

**INTERNATIONAL WOMEN’S CLUB OF MEXICO CITY
COVER NOTES FOR 2016 CHARTER BY-LAWS (AKA LEGAL DEED)**

Titles & Topics	Specifications
Legal Nature	While we are legally a corporation in Mexico, we are an Association in which all surplus or “profit” is put back into the Club/members and/or our designated charities. This can never change under our by-laws.
Legal Associates or Associates	<p>After each election, IWC will appoint 3 legal representatives, who will legally control the Association. (This is the most efficient way to keep the Association’s control and in compliance with the Mexican legislation). These legal representatives will be those elected to the positions of President, Finance and Secretary. These persons must be current members of IWC.</p> <p>Their duties and rights are:</p> <ul style="list-style-type: none"> a) Abide by the bylaws and regulations and decisions of the Board of Directors. b) Remain inscribed in the Members Registry kept by the Association. c) Attend the General Members Meetings in person or duly represented by proxy. d) Have the obligation and right to vote to elect Board Members, as well as being elected and perform any position or commission so assigned. e) To be informed of the resolutions determined by the General Assembly and Board of Directors, regarding the activities and operations of the Association, as well as accounting and financial situation thereof; and f) Supervise that fees and other income received by the Association, are used for its social objects and purposes
Volunteers (Members)	<p>Volunteers are members inscribed in the member database.</p> <p>Following are obligations and rights of the Volunteers/Members:</p> <ul style="list-style-type: none"> a) Abide by these bylaws and regulations and decisions of the Board of Directors. b) Participate in the achievement of the social object of the Association. c) Pay the fees established by the Board of Directors and endorsed by the General Assembly of Members. <p><i>(Legally, members do not have voting rights, but practically, they have participation in the Associate’s meetings. The Associates shall consider their comments in order to vote for the Association’s decisions)</i></p>

<p>Associates' Meetings or Assemblies (3 Legal Associates)</p>	<p>General Associates Assembly is the supreme legal authority of the Association. Legally, this is a meeting of the 3 legal associates – and these 3 persons are the basis for quorum etc; practically, these meetings will typically include full board discussion/voting. They jointly will have power of attorney.</p> <p>Mexican law requires that specific duties be assigned at the beginning of any assembly – namely President who will act as Secretary of the Board and the Secretary who will act as Clerk. For IWC purposes, these duties during an assembly will be held by the Board Members currently holding those positions on the Board.</p> <p>The meetings can be Ordinary or Extraordinary depending on the action being taken, and the meetings must be held in our official offices and Associates should be given 10 days notice of the meetings.</p> <p>Ordinary meetings include:</p> <ul style="list-style-type: none"> a) Discuss, approve or modify the financial report/budget/audits and take the measures they consider as proper. b) As necessary, name or revoke the members of the Board of Directors and the Commissioners. c) Resolve on the admission/expulsion or separations of the Associates. d) Formulate, discuss, approve and reform at all times the internal regulations of the Association. e) Discus and solve on any other matter not expressly submitted to the competence of the General Extraordinary Assembly. f) Take the final decision of the Volunteers fee's payment (Veto or exemptions). Meaning they can designate Honorary member status or deny/cancel membership of any person. <p>Extraordinary meetings cover, as necessary, major items such as – dissolution of the organization, modification of the by-laws, change of name/purpose/nationality of Association and/or merging with other associations.</p>
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<p>Board</p>	<p>The management and administration of the Association. The legal associates, by definition and position, are part of the Club's board.</p> <p>The board's job is to:</p> <ul style="list-style-type: none"> a) Freely appoint and remove all the technical and administrative personnel from the Association and members of the same. b) Propose the separation and exclusion of any associate/member by causes foreseen in Article Ten in these bylaws. c) Freely select the officers and employees of the Association assigning powers, obligations and emoluments and approve contracts entered into with them. d) Formulate, discuss and approve the activity program of the association including the determination of fees, as well as approving the exempt of a fee payment (such as for Honorary or Founding members). e) Assign the necessary commissions, assigning faculties and obligations. f) Call Ordinary and Extraordinary General Assemblies to the Associates. g) Comply and enforce the compliance of legally decreed agreements by the General Associates Assembly. h) Carry books and registries of the Association. i) Submit the General Assembly of Members an annual report on the activities undertaken in each fiscal year. j) Hire the appropriate legal action to collect fees from Associates in arrears. k) Carry out all the acts and operations necessary or convenient for the purposes of the Association, except those expressly reserved by law or by these bylaws to the General Assembly of Members. l) Oversee due compliance with the provisions of the bylaws of the Association.
<p>Examiner/Accountant</p>	<p>The accountant, managed by Finance, will be in charge of tax/audit vigilance.</p> <p>Obligations:</p> <ul style="list-style-type: none"> a) Inspect books and balances of the Association. b) If necessary, assist with voice but not vote, at Board meetings and General Assemblies of Associates. c) Report on the state of accountancy to the General Assembly. d) Point out the Board of Directors irregularities observed in the management of funds of the Association and request that such irregularities are corrected; if the Board does not correct the defects within a reasonable time, the legal associates may convene General Assembly to inform those anomalies Associates.