



**International Institute
of Business Analysis**

Notice for IIBA[®] 8th Annual General Meeting

Tuesday, June 21, 2011, 8:00 p.m. EDT to 9:30 p.m. EDT-(UTC/GMT -4 hours)

International Institute of Business Analysis

IIBA Eighth Annual General Meeting (AGM) – Important FAQs

Date of AGM	June 21, 2011 – 8 p.m. to 9:30 p.m. Eastern Daylight Time - EDT (UTC/GMT -4 hours)
Registration	To attend the AGM via webinar, please register here .
Attendance in Person	2011 AGM will be held virtually. Attendance in person is not an option.
Not Attending?	If you are unable to attend and you are a member in good standing as of June 21, 2011, you may still cast your votes through our online polling site available for 48 hours following the close of the AGM.
Proxy Ballot	If you are an eligible member and wish to provide your vote by proxy, please send your name and member ID to proxyvote@theiiba.org . IIBA will cast your vote as YES for all items, unless you specify differently in your proxy registration. Proxies must be submitted by 9 a.m. EDT June 21, 2011.
Voting	Voting will be conducted on a secure voting platform managed by IIBA. You will receive an email with a link. Voting will be open for 48 hours after the close of the AGM.
Eligibility	You are eligible to vote for the IIBA 2011 AGM items if you are a member in good standing of IIBA on June 21, 2011.
Voting Process	You are only permitted one vote for each ballot. Access to the voting software will be provided through an email sent to you by IIBA after the AGM. For your vote to count, you will be required to confirm your vote. IIBA will send a second email which will ask you to confirm your vote by responding to the email.
Voting Materials	Various questions for consideration by each member are provided in this notice available on the IIBA AGM 2011 web page. Details will be provided during the AGM and in the notes in this Notice.
Understanding the AGM Webinar - June 13, 2011	An “Understanding the AGM” webinar will be held on June 13, 2011 from 12 p.m. to 1 p.m. EDT (UTC/GMT -4) regarding the various matters for consideration at the AGM. Click here to register for this webinar. A recording of this webinar will be available on IIBA AGM 2011 web page by June 19, 2011.
Polls Open	Tuesday, June 21, 2011 9:30 p.m. EDT (UTC/GMT -4)
Polls Close	Thursday, June 23, 2011 9:30 p.m. EDT (UTC/GMT -4)
Results	Results of the member poll will be posted on the IIBA website by 12 p.m. EDT (UTC/GMT -4) on June 30, 2011.

The AGM Process

IIBA Governance

At present, IIBA[®] governance is subject to the *Canada Corporations Act R.S., 1970, c.C-32* and IIBA Bylaw No. Three approved by Industry Canada on July 14, 2009. Our Bylaw requires an Annual 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,
- present to the members the audited financial statements for fiscal 2010, and
- ask for member support by ratifying the Board's recommended Auditor appointment.

The Canada Corporations Act requires the AGM to be held "once at least in every calendar year and not more than fifteen months after the holding of the last preceding general meeting".

Our last AGM was held on June 22, 2010; this year, the AGM will occur on June 21, 2011.

How Board Resolutions Influence the IIBA Bylaw

IIBA Bylaw Three 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. In 2007, the Board was given the ability for a decision to be voted on via email as well.

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 a change to the operating structure of the association require an amendment to the Bylaw.

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 item.

Summary of 2011 Poll Questions

After the 2011 AGM, members will vote on the following. A detailed description of each resolution plus the reasoning for the resolutions is on the following pages.

Resolution 2011-08: Approval of the Results of the IIBA 7th Annual General Meeting held June 22, 2010.

Resolution 2011-09: Acceptance of the Audited Financial Results for Fiscal Year 2010.

Resolution 2011-10: Ratification of the selection of Allen Herblum Professional Corporation, Chartered Accountants as Auditors for IIBA for the fiscal year 2011.

Resolution 2011-11: Approval of bylaw amendment revising the length of the term for which directors shall be elected.

Resolution 2011-12: Approval of bylaw amendment revising the method by which an elected director may be removed from office.

The Board of Directors will be asking the membership at the AGM to vote on the bylaw amendments to Bylaw No. Three identified as Resolutions 2011-11 and 2011-12 above. Please note that according to paragraph 88 of Bylaw No. Three, a two-thirds (2/3) vote of the voting members is 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. All remaining poll questions require a simple majority and shall include votes cast by the quorum of members attending in person, votes cast by proxy, and votes cast by electronic polling.

In September 2011, elections for four available director positions will be held if Resolution 2011-11 is not supported during the AGM 2011 member poll. Details of a Special Meeting, if required, will be forwarded in August 2011.

Details for each Resolution

Resolution 2011-08:

The Board recommends approval of the Results of the IIBA 7th Annual General Meeting held June 22, 2010. You can access these results, posted as PDF files by June 8, 2011 on the [AGM 2011 page](#).

Resolution 2011-09

The Board recommends acceptance of the Audited Financial Results for Fiscal Year 2010. You can access these Financial Statements, posted as PDF files by June 8, 2011 on the [AGM 2011 page](#).

Resolution 2011-10:

The Board recommends the selection of Allen Herblum Professional Corporation, Chartered Accountants as Auditors for IIBA for the fiscal year 2011.

These auditors are the same used for our fiscal 2010 audit. In March 2011, the chartered accounting firm underwent a restructuring with associated name changes. This change does not impact the services that will be provided to IIBA.

The auditor was independent and only performed audit and tax related service.

Resolution 2011-11: (Bylaw Amendment)¹

The Board recommends revision of the term of directors elected by the members to a term of four (4) years from the current term of two (2) years. You can access the proposed Bylaw No. Four, posted as a PDF file, by June 8, 2011 on the [AGM 2011 page](#).

Proposed Wording for the Bylaw change is as follows:

33. Directors shall be elected by the members for a term of four years at an annual general meeting, special meeting, or general meeting of members.

Rationale:

At present, IIBA conducts an annual election of board directors. Each directorship is valid for a period of two (2) years under Bylaw No. Three, as ratified by the members in 2009. Bylaw No. Three introduced a significant change to the structure of IIBA, its Board and its Management.

In 2009, the Board advised what the changes will accomplish. These were

“The proposed new Board of Directors, headed by a Chair, will be still ultimately responsible for the governance of IIBA®; however, day-to-day operations of IIBA will be delegated to a hired Chief Executive Officer. The Board therefore will rely on the CEO to create and sustain the organization.

The Board’s role truly will be one of overall governance of our association. By separating the management of the organization by the CEO and the executive team from the board members, we hope to shield and protect the operations of IIBA from transitions at the Board level. The need for new Board members to quickly assume operational mantles within the organization will be reduced as experience has shown this is difficult to achieve.

The new Board structure will allow IIBA to have a Board that is more diverse with experience from many backgrounds and parts of the world. This new Board will be able to advise and support the operational side of IIBA without jeopardizing day-to-day operations.”

While these changes have reduced the amount of change in the operations of IIBA by establishing a firm, stable management structure, the frequency of change at the Board level continues to be disruptive. We have had one election since the original 2009 board was established to effect the change. In 2010, we had five new directors elected and two returning directors.

¹ Note: according to paragraph 88 of Bylaw No. Three, a two-thirds (2/3) vote of the voting members is 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.

International Institute of Business Analysis

Our new directors have brought a very significant diversity and skill set to the board composition allowing the board to more widely represent the membership. We have found though that all directors continue to experience a significant learning curve relating to board function and governance of this organization. Also, as terms expire, we are faced with uncertainty which limits our effective functioning.

The Board recommends extending the term of each director to four years from the date they were originally elected. We have not determined yet our recommendation on the frequency of elections (currently annual) and the number of directors who will be replaced at each election. We are working on these next steps as an urgent agenda item for resolution within the year.

The effect of the change on our current Board is as follows:

Director	Current Term began	Current Term expiry	New Expiry (pending ratification of resolution)
Alain Arseneault	2009	2011	2013
Arie Benaich	2010	2012	2014
Indy Mitra	2010	2012	2014
Ingrid Colquitt	2009	2011	2013
Kitty Hass	2010	2012	2014
Teresa Cheung	2009	2011	2013
Winston Young	2009	2011	2013
Brenda Kerton ²	2010	2012	2014
Michael Augello	2010	2012	2014
Michael Hugos ³	2010	2012	2014
Chuck Milhollan	2010	2012	2014

² Ms. Kerton is presently on personal leave.

³ Mr. Hugos resigned from the Board in March 2011. The Board is actively seeking a replacement at this time.

Resolution 2011-12: (Bylaw Amendment)

The Board recommends a change to the process by which a director can be removed from office. You can access the proposed Bylaw No. Four paragraphs 34 to 37, posted as a PDF file by June 8, 2011 on the [AGM 2011 page](#).

In our current Bylaw No. Three, the only way to remove a director is at a special or general meeting with support from two-thirds of the members present. The Board would not be able to act without this formal approval.

We are seeking your endorsement to reduce the approval to a simple majority of members present. As well, the Board is seeking approval to add the condition that a director can be removed by resolution by the Board for just cause or other reasons.

Proposed Wording for the Bylaw change is as follows:

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; or,
 - (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.