

**IIBA**<sup>®</sup> International Institute  
of Business Analysis<sup>™</sup>  
**AGM2017**  
.....  
ANNUAL GENERAL MEETING



**Notice for IIBA<sup>®</sup> 14<sup>th</sup>**  
**Annual General Meeting &**  
**Special Meeting of the Members**

June 5<sup>th</sup>, 2017 at 7:00 p.m. to 8:15 p.m. EDT

**INTERNATIONAL INSTITUTE OF BUSINESS ANALYSIS<sup>™</sup> (IIBA<sup>®</sup>)  
(the “Corporation”)**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF MEMBERS**

**NOTICE IS HEREBY GIVEN** that an Annual and Special Meeting of Members of the Corporation will be held by Webinar on **June 5, 2017, at 7:00 p.m. Eastern Time** for the following purposes:

1. To receive and approve the minutes from the 2016 Annual Meeting of Members held on May 17, 2016;
2. To receive and accept the report of the board of directors and the audited financial statements of the Corporation for the financial year ended December 31, 2016, together with the report of the Corporation’s auditors thereon;
3. To consider and, if thought fit, pass, with or without amendment, an ordinary resolution ratifying and confirming the appointment of Grant Thornton as auditor of the Corporation in respect of the Corporation’s financial period ending December 31, 2017;
4. To consider and, if thought fit, pass, with or without amendment, the special resolution in the form attached hereto as Schedule A, approving the restated articles of incorporation of the Corporation under the *Canada Not-for-profit Corporations Act* (the “**Act**”) and the transactions contemplated thereby (the “**Articles of Amendment Resolution**”);
5. To consider and, if thought fit, pass, with or without amendment, the special resolution in the form attached hereto as Schedule B, adopting Bylaw Number Seven of the Corporation to replace existing Bylaw Number Six (the “**By-Laws Amendment Resolution**”); and
6. To transact such other business as may properly be brought before the meeting or any adjournment thereof.

The registration link to attend the Annual and Special Meeting of Members is:

<https://attendee.gotowebinar.com/register/1180389884036289794>. Once a Member registers they will receive an email with a Go To Webinar link and a list of Country call in numbers and access code if the Member opts to dial into the meeting.

Members who are unable to attend the virtual meeting may either cast their vote through the online polling system or appoint a proxyholder to attend and act at the virtual meeting. A

copy of the Form of Proxy accompanies this Notice (Appendix A) and forms a part thereto. Members who wish to appoint a proxyholder are required to complete, date and sign the enclosed Form of Proxy (also found on the [2017 AGM web page](#) and return it by email to [proxyvote@iiba.org](mailto:proxyvote@iiba.org) by 9:00 a.m. Eastern Time on June 5, 2017.

Voting will be conducted on a secure voting platform managed by the Corporation. You will receive a voting email with a link on Monday, June 5, 2017. Voting will be open for 48 hours after the close of the AGM. If you do not receive an email to vote and are a Member in good standing, please contact [membership@iiba.org](mailto:membership@iiba.org).

### **Background to Amendment to Articles**

To build better business outcomes, business analysis professionals have to work with professionals in many other disciplines. International Institute of Business Analysis (“IIBA”) is working to increase awareness of the value of business analysis with other professional associations and interested organizations. To help educate other professionals, IIBA is partnering with other groups and would like to offer them an “affiliate membership” in IIBA. This will result in IIBA having two types of members: ordinary members and affiliate members. Ordinary members would have the right to vote at meetings. Affiliate members would not have the right to vote (except in certain limited situations under applicable law) and will receive limited benefits with their membership, such as access to training and educational materials. Such benefits will be determined by the board of directors from time to time and which may vary depending on the partnering relationship.

In order to create a new class of membership, it is necessary for the Corporation to amend its articles of continuance. To effect the changes as necessary to create two membership categories, the Corporation needs to prepare and file restated articles of incorporation. Once the restated articles of incorporation are filed with and approved by Industry Canada, IIBA will have two classes of members: ordinary members and affiliate members.

### **Background to amendments to Bylaws**

Bylaw Number Six of the Corporation needs to be amended to reflect the creation of the new membership class and to clarify the rights of each membership class. For each of convenience and to make the Bylaws more user-friendly, the Corporation wishes to pass Bylaw Number Seven to replace Bylaw Number Six. Attached to this Notice is a blacklined copy showing the proposed changes to be effected by Bylaw Number Seven.

**DATED** May 12, 2017.

BY ORDER OF THE BOARD OF DIRECTORS.

## IIBA® 14<sup>th</sup> Annual and Special Meeting (AGM)

### Important FAQs

<b>AGM 2017</b>	The Annual and Special Meeting of Members provides IIBA the opportunity to report back to the Members with an update of the key activities of the association. As well, during the AGM, we will ask for ratification of resolutions requiring Membership support and present the 2016 audited financial statements.
<b>Date of AGM</b>	Monday, June 5, 2017 7:00 p.m. to 8:15 p.m. EDT (UTC/GMT -4 hours)
<b>Registration</b>	To learn more and to attend the AGM, please visit <a href="http://www.iiba.org/AGM2017">www.iiba.org/AGM2017</a> . Registration is now open.
<b>Attendance in Person</b>	AGM will be held virtually. Attendance in person is not an option.
<b>Not Attending?</b>	If you are unable to attend and you are a Member in good standing as of Monday, June 5, 2017, you may still cast your votes through our online polling site, which is available for 48 hours following the close of the AGM.
<b>Eligibility</b>	You are eligible to vote for the IIBA AGM if you are a Member in good standing of IIBA on Monday, June 5, 2017.
<b>2017 Resolutions</b>	A Membership vote is held following the AGM for 48 hours and Members will be asked to vote on the following five resolutions: <ul style="list-style-type: none"> <li>• Approval of minutes from 2016 Annual and Special Meeting of Members;</li> <li>• Confirmation that Audited Financial Statements have been received;</li> <li>• Selection of Grant Thornton as Auditor;</li> <li>• Approval of the restated articles of incorporation of the Corporation under the <i>Canada Not-for-profit Corporations Act</i> to create 2 classes of membership, ordinary members and affiliate members; and</li> <li>• Approval of <a href="#">Bylaw 7</a> to replace <a href="#">Bylaw 6</a>.</li> </ul>
<b>Voting</b>	Voting will be conducted on a secure voting platform managed by IIBA. You will receive a voting email with a link on Monday, June 5, 2017. Voting will be open for 48 hours after the close of the AGM. If you do not receive an email to vote and are a Member in good standing, please contact <a href="mailto:membership@iiba.org">membership@iiba.org</a> .

<b>Voting Process</b>	You are only permitted one vote for each resolution on the ballot. Access to the voting software will be provided through an email sent to you by IIBA on Monday, June 5, 2017. For your vote to count, you will be required to confirm your vote. Therefore, confirm your vote by responding to the second email that IIBA sends you.
<b>Proxy Ballot</b>	Members who wish to appoint a proxyholder are requested to date, sign and return the proxy form as found on the IIBA <a href="#">2017 AGM web page</a> . If you are an eligible Member and wish to provide your vote by proxy, please send your name, Member ID and completed proxy form to <a href="mailto:proxyvote@iiba.org">proxyvote@iiba.org</a> . Proxies must be submitted by 9:00 a.m. Eastern Time on Monday, June 5, 2017.
<b>Voting Materials</b>	Various questions for consideration by each Member are provided in this Notice of Annual General Meeting. The notification will also be emailed to all IIBA Members on Sunday, May 14 and Tuesday, May 23, 2017.
<b>Polls Open</b>	Monday, June 5, 2017 at 8:15 p.m. EDT (UTC/GMT -4)
<b>Polls Close</b>	Wednesday, June 7, 2017 at 8:15 p.m. EDT (UTC/GMT -4)
<b>Results</b>	Results of the Member vote will be posted on the IIBA website by Noon Eastern Time on Saturday, June 11, 2017.
<b>Additional Information</b>	For more information, please visit <a href="http://www.iiba.org/agm2017">www.iiba.org/agm2017</a> or contact <a href="mailto:membership@iiba.org">membership@iiba.org</a> .

## IIBA Governance

IIBA governance is subject to the *Canada Not-for-Profit Corporations Act, S.C. 2009, c. 23* (the “Act”); *Form 4031: Articles of Continuance (transition)* (the “Articles”) and IIBA Bylaw Number Six. Our Bylaw requires a General Meeting (AGM) of Members to be convened on an annual basis.

The purpose of the AGM is to:

- report the activities of the association;
- ask for ratification of resolutions requiring Membership support;
- elect directors for open positions on the IIBA Board of Directors, during election years;
- present to the Members the audited financial statements for the prior fiscal year; and,
- ask for Member support by ratifying the Board’s recommended Auditor appointment.

The Act requires the AGM to be held within six months of the end of the completed financial year. The last IIBA AGM was held on May 17, 2016. The last full financial year was completed on December 31, 2016, and this AGM will occur on June 5, 2017 within the prescribed six-month period.

## AGM Process

A Membership vote is held following the AGM for 48 hours (to allow Members to login at a convenient time and place based on the member’s location in the world). Various questions are provided to the Membership for ratification (described in this Notice and discussed at the AGM itself). Each vote is anonymous. Membership in IIBA allows each Member one vote for each question on the ballot.

## How Board Resolutions Influence the IIBA Bylaw

[IIBA’s Bylaws](#) gives the Board the power to act on behalf of our Members and describes how the organization will be managed.

All decisions that result in a vote by the Board Members are called “resolutions”. Discussions are held at regular Board meetings and decisions occur at many points during the year. For a resolution to pass, a prescribed “quorum” of Board Members must approve the decision. Through the year, specific resolutions that require Membership endorsement are tracked to be brought to the Membership for ratification at the AGM. Urgent resolutions can be managed through a special meeting of Members, if required.

Some decisions are operational in nature and do not need Member ratification (e.g. advertising sold to corporate sponsors only; sending a “thank you” to volunteers; decisions related to trademarks).

Other decisions such as changes to the objects of the corporation would require Member’s approval.

After the AGM, Members will be asked to vote on the following four resolutions:

### **Resolution 2017-02**

2017-02 - The Member confirm receipt of the Audited Financial Statements for fiscal year ended December 31, 2016 together with the Auditor’s Report as presented.

### **Resolution 2017-03**

2017-03 – The Members approve the selection of **Grant Thornton** as Auditors for the fiscal year 2017.

### Resolution 2017-04

The Members approve the special resolution in the form attached hereto as Schedule A, approving the restated articles of incorporation of the Corporation under the *Canada Not-for-profit Corporations Act* (the “**Act**”) and the transactions contemplated thereby (the “**Articles of Amendment Resolution**”)

### Resolution 2017-05

The Members approve the special resolution in the form attached hereto as Schedule B, adopting Bylaw Number Seven of the Corporation to replace existing Bylaw Number Six (the “**By-Laws Amendment Resolution**”)



## **SCHEDULE A**

### **SPECIAL RESOLUTION OF THE MEMBERS**

See attached Articles of Amendment Resolution.

## **SCHEDULE B**

### **SPECIAL RESOLUTION OF THE MEMBERS**

See attached By-Laws Amendment Resolution.

**APPENDIX A**  
**FORM OF PROXY**

[See attached Form of Proxy.](#)