

**NETWORK RULES OF OPERATION OF
THE IRELAND 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 Ireland Network" (the "Network").

Section 1.2 - Email Address. The email address for the Network will be IWIRCIRELAND@Gmail.com

Section 1.3 — *Goals and Purposes*. The Network shall be organized as a not for profit association. The goals and purposes of the Network shall be:

1. develop a network of professionals and businesspersons in Ireland;
2. promote women in the restructuring-related professions;
3. afford professional, social and educational opportunities for members of the Network, including networking and business development;
4. enable IWIRC members to share interests, experiences, expertise and business opportunities with one another;
5. facilitate regional links among other IWIRC networks and between IWIRC members;
6. promote members' ascension to positions of influence within existing insolvency and restructuring-related organizations, within their professional institutions; and
7. 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 IRELAND, 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 Ireland is dissolved, 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 Meeting* — The term Annual Meeting shall be the annual meeting of the Network as set forth in Section 5.2 below.

Section 2.2 — *Board of Directors* — The term Board of Directors shall mean the Board of Directors of IWIRC IRELAND.

Section 2.3 — *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 2.4 — *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 2.5 — *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 2.6 — *IWIRC IRELAND* — The term IWIRC Ireland shall mean IWIRC Ireland Network.

Section 2.7 — *Members* — The term Members shall mean the members of IWIRC who fully paid members are. 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 2.8 — *Officer(s)* — The term Officer(s) shall mean any Member of the Network that is serving as either the Chair, Co-Chair, Vice Chair, Secretary, Treasurer or Past-Chair of the Network as described in section VI of these Rules of Operation.

Section 2.9 — *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 2.10 — *Steering Committee* — The term Steering Committee shall mean the Steering Committee of the Network as described in section VII of these Rules of Operation.

Section 2.11 — *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. Such secondary affiliations do not include the right to vote on secondary network matters nor will the secondary network(s) receive any dues rebate from IWIRC.

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 IRELAND. 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 Article III, Sec. 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 shall have the power to (1) elect the members of the Steering Committee; (2) elect the officers of the Network, and (3) such other powers and rights as are vested in them by these Rules of Operation and the IWIRC By-laws. The powers set out in (1) and (2) shall be effective twenty-four (24) months after the establishment of the Network.

Section 5.2 — *Annual Meeting*. Beginning twenty-four (24) months after the establishment of the Network, the Network shall hold an Annual Meeting of the Network at least once a year, at such time and place as shall be determined by a majority vote of the Steering Committee. At the Annual Meeting, the Network will discuss and plan any upcoming events and any upcoming elections, 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 Primary 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 as shall be determined by the Steering Committee. Meetings can also take place by electronic means.

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 by mail or e-mail at least seven (7) 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.

Section 5.6 — *Quorum*. At any meeting of the Network, a majority of the Primary 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*. Each Primary Affiliated Member in good standing at the time of the vote is entitled to vote and shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by primary 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 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 may vote either in person or by written proxy dated not more than 4:00pm on the day 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 instead of a Chair and Vice Chair. If Co-Chairs are elected any reference in the Rules to Chair will also apply to 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. As all Members of the Network must be members of IWIRC, all Officers of the Network must be Members of IWIRC. For the sake of continuity, every officer's term of office shall be for two years.

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 Ireland and the Steering Committee for the administration of the Network's affairs. The Co-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 Chairs upon consultation with the Steering Committee;
3. Appointing committee members whose selection is not otherwise provided for in these guidelines;
4. Serving as an ex-officio member of any committees;
5. Authorized signatory for funds;
6. Reviewing the Network's Annual Report compiled by the Secretary;
7. Taking such other actions as are necessary and proper to implement the objects of IWIRC Ireland, 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
8. 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 Committee Chair.

C. *Secretary.*

The Secretary 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 by the Chair or the Steering Committee. The Secretary shall be responsible for compiling the Network's Annual Report and submitting the Annual Report to IWIRC International by March 15 or the next business day if it falls on a weekend or public 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. They shall render to the Steering Committee at the Annual 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 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 Meeting;
4. Comply with the duties and obligations assigned by IWIRC; and
5. Assist the Board of Directors of IWIRC Ireland in establishing and maintaining a bank account in the name of IWIRC Ireland for the Network at an appropriate financial institution as shall be decided upon by the Board of Directors of IWIRC Ireland. The Treasurer shall be an authorized signatory of the bank account.

Section 6.4 — *Election and Term.* Twenty-four (24) months after the establishment of the Network, Officers shall be elected by a majority vote of the Primary Affiliated Members at the Annual Meeting of Network Members. Each Officer shall hold office for two years, or until her successor is elected and qualified 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 6.5 — *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 6.6 — *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 absences from regular Steering Committee meetings during any one term shall constitute failure to regularly attend Steering Committee meetings.

Section 6.7 — *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 and qualified, or in each case until she sooner dies, resigns, or is removed from office.

Section 6.8 — *Annual Leadership Summit*. Each year IWIRC conducts a leadership summit for its Officers, Steering Committee Members and Network Chair. 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 Ireland.

Section 7.2 — *Number and Election*. The initial Steering Committee shall be appointed by the Board of Directors of IWIRC Ireland. The Steering Committee shall consist of the Officers of the Network, the Chair of each of any committees, the immediate Past Chair, 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. The Steering Committee shall make reasonable efforts to ensure that the composition of the Steering Committee is representative of the membership in the proportion of lawyer and non-lawyer Steering Committee Members. 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*. Initial Steering Committee Members appointed by the Board of Directors of IWIRC Ireland upon the establishment of the Network shall serve for twenty-four (24) months. Twenty-four (24) months after the establishment of the Network, each elected Steering Committee Members shall hold office for a term of one year or until she dies, resigns or is removed. It is expected that members of the Steering Committee shall not serve for more than six (6) years.

Section 7.4 — *Resignation*. Any 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 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 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 the enlargement of the Steering Committee, may only be filled by a majority vote of the Primary Affiliated Members attending a meeting called for such purpose. 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 — *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 Ireland 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. The Chair or Co-Chairs of any committee will be a member of the Steering Committee. The Chair of a committee, with the approval of the Steering Committee, may appoint the members of any committee, and such members shall so serve at the pleasure of the Steering Committee.

Section 7.10 — *Annual 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. At least one meeting a year must be held in person; other meetings may be held telephonically.

Section 7.11 — *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 Ireland. 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 Ireland.

Section 7.12 — *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 7.13 — *Quorum*. At any meeting of the Steering Committee, a majority of the Steering Committee then in office shall constitute a quorum.

Section 7.14 — *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 7.15 — *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 7.16 — *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 Ireland. Twenty-four (24) months after the establishment of the Network, the Chair shall appoint a Nominating Committee within three (3) months of the Annual Meeting of the Steering Committee. The Nominating Committee shall consist of at least three 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 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 Steering Committee positions from Members by transmitting to each member a notice of vacancy in both Steering Committee and Officer positions; (ii) obtain a written summary of the qualifications of each potential nominee; (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 geography (if applicable), practice area (e.g. attorneys and non-attorneys), ethnicity and life experience. The Nominating Committee will also consider in its deliberations, petitions received for an Officer or Steering Committee position, when such petition is signed by five or more members and forwarded to the Nominating Committee no later than four (4) weeks prior to the Annual Meeting. All Officers and Directors must be Members of IWIRC in good standing and must consent to their nomination.

Section 8.3 — *Elections*. Twenty-four (24) months after the establishment of the Network, elections for open Officer and Steering Committee Member positions shall occur once a year, as applicable to the positions that are open for election during the following year. After the Nominating Committee has presented the slate to the Steering Committee, and the Officers have approved the Ballot, the Ballot will be submitted to all Primary Affiliated Members of the Network. Only Primary Affiliated Members of the Network who are primarily affiliated with the Network may vote. Ballots shall be required to be returned to the Secretary of the Network in sufficient time for newly elected Officers and Steering Committee Members to assume their positions at the next Annual Meeting.

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 Ireland. 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 Ireland, 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. The Board of Directors of IWIRC Ireland will be entitled to obtain directors and officers insurance, the fees for which will be discharged from funds held in the IWIRC Ireland bank account.

Section 10.3 — *Disclosure of Interest*. The Board of Directors of IWIRC Ireland 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 Ireland.

ARTICLE XI — DISSOLUTION

Section 11.1 — *Process for winding up or strike off of IWIRC Ireland*. IWIRC Ireland may be wound up or dissolved in accordance with local law and regulation. The Board of Directors of IWIRC Ireland 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 Ireland, the Network will automatically be dissolved.

Section 11.2 — *Distribution on dissolution of IWIRC Ireland*. If upon the winding up or dissolution of IWIRC Ireland there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the distribution of any assets or property of IWIRC Ireland 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 Ireland. Such body shall be determined, to the extent possible pursuant to local law and regulation, by resolution of the Board of Directors of IWIRC Ireland.

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 Ireland. In addition to the Treasurer, the Board of Directors of IWIRC Ireland 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 Ireland.* 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 without the approval of IWIRC.

ARTICLE XIII - AMENDMENTS

Section 13.1 — *General.* These Rules of Operation may be amended by the Board of Directors of IWIRC Ireland 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 seven (7) 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 this 15th day of April 2021.

By: Kate Magee, the proposed Co-Chair
Frances Flynn, the proposed Co-Chair
Niamh Cacciato, the proposed Secretary
Sharon Mullins, the proposed Treasurer
of the Network

Approved:

IWIRC International

By: _____
(Name)
Its _____

