International Institute of Business Analysis

Understanding the AGM

June 2011

Introduction

Kathleen Barret

- CEO and President, IIBA®
- In June of 2009, Kathleen Barret became International Institute of Business Analysis's full-time President and CEO after having held the role as a volunteer since the organization's inception in October 2003.

Agenda

How IIBA operates

- Organization
- Bylaws

Annual General Meeting

- Resolutions

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Vision and Mission

Vision	The world's leading association for Business Analysis professionals
Mission	Develop and maintain standards for the practice of business analysis and for the certification of its practitioners

IIBA® is an international not-for-profit professional association for business analysts.

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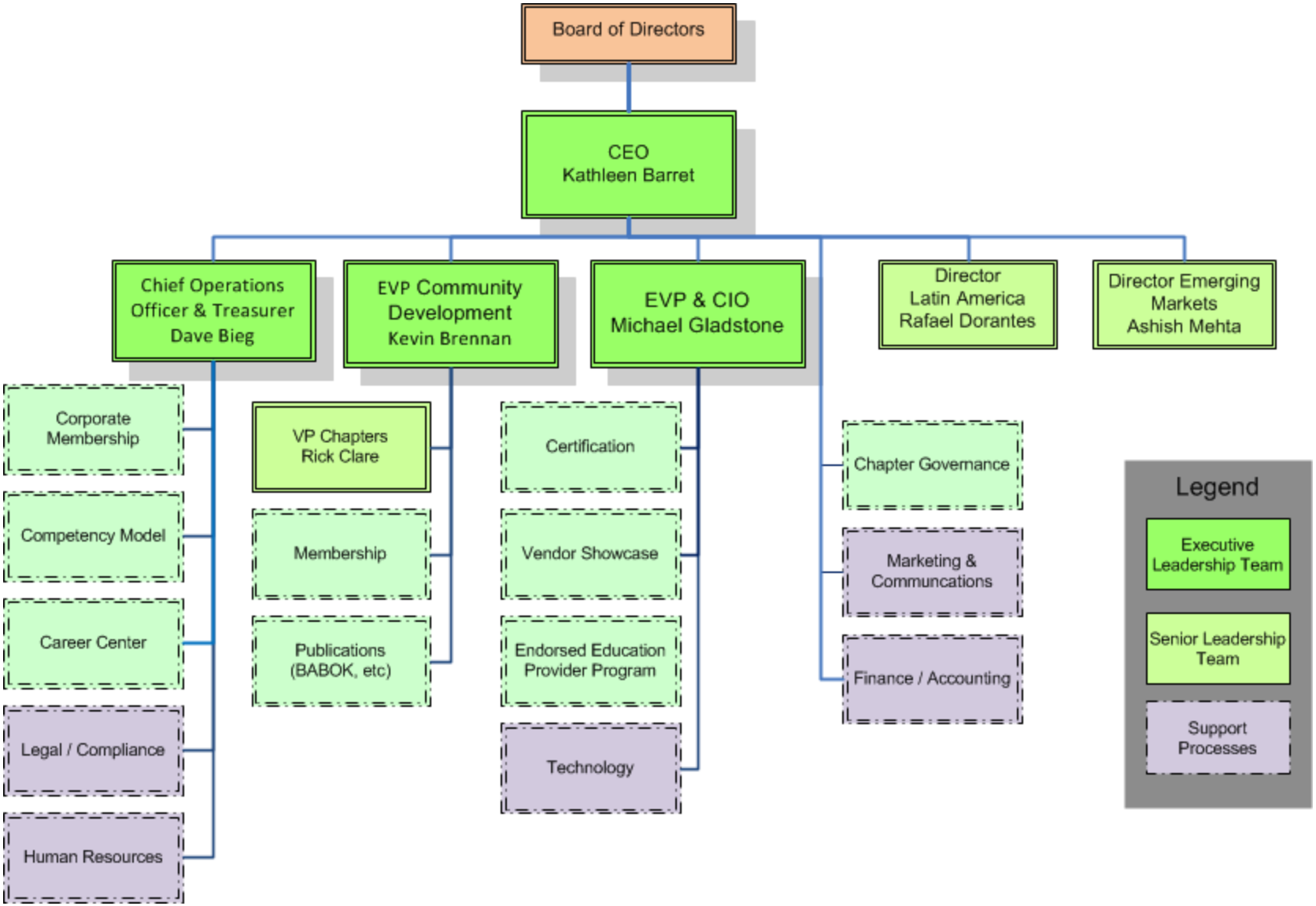
IIBA Organization



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Board of Directors

The current Board of Directors is comprised of eleven members with alternating two-year terms.

The current members of the IIBA Board of Directors are:

- Alain Arseneault
- Michael Augello
- Arie Benaich
- Teresa Cheung
- Ingrid Colquitt
- Kathleen B. (Kitty) Hass
- Brenda Kerton
- Chuck Millhollan
- Indy Mitra
- Winston Young

NB: Michael Hugos resigned from the Board of Directors in March 2011

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IIBA Governance History

1st AGM - March 2004

Incorporation – April 18, 2006

- Letter Patent & Bylaw #1 approved by Industry Canada
- Documents specified a working Board (Article 4)

Bylaw #3 approved by members during the 6th AGM (June 30, 2009)

- Separated day-to-day operations from the Board governance
- Day-to-day operations to be managed by an appointed CEO

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Bylaw

- *Specify the qualifications, rights, and liabilities of membership, and the powers, duties, and grounds for the dissolution of an organization*
- "Contract" among members that must be formally adopted and/or amended
- Provide a framework for IIBA operation and its management

http://www.theiiba.org/AM/Template.cfm?Section=Mission&Template=/CM/HTMLDisplay.cfm&ContentID=7712

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Annual General Meeting

IIBA® governance is subject to the Canada Corporations Act R.S., 1970, c.C-32 and IIBA Bylaw No. Three, Article 3

- Report the activities of the association
- Present the audited financial statements for fiscal 2010
- Request member support on:
  - Board's recommended Auditor appointment
  - Resolutions to amend the current Bylaws

AGM: *Gathering of the directors & shareholders (members) of an incorporated firm, required by law to be held each calendar year*

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Resolutions

IIBA Bylaw Three gives the Board the power to act on behalf of its members

- All decisions that result in a vote by the board members are called “resolutions”
- Specific resolutions that require membership endorsement are tracked to be brought to the membership for ratification at the AGM

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Resolution 2011-08

The Board recommends approval of the Results of the IIBA 7th Annual General Meeting held June 22, 2010.

- Access these results, posted as PDF files on the AGM 2011 page.

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Resolution 2011-09

The Board recommends acceptance of the Audited Financial Results for Fiscal Year 2010.

- Access these Financial Statements, posted as PDF files on the AGM 2011 page.

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Resolution 2011-10:

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

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Resolution 2011-11: (Bylaw Amendment)

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.

Proposed Wording for the Bylaw change:

- 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

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Impact

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 *	2010	2012	2014
Michael Augello	2010	2012	2014
Michael Hugos*	2010	2012	2014
Chuck Milhollan	2010	2012	2014

*Ms. Kerton is presently on personal leave.
*Mr. Hugos resigned from the Board in March 2011. The Board is actively seeking a replacement at this time.

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Resolution 2011-12 (Bylaw Amendment)

The Board recommends a change to the process by which a director can be removed from office.

- reduce the approval to a simple majority of members present.
- add the condition that a director can be removed by resolution by the Board for just cause or other reasons.

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Resolution 2011-12

(Bylaw Amendment)

Proposed Wording for the Bylaw change

34. A director's position shall be automatically vacated:

- if a director has resigned by delivering a written resignation to the Chairperson of the Board of Directors;
- if the director is found by a court to be of unsound mind; or,
- on death.

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Resolution 2011-12

(Bylaw Amendment)

Proposed Wording for the Bylaw change

35. A director shall be removed from office:

- 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,
- 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.

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Resolution 2011-12

(Bylaw Amendment)

Proposed Wording for the Bylaw change

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.

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Resolution 2011-12

(Bylaw Amendment)

Proposed Wording for the Bylaw change

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.

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Questions

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