

**BYLAW NUMBER SEVEN**  
**RELATING GENERALLY TO THE ORGANIZATION AND THE**  
**TRANSACTION OF THE ACTIVITIES AND AFFAIRS OF**



**International Institute of Business Analysis™ (IIBA®)**

Approval pending by special resolution of the Membership on June 5, 2017

**BE IT ENACTED** as a Bylaw of the Institute as follows:

## **ARTICLE 1 - DEFINITIONS AND INTERPRETATION**

### **Definitions**

1. In this Bylaw, unless the context otherwise requires:

“Act” means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23, including the regulations made under the Act, and any statute or regulations that may be substituted for them, as amended from time to time.

“Articles” means the restated articles of incorporation of the Institute, as amended from time to time.

“Board” means the board of directors of the Institute. “CEO” means the chief executive officer of the Institute. “Chairperson” means the Chairperson of the Board.

“Code” means the IIBA Member Code of Ethical Conduct and Professional Standards, being the code of conduct established, published and amended by the Institute from time to time.

“electronic polling” means the determining of a question or of an election by casting a vote by electronic means, including online voting and voting by email.

“Institute” means the International Institute of Business Analysis.

“member” or “member in good standing” means a person who has met the criteria for membership set out in Article 2.

### **Interpretation**

2. Other than as specified above, words and expressions defined in the Act have the same meanings when used herein. Words importing the singular number shall include the plural number and words importing the masculine gender shall include the feminine gender, and vice versa.

3. This Bylaw shall be effective immediately following confirmation by the members. Bylaw Number 6 is repealed as of the effective date of this Bylaw.

## **ARTICLE 2 – MEMBERSHIP**

### **Admission to Membership**

4. Membership in the Institute shall be limited to organizations and individuals interested in furthering the purposes of the Institute, having paid the requisite membership fee, and whose application for admission as a member has been approved by resolution of the

Board. Individuals must be at least eighteen years of age to qualify as a member of the Institute. Each member shall promptly be informed by the Secretary, or the person designated by him, of his admission as a member.

5. Subject to the Articles, there shall be two classes of members in the Corporation, namely, ordinary members and affiliate members. The Board may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

#### **Ordinary members**

- (a) As set out in the Articles, each ordinary member is entitled to receive notice of, attend and vote at all meetings of members and each such ordinary member shall be entitled to one vote at such meetings.

#### **Affiliate members**

- (a) Subject to the Act and the Articles, an affiliate member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

A membership may only be transferred to the Corporation. The services to be provided to and the benefits afforded to ordinary members and affiliate members respectively shall be determined by the Board.

6. Subject to a members being approved as set forth in paragraph 0, membership shall be effective for one year commencing on the day payment is received and processed.

#### **Membership Fees**

7. The Board may establish a membership fee structure, with different categories of membership fees, providing for the payment by its members of fees. The categories of membership fees may include honorary, corporate, organization, regular, associate, affiliate, student, and academic fees.
8. Any member who is in arrears of the payment of any membership fees for a period of thirty (30) calendar days shall automatically be suspended from membership in the Institute and shall not be re-admitted except upon payment of the requisite membership fees.
9. Any such suspended ordinary member shall lose the status of “member in good standing”, and shall not be eligible to receive notice of, attend, or vote at, members’ meetings, or to be a director. Any such suspended affiliate member shall lose the status of “member in good standing”, and shall not be eligible to receive notice of, attend, or vote at, members’ meetings to which it may be entitled to attend by virtue of the Act or the Articles, or to be a director.

## **Termination of Membership**

10. A membership in the Institute is terminated when:
- (a) the member fails to maintain any qualifications for membership described in this Bylaw;
  - (b) the member resigns by delivering a written resignation to the Chairperson in which case the resignation shall be effective upon receipt or the date of resignation specified in the resignation, whichever is later;
  - (c) the member is expelled or the membership is otherwise terminated in accordance with the code of conduct as defined by the Board and the terms specified in this bylaw;
  - (d) the member's term of membership expires; or
  - (e) the Institute is liquidated or dissolved under the Act.
- Subject to the Articles, upon any termination of membership, the rights of the member automatically cease to exist.
11. A member who has resigned shall remain liable for the payment of any membership fees that became payable by him to the Institute prior to resignation.

## **ARTICLE 3 - MEETINGS OF THE MEMBERS**

### **Annual Meeting**

12. The Institute shall in each year hold an annual members' meeting at the registered office of the Institute or at any other place in Canada at the date and time determined by Board resolution. Each annual meeting shall be held within 15 months from the last annual meeting and shall be held within six months from the end of the Institute's financial year. Subject to the Act and the Articles, only ordinary members shall be entitled to receive notice of and attend meetings of members.
13. At the annual meeting:
- (a) ordinary members shall elect directors for available open positions for four-year terms expiring at the annual meeting at the conclusion of their term;
  - (b) the auditor shall be appointed for the ensuing year;
  - (c) ordinary members shall be presented with the audited financial statements of the previous financial year, together with the auditor's report; and
  - (d) ordinary members shall be presented with any other information or reports relating to the Institute's activities and affairs as the Board may determine.

## **Special Meetings**

14. The majority of the Board or the Chairperson shall have power to call, at any time, a special members' meeting.
15. The Board shall call a special members' meeting on written requisition of ordinary members carrying not less than five percent of the voting rights. If the Board does not call a meeting within 21 days of receiving the request, any ordinary member who signed the request may call the special members' meeting.

## **Participation by Electronic Means**

16. If the Institute chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a members' meeting, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this Bylaw, any member entitled to participate in a members' meeting who is participating in a members' meeting pursuant to this paragraph may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Institute has made available for that purpose.

## **Quorum**

17. Fifty members entitled to vote who are present or represented by proxy shall constitute quorum at the annual meeting or at any special meeting. If a quorum is not present within one hour after the time appointed for the meeting, the Chairperson may adjourn the meeting to a fixed time and place as determined by the Chairperson.

## **Notice of Meeting**

18. Written notice of the date, time and place of a members' meeting, whether annual or special, shall be given to each member entitled to vote at the meeting by the following means: (1) by mail, courier or personal delivery to each member entitled to vote at the meeting during a period of 21 to 60 days before the day on which the meeting is to be held; or (2) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting during a period of 21 to 35 days before the day on which the meeting is to be held. In, the case of special meetings, the written notice shall state the nature of the business to be considered in sufficient detail to permit the member entitled to vote at the meeting to form a reasoned judgement thereon and the text of any special resolution to be submitted to the meeting. Notice of each members' meeting shall specify that the member entitled to vote at the meeting has the right to vote by proxy and to attend by electronic means if such is available. The notice of meeting must also set out the form of the proxy and state the procedure and due date for submitting the proxy.
19. The accidental omission to give notice of any members' meeting to any member entitled to vote at the meeting, or the non-receipt of the notice by any member entitled to vote at

the meeting where the Institute has provided notice in accordance with this Bylaw, or any error in any notice not affecting its substance, shall not invalidate any resolution passed or any proceedings taken at any members' meeting.

### **Voting and Proxies**

20. Subject to paragraph 18, a member entitled to vote at the meeting may, by means of a written proxy, appoint a proxyholder to attend and act at a specific members' meeting, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the Institute.
21. The Board may authorize, at its sole discretion, that any question, transaction of business or election, for which members may vote in person or by proxy, may also be conducted by electronic polling made available to the membership following the close of the meeting for a period of 48 hours, provided that the Board:
  - (a) sets up a password secured electronic polling facility to conduct the vote;
  - (b) sets up and enforces a procedure to ensure that an individual casting a vote is a member in good standing;
  - (c) establishes a procedure in respect of which members must comply to use the electronic polling facility;
  - (d) ensures anonymity of the voters; and
  - (e) notifies each member entitled to vote at the meeting in the notice of meeting of:
    - I. the question to be voted on;
    - II. the procedure and password for the member to vote electronically; and
    - III. the date(s) and time(s) during which the electronic polling facility is available to the membership.
22. An ordinary resolution shall determine the question voted upon, except where the vote or consent of a greater number of members is required by the Act or this Bylaw.
23. In the case of an election to fill a slate of more than one director position, the vacant director positions shall be filled by the candidates receiving the greatest number of votes.
24. In the case of a tie vote, the Chairperson shall be entitled to cast a second or deciding vote.

### **ARTICLE 4 - BOARD OF DIRECTORS**

25. The activities and affairs of the Institute shall be governed by a board of directors, as provided in the Articles.

26. Directors shall be elected by the ordinary members for a term of four years at an annual meeting or special members' meeting.
27. The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual general meeting of members, but the total number of directors so appointed may not exceed one-third of the number of elected directors.
28. Maximum term of office for either elected or appointed Director shall be eight years
29. A director's position shall be automatically vacated:
  - (a) if a director has resigned by delivering a written resignation to the Chairperson in which case the resignation shall be effective upon receipt or the date of resignation specified in the resignation, whichever is later;
  - (b) if the director has been declared incapable by a court in Canada or in another country;
  - (c) if the director becomes bankrupt or suspends payment or compounds with his creditors; or
  - (d) on death.
30. A director shall be removed from office if at a duly constituted annual or special members' meeting, an ordinary resolution is passed by the members present at the meeting that the director be removed from office. The members entitled to vote at the meeting may, at that time, elect a new director to fill the position for the remainder of the unexpired term of the removed director.
31. In the event of the vacancy of an elected director's position or the removal of an elected director for any reason, the Board may by majority vote appoint an interim replacement to fill the director's position for the remainder of the unexpired term of the departing director.
32. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such. A director may be paid reasonable expenses incurred by him in the performance of his duties.
33. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is appointed or elected as the case may be.
34. Directors must be individuals, and at least 18 years of age, not an undischarged bankrupt, and not declared incapable by a court in Canada or in another country.

### **Chairperson of the Board**

35. Following the election of the Board, the directors shall appoint one of the directors to act as the Chairperson of the Board. In the event of a tie vote, the immediate past Chairperson shall cast the deciding vote.
36. The role of the Chairperson is to lead the Board, and preside over meetings.

### **Powers of Directors**

37. The Board shall have power to authorize expenditures on behalf of the Institute from time to time and may delegate by resolution to the CEO the right to negotiate employment contracts and salaries of officers, employees and contractors, save and except that of the CEO whose compensation and terms of employment shall be determined by the Board.
38. The Board shall fix the remuneration and the terms of employment for the CEO by ordinary resolution.
39. The Board may, from time to time, without authorization from the members:
  - (a) borrow money on the credit of the Institute;
  - (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Institute;
  - (c) give a guarantee on behalf of the Institute to secure performance of an obligation of any person; and
  - (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Institute, owned or subsequently acquired, to secure any obligation of the Institute.
40. *Intentionally deleted.*

### **Board Meetings**

41. There shall be at least one Board meeting each financial year.
42. Board meetings may be held at any date, time and place to be determined by the Board, provided at least ten days' written notice of the meeting date, time and place shall be given to each director.
43. A director may participate in a Board meeting or of a Board committee meeting by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of this Act to be present at that meeting.
44. The accidental omission to give notice of any meeting to any director, or the non-receipt of the notice by any director where the Institute has provide notice in accordance with



this Bylaw, or any error in any notice not affecting its substance, shall not invalidate any resolution passed or any proceedings taken at any Board meeting.

45. The Board may forego giving notice of a meeting in order to call a meeting to discuss or determine a question of an urgent nature. Such meeting and the proceedings held in the meeting shall be valid so long as quorum is met, the directors waive notice of the meeting, and the directors ratify, approve and confirm any and all proceedings taken at the meeting.
46. A majority of directors in office, from time to time, shall constitute a quorum for Board meetings.

### **Minutes of Board and Board Committee Meetings**

47. The minutes of Board meetings and of Board committee meetings are confidential and shall not be available to the members of the Institute but shall be available to the directors or to the Board committee members, as the case may be, each of whom shall receive a copy of such minutes.

### **Board Committees**

48. The Board shall appoint from its own or from the membership an Audit and Finance Committee, Human Resources and Compensation Committee, IT Governance Committee, and Governance and Nominations Committee. In addition to these committees, the Board may appoint one or more other committees to perform such duties as necessary.

### **Indemnities to Directors, Officers and Others**

49. Every director, officer or Committee member, or former director, officer or Committee member, or other person who has undertaken or is about to undertake any liability on behalf of the Institute and his heirs, executors and administrators legal representatives, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Institute, from and against;
  - (a) all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, which such individual sustains or incurs in or about any civil, criminal or administrative action, suit or proceeding which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or responsibilities undertaken on behalf of the Institute or in respect of any such liability; and
  - (b) all other costs, charges and expenses which he reasonably sustains or incurs in or about or in relation to the affairs thereof, provided that:
    - I. he acted honestly and in good faith with a view to the best interests of the Institute; and

- II. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

## **ARTICLE 5 - OFFICERS**

50. As provided in the Board charter approved by Board resolution and as amended from time to time, the officers of the institute are:
- (a) Chairperson of the Board. The Chairperson of the Board shall be a director.
  - (b) Vice-Chairperson of the Board. The Vice-Chairperson of the Board, if one is appointed, shall be a director.
  - (c) President and CEO. The President shall be the Chief Executive Officer of the institute and shall be responsible for implementing the strategic plans and policies of the institute. The president shall, subject to the authority of the Board, have general supervision of the affairs of the institute. The President shall have responsibility of staffing the role of Secretary of the Board.
  - (d) Secretary. The Secretary shall attend and be secretary of all meetings of the Board, members and committees of the Board. The Secretary shall enter or cause to be entered in the institute's minute book, minutes of all proceedings. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the institute.
  - (e) Treasurer. The Treasurer shall have such powers and duties as the Board may specify. The Chairperson of the Board's Audit and Finance Committee shall have responsibility of ensuring the role of Treasurer is fulfilled.
  - (f) The powers and duties of all officers of the institute shall be such as the terms of their engagement call for the Board or President requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

### **Authorized Signing Officers**

51. Contracts, documents or any instruments in writing requiring the signature of the Institute shall be signed as provided in the Board charter, passed by Board resolution, and as amended from time to time and shall be binding upon the Institute without any further authorization or formality.

## **ARTICLE 6 - CHAPTERS**

52. The Institute may establish chapters whose affairs shall be governed by the terms and conditions as specified in the Chapter Affiliation Agreement.

## **ARTICLE 7 - FINANCIAL**

53. All monies received by an officer or director of the Institute for the benefit of the Institute shall be deposited in the name of the Institute and a complete record of all monies received and paid out shall be kept. Unless otherwise authorized, all monies shall be paid out by cheque or other methods acceptable to the Board, and shall require the signatures or authorizations of two officers.
54. At each annual meeting, the members entitled to vote at the meeting shall appoint an auditor to audit the accounts and annual financial statements of the Institute for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Board may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.
55. Unless otherwise fixed by the Board, the financial year end of the Institute shall be December 31st.
56. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Institute.
57. The Board shall see that all necessary books and records of the Institute required by this Bylaw or by any applicable statute or law are regularly and properly kept.

## **ARTICLE 8 - DISCIPLINE**

58. The Board shall establish a Code and a disciplinary procedure for the enforcement of the Code.
59. The disciplinary procedure may provide that any member who is in breach of the Code or whose conduct is found to be detrimental to the advancement of the purposes of the Institute or to discredit the Institute, or any of its members will be subject to expulsion, suspension, revocation of membership, or reprimand after a fair hearing conducted by a Discipline Committee of three members in good standing appointed by the Board.
60. Conduct detrimental to the advancement of the purposes of the Institute or deemed to discredit the Institute, or any of its members may include:
  - (a) violating any provision of this Bylaw;
  - (b) obtaining membership in the Institute through fraudulent means or by misrepresentation;
  - (c) revealing confidential information about the activities and affairs of the Institute to a person or persons not entitled to such confidential information;
  - (d) wilfully circulating false or defamatory statements or reports concerning members of the Institute or the activities and affairs thereof; and

- (e) bringing false charges under this Bylaw without reasonable grounds for believing such charges to be true.

### **ARTICLE 9 - GENERAL**

- 61. Subject to this Bylaw, meetings of the Institute shall be conducted in accordance with the most recent revised edition of Robert's Rules of Order.
- 62. The Board may prescribe such policies, rules and regulations not inconsistent with this Bylaw relating to the governance, management and operation of the Institute as it deems expedient.

### **ARTICLE 10 - AMENDMENTS**

- 63. Subject to the Articles, the Board may, by resolution, make, amend or repeal any bylaws that regulate the activities or affairs of the Institute, except in respect of matters referred to in subsection 197(1) of the Act. Any such bylaw, amendment or repeal shall be effective from the date of the Board resolution until the next members' meeting where it may be confirmed, rejected or amended by the members entitled to vote by ordinary resolution. If the bylaw, amendment or repeal is confirmed or confirmed as amended by the members entitled to vote, it remains effective in the form in which it was confirmed. The bylaw, amendment or repeal ceases to have effect if it is not submitted to the members entitled to vote at the next members' meeting or if it is rejected by the members entitled to vote at the meeting. If a bylaw, amendment or a repeal ceases to have effect, a subsequent Board resolution that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the members entitled to vote.
- 64. Paragraph 63 does not apply to a bylaw that requires a special resolution of the members under subsection 197(1) (fundamental change) of the Act because such bylaw amendments or repeals are only effective when confirmed by the members entitled to vote.

PASSED by special resolution of the members on June 5, 2017.

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Chairperson of the Board

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President and CEO