

Wi-Fi Alliance

POLICY NO. [0000]

TITLE: Policy Regarding Inspection by Members of Corporate Records

Revision History:

Submitted by: [REDACTED]
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Overview.

Members of the Wi-Fi Alliance may under certain circumstances inspect and obtain copies of certain of the organization's records. These rights are provided to members by law and through the Wi-Fi Alliance's bylaws. However, these rights are limited both in terms of what a member may see and when it may perform the inspection. This policy outlines the underlying legal requirements for document inspections and provides a procedure for inspecting documents. This policy does not apply to board members, who by law have an absolute right to examine and copy all books, documents and records of the organization.

Records That Are Available to Members for Inspection and Copying.

The Wi-Fi Alliance is legally obligated to maintain certain types of records and to make those records available for inspection by its members. In addition, a member has a legal right to obtain copies of some, but not all, of the records for which it has inspection rights. The Wi-Fi Alliance bylaws expand that right to permit its members to make copies or excerpts of all documents for which inspection rights exist. Following is a summary of the books, records and documents for which inspection and copying rights exist and the source of those rights:

Record	Inspect	Copy
Articles of Incorporation	Yes ^{1,6}	Yes ⁶
Bylaws	Yes ^{1,6}	Yes ⁶
List of members' names, addresses, membership categories and voting rights ("Member Information")	Yes ^{2,4}	Yes ^{2,4}
Accounting books and records	Yes ^{3,5}	Yes ⁵
Minutes of member meetings	Yes ^{3,5}	Yes ⁵
Board minutes	Yes ^{3,5}	Yes ⁵
Minutes of committees of the board	Yes ^{3,5}	Yes ⁵
Minutes of subcommittees and task groups	Yes ⁷	Yes ⁷

Explanatory Notes:

- 1 Corporations Code § 7160.
- 2 Corporations Code § 8330.
- 3 Corporations Code § 8333.

- 4 Bylaws § 10(b)(i).
- 5 Bylaws § 10(b)(ii).
- 6 Bylaws § 10(c).
- 7 Policy.

The Corporations Code does not define the scope of documents that fall within the category of “accounting books and records.” However, the phrase would reasonably be expected to include, at minimum, the general ledgers, balance sheets, and any other summary reports and information that the Wi-Fi Alliance submits to its accountants for the purpose of having the accountants prepare the annual reports.

Other than the documents listed above, members do not have right to inspect or copy any document of the organization. Without limitation, no member may as a matter of right inspect or copy the Wi-Fi Alliance’s correspondence files or confidential communications with its professional advisors, contracts between the organization and any third party, or any other legal or accounting document of the organization (except to the extent that they are listed in the above summary).

Methods and Procedures for Obtaining Access to Records

The manner in which a member obtains access to a given document depends on the nature of the document:

Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws are available for review and download on the organization’s Web site at www.wi-fi.org/OpenSection/pdf/articles_of_inc_amendment.pdf and www.wi-fi.org/OpenSection/pdf/20030219_Bylaws_5P2Q405.pdf. The organization also maintains a copy of these documents at its principal offices: 3925 W. Braker Lane, Austin, Texas 78759. These copies may be inspected during normal business hours (9:00 a.m. to 5:00 p.m.), Monday through Friday, at this location.

Member Information, Accounting Books and Records, and Minutes.

Members may inspect Member Information (as defined in the above table), accounting books and records, and minutes and may obtain copies by submitting a request by mail to the corporation’s principal offices (3925 W. Braker Lane, Austin, Texas 78759) or by e-mail to info@wi-fi.org. The request need not take any particular form so long as it contains the following information:

1. The request must identify the requested records with sufficient specificity to permit Wi-Fi Alliance staff to determine whether the records fall within one of the categories for which the member has an inspection right.
2. The request must state the purpose for which the records are being sought, including a statement of how the requesting member intends to use the information contained in the records.
3. The request must indicate whether the member wishes to have copies made of the requested documents or whether it will wish to inspect the documents. If the requesting member wishes to inspect the documents at the Wi-Fi Alliance’s offices and make copies of selected documents during inspection, it should also include this as part of the request.
4. If the request is to inspect the records, it should include a proposed date and time during the Wi-Fi Alliance’s normal business hours for the inspection. For scheduling purposes, the Wi-Fi Alliance requires at least

five (5) business days' prior notice (calculated from the date the request is delivered) and requests that the proposed date should be at least ten (10) business days after delivery of the request.

The request to inspect or copy documents may only originate from the member's principal representative, as identified in the records of the Wi-Fi Alliance.

Responding to the Request.

The Wi-Fi Alliance will promptly acknowledge receipt of each request for records and will consider the request based upon applicable legal, bylaw and Policy requirements. If the request is clearly stated and the requested documents clearly fall within one of the categories listed above, the Wi-Fi Alliance will approve the request. Wi-Fi Alliance staff will use reasonable efforts to accommodate the proposed inspection date, but if the date is inconvenient for it due to the organization's operational activities, a Wi-Fi Alliance staff member will contact the member to arrange for a mutually convenient time for the inspection to occur. If the member request is for copies, the Wi-Fi Alliance will provide an estimate of the copy costs. Unless the member promptly objects to those costs and requests that no copies be made, it shall be responsible for all actual copy costs that the Wi-Fi Alliance incurs in fulfilling the member's request even if those costs are greater than the estimate.

If the request is unclear, Wi-Fi Alliance staff will promptly contact the member representative to clarify the scope of the request.

If the request is for documents other than those listed in this policy or if the Wi-Fi Alliance is unwilling to make available the requested documents for any of the reasons identified below, it will notify the member of this refusal and provide the member with an explanation for it.

In considering requests, Wi-Fi Alliance staff should consult with corporate counsel as necessary if clarification is required to determine whether the scope of the request is permissible and should not deny any request without first consulting with corporate counsel.

Timing for Response. The Wi-Fi Alliance will provide an initial response to all requests within ten (10) business days after it receives the request.

Refusals to Provide Access or Copies. The members' inspection right is subject to certain limitations:

Member Information. A member is entitled to inspect Member Information for a purpose that is reasonably related to the member's interest as a member.¹ The Wi-Fi Alliance may refuse to permit access to this information if it reasonably believes that the purpose for the information request is not reasonably related to the member's interest as a member. In addition, if the request is for a copy of the information, the Wi-Fi Alliance may deny the request and propose an alternative that achieves the purpose stated in the request without disclosing the Member Information.

¹ Corporations Code § 8330(b).

Accounting Books and Records, and Minutes. A member is entitled to inspect the organization's accounting books and records and its minutes for a purpose that is reasonably related to the member's interest as a member.² The Wi-Fi Alliance may refuse to permit access to this information if it reasonably believes that the purpose for the information request is not reasonably related to the member's interest as a member.

Special Additional Prohibitions Regarding the Use of the Membership List. The Wi-Fi Alliance's membership list (including the contact information for the individual members and their representatives) is a valuable asset of the organization. The Corporations Code recognizes this information as a special asset and provides additional prohibitions against member misuse of the information.³ In addition to the general prohibition against obtaining or using this information for a purpose that is not reasonably related to the member's interest as a member, the following uses are both a violation of law and of the Wi-Fi Alliance's proprietary rights:

1. Using the information to solicit money or property unless such money or property will be used solely to solicit the vote of the members in an election to be held by Wi-Fi Alliance.
2. Using the information for any purpose which the Member does not in good faith believe will benefit the Wi-Fi Alliance.
3. Using the information for any commercial purpose or for a purpose in competition with Wi-Fi Alliance.
4. The sale or purchase of the information by any person.

Board approval is required to use the membership list for any of the purposes listed above.

Appealing Refusal to Provide Access or Copies.

If the Wi-Fi Alliance refuses to provide access to or copies of records that are available for inspection under this Policy and the member believes that the refusal is not warranted, the member may appeal the refusal to the board. At any time, or if the board affirms the initial decision not to disclose or copy the records, the member may seek disclosure through the remedies provided under the Corporations Code.

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² Corporations Code § 8333.

³ Corporations Code §8338.