



BYLAW NO. FOUR

AMENDED JUNE 7, 2011

**RELATING GENERALLY TO THE ORGANIZATION AND
THE TRANSACTION OF THE AFFAIRS OF**

ARTICLE 1 – FORMATION AND PURPOSE

Definitions

“Act” means the Canada Corporations Act R.S., 1970, c. C-32.

“Address” means the last known address of the physical location at which a person may be given notice by mail, or the last known email address at which a person may be given notice by email.

“Board” means the Board of Directors as defined in Article 4.

“Chairperson” or “Chair” has the meaning prescribed in Article 4.

“Chapter” means an association of IIBA members organized within a local geographical area, and which are in compliance with the requirements set out in Article 6.

“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.

“Executive Committee” means the committee of directors defined in Article 4.

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

“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.

“simple majority” means fifty percent (50%) of the votes cast plus one vote, which is determined by including the votes cast by those present in person at a meeting, votes cast by those present by teleconference, votes cast by proxy, and votes cast by electronic polling.

“teleconference” means a virtual meeting held across more than one location simultaneously and facilitated by functionality, such as videoconferencing, webinar or teleconferencing. This term is intended to be technology neutral. The primary location of the teleconference is where the Chairperson of the Board is located.

“written notice” refers to information actually communicated to a person in writing either by means of email, courier, facsimile or mail.

Name

1. The name of the corporation is “International Institute of Business Analysis” (“IIBA”).

Objects

2. The objects of the Institute are:
 - (a) to develop, maintain and advance international standards for the practice and certification of business analysis;
 - (b) to advocate for the recognition of the business analysis practitioner;
 - (c) to accredit business analysis training and professional development providers;
 - (d) to hold examinations and prescribe tests of competency deemed appropriate to qualify for certification by the Institute;
 - (e) to maintain discipline among members of the Institute; and,
 - (f) to provide a forum for the communication and exchange of information for those persons engaged in the field of business analysis.

Corporate Seal

3. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation.

Head Office

4. Until changed in accordance with the Act, the Head Office of the corporation shall be in the City of Toronto, in the Province of Ontario.

ARTICLE 2 - MEMBERSHIP

Requirements for Membership

5. Membership in the Institute shall be limited to organizations and individuals interested in the objects of the Institute, having paid the requisite membership fee, and whose application for admission as a member has received the approval of the Board of Directors of the corporation. Individuals must be over eighteen years of age to qualify as a member of the Institute.
6. Membership is open to any individual regardless of race, religion, ancestry, place of origin, colour, ethnic origin, citizenship, creed, gender, sexual orientation, age, marital status, family status or disability.

Categories of Membership

7. The Board of Directors may establish different categories of membership and the respective rights and privileges of each category. The categories of membership to be determined may include honorary, corporate, organization, regular, associate, affiliate, student, and academic.

Membership Fees

8. The Board of Directors may establish a membership fee structure providing for the payment by its members of dues.
9. Any member who is in arrears of the payment of any membership fees, dues, assessments or fines for a period of three (3) months shall be automatically suspended from membership in the Institute and shall not be re-admitted except upon payment of the requisite membership dues.
10. Any such suspended member shall lose the status of "member in good standing", and shall not be eligible to vote, to attend meetings, or to be a director.

Voting Rights

11. Every member in good standing has the right to vote and shall be entitled to one vote per member.

Resignation

12. Any member may withdraw from the Institute by delivering a written resignation to IIBA. Such resignation shall be effective upon receipt or the date of resignation specified in the written notice of resignation.
13. A member who has resigned shall remain liable for the payment of any annual dues or fees which became payable by him to the Institute prior to resignation.
14. Any membership may be terminated by a majority vote of the Board of Directors at its discretion.

Directors To Be Members

15. The directors are required to be members of IIBA for at least six months prior to being a director or officer, except in circumstances where the Board waives this requirement at its sole discretion by majority vote.

ARTICLE 3 - MEETING OF THE MEMBERS

Annual General Meeting

16. The Institute shall in each year hold an annual general meeting of its members.
17. At each annual general meeting,
 - (a) the auditor shall be appointed for the ensuing year;
 - (b) members shall be presented with the audited financial statements of the previous fiscal year, together with the auditor's report; and,
 - (c) members shall be presented with any other information or reports relating to the Institute's affairs as the Board may determine.

General and Special Meetings

18. The majority of the Board of Directors or the Chairperson of the Board shall have power to call, at any time, a general meeting of the members.

19. The Board of Directors shall call a special meeting of members on written requisition of members carrying not less than twenty percent (20%) of the voting rights.

Place and Day of Meetings

20. The Board of Directors shall have the authority to determine the place, date and time of a particular meeting of the members, including the date and place in which the annual general meeting of the members shall be held.

Teleconference Meetings

21. The Board of Directors may resolve that a particular meeting of members be held by teleconference or that members may attend a meeting by teleconference facilities.
22. If a meeting is held by teleconference or if members are permitted to attend by teleconference, IIBA must:
 - (a) ensure that the teleconferencing lines and a dial-in or login procedure are available to the members; and,
 - (b) notify each member in the notice of meeting of the dial-in or login procedure to participate in the meeting by teleconference.

Quorum

23. Fifty members present, whether in person, by teleconference, or represented by proxy, shall constitute quorum at the annual general meeting, or at any general or special meeting. If a quorum is not present within one hour after the time appointed for the meeting, the Chairperson of the Board of Directors may adjourn the meeting to a fixed time and place as determined by the Chairperson.

Notice of Meeting

24. Not less than fourteen (14) days written notice shall be given to each voting member of the day, hour and place of the meeting of members, and of the nature of the business to be transacted. Notice of each meeting of members must specify that the member has the right to vote by proxy, to attend the meeting by teleconferencing if such is available, or to vote by electronic polling 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.

25. The accidental error or omission in giving notice of any meeting or any adjourned meeting of the members shall not invalidate such meeting or make void any proceedings taken thereat. 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 his last known address recorded on the books of the Institute.

Voting and Proxies

26. Subject to paragraph 24, a member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the Institute.
27. 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 forty-eight (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 by which members must comply to use the electronic polling facility;
 - (d) ensures anonymity of the voters; and,
 - (e) notifies each member in the notice of meeting of:
 - I. 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.
28. Each member voting by electronic polling shall be entitled to one vote only.
29. A simple majority of the votes cast by the members shall determine the question voted upon, except where the vote or consent of a greater number of members is required by the Act or these Bylaws.

30. 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.
31. In the case of a tie vote, the Chairperson shall be entitled to cast a second or deciding vote.

ARTICLE 4 - BOARD OF DIRECTORS

32. The affairs of the Institute shall be governed by a Board of Directors, consisting of a minimum of nine and a maximum of fifteen directors.
33. Directors shall be elected by the members for a term of four years by the members at an annual general meeting, special meeting, or general meeting of members.
34. A director's position shall be automatically vacated:
 - (a) if a director has resigned by delivering a written resignation to the Chairperson of the Board of Directors;
 - (b) if the director is found by a court to be of unsound mind; and,
 - (c) on death
35. A director shall be removed from office:
 - (a) if at a duly constituted special or general meeting of members, a resolution is passed by a majority of the members present at the meeting that the director be removed from office; or
 - (b) by a resolution of the Board of Directors passed by a majority of the votes cast at a duly constituted meeting removing the director from office for just cause or for other reasons that the board deems appropriate.
36. The reasons for removal of a director pursuant to paragraph 35 must be provided to the director in question at least ten (10) days in advance of the meeting at which the removal of the director is proposed, and

such director shall be entitled to respond to the reasons set forth at such meeting.

37. In the event of the vacancy of a director's position or the removal of a director for any reason, the Board of Directors 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.
38. 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.
39. A director shall not be an officer, a paid employee, or a paid contractor of the Institute, except in circumstances where the director is filling a vacant position on an interim basis until the officer, employee or contractor position is filled.
40. 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.
41. Directors must be individuals, and at least 18 years of age, with power under law to contract. A director shall be a member in good standing of the Institute.
42. The Chief Executive Officer ("CEO") shall sit on the Board of Directors as an ex-officio member, but shall not have voting rights. The ex-officio CEO shall avail himself to the Board of Directors by providing the knowledge and expertise he has acquired as CEO. This does not preclude him, where required, from leading specific projects or being the liaison between a specific working group and the Executive Committee.

Chairperson of the Board of Directors

43. Following the election of the Board of Directors, the directors shall appoint by majority vote 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.

44. The role of the Chairperson is to lead the Board of Directors, preside over meetings, and lead the Board to consensus.

Powers of Directors

45. The directors of the corporation may administer the affairs of the corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Institute is by its Charter or otherwise authorized to exercise and do.
46. The directors shall have power to authorize expenditures on behalf of the corporation 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 of Directors.
47. The Board of Directors by resolution shall fix the remuneration and the terms of employment for the CEO.
48. The 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 the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such terms as the Board of Directors may prescribe.
49. The Board of Directors is hereby authorized, from time to time:
- (a) to borrow money upon the credit of the corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient;
 - (b) to limit or increase the amount to be borrowed;
 - (c) to issue or cause to be issued bonds, debentures or other securities of the corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors; and,
 - (d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by

mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the corporation, and the undertaking and rights of the corporation.

50. The Board of Directors shall take such steps as they may deem requisite to enable the corporation 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 corporation.
51. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
52. The Board of Directors shall have the authority to enter into discussions concerning any proposed merger or amalgamation with any other organization, with a view to determining the advisability or feasibility of a merger or amalgamation.

Executive Committee

53. There shall be an Executive Committee composed of Directors who shall be appointed by the Board of Directors. The Executive Committee shall exercise such powers as are authorized by the Board of Directors. Any Executive Committee member may be removed from the Committee by a majority vote of the Board of Directors. Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

Meetings of the Board of Directors

54. There shall be at least one (1) meeting per year of the Board of Directors.
55. Meetings of the Board of Directors may be held at any time and place to be determined by the directors, provided at least ten days written notice of the meeting time and place shall be given to each member of the Board.
56. Meetings of the Board of Directors may be held by teleconference, and directors may attend a meeting of the Board of Directors by means of teleconferencing.

57. If a meeting is held by teleconference or if directors are permitted to attend by teleconference, the Board must:
- (a) ensure that the teleconferencing lines and dial-in procedures are available to the directors; and
 - (b) notify each director in the notice of meeting of the dial-in procedure to participate in the meeting by teleconference.
58. Each director is authorized to exercise one (1) vote.
59. Directors may vote by electronic polling to determine an election, a question, or to transact the business arising in a meeting, provided that the Board:
- (a) establishes a voting procedure by which each director must comply; and,
 - (b) notify each director in the notice of meeting of:
 - I. the question to be voted on;
 - II. the procedure for directors to vote electronically; and,
 - III. the date(s) and time(s) during which the electronic vote will be accepted.
60. A simple majority of the votes shall determine the question voted upon, except where the vote or consent of a greater number of directors is required by the Act or these Bylaws.
61. Notice of a meeting by email shall be deemed to have been received upon auto-acknowledged receipt of email. Notice by mail shall be sent at least ten (10) days prior to the meeting.
62. Accidental error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall not invalidate such meeting or make void any proceedings taken thereat so long as quorum is met at the meeting. Any Board member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
63. The Board or Executive Committee may forego giving notice of a meeting in order to call an ad hoc 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 Board

members waive notice of the meeting, and the Board members ratify, approve and confirm any and all proceedings taken at the meeting.

64. A majority of directors in office, from time to time, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Bylaws of the corporation.

Minutes of Board of Directors and Committees

65. The minutes of the meetings of the Board of Directors and of the committees including the Executive Committee, are confidential and shall not be available to the general membership of the Institute but shall be available to the Board of Directors or to the committee, as the case may be, each of whom shall receive a copy of such minutes.

Committees

66. The Board shall appoint from their own or from the membership an Audit Committee, Risk Management Committee, Human Resources and Compensation Committee, and Nominations Committee. In addition to these committees, the Board may appoint from their own or from the membership one or more committees to perform such duties as prescribed by the Board or the Bylaws.

Indemnities to Directors and Others

67. Every director of the corporation and their heirs, executors and administrators, 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 corporation, from and against;
- (a) all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and,
 - (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

ARTICLE 5 - OFFICERS

68. The officers of the corporation shall be,

- (a) Chief Executive Officer
- (b) Chief Financial Officer
- (c) Chief Operating Officer
- (d) Chief Information Officer

and any such other officers as the Board of Directors or CEO may determine as necessary.

69. Subject to the guidance or endorsement of the Human Resources and Compensation Committee, the CEO shall have the authority to appoint or hire the officers of the Institute, and to determine the terms of employment and remuneration of such officers.

70. In the event the CEO's position becomes vacant for any reason, the Chief Operating Officer will automatically fill that position until the next annual general meeting or a new CEO is hired.

71. Should any vacancy occur for any of the officer positions, save and except the CEO, the CEO shall have the authority to fill the vacancy until an officer is appointed or hired for the position.

72. The CEO may be subject to removal by resolution of the Board of Directors at any time in accordance with the laws of the jurisdiction and the terms and conditions of any applicable employment or contractor agreement governing the relationship.

Duties of Chief Executive Officer

73. The CEO shall be responsible for the general and active management of the affairs of the corporation, and ensure that the Bylaws, orders and resolutions of the Board of Directors are carried into effect. The CEO shall be an ex-officio member of all committees, Chapters, and the Board of Directors.

Duties of Other Officers

74. The Chief Financial Officer shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies,

securities and other valuable effects in the name and to the credit of the corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. He shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the CEO 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 corporation. He shall also perform such other duties as may from time to time be directed by the Board of Directors.

75. The Chief Operating Officer (“COO”) shall perform such senior duties in connection with the operations of the corporation as the Board or the CEO shall from time to time determine, and shall report directly to the CEO. The Chief Operating Officer shall, when requested, counsel with and advise the other officers of the corporation and shall perform from time to time such other duties as determined by the CEO or the Board. The COO shall be the custodian of the seal.
76. The Chief Information Officer shall assist the CEO and Board in formulating policies and strategies and overseeing implementation of programs and initiatives to drive the further development of information technology within the organization. The Chief Information Officer shall, when requested, counsel with and advise the other officers of the corporation and shall perform from time to time such other duties as determined by the CEO or the Board.

Authorized Signing Officers

77. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by the CEO and one other officer and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality.
78. The CEO shall have power to delegate signing authority on behalf of the corporation to another officer or employee to sign specific contracts, documents and instruments in writing.
79. The directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation.

80. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer, officers or employee delegated by the CEO.

ARTICLE 6 - IIBA CHAPTERS

81. The Institute may establish chapters, whose affairs shall be governed by the terms and conditions of these Bylaws as enacted from time to time.

Requirements

82. In order to organize and to qualify as a local IIBA Chapter, an application and other requested information must be submitted to the Chapters Standing Committee for approval.
83. Within twelve (12) months after the application is approved, as a condition of remaining in good standing, the Chapter must submit to the Chapters Standing Committee:
- (a) the chapter bylaws;
 - (b) a petition;
 - (c) proof or evidence of nominations and election of the Chapter's Board of Directors; and,
 - (d) the names and addresses of the elected Board members.
84. Only IIBA members in good standing may join a Chapter of IIBA. Members of a Chapter must be members of IIBA in good standing and must adhere to the Code.
85. In order to remain qualified as a Chapter of IIBA in good standing, the Chapter must adhere to the following requirements:
- (a) The Chapter must verify that its members are members of IIBA in good standing prior to the member's participation in Chapter meetings and in elections at the time of voting.
 - (b) The Chapter must keep a current record of its members, and such record shall include the member's name, address and contact information, IIBA membership renewal date, and Chapter membership renewal date. This record must be

verified as necessary to ensure contact and renewal information for each member is accurate.

- (c) The Chapter must sign a Chapter Affiliation Agreement with the Institute, the terms and conditions of which shall be determined by the Institute.
- (d) The Chapter must enter into the requisite written agreements to be a licensee of the trade-marks and certification marks owned by IIBA and used by the Chapter.
- (e) The Chapter must give public notice on documents, signage, advertisements, websites, and other materials on which trade-marks and certification marks owned by IIBA appear that such marks are owned by IIBA and are used under license by the Chapter.
- (f) The Chapter must be compliant with and adhere to the trade-mark and certification mark usage guidelines adopted by IIBA.
- (g) The Chapter must be compliant with the provisions of these Bylaws, and with the local laws and regulations of its jurisdiction.

Chapter Bylaws

86. Bylaws adopted by Chapters must provide for the following:
- (a) that the authority and responsibility for enforcement of the Code with respect to IIBA members rest with IIBA;
 - (b) that the Chapter may not impose any requirements on membership in a Chapter other than the requirements provided in these IIBA Bylaws;
 - (c) that Chapter members must be members of IIBA in good standing and must adhere to the Code; and,
 - (d) that any individual whose membership with IIBA has been revoked or suspended may not retain membership in the IIBA Chapter while such revocation or suspension is in effect.

Termination of Chapter

87. A Chapter may be dissolved or the operation of a Chapter may be suspended by a vote of two-thirds of the IIBA Board of Directors.

ARTICLE 7 - AMENDMENTS

88. The Bylaws of the corporation, not embodied in the letters patent may be repealed or amended by bylaw, or a new bylaw relating to the requirements of subsection 155(2) of the *Canada Corporations Act* may be enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the voting members, provided that the repeal or amendment of such Bylaws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.
89. Proposed amendments to the Bylaws shall be presented in writing to the Board not less than sixty (60) days prior to the annual, general or special meeting at which they are to be considered.
90. Notice of proposed amendments to Bylaws shall be submitted to the membership not less than fourteen (14) days in advance of the annual, general or special meeting at which they are to be presented for approval.
91. A two-thirds (2/3) vote of the voting members shall be required for the adoption of an amendment to the Bylaws, which shall include votes cast by the quorum of members attending in person, votes cast by proxy, and votes cast by electronic polling.

ARTICLE 8 - FINANCIAL

92. 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 of Directors, and shall require the signatures or authorizations of two (2) officers.
93. The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.
94. Unless otherwise ordered by the Board of Directors, the fiscal year end of the corporation shall be December 31st.

Books and Records

95. The directors shall see that all necessary books and records of the corporation required by the Bylaws of the corporation or by any applicable statute or law are regularly and properly kept.

Rules and Regulations

96. The Board of Directors may prescribe such policies, rules and regulations not inconsistent with these Bylaws relating to the governance, management and operation of the corporation as they deem expedient.

ARTICLE 9 - DISCIPLINE

97. The Board of Directors shall establish an IIBA Member Code of Ethical Conduct and Professional Standards ("Code") and a disciplinary procedure for the enforcement of the Code.
98. 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 objects 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 (3) members in good standing appointed by the Board of Directors.
99. Conduct detrimental to the advancement of the objects of the Institute or deemed to discredit the Institute, or any of its members may include:
- (a) Violating any provision of the Bylaws of the Institute;
 - (b) Obtaining membership in the Institute through fraudulent means or by misrepresentation;
 - (c) Revealing confidential information about the affairs of the Institute to a person or persons not entitled to such confidential information;
 - (d) Willfully circulating false or defamatory statements or reports concerning members of the Institute or the activities thereof; and,
 - (e) Bringing false charges under these Bylaws without reasonable grounds for believing such charges to be true.

ARTICLE 10 - GENERAL

100. Words importing the singular number shall include the plural number and words importing the masculine gender shall include the feminine gender, and vice versa.
101. If any provision of these Bylaws shall be held invalid, the remainder of these Bylaws shall not be affected.
102. Subject to these Bylaws, meetings of the Institute shall be conducted in accordance with the most recent revised edition of Robert's Rules of Order.

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