steering Committee she can stand at the Annual General Meeting but without Steering Committee endorsement.

Section 8.5 – *Election of Steering Committee Members*. The Board of Directors shall have an absolute veto right in relation to the appointment of any Member to the Steering Committee including any Steering Committee Chair and/or Officer. After the Nominating Committee has presented the slate referred to in Section 8.2 to the Steering Committee and absent the exercise of any veto right by the Board of Directors, the Steering Committee shall take a vote on the candidates. A candidate is selected to the Steering Committee if a majority of

votes of the Steering Committee votes in her favour.

Section 8.6 – *Election of Network Chairs*. Immediately after the election of the Steering Committee Chairs, the Network Chair shall be elected by the Steering Committee Chairs. After the Nominating Committee has presented the slate referred to in Section 8.2 to the Steering Committee Chairs, the Steering Committee Chairs shall take a vote on the candidates. A candidate is selected to the position of Network Chair if a majority of votes of the Steering Committee Chairs votes in her favour and the Board of Directors does not exercise a veto right.

ARTICLE IX — NOTICE

Section 9.1 — *General*. Any notice required by these guidelines shall be deemed given as appropriate if by e-mail or regular mail so long as it has not been returned as having insufficient address (in whatever language this is noted). Said “return” of the notice shall place an affirmative obligation on the Secretary to make a reasonable attempt to find a better address to serve the notice or, if notice was given by e-mail, to then serve a “hard copy” of the notice at the last known address. It is recommended, but not required, that the Secretary solicit confirmation of receipt of notice where major actions are being undertaken (e.g. an election, or amendment or approval of the Network Rules of Operation).

ARTICLE X — COMPENSATION; PERSONAL LIABILITY; DISCLOSURE OF INTEREST

Section 10.1 — *Compensation*. No Officer or Steering Committee Member shall receive any compensation for serving in such capacity and will serve in such capacity in a voluntary capacity only. For the avoidance of doubt, no Officer or Steering Committee Member is an employee of IWIRC Europe. Notwithstanding the foregoing, Members, Officers and Steering Committee Members shall not be precluded from providing services to the Network in any other capacity and receiving compensation for any such services. However, only at the sole discretion of the Board of Directors of IWIRC Europe, will the reasonable expenses of the Steering Committee Members be paid in connection with their attendance at:

- 1) meetings of Steering Committee or other committees,
- 2) general meetings, or
- 3) meetings in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Network.

Section 10.2 — *No Personal Liability*. Unless otherwise provided by applicable law, the Members, Officers and Steering Committee Members shall not be personally liable for any debt, liability or obligation of the Network.

Section 10.3 — *Disclosure of Interest*. The Board of Directors of IWIRC Europe will manage the Network in accordance with local law and regulation, including but not limited to, taking

into account their directors duties on conflicts of interest and their duties to disclose any interest in a proposed or existing transaction or arrangement with IWIRC UK.

ARTICLE XI — DISSOLUTION

Section 11.1 — *Process for winding up or strike off of IWIRC Europe.* IWIRC Europe may be wound up or dissolved in accordance with local law and regulation. The Board of Directors of IWIRC Europe will make reasonable efforts to provide notice to IWIRC, the Board of Directors of IWIRC International and the Members of any such winding up or dissolution. Upon the dissolution of IWIRC Europe, the Network will automatically be dissolved.

Section 11.2 — *Distribution on dissolution of IWIRC Europe.* In accordance with the Articles of Association of IWIRC Europe, if upon the winding up or dissolution of IWIRC Europe there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the distribution of any assets or property of IWIRC Europe will occur in accordance with local law and regulation. However, to the extent possible pursuant to local law and regulation, any assets or property that remains available to be distributed or paid shall be transferred to IWIRC International or be transferred to another body with objects similar to those of IWIRC Europe. Such body shall be determined, to the extent possible pursuant to local law and regulation, by resolution of the Board of Directors of IWIRC Europe.

ARTICLE XII — MISCELLANEOUS

Section 12.1 — *Fiscal Year*. The fiscal year of the Network shall begin on January 1st of each calendar year and end on December 31st such year.

Section 12.2 — *Receipt and Disbursement of Funds*. Funds of the Network shall be deposited in such bank accounts as established by IWIRC Europe. In addition to the Treasurer, the Board of Directors of IWIRC Europe may designate such other Officers to receive and disburse all monies due and payable to the Network from any source whatsoever, to endorse for deposit cheques, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefore.

Section 12.3 — *Compliance with the Articles of Association of IWIRC Europe*. The Network, its Officers and the Steering Committee Members will comply with the language of the Articles of Association in force, a copy of which was submitted to IWIRC as Attachment A and adhere to the duties and obligations set forth by IWIRC regarding the conduct of the Network.

Section 12.4 — *Use of IWIRC Logo*. The IWIRC logo may be used by networks using the IWIRC Brand Identity and Usage Guidelines which can be found on the website and in the IWIRC handbook. The Logo may not be modified in any way.

ARTICLE XIII - AMENDMENTS

Section 13.1 — *General*. These Rules of Operation may be amended by the Board of Directors of IWIRC Europe on a majority vote, provided that notice describing the proposed amendments have been given in writing or by e-mail to the Steering Committee at least ten (10) days in advance of the meeting at which the Board of Directors vote on the amendments. Subject to local law and regulation, the amendments shall be effective immediately upon adoption.

Submitted to IWIRC International on

By:
Joanne Hewitt-Schembri, the Co-Chair of
the Network
Rita Gismondi, the Co-Chair
of the Network

Approved:

IWIRC International

By: Shari Bedker

(Name)

Its Administrative Director on June 14, 2021
