



International Institute
of Business Analysis

Edmonton Chapter Bylaws

Edmonton Chapter Bylaws as contained in the
ARTICLES OF ASSOCIATION
OF
INTERNATIONAL INSTITUTE OF BUSINESS ANALYSIS, EDMONTON CHAPTER

ARTICLE 1 – THE ORGANIZATION

1.1 Name

This organization shall be called the International Institute of Business Analysis, Edmonton Chapter, (hereinafter “the Edmonton Chapter”).

1.2 Charter and Incorporation

This organization is a Chapter chartered by the International Institute of Business Analysis, (hereinafter “IIBA”) and is separately incorporated as a non-profit organization under the *Companies Act* under the laws of the Province of Alberta.

1.3 Office

The principal office of the Edmonton Chapter shall be located in Edmonton, Alberta.

ARTICLE 2 – DEFINITIONS AND INTERPRETATIONS

2.1 Definitions

In these Articles, the following terms have these meanings:

- a) Associate: A member that has a non-voting and non-elected Board-appointed position, responsible for a specific role or project;
- b) Articles: The Articles of Association, including any amendments thereto of the Edmonton Chapter;
- c) Companies Act: means The *Companies Act*, R.S.A. 2000, c. C-21;
- d) Board: The Board of Directors of this Edmonton Chapter;
- e) Edmonton Chapter: The International Institute of Business Analysis, Edmonton Chapter or IIBA, Edmonton Chapter;

- f) Director: A member elected or appointed to a voting position on the Board of Directors of this Company.
- g) General Meeting: A gathering of Edmonton Chapter Members with Edmonton Chapter business on the agenda. Other terms used to mean the same include, the , Edmonton Chapter Business Meeting, and Special General Meeting;
- h) Annual General Meeting (“AGM”): means the regular general meeting of the Company’s Members to be held annually;
- i) Member: A member in good standing of this Edmonton Chapter and IIBA;
- j) Officer: A member who has signing authority for the Board;
- k) Policies and Procedures: The Policies and Procedures of this Edmonton Chapter;.
- l) Quorum: The required number of members necessary to vote ;
- m) Special Resolution: A resolution moved at a General Meeting of the membership of the Edmonton Chapter;
- n) Register of Members: The register provided by the International Institute of Business Analysis to the Board containing the names of the Members of this Edmonton Chapter;
- o) Registered Office: The registered office of the Edmonton Chapter;
- p) Voting Member: A Member entitled to vote at the meetings of this Edmonton Chapter;

2.2 Interpretations

The following rules apply when interpreting these Articles :

- a) Singular and Plural: Words indicating the singular number also include the plural and vice-versa.
- b) Corporation: Words indicating persons also include corporations, societies, and other legal entities.
- c) Headings: Headings are for convenience only and do not affect the interpretation of these Articles .
- d) Gender: Words are not gender-specific. References to masculine gender include feminine gender and vice versa.

ARTICLE 3 – GOVERNANCE – BOARD OF DIRECTORS

Board of Directors

3.1 Composition and Authority

- a) An elected Board of Directors, herein referred to as the “Board of Directors”, shall govern the Edmonton Chapter.
- b) All Officers shall be appointed by the Board of Directors. There will be up to nine (9) elected Officers to serve in the following positions:
 - President
 - Secretary
 - Treasurer
 - Vice President (VP) Marketing
 - Vice President (VP) Communications
 - Vice President (VP) Events
 - Vice President (VP) Education & Professional Development
 - Vice President (VP) Membership
 - Vice President (VP) Sponsorship
- b) The Board of Directors is the legal authority for the IIBA Edmonton Chapter. As a member of the Board, a Director acts in a position of trust for the organization and is responsible for the effective governance of the organization.
- c) All Directors shall be members in good standing of IIBA and of the Edmonton Chapter. All Directors shall be informed on organizational matters, and shall participate in the Board’s deliberations and decision making in matters concerning policy, finance, programs, personnel, and advocacy.
- d) The Board shall exercise all powers provided by the Edmonton Chapter except as specifically prohibited by these Articles , the IIBA Articles and policies, and the laws of the jurisdictions in which the non-profit is incorporated (Province of Alberta).
- e) Approval of the Board, in accordance with these Articles , shall be required for all Edmonton Chapter activities. No Edmonton Chapter activity shall be approved that endorses any one individual, company, and/or product. Board members may not directly receive any personal monetary profit from any Edmonton Chapter or Board activity, whether deliberate or otherwise. The Board must authorize use of proceeds from any Edmonton Chapter activity.

3.2 Term of Office and Tenure

- a) Term of office for all Directors will be two (2) years. Each Director may hold a specific position for a maximum of two (2) consecutive terms, except where there is no other available candidate to be considered at the end of the two (2) terms.
- b) Election of Directors will be staggered such that re-appointment will take place exactly two (2) years after the initial appointment.

3.3 Nominations and Elections

- a) The nomination and election of Directors shall be conducted in April, in accordance with these Articles, as well as current Edmonton Chapter Policies and Procedures. Discrimination in nominations and election procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.
- b) An appointed committee shall prepare a slate containing one or more nominees for each Director position up for election and shall determine the eligibility and willingness of each nominee to stand for election (“Nominating Committee”). All nominees must be members in good standing of IIBA and of the Edmonton Chapter and eligible to serve as a Director.
- c) Candidates for Board positions will be nominated by a petition process to elicit nominations from Edmonton Chapter Members in good standing to be established by the Nominating Committee.
- d) Notification of elections and the slate of nominees (determined by both processes) shall be sent with reasonable notice to the membership. No current member of the Nominating Committee shall be included in the slate of nominees presented for election.
- e) A Director of the Edmonton Chapter shall be elected by a vote of the Edmonton Chapter Members at, or in the month preceding the Annual General Meeting (AGM), through a paper and/ or electronic balloting process.
 - i. A candidate receiving the most votes for a Director position shall be elected to that position.
 - ii. All Members of the Edmonton Chapter shall have the right to vote in the election.
 - iii. Ballots shall be counted by the Nominating Committee or by tellers

designated by the Board.

- iv. Candidates who are elected shall take office at the AGM following their election, and shall hold office for the duration of their term or until their successors have been elected and qualified.

3.5 Calling Board Meetings

- a) The Board shall meet on a regularly scheduled basis, typically monthly, or at the call of the President, or at the written request of three (3) Directors directed to the Secretary.
- b) Meetings shall be conducted in accordance with Robert's Rules of Order Revised.
- c) At its discretion, the Board may also conduct business by teleconference, facsimile, email, or by other acceptable means.

3.5 Board Quorum

- a) At Board meetings a Quorum shall consist of a simple majority of the sitting Directors of the Board at any given time.
- b) For Board business conducted outside of meetings a Quorum shall consist of the entire sitting Directors of the Board.
- c) A Quorum shall be capable of transacting any Board or Edmonton Chapter business authorized by, or as may be provided in, these Articles.

3.6 Board Actions

- a) Each Director shall be entitled to one vote on any matter or motion coming before the Board.
- b) Every decision of the Board shall be by a simple majority vote unless otherwise required by law or these Articles .
- c) The President has a deciding vote in the case of a tie.
- d) If the membership is dissatisfied with actions taken by the board, a petition signed by sixty (60%) percent of the membership can be submitted to the President and the issue(s) will be tabled at a special meeting of the members or the next scheduled member meeting.

3.7 Board Business Outside of Meetings

- a) Pursuant to Section 34, Board business may be conducted outside of a Board meeting by teleconference, facsimile, email, or other agreed upon means.
- b) Business items may be raised outside of Board meeting by the President, or at the written request of three (3) Directors directed to the Secretary.
- c) Motions duly passed by means outside of a regular monthly Board meeting shall have the same authority and effectiveness as decisions made at regular monthly Board meetings.

3.8 Removal from Office

- a) Any director may be removed from office:
 - i) Without reason by Seventy Five (75%) percent of the vote of the Directors.
 - ii) Where a Director ceases to be a Member in good standing of IIBA or the Edmonton Chapter by reason of non-payment of dues;
 - iii) If a Director fails to attend three (3) consecutive regularly scheduled Board meetings;
 - iv) For just cause in connection with the affairs of the organization;
 - v) Is convicted of an indictable offense;
 - vi) Becomes mentally incompetent or dies.
- b) The affected Director shall receive written notice of the Board's intention to remove him from office at least two (2) weeks prior to the Board meeting at which time such a motion effect will be discussed.
- c) Notice shall be sent to the address shown on the Edmonton Chapter membership list produced by the IIBA and shall be marked Confidential. Personal service of the Notice is acceptable.
- d) The notice shall state the reasons why removal is being considered, the date and time of the meeting, and where the meeting is to take place;
- e) The Director to be removed shall have an opportunity to appear before the Board of Directors, at the request of the Board, to address the motion before the Board.

- f) The Board of Directors may exclude the Director whom is to be removed and the Director's representative from discussions concerning the matter. The decision of Seventy Five (75%) percent of the Board is final.
- g) If the membership is dissatisfied with the performance of a Director, a petition signed by 60 percent of the membership can be submitted to a Director and the issue(s) will be tabled at a special meeting of the members or the next scheduled Board meeting, for action.

3.9 Resignation

Any Director, or an Associate, may resign by submitting written notice to the President or Secretary. Unless another time is specified in the notice or determined by the Board, a resignation shall be effective upon receipt by the Board of the written notice.

3.10 Vacancy

- a) If a Director position becomes vacant, the Board may appoint, by motion, a successor to fill that office until the next Edmonton Chapter elections are held.
- b) In the event the President is unable or unwilling to complete the current term of office, the Board of Directors will elect, by simple majority, a sitting Director to assume the duties and office until the next Edmonton Chapter election is held.
- c) if the no one Director is able to complete the current term as President, the Board may then appoint an eligible Member to the Board of Directors, to fill the vacated office until the next Edmonton Chapter general meeting where elections are held.

3.11 Director Roles

- a) Specific accountabilities for all Directors, with the exception of the Past President include, but are not limited to:
 - i. Overall stewardship of the directorship portfolio and its performance;
 - ii. Maintains accurate and up-to-date records for the directorship portfolio;
 - iii. Develops and annually updates the portfolio business plan, program and policy in accordance with IIBA bylaws;
 - iv. Reports monthly, periodic, and annually to the board on the portfolio plans, performance and topics relevant to the directorship portfolio;

- v. Submits recommendations to the Board for approval;
- vi. Manages portfolio succession;
- vii. Retains and archives permanent records associated with the portfolio;
- viii. Hands off information and transitions the portfolio to the position successor.

3.12 Officers

- a) All Officers shall be appointed by the Board of Directors. There will be up to nine (9) elected Officers to serve in the following positions:
 - a) President
 - b) Secretary
 - c) Treasurer
 - d) Vice President (VP) Marketing
 - e) Vice President (VP) Communications
 - f) Vice President (VP) Events
 - g) Vice President (VP) Education & Professional Development
 - h) Vice President (VP) Membership
 - i) Vice President (VP) Sponsorship

- b) Officers will be elected in two groups, with terms commencing in alternate years as follows:
 - i) Group A – elected at the April AGM in even years:
 - a) President
 - b) Vice President (VP) Marketing
 - c) Vice President (VP) Communications
 - d) Vice President (VP) Education & Professional Development

 - ii) Group B – elected at the April AGM in odd years:
 - a) Secretary
 - b) Treasurer
 - c) Vice President (VP) Events
 - d) Vice President (VP) Membership
 - e) Vice President (VP) Sponsorship

3.13 President

- a) The President shall be the chief executive officer for the Edmonton Chapter and of the Board of Directors, and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board.

- b) In alignment with the mandate of the IIBA, the President is accountable for establishing the strategic direction for the Edmonton Chapter and for ensuring that the Board collectively contributes to the achievement of that strategy, as well as the Edmonton Chapter's sustainability.

- c) Specific accountabilities include, but are not limited to:
 - i. Stewardship of the Edmonton Chapter's strategy, i.e., mission, vision and strategic objectives;
 - ii. Performance of the Board and its individual Directors;
 - iii. Ensuring Board member succession, including appointments of replacement Board members to vacant positions;
 - iv. Managing appointments of Nominating Committee members for each election year, appointments of committees, committee chairpersons and representatives to task teams with Board approval;
 - v. Ensuring the development and implementation of effective and efficient Board policies, procedures, roles and structures; and
 - vi. Ensuring the development of Board meeting and General Meeting schedules and agendas and presiding over, or appointing the Secretary to preside over all Board meetings and General Meetings;

3.14 Secretary

- a) The Secretary shall keep the records of all business meetings of the Edmonton Chapter and Board of Director meetings. Distribution of the approved minutes will be done within 14 days of approval.
- b) The Secretary will manage all communication received by the Edmonton Chapter and liaise with the IIBA Secretary.
- c) The Secretary may facilitate meetings in which the President is unavailable. If the Secretary is called to facilitate any meeting for which the President is unavailable, any other Board Member can scribe for that meeting.

3.15 Treasurer

- a) The Treasurer acts as one of the signing officers of the Board and is responsible for the oversight of the management of funds for duly authorized purposes of the Edmonton Chapter, including accounts receivable, accounts payable, management of the Edmonton Chapter's bank accounts, preparation of the annual budget.
- b) The Treasurer is responsible to the Board of Directors and will submit the books for audit each year.

3.16 Vice President (VP) Marketing

The Vice President of Marketing is responsible for the strategy, tactics and programs to create interest, demand and recognition for the Edmonton Chapter .

3.17 Vice President (VP) Communications

The VP Communications is responsible for the promotion of the Edmonton Chapter and the IIBA through the timely dissemination of information to both the Edmonton Chapter membership and business community, using appropriate means to accomplish the objective.

3.18 Vice President (VP) Events

- a) The Vice President of Events is responsible for the planning and delivery of the Edmonton Chapter events.
- b) The VP of Events is responsible for the development of the annual events plan, including the planning and delivery of event schedules, speakers, logistical arrangements, registration and related record-keeping.
- c) The content of these events is to be consistent and in accordance with the objectives of the Edmonton Chapter, the IIBA and with the approval of the Edmonton Chapter Board of Directors.

3.19 Vice President (VP) Education & Professional Development

The Vice President of Education & Professional Development is responsible for:

- a) Evaluating, recommending and organizing professional development – activities and/ or event that will increase the competence of the business analysis community; and
- b) Helping Business Analysts achieve their professional certification, and are consistent with the overall mandate of the IIBA.

3.20 Vice President (VP) Membership

The Vice President of Membership is responsible for:

- a) The growth and sustainment of the Edmonton Chapter's membership;
- b) Membership registration
- c) Managing the Edmonton Chapter's relationship with its members.

3.21 Vice President (VP) Sponsorship

The Vice President Sponsorship is responsible for gaining appropriate sponsorship for the Edmonton Chapter and for Edmonton Chapter events. This includes managing sponsor relationships to ensure maximum value for both parties.

3.22 Past President

The Past President is called on to provide continuity and mentorship to the new President and the incumbent Board of Directors, if able. This is a voluntary, non-elected position. The Past President is called on to:

- a) Serve as a non-voting member on the Board in the two years following the expiration of their term;
- b) Support the current President;
- c) Chair the Nominating Committee for recruitment of new Board Members;
- d) Assist with Board recruitment and orientation to the Board;
- e) Assist with Board training; and
- f) Provide historical continuity about the Board's activities.

ARTICLE 4 - GOVERNANCE PROCESS

4.1 General

The Board of Directors shall have the authority, responsibility and accountability to develop, approve, implement and enforce business plans, policies and procedures, as necessary, to implement these Articles and the Edmonton Chapter's long-term strategy, as well as ensure the Edmonton Chapter's sustainability. Maintenance of the Edmonton Chapter documents are the responsibility of the Board.

4.2 Articles

The Articles provide the framework for the compliance with the national IIBA and of all activities of the Edmonton Chapter. The Articles shall be reviewed by the Board of Directors every three (3) years and amended, when necessary, as set out below in section 4.4.

4.3 Policies and Procedures

- a) The Edmonton Chapter Policies and Procedures are to flow from the Articles,

and outline the general operations and organizational practices of the Company .

- b) The Board of Directors have the authority to amend the Edmonton Chapter's Policies and Procedures by regular Resolution, at a regular convened meeting of the Board of Directors.

4.4 Amendment of Articles

- a) The Articles shall only be amended by a Special Resolution, approved by an affirmative vote of Seventy Five (75%) majority of the Voting Members present at a duly constituted Annual General Meeting.
- b) Amendments to the Edmonton Chapter's Articles must be consistent with the National IIBA's Articles, policies, procedures, rules and directives established or authorized by the National IIBA.
- c) Proposed amendments to the Edmonton Chapters' Articles shall be submitted, in writing, by a Member in good standing to the Board of Directors.
- d) The proposed amendment shall be reviewed by the Board of Directors for approval to be added to the Annual General Meeting Agenda, or returned for further study, or rejected due to a conflict with the National IIBA Articles, or the *Alberta Companies Act*.
- e) The Articles may be rescinded, altered or added to, in whole or in part, by a seventy-five percent (75%) majority vote of the members present, by proxy, or electronic polling, at any Annual or Special General Meeting.
- f) The amended Articles shall take effect immediately upon registration with Alberta Corporate Registry.

ARTICLES 5 - ASSOCIATE POSITIONS, PROJECT TEAMS AND STANDING COMMITTEES

5.1 Associate Positions

- a) The Board of Directors may establish or remove, as it deems necessary, from time to time, Associate positions to carry out specific tasks. An Associate position can be a non-voting member of the Board of Directors, and report to a Director for the performance of their assigned duties.
- b) The term of an Associate position will be specified at the time the position is created. The term of an Associate position is not to exceed two years, without the prior approval of the Board of Directors, who can extend the term each six months.

5.2 Project Teams

- a) The Board may establish or dismantle, as it deems necessary, teams to undertake specific initiatives in support of strategic objectives (“Project Team”);
- b) Each Project Team shall be directed by a leader; and approved by the Board of Directors (“Project Lead”);
- c) A Director from the Board of Directors shall sponsor each Project Team;
- d) Funding required by a Project Team must be presented to the Board of Directors first, and final authorization may be by its Project Lead; and
- e) The Project Lead or sponsoring Director, as designated in the Charter, shall be responsible for administration and accounting of any allocated funds and shall submit a monthly report to the Board.

5.3 Standing Committees

- a) The Board may establish or dismantle , as it deems necessary, from time to time, committees to carry out long term and/or on-going operational tasks (“Standing Committees”).
- b) The use of Project Teams will take precedence over Standing Committees unless the nature of the task is not well suited to being structured as a project.
- c) Each Standing Committee shall be directed by a Chairman; nominated by the members of the Board of Directors and approved by the Board of Directors.
- d) Standing Committee shall report, through the Chairman, to the Board of Directors.
- e) A Standing Committee shall be governed by a Board of Directors, which shall delineate such things as the Standing Committee’s purpose and objectives, structure, operational parameters, and responsibilities.
- f) Funding required by a Standing Committee may be authorized by its Chairman, on prior approval of the Board.
- g) The Chairman or sponsoring Director, shall be responsible for administration and accounting of any allocated funds and shall submit a monthly report to the Board.

5.4 Nominating Committee

- a) In accordance with Article 3, Section 3.3, a Nominating Committee shall be

established for the purpose of managing the annual Board election process. The Past President will chair the Nominating Committee, or if that person is not available, a Board appointed person who is not currently a member of the Board.

- b) The Nominating Committee responsibilities shall include:
 - i) Preparing a slate of nominees for the annual elections;
 - ii) Presenting its recommendations to the Board;
 - iii) Obtaining personal profiles for candidates where there are multiple applicants for the same position;
 - iv) Drafting and distributing election ballots (paper-based or electronic);
 - v) Receiving votes, compiling results and reporting to the Board;
 - vi) Providing summary election report for the Board; and
 - vii) Establishing a nomination petition process.

ARTICLE 6 - INUREMENT AND CONFLICT OF INTEREST

6.1 Personal Gain

No Member of the Edmonton Chapter shall receive any remuneration, pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Edmonton Chapter except as otherwise provided for in these Articles.

6.2 Compensation

- a) No Officer, Director, Associate, appointed committee member or authorized representative of the Edmonton Chapter shall receive compensation for the purposes of sitting on the Board or participating in the functions outline in the duties of the said officer, director, association, appointed committee member or authorized representative;
- b) The Board of Directors, in their discretion, and upon majority approval of the Board of Directors, can provide a gift for a Director, or vacating Director, Officer, association, appointed committee member or authorized representative. The said gift will not be considered compensation for the purposes of these Articles.

6.3 Reimbursement

The Board shall provide reimbursement of all actual expenses incurred by an Officer, Director, Associate, committee member or authorized representative provided that such expenses have been approved by the Board of Directors prior to incurring the said expense, and shall be reimbursed only upon receipt by the Board of Director of the original receipt, invoice or vouchers submitted to the Edmonton Chapter within thirty (30) days from the date upon which such expense is incurred.

6.4 Contracts

The Edmonton Chapter may engage in contracts or transactions with Members, Officers, Directors, Associates, appointed committee members or authorized representatives of the Edmonton Chapter and any corporation, partnership, association or other organization in which one or more of the Edmonton Chapter's Officers, Directors, Associates, appointed committee members or authorized representatives are, Directors or Officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

- a. the facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the Board prior to commencement of any such contract or transaction;
- b. the Board, in good faith, authorizes the contract or transaction by a majority vote of the Directors who do not have an interest in the transaction or contract; and
- c. the contract or transaction is fair to the Edmonton Chapter and complies with the laws and regulations of the applicable jurisdiction in which the Edmonton Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board.

6.5 Objectivity

All Officers, Directors, Associates, appointed committee members and authorized representatives of the Edmonton Chapter shall act in an independent manner consistent with their obligations to the Edmonton Chapter and applicable law, regardless of any other affiliations, memberships or positions.

6.6 Conflict of Interest

All Officers, Directors, Associates, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the Edmonton Chapter has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

ARTICLE 7 – MEMBERSHIP

6.1 Eligibility

- a) Membership in the Edmonton Chapter of IIBA shall be open to any person interested in the declared purposes of the IIBA, regardless of sex, race, religion, physical abilities, political belief, nationality, colour, age, marital status or sexual orientation.
- b) Membership in the Edmonton Chapter requires membership in the National IIBA. The Edmonton Chapter shall not accept as members any individuals who have not been accepted as the National IIBA member, and shall not create its own membership categories.

6.2 Membership and Dues

- a) All members shall pay the required Edmonton Chapter membership dues to the Edmonton Chapter on an annual basis. Edmonton Chapter membership fees are non refundable.

6.3 Rights and Privileges of Members

- a) Members shall be governed by and abide by the Edmonton Chapter IIBA Bylaws and the Articles including all policies, procedures, rules and directives lawfully made thereunder.
- b) A member is in good standing when:
 - i) They have paid membership dues to the National IIBA and the Edmonton Chapter IIBA;
 - ii) Appear in the National IIBA and Edmonton Chapter membership list; and
 - iii) They have not been suspended or considered delinquent as provided under Section 5.9, or 5.11 respectively.
- c) Edmonton Chapter members in good standing who are members of the National IIBA and the Edmonton Chapter will have full voting rights and privileges at the Annual General Meeting of the membership.

6.4 Members in good standing are entitled to:

- a. Receive notice of meetings of the Edmonton Chapter;

- b. Attend any meeting of the Edmonton Chapter;
- c. Speak at any General Meeting of the Edmonton Chapter; and
- d. Exercise other rights and privileges given to Members by these Articles.

6.5 Termination of Rights and Privileges

- a) All rights and privileges cease when the Member resigns, dies or is suspended from the Edmonton Chapter. In the event that a Member resigns, the Edmonton Chapter will not refund Edmonton Chapter membership dues.
- b) Any Member wishing to withdraw from the membership may do so upon sending a notice in writing to the Board of Directors .

6.6 Transferability of Membership

No right or privilege of any Member is transferable to another person.

6.7 Limitation on the Liability of Members

No Member is, in his individual capacity, liable for any debt or liability of the Edmonton Chapter.

6.8 Confidentiality of Membership Information

The membership database and listing provided by the National IIBA to the Edmonton Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Edmonton Chapter, consistent with IIBA policies.

6.9 Suspension of Membership

- a) The Board of Directors may suspend a Member's membership if:
 - i) The Member has failed to abide by the Articles;
 - ii) The Member has disrupted meetings or functions of the Edmonton Chapter; or
 - iii) The Member has done something judged to be harmful to the Edmonton Chapter or failed to fulfill a commitment, the failure of which could be judged harmful to the Edmonton Chapter.
- b) Suspension shall require an affirmative vote of Seventy Five (75%) majority of the Board of Directors present at a Board of Directors meeting. The Board shall determine the duration of the suspension.

6.10 Notice to Member

- a) All notices to members shall be in written form, and must contain notice of the Board's intention to deal with a recommendation to suspend, and why the suspension is being considered;
- b) The affected member shall receive two (2) weeks written notice before a Board meeting is convened, at which time discussion of the suspension is to be included on the agenda.
- c) The notice shall be sent to the address shown on the Edmonton Chapter membership list produced by the Edmonton Chapter of the IIBA and shall be marked Confidential.
- d) Personal service of the notice is acceptable.
- e) Attendance at the Board meeting by the Member or his representative is at the discretion of the Board of Directors.
- f) All decisions by the Board of Directors are final.

6.11 Delinquency

- a) A Member shall be considered delinquent if the National IIBA and Edmonton Chapter dues have not been paid by the renewal date.
- b) A Member shall have been deemed to resign if dues have not been paid within one (1) month of the renewal date.
- c) The Member shall be removed from the list of voting members following deemed resignation.
- d) A delinquent member may be reinstated by making payment in full of all unpaid dues for the National IIBA and the Edmonton Chapter.

ARTICLE 7 – FINANCE

7.1 Fiscal Financial Year

The Edmonton Chapter's fiscal year shall be from September 1 through August 31.

7.2 Annual Financial Reporting

7.3 Budget

- a) A budget showing anticipated revenue and authorized expenses shall be adopted annually by the Board.
- b) The annual budget for succeeding years shall be consistent with Board-approved annual budgeting policies and procedures.

7.4 Financial Statement

- a) An annual financial statement shall be approved by the Board of Directors;
- b) The annual financial statement shall be presented to the membership at the Annual General Meeting.

7.5 Preparation and Keeping of Books and Records

- a) A permanent record shall be kept of all Edmonton Chapter financial transactions in accordance with Generally Accepted Accounting Principles (GAAP) and Canada Customs and Revenue Agency regulations and guidelines.
- b) Monthly financial statements shall be prepared and presented to the Board of Directors.

7.6 Inspection of Books and Records by Members

- a) All financial records of the Edmonton Chapter are open for such inspection by any Member in good standing.
- b) A Member wishing to inspect the financial books or records of the Edmonton Chapter must give reasonable written notice to the Board of Directors, to be discussed at the next Monthly Board Meeting.
- c) The Board of Directors will provide times within the next 7 days following the Board Meeting to the member to attend and review the financial books and records.
- d) All records of the Edmonton Chapter are open for inspection, except for those records designated as confidential or private in accordance with these Articles, the Edmonton Chapter Policies and Procedures, or applicable privacy legislation.

7.7 Independent Audit

The Company shall appoint an auditor in accordance with the provisions and subject to the restrictions of the Companies Act.

7.8 Reporting to the National IIBA

Appropriate financial information and records will be submitted to the National IIBA Board of Directors, as required by, and in accordance with, the National IIBA annual reporting process.

7.9 Signing Authority

- a) The Board of Directors shall appoint a minimum of two (2) and a maximum of three (3), Directors to have signing authority;
- b) A minimum of two Directors or Officers must sign on behalf of the Association.
- c) The Association may enter into a contract with the approval of the Board of Directors;

7.10 Property

- a) The Board of Directors may take, receive, hold, sell, lease, and otherwise convey real and personal property.
- b) The Board of Directors may not purchase, sell, mortgage, lease away, or otherwise dispose of its real property unless authorized by an affirmative vote of Seventy Five (75%) majority of the Board of Directors.

ARTICLE 8 – MEMBERSHIP MEETINGS

8.1 General Meetings

- a) An Annual General Meeting of the membership shall be held in April at a location to be determined by the Board.
- b) Each Voting Member is entitled to one vote.
- c) All actions or resolutions placed before the membership shall require a vote of Seventy Five (75%) Percent majority vote of the Members present at any Annual or Special General Meeting.
- d) An Annual General Meeting or General Meeting may be called on not less than thirty (30) days written notice, which notice shall specify the day, hour and place of the meeting and, in case of special business, the nature of the business.

8.2 Special General Meetings

The President may call Special General Meetings of the membership, by a majority vote of the Board, or via a petition of ten percent (10%) of the Voting Members directed to the Secretary.

The conditions regarding Special General Meetings shall be the same as those specified for General Meetings.

8.3 Procedure

Annual General Meetings and Special General Meetings shall be conducted in accordance with Robert's Rules of Order Revised.

8.4 Quorum

- a) A quorum for a General Meeting or Annual General Meeting shall be at least Twenty Five (25%) of the Members entitled to vote;
- b) No business shall be transacted at a General Meeting unless a quorum is present at the time the meeting proceeds to business. If within thirty (30) minutes from the time appointed for the Meeting a quorum is not present, the Meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place. If at such adjourned meeting a quorum is not present, the meeting shall be dissolved.

8.5 Proxy

- a) The instrument appointing a proxy shall be in writing and need not be attested;
- b) A person may be appointed a proxy although not a Member;
- c) The validity of any proxy shall be determined by the chairman of the meeting at which the proxy is to be used;
- d) No instrument appointing such a proxy is valid after the expiration of twelve (12) months from the date of its execution unless it is otherwise specified in the instrument and permitted by the Companies Act.
- e) The instrument appointing a proxy shall be deposited at the Registered Office no later than twenty-four (24) hours before the time for holding the meeting (as specified in the notice of meeting) at which the person named in the instrument proposed to vote. In default of such deposit, the instrument of proxy is invalid.

ARTICLE 9 – GENERAL

9.1 Indemnification

In the event that any person who is or was a Director, Officer, Associate, Committee member, or a Board authorized representative of the Edmonton Chapter, acting in good faith and in a

manner reasonably believed to be in the best interests of the Edmonton Chapter, has been made party, or is threatened to be made party to any civil, criminal, administrative, or investigative action or proceeding, such representative shall be indemnified against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is incorporated, except such costs, fees, charges, or expenses as are occasioned by his own wilful misconduct, neglect or recklessness.

9.2 Determination of Proper Indemnification

Unless ordered by a court, discretionary indemnification of any representative shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination by the Board that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and in these Articles.

9.3 Extent of Indemnification

The indemnification provided under these Articles shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, these Articles, any agreement, vote of disinterested Directors, Associates, or otherwise, both as to actions in his or her official capacity and as to actions in another capacity while holding office, and any such indemnification shall continue and as to a person who has ceased to be a Director, committee member or authorized representative, and shall inure to the benefit of the heirs, executors, and administrators of such person.

9.4 Effect of Court Determinations

Indemnification made pursuant to this Article shall not be made in any case where the act, or failure to act, giving rise to the claim for indemnification is determined by a court to have constituted wilful misconduct, neglect, or recklessness.

9.5 Liability Insurance

To the extent permitted by applicable law, the Edmonton Chapter shall purchase and maintain liability insurance on behalf of any person who is or was a Director, Officer, Associate, Committee member, or authorized representative of the Edmonton Chapter, or is or was serving at the request of the Edmonton Chapter as a Director, Officer, Associate, Committee member or authorized representative of another corporation, domestic or foreign, non-profit or for-profit partnership, joint venture, trust or other enterprise.

9.6 Distributing Assets and Dissolving the Edmonton Chapter

- a) The Edmonton Chapter shall not pay any dividends or distribute its property among its Members. The Edmonton Chapter shall be dissolved only by the passage of a Special Resolution, at a General Meeting, by an affirmative vote of Seventy Five (75%) majority of the Voting Members present.
- b) After payment of all debts, the remaining assets shall be liquidated and donated after a six (6) month period to a Canadian non-profit association with a significant business management aspect, in a plan determined by the Board prior to the passage of the resolution to dissolve the Edmonton Chapter.
- c) All assets to be donated shall be documented at the time of dissolution and shall be held for the six (6) month period by a Board appointed Member or legal entity.

9.7 Registered Office

- a) The registered office of the Edmonton Chapter shall be in the City of Edmonton, in the Province of Alberta, or at such other place in the Province of Alberta as the Directors may determine from time to time.

9.8 Register of Members

- a) The Edmonton Chapter shall maintain the Register of its Members at its Registered Office.

9.9 Seal

- a) Seal Option - The Edmonton Chapter may have a corporate seal if the Board of Directors shall decide it is in the Edmonton Chapter's interest;
- b) Custody – The President shall have charge of the seal of the Edmonton Chapter;
- c) Use of Seal – The seal of the Edmonton Chapter, whenever used, shall be authenticated by the signing authorities appointed by resolution of the Board of Directors.