

IWCC-CCLI Bylaws & Constitution (*Revised 2023*)

Article I • NAME, OBJECTIVES, CORPORATE SEAL & DEFINITIONS

Section 1: NAME

The name of the Corporation shall be the Irish Wolfhound Club of Canada - Club Canadien du Lévrier Irlandais (IWCC-CCLI).

Section 2: OBJECTIVES

The objectives of the IWCC-CCLI shall be:

- a. to do all in its power to protect and advance the interest of purebred Irish Wolfhounds.**
- b. to urge its members and breeders to accept the standard of the breed as the only standard of excellence by which Irish Wolfhounds shall be judged.**
- c. to do all in its power to encourage sportsmanlike behaviour at all times.**

Section 3: CORPORATE SEAL

The seal, whose impression is stamped in the margin, shall be the seal of the IWCC-CCLI.

Section 4: DEFINITIONS

In these Bylaws of the Corporation, unless the context otherwise requires:

“Act” means the Canada Not-For-Profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

“AGM” means Annual General Meeting

“Address” means either a Canada Post address or an email address unless the context otherwise requires;

“Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation

“Board” means the Board of Directors of the Corporation

“Director” means a member of the board;

“Officer” – An individual who is elected and holds one of the following offices on the Board of Directors:

- President
- Vice President

- Secretary
- Treasurer

“Scrutineer” – An individual, appointed by the Board of Directors, tasked with confirming the accuracy of reported results and the eligibility of voters who have cast a vote pursuant to club elections.

“Bylaw” means this bylaw as amended and which are, from time to time, in force and effect

“Contact Information” shall include, as a minimum, a postal address for the member where legal documents can be delivered; and, where available, telephone, fax numbers, and email addresses

“IWCC-CCLI Meeting” refers to either the AGM or a Special General Meeting as defined in Article V unless indicated otherwise in the context such as a Board or Committee meeting

“Mail” includes any method of notification addressed individually and where expectation of receipt is assumed, and includes but is not limited to mail (Canada Post), courier service, email and fax

“Place” can be either a physical location, a combined physical/virtual location or a complete virtual location including but not limited to telephone or video conferencing and Virtual Reality environments. Voting will only be permitted from a location where it can be conducted in an unambiguous manner from said location, or the participants at said location will function as observers only.

“Public Accountant” is a person who meets the qualifications set out in the NFP Act. These qualifications are:

- a) be a member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province;
- b) meet any qualifications under an enactment of a province for performing any duty that the person is required to perform and
- c) be independent of the corporation, its affiliates, or the directors or officers of the corporation or its affiliates.

“Review Engagement” is the process of engaging an independent public accountant to prepare financial statements on a review basis. The accountant will not express an opinion on the fairness of the financial statements, but will only provide a limited assurance that the financial information is plausible and conforms to generally accepted accounting principles;

“Written Notice” includes any notification from which a hard copy print can be produced with a time stamp and includes but is not limited to mail (Canada Post), courier service, email and fax.

Section 5: INTERPRETATION

In the interpretation of these bylaws, words in the singular include the plural and vice-versa, words in one gender include all genders and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these Bylaws.

Article II • DUTIES of MEMBERS

It shall be the duty of every member of the IWCC-CCLI to forward the interests of the Breed and the Club, to promote honourable dealings in all matters and to report to the IWCC-CCLI any irregularities affecting it or its members. In order to ensure smooth and efficient administration of the IWCC-CCLI, it shall be the duty of every member to notify the Secretary of all relevant changes to their contact information.

Section 1: TYPES of MEMBERS

There shall be two (2) classes of members:

Class A Members: Regular Members who have all the privileges of the IWCC - CCLI. Life Members are founding members who are Regular Members in good standing, have all privileges of the IWCC-CCLI, but are exempt from paying dues.

Class B Members: Associate Members who have the privileges of the IWCC - CCLI, except the right to vote, hold office and serve on the Nominating Committee.

Junior Members are persons between 10 and 17 years of age have all the privileges of the IWCC-CCLI, except the right to vote, hold office and serve on the Nominating Committee. At 18, they shall, upon payment of the necessary annual dues, become Regular Members, if they have held Junior Membership for three years or more or Associate Members, if they have held Junior Membership for less than three years.

Foreign Members are persons residing outside Canada and the United States, have all the privileges of the IWCC-CCLI, except the right to vote, hold office and serve on the Nominating Committee.

Section 2: APPLICATION for MEMBERSHIP

Membership applications for all classes shall be on a form approved by the Board of Directors. The form available from the IWCC-CCLI Secretary states that the

applicant agrees to abide by the Constitution and Bylaws of the IWCC - CCLI and the Canadian Kennel Club rules, and must provide a signed Code of Ethics. Any revisions to the COE will require all members to submit a new signed copy by mail or electronically to the Secretary.

The dues shall accompany the application for the current year.

Each candidate for Associate, Foreign, or Junior Membership shall be automatically accepted upon receipt by the Secretary of a completed application form, dues for the current year, and a signed Code of Ethics.

The new members' names will be made available to the membership via member communications and on the official website's members-only page. Each candidate for Class A Regular Membership shall be a resident of Canada or the United States and shall first have completed three consecutive years from the date of their membership as a non-voting IWCC - CCLI member. After this, the candidate's name shall then be made available to the membership via member communications and on the official website's Members-Only page.

The Board of Directors shall invite members to submit their comments via written notice to the Secretary within thirty (30) days on why the candidate should not be accepted as a Regular Member. If no comments are received, the candidate shall be accepted and so advised.

The names of new Regular Members will be made available to the membership via member communications and on the official website's members-only page. If comments are received, the Secretary shall present them to the Board of Directors for consideration.

A simple majority of Board members present at a meeting or a simple majority of the entire Board voting by mail shall determine whether or not the candidate is admitted.

An application that has received a negative vote by the Board of Directors may be presented by the applicant either in person or via written notice at the next AGM.

The IWCC-CCLI may admit such applicant if ninety percent (90%) of the Class A members present are in favour.

Section 3: DUES

a) Membership fees shall be due on January 1st of each year and must be paid before April 1st.

b) Dues payed after November 15th will be considered as payment of dues for the rest of that fiscal year and full payment of the following year.

Section 4: LAPSE, SUSPENSION OR TERMINATION of MEMBERSHIP

- a) Memberships will be considered lapsed, suspended or terminated:
 - i) by resignation of a member, delivered in writing to the Secretary
 - ii) by failure to pay yearly dues before April 1st.
 - iii) by suspension or expulsion, as per Article VI, Section 3 & 4 of these By-laws.
- b) No person whose membership is lapsed, suspended or terminated is entitled to vote at any IWCC-CCLI meeting
- c) No person whose membership is lapsed, suspended or terminated at the start of an IWCC-CCLI electronic ballot is entitled to vote on that ballot.

Section 5 REINSTATEMENT

- a) Where a member has resigned or allowed her membership to lapse, there are two options for reinstatement.
 - i) The member can be reinstated, with no additional three (3) year non-voting period, if all dues for the period of their resignation or lapse are paid in full. Once all necessary dues are received, the Secretary will reinstate the member on the Membership list and full voting rights will be reinstated in the following year.
 - ii) The member can be reinstated without payment of all dues for the period of their resignation or lapse and will then be required to complete another three (3) year nonvoting period before full voting rights are reinstated.
- b) Where a member is suspended by action of the BoD, her full membership rights, including the right to vote, shall be reinstated at the end of the suspension period.

Article III • DIRECTORS and OFFICERS

Section 1• BOARD of DIRECTORS

The Board of Directors shall consist of a President, three Vice-Presidents, a Secretary, a Treasurer and five persons known as Directors-At-Large, who shall be members in good standing and residents of Canada. Officers and Directors shall be elected for two year terms at an IWCC-CCLI AGM, as provided in Article VIII. Management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2: VACANCIES

A position on the Board of Directors shall be automatically vacated if:

- i. a Board member resigns by delivering a written resignation to the Secretary
- ii. a Board member develops an illness which leaves her medically unfit to serve iii.]
- a Board member becomes bankrupt
- iv. a Board member is removed by a majority vote of the members at a Special Meeting
- v. a Board member dies

In the event of a vacancy for any of the above reasons, the Board of Directors may, by majority vote, fill the vacancy by appointment with a member of the IWCC-CCLI.

A retiring Board of Directors member shall remain in office until the dissolution or adjournment of the meeting at which her successor is elected

The Board may fill, by a majority vote of the remaining members, any vacancy until the next election.

Section 3: REMUNERATION

a) Board and Committee members shall not normally receive a remuneration for their Services, but the Board of Directors may allow expenses for attendance at regular and special meetings of the Board of Directors. The Board and Committee members may, however, receive compensation from the IWCC-CCLI for services rendered in a professional or other capacity.

b) Such compensation shall be fixed by a resolution of the Board of Directors. The resolution shall be in force only until the next meeting of the Board and shall continue only if confirmed. In the absence of a confirmation, compensation shall cease to be payable from the date of the meeting.

Section 4: INDEMNITIES to DIRECTORS and OTHERS

Any person who undertakes a liability on behalf of the IWCC-CCLI shall be indemnified and saved harmless out of the funds of the IWCC-CCLI from and against:

a) all costs, charges and expenses whatsoever that such person sustains or incurs in or about any action, suit or proceedings that is brought, commenced or prosecuted against her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by her in or about the execution of the duties of her office or in respect of any such liability.

b) all other costs, charges, and expenses that she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by her own willful neglect or default.

Section 5: POWERS of DIRECTORS

a) The IWCC-CCLI Board of Directors may administer affairs of the Club in all things; enter, in its name, into any contract that the IWCC-CCLI may lawfully enter into and, save as hereinafter provided, generally exercise all such other powers and do all other things as it is, by its charter or otherwise, authorized to exercise and do.

b) The Board of Directors shall have power to authorize expenditures on behalf of the IWCC-CCLI and may delegate by resolution, to an officer or officers of the IWCC-CCLI, the right to employ and pay salaries to employees. The Board of Directors shall have the power to make expenditures for the purpose of furthering the objects of the IWCC-CCLI. The Board of Directors shall have the power to enter into a trust arrangement with a Trust Company for the purpose of creating a trust fund in which capital and interest may be made available for the benefit of promoting the interest of the IWCC-CCLI in accordance with such terms as the Board of Directors may prescribe.

c) The Board of Directors shall take such steps as it may deem necessary to enable the IWCC-CCLI to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the IWCC-CCLI.

d) The Board of Directors may appoint such agents and engage such employees as it deems necessary and such persons shall have the authority and perform the duties prescribed by the Board of Directors at the time of the appointment.

Section 6: OFFICERS

The officers of the IWCC-CCLI shall be a President, three Vice-Presidents, a Secretary and a Treasurer.

Section 7: DUTIES of OFFICERS

All Officers shall be members of the IWCC-CCLI Board of Directors and shall cease to be officers when they cease to be members of the Board. Officers may be removed from their position by a majority vote of the Board; however, they remain a director unless removed as per Article III, Section 2.

- a)** The President shall be the chief executive officer of the IWCC-CCLI. She shall preside at all IWCC-CCLI and Board of Directors meetings. She shall have the general and active management of the affairs of the IWCC-CCLI. She shall see to it that all orders and resolutions of the Board of Directors are implemented.
- b)** The first Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon her by the Board of Directors. The Vice-President receiving the largest number of votes shall be considered the first Vice-President, and the others shall be ranked in accordance with the number of votes they received.
- c)** The Treasurer shall have custody of the funds and securities of the IWCC -CCLI and shall keep complete and accurate accounts of all assets, liabilities, receipts, and disbursements of the IWCC-CCLI in books belonging to the IWCC-CCLI and shall deposit all monies, securities and other valuable effects in the name and to the credit of the IWCC-CCLI in a chartered bank or trust company or, in the case of securities, at a registered dealer in securities, designated by the Board of Directors. She shall disburse the funds of the IWCC-CCLI as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the IWCC-CCLI. She shall also perform such other duties as may from time to time be required by the Board of Directors.
- d)** The Secretary shall carry on the affairs of the IWCC-CCLI, generally under the supervision of the Board of Directors, and shall attend all meetings and act as clerk, recording votes and minutes in books to be kept for that purpose. She shall give notice of all Club and Board meetings and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision she shall be. She shall be custodian of the seal of the IWCC -CCLI which she shall use only when authorized by a resolution of the Board of Directors to do so. The Secretary shall maintain an up-to-date roll of IWCC-CCLI members and their contact information.
- e)** The President, first Vice- President, Treasurer and Secretary may be bonded in such amount, as the Board of Directors shall determine.
- f)** The duties of all other officers of the IWCC-CCLI shall be determined by the terms of their engagement or by the Board of Directors.

Section 8: EXECUTION of DOCUMENTS

Contracts, documents, or any instruments via written notice requiring signature shall be signed by two officers, the President or the First Vice-President and the

Secretary or the Treasurer. All contracts, documents, and instruments via written notice so signed shall be binding upon the IWCC-CCLI without any further authorization or formality. The Board of Directors shall have the power to appoint an officer or officers to sign specific contracts, documents, and instruments via written notice on behalf of the IWCC-CCLI. The Board may give power of attorney to any registered dealer in securities for the purpose of the transferring of and dealing with any stocks, Bonds, and other securities. The Seal of the IWCC-CCLI may be affixed to contracts, documents, and instruments via written notice signed on behalf of the IWCC-CCLI.

Section 9: BEQUESTS and ENDOWMENTS

- a)** From time to time, the IWCC-CCLI may receive a bequest or endowment from a member, former member, or any other person with an interest in the Corporation. Such moneys are to be invested by the Board of Directors as advised by competent investment experts in a safe and secure portfolio with the aim of producing a regular source of income.
- b)** The income from the portfolio may be transferred from time to time to the Corporation's operating account to be used to further the aims of the Corporation.
- c)** The principal amount of the Corporation's investment portfolio shall not be reduced but may from time to time be increased by the Board of Directors.
- d)** In the event that the Board of Directors of the Corporation deems it advisable to draw funds from the principal of the investment portfolio, the Board of Directors shall detail the proposal on a ballot to be forwarded to the IWCC-CCLI Class A membership. Voting on the proposal shall be as in ARTICLE VII, Section 2 of these by-laws.

Article IV • COMMITTEES

Section 1: POWERS

The Board of Directors may strike Committees to advance the work of the IWCC-CCLI. Such Committees shall always be subject to the final authority of the Board of Directors.

Section 2: MEETINGS

Committee meetings are held at the time and place determined by its members.

Article V • IWCC-CCLI MEETINGS

No error or omission in giving notice of any meeting shall invalidate such meeting or make void any proceedings thereof and members may at any time waive notice of such meeting and may ratify, approve and confirm any proceedings. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be her last recorded address.

Section 1• ANNUAL GENERAL MEETING

The Annual General Meeting (AGM) of the IWCC-CCLI shall be held in conjunction with, or within fifteen (15) days after, the Annual Specialty Show, at a date and hour designated by the Board of Directors.

The AGM shall be conducted electronically, or may be held as a combination of in-person and electronic attendance as decided by the Board of Directors. Written notice of the AGM shall be mailed by the Secretary to each member in good standing at least twenty-one (21) days prior to the date of the meeting. The quorum for the AGM shall be ten percent (10%) of the Class A members in good standing.

Where items brought forward to the meeting for discussion result in the need for a vote, that vote will be scheduled to begin within fourteen (14) days of the AGM, using the OPA voting website or an alternate recognized voting website approved by seventy five (75) % of the Board. Members will have fourteen (14) days to cast their ballots on any such matter.

Section 2: SPECIAL GENERAL MEETINGS

Special General Meetings may be called by the President or by a majority vote of the members of the Board of Directors who are present at a meeting of the Board or who vote by mail, or by the Secretary upon receipt of a petition signed by five percent (5%) of the Class A members in good standing.

Such meeting shall be held at a date, time and place decided by the Board of Directors. Written notice of such meetings shall be mailed by the Secretary to each member in good standing at least twenty-one (21) days and not more than forty-two (42) days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other IWCC-CCLI-CCLI business may be transacted. The quorum for such a meeting shall be ten percent (10%) of the Class A members in good standing.

Section 3: BOARD MEETINGS

The first meeting of the Board of Director's shall be held as soon as possible following the AGM. Other meetings of the Board of Directors shall be held at a time and place decided by a majority vote of the entire Board, voting in person or by mail. Written notice of each such meeting shall be mailed by the Secretary to each member of the Board at least twenty-one (21) days prior to the date of the Meeting. The Board of Directors may conduct business by mail through the Secretary. The Secretary shall publish a summary of Board Meetings available to the membership via member communications.

Section 4: ORDER of BUSINESS

At all IWCC-CCLI meetings this including Board, committees, and AGM the order of business shall be as follows:

- Roll Call
- Adoption of agenda
- Minutes of last meeting
- Reading in of any motions passed since the last meeting
- Report of the President
- Report of the Treasurer
- Report of the Secretary
- Reports of Committees
- Election of Officers and Board, (at the AGM, when relevant)
- Unfinished business
- New business
- Adjournment

Committees will omit those agenda items not relevant to committee activity, and agendas may be reordered with a simple majority vote when necessary to accommodate guests, time restraints or schedules of those attending.

Article VI • DISCIPLINE

Section 1 : KENNEL CLUB SUSPENSION

Any member who is suspended from the privileges of any national Kennel Club shall be suspended from the privileges of the IWCC-CCLI for the same period.

2: CHARGES

Any member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the Breed and/or the Club. Written charges with

specifications must be filed in duplicate with the Secretary together with a deposit of \$100.00, which shall be forfeited if such charges are not sustained. The Secretary shall promptly notify the Board, which shall fix a date and place of a hearing by the Board, not less than three (3) weeks or more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail, together with a notice of the hearing and an assurance that the defendant may personally appear in her own defense and bring witnesses if she so wishes.

Section 3: BOARD HEARING

Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board may, by a majority vote of those present, suspend the defendant from all privileges of the Club for not more than twelve (12) months from the date of the hearing, or until the next AGM, and, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion.

In such cases, the suspension shall not restrict the defendant's right to appear before her fellow members at the ensuing AGM, which will consider the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary.

The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any. The Secretary shall report to the membership, via member communications, that a complaint was registered against "name" and shall identify whether the complaint was brought under these By-laws or the Code of Ethics, and report whether the Board found for or against the complainant.

Section 4: EXPULSION

Expulsion from the IWCC-CCLI may be accomplished only at the AGM, following a hearing and upon the recommendation of the Board of Directors as provided in Section 3 of this Article.

The defendant shall have the privilege of appearing on her behalf. However, no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations and shall invite the defendant, if present, to speak on her own behalf. The meeting shall then vote by secret ballot on the proposed expulsion.

A two-thirds (2/3) vote of Class A members in good standing at the AGM shall be necessary for the expulsion. If removal is not voted, then the suspension shall stand.

Article VII • AMENDMENTS

Section 1: Amendments to the Bylaws

–may be proposed by the Board of Directors or by written petition to the Secretary, signed by twenty percent (20%) of the members in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and submitted to the IWCC-CCLI members with Board recommendations within three months of the date the petition was received by the Secretary.

Section 2: By-laws may be amended at any time

By-laws may be amended at any time by electronic vote, using the OPA voting website or an alternate recognized voting website approved by seventy five percent (75%) of the Board. The Secretary, or a voting manager appointed by the Board, shall ensure that all Class A members, in good standing on the day voting begins, receive an electronic ballot including the wording of the proposed amendment. Voting will be open for twenty-one (21) days.

Where a Class A member can only vote by regular mail, the Secretary will send a hard copy of the electronic ballot provided by the voting manager with a blank envelope and a return envelope addressed to the Secretary and marked “bylaw ballot” and bearing the name of the member to whom it was sent. The Secretary will specify the date that the ballot must be received for inclusion in the vote count; this date shall be no more than forty eight (48) hours before the close of electronic voting. When voting by regular mail, each voter shall seal her ballot in the blank envelope, then place it in the second envelope addressed to the Secretary. To certify the eligibility of the voter, the Secretary shall check the returned envelopes against the list of Class A members in good standing prior to opening the outer envelopes; once eligibility is confirmed the voting manager will enter the member’s vote using a voting code.

Endorsement by seventy five percent (75%) of those voting members in good standing, who cast a vote on the amendment, shall be required to effect any such amendment.

Section 3

A copy of the approved Constitution and the Bylaws shall be filed with Industry Canada.

Section 4

These Bylaws conform to Industry Canada Not-For-Profit Corporations Act S.C. 2009, c.23. Where they differ, the Act has priority in all mandatory conditions.

Article VIII • FISCAL YEAR, VOTING, ELECTIONS, NOMINATIONS, BOARD MINUTES, AUDIT COMMITTEE, BOOKS AND RECORDS, and DISSOLUTION

Section 1• FISCAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of the IWCC - CCLI shall begin on the 1st day of January and end on the 31st day of December.

Section 2: VOTING

At the AGM or a Special General Meeting, voting shall be limited to Class A Members in good standing who are present at the meeting. Voting by proxy shall not be permitted.

The election of officers and directors, and amendments to the Bylaws, shall be decided by electronic ballot, using the OPA voting website or an alternate recognized voting website approved by seventy five (75) % of the Board.

The Board of Directors may choose to submit other specific questions for decision by electronic ballot.

Every question shall be determined by a simple majority of the votes, whether the vote is held at a meeting or electronically, unless otherwise explicitly provided by the Bylaws.

Section 3: NOMINATIONS

No person may be a candidate in an IWCC-CCLI election who had not been nominated in accordance with these Bylaws. A Nominating Committee shall be chosen by the Board of Directors at least six (6) months before the AGM. The Committee shall consist of three (3) members and two (2) alternates, all members in good standing, no more than one (1) of whom shall be a member of the current Board of Directors. The Board of Directors shall name a chair for the Committee. The Nominating Committee may conduct business by mail.

a) The Nominating Committee shall nominate from among the eligible members of the IWCC-CCLI, one candidate for each office and position on the Board of Directors and shall procure a written acceptance from each nominee so chosen. The Committee shall then submit its slate of candidates to the Secretary via written notice, who shall mail the list to each Class A member of the IWCC-CCLI at least four (4) months before the AGM, so that additional nominations may be made by the members, if they so desire.

b) Additional nominations of eligible members may be made by written petition and addressed to the Secretary and received at her regular address at least two (2) months before the AGM, signed by two (2) members and accompanied by a written acceptance from each additional nominee signifying her willingness to be a candidate. No person shall be a candidate for more than one position, and the additional nominations provided for herein may be made only from among those members who have not accepted a nomination by the Nominating Committee.

c) Nominations may not be made at the AGM or in any manner other than as provided above.

Section 4: ELECTIONS

The election of officers and directors will be by electronic voting using the OPA voting website or an alternate recognized voting website approved by seventy five (75) % of the Board; these systems provide secure, secret balloting.

At least thirty (30) days before the AGM, the Secretary shall provide a list of all Class A in good standing to the election manager appointed by the BoD, along with a list of all nominees for board positions. The elections manager will create an electronic ballot that presents all the nominees for each position in random order and will schedule the election to last twenty one (21) days.

Where a Class A member can only vote by regular mail, the Secretary will send a hard copy of the electronic ballot provided by the election manager, listing all the nominees for each position in random order created by the OPA program, with a blank envelope and a return envelope addressed to the Secretary and marked "ballot" and bearing the name of the member to whom it was sent. The Secretary will specify the date that the ballot must be received for inclusion in the vote count; this date shall be no more than 48 hours before the close of electronic voting.

When voting by regular mail, each voter shall seal her ballot in the blank envelope, then place it in the second envelope addressed to the Secretary. To certify the eligibility of the voter, the Secretary shall check the returned envelopes against the list of Class A members in good standing prior to opening the outer envelopes. To

ensure secrecy of the ballots received by regular mail, blank envelopes will each be assigned a voting code that the election manager will use to enter the votes into the election site.

After voting has closed the election manager will provide access to the voting site for two scrutineers appointed by the Board; the scrutineers will confirm the results that the election manager has provided and will check that all votes were cast by Class A members in good standing.

The person receiving the largest number of votes for each position shall be declared elected. The elected officers and directors shall take office immediately upon the conclusion of the election, and each retiring officer shall turn over to her successor all the properties and records relating to that office within thirty (30) days after the election. If any nominee at the time of the meeting is unable to serve, she shall not be elected, and the vacancy so created shall be filled by the new Board of Directors as provided in Article III.

Section 5: MINUTES of BOARD of DIRECTORS and COMMITTEE MEETINGS

The minutes of Board of Directors and Committee meetings shall not be available to the general membership of the IWCC-CCLI. Each Board member shall, however, receive a copy of such minutes.

Section 6: AUDIT COMMITTEE

In accordance with the Canada Not-For-Profit Corporations Act, the Board shall provide, at each AGM, comparative financial statements for the previous fiscal year and the period that began immediately after the end of the last completed financial year and ended not more than six months before the annual meeting. In lieu of a public accountant and Audit or Review Engagements, the Board shall appoint an Audit Committee: as specified in the Act, the committee shall be composed of not less than three directors, a majority of whom are not officers and two Class A members in good standing. The audit committee will review the financial statements of the IWCC-CCLI before they are approved by the Board. The financial statements shall be posted on the members-only page of the clubs official website.

Section 7: BOOKS

The Board of Directors shall ensure that all the books and records required by the Bylaws are properly kept.

Section 8: DISSOLUTION

The IWCC-CCLI may be dissolved at any time by the written consent of not less than three-quarters (3/4) of all Class A members. In the event of dissolution, whether voluntary or involuntary or by operation of law, none of the property of the IWCC-CCLI, none of the proceeds thereof and none of the assets of the IWCC-CCLI shall be distributed to any members of the IWCC-CCLI. After payment of IWCC-CCLI liabilities, they shall be distributed to one or more organizations having cognate or similar objects, at the discretion of the membership as constituted at dissolution.