



*International Institute of  
Business Analysis*

**IIBA New Zealand Chapter  
Incorporated  
By-Laws**

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## **By-Law 1 – Name and Territory**

Section 1: This organisation shall be called the International Institute of Business Analysis New Zealand Chapter Incorporated (hereinafter “the Chapter”). This organisation is a Chapter chartered by the International Institute of Business Analysis (hereinafter “IIBA”) and separately organised. This document is the general by-laws of the IIBA New Zealand Chapter which regulate the operation of this organisation.

Section 2: The Chapter’s operational territory is New Zealand. The principal office of the Chapter will be located in Wellington, New Zealand or at such other place in New Zealand as may be decided by the Chapter Board of Directors.

Section 3: The Chapter is responsible to the duly elected IIBA Board of Directors and is subject to all IIBA policies, procedures, rules and directives lawfully adopted.

Section 4: The Chapter shall meet all legal requirements in the jurisdiction in which the Chapter conducts business or is incorporated or registered.

Section 5: The Chapter may not impose any requirements on membership other than the requirements provided in the IIBA by-laws.

Section 6: The by-laws of the Chapter must not conflict with the current IIBA by-laws and all policies, procedures, rules or directives established or authorised by the IIBA Board of Directors as well as with the Chapter’s charter with IIBA. In the event and to the extent of any conflict or inconsistency between the Chapter’s by-laws and the IIBA by-laws, the IIBA by-laws shall take precedence.

Section 7: The terms of the charter executed between the Chapter and IIBA including all restrictions and prohibitions shall take precedence over these by-laws and other authority granted hereunder.

## **By-Law 2 – Objective**

Section 1: The purpose of the Chapter is to promote the practice of business analysis, to raise the profile of the business analyst role and to represent the IIBA within the Chapter territory.

Section 2: The objectives of the Chapter are to:

- Advance the role of the business analyst as a recognised profession in New Zealand,
- Support opportunities for members to network with and gain knowledge from seasoned business analysis practitioners as well as with industry and government leaders.
- Provide access for members to a formal “knowledge base” as well as forums for sharing expertise, expressing professional opinions and building a reputation within the industry.
- Provide pathways to learn about business analysis best practices.
- Obtain and sustain a level of financial security, sustainability and autonomy at the Chapter level.
- Develop corporate support for the IIBA within the local market by marketing and awareness programmes that demonstrate the value of business analysis and the IIBA.
- Liaise with industry and association partners to increase awareness of and benefit to Chapter members.
- Any additional objectives as may be agreed by the Chapter Board of Directors.

## **By-Law 3 – Membership**

Section 1: Membership in this organisation is voluntary and shall be open to any eligible person interested in furthering the purposes of the organisation. Membership shall be open to all eligible persons without regard to race, creed, colour, age, sex, marital status, international origin, religion, or physical or mental disability.

Section 2: Membership in the Chapter requires membership in IIBA. The Chapter shall not accept as members any individuals who have not been accepted as IIBA members and shall not create its own membership categories.

Section 3: Chapter Members must be members of the IIBA in good standing and must adhere to the IIBA Member Code of Ethical Conduct and Professional Standards established, published and amended by the IIBA from time to time (hereafter the “Code”). The authority and responsibility for enforcement of the Code with respect to IIBA members rests with the IIBA.

Section 4: Members in good standing can vote in Chapter elections, participate in Chapter meetings and hold office. Members in good standing are defined as Chapter members who have paid both IIBA and Chapter dues as verified by the Treasurer.

Section 5: Members shall be governed by and abide by the IIBA by-laws and by the by-laws of the Chapter and all policies, procedures, rules and directives lawfully made there under.

Section 6: All members shall pay the required IIBA and Chapter membership dues to IIBA and in the event that a member resigns IIBA and the Chapter shall not refund membership dues.

Section 7: Any individual whose membership with the IIBA has been revoked or suspended may not retain membership in the Chapter while such revocation or suspension is in effect.

Section 8: In the event that a member relocates Chapter dues will be transferred to the member’s new chapter. Chapter dues will not be refunded to the member.

Section 9: An individual applying to be a Chapter member must be an IIBA member in good standing and must complete the Chapter section of the membership registration form. Membership will be effective from the first day of the month following the date the financial transaction is processed. A Member’s participation in Chapter meetings and their right to vote in elections is subject to verification by the Chapter that the Member is an IIBA member in good standing.

Section 10: Membership in the Chapter shall terminate upon the member’s

written resignation, failure to pay dues or expulsion from membership for just cause as defined within the international by-laws. These rules apply to Chapter Board members as well as the general membership.

Section 11: The Chapter Board of Directors will exercise the right to terminate membership based on just cause. The member may appeal the decision to the Board or elevate it to the IIBA Board of Directors. The effective date of termination will be determined by the Board and will be formally communicated to the terminated member.

Section 12: Any Member who is in arrears of the payment of any membership fees, dues, assessments or fines for a period of 3 months shall be automatically suspended from membership in the IIBA and shall not be re-admitted except upon payment of the requisite membership dues. Any such suspended member shall lose the status of "member in good standing", and shall not be eligible to vote, to attend meetings, or be on the Board of Directors. A delinquent member may be reinstated by making payment in full to IIBA of all unpaid dues for IIBA and the local Chapter.

Section 13: Upon termination of membership in the Chapter, the member shall forfeit any and all rights and privileges of membership in the Chapter.

Section 14: The Chapter shall keep a current record of Members, including the Member's name, address and contact information, IIBA membership renewal date, and Chapter membership renewal date. These records shall be verified as necessary to ensure the information is accurate.

Section 15: The membership database and listings provided by IIBA to the Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Chapter consistent with IIBA policies.

## By-Law 4 – Chapter Calendar

Section 1: The Chapter will adhere to the following minimum schedule of events:

Event	Minimum Timeframe
Annual General Meeting	Annually, during the period of 1 April-1 December
Board Meetings	Quarterly
Committee Meetings	As required

Section 2: Notice of meetings:

Meeting	Called By	Notice Period	Minimum Attendance	Notice Form
AGM	President	60 days	Quorum*	Email/ website
Special Members Meeting	President	60 days	Quorum*	Email/ website
Executive Meeting	President	30 days	50% of Board	Email/ website
Committee Meeting	Committee Chair	As required	As required	Email/ website

\* “Quorum” means the number of members in good standing in actual attendance (whether attending in person, or remotely eg, via teleconference) at the meeting, whatever the number, provided that members have been properly notified of the meeting in accordance with the bylaws of the Chapter.

Section 3: Changes or modifications to Chapter calendar must be submitted to the President for discussion at the next Board Meeting.

Section 4: The President of the Chapter will chair the meeting. Voting will occur by a show of hands or by a polling of members. Proxy votes will be permissible in accordance with the process as agreed by the Chapter Board of Directors. Decisions and acceptance are based on majority votes.

## **By-Law 5 – Officers and Directors**

Section 1: The Chapter shall consist of an elected President and Board of Directors and shall not be used for the promotion of candidacy of any person seeking public office or preferment or the promotion of any commercial enterprise.

Section 2: The Chapter shall be governed by a Chapter Board of Directors. There will be elected officers to serve in the following positions:

- President
- Secretary
- Treasurer
- Vice-President Communications and Marketing
- Vice-President Professional Development and Certification
- Vice-President Membership Services
- Vice-President Sponsorship
- Past President
- Branch Chairperson(s)

If any Branch Chairperson is not elected to the Chapter Board of Directors, their attendance will still be required at Chapter Board meetings (in person or via telephone) but they will not have any voting rights.

Any member of the Board of Directors may in advance of a Chapter Board meeting nominate a member in good standing of IIBA and of the Chapter to serve as a “Director at Large” to advise and consult with the Chapter Board of Directors. The Chapter Board of Directors may by majority vote appoint up to four Directors at Large at any one time. Directors at Large shall be required to attend Chapter Board meetings (in person or by telephone) but will not have any voting rights. They will serve two-year terms. Directors at Large can be removed from their position, or have their position declared to be vacant, in the manner which the same may occur to an officer under Sections 5 and 6 of Bylaw 7.

All officers shall be members in good standing of IIBA and of the Chapter. Officers are elected by majority vote of Chapter members in attendance at the Annual General Meeting. The officers will serve two-year terms of office staggered so that approximately half of the officer(s) are elected each year to provide continuity.

As the Chapter increases its membership the duties and responsibilities for each of Vice-President will expand. As a result new Vice-President positions will be put forward at the Annual General Meeting for approval by the membership. Once approved the terms of reference will be sent by the President to all the membership.



Upon election these officers will immediately become members of the Chapter Board of Directors and will serve as "understudies" of the officers they are to succeed. The understudies will not have voting rights until the beginning of their respective terms. Officers shall be eligible to serve multiple terms.

Officers will be elected at the Annual General Meeting each year and serve from 1 April to 31 March the following year. The following chart illustrates the election rotation process:

<b>Odd Years</b>	<b>Even Years</b>
President	Treasurer
Secretary	Vice-President Communications and Marketing
Vice-President Professional Development and Certification	Vice-President Membership Services
Vice-President Sponsorship	-

Section 3: The Chapter Board members will liaise with the respective IIBA Board members as follows:

<b>Chapter Board Member</b>	<b>IIBA Board Member</b>
President	President
Secretary	Secretary
Treasurer	Treasurer
Vice-President Communications and Marketing	Vice-President Communications and Marketing
Vice-President Professional Development and Certification	Vice-President Training and Certification and Body of Knowledge Advisory Board Members
Vice-President Membership Services	Vice-President Membership Services
Vice-President Sponsorship	Corporate Sponsorship Advisory Board Member

Section 4: The President shall be the chief executive officer for the 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 Chapter Board of Directors. The President shall also serve as a member ex-officio with the right to vote on all committees.

Section 5: The Secretary shall keep the records of all business meetings of the Chapter and meetings of the Chapter Board of Directors and oversee the management of funds for duly authorised purposes of the Chapter. The Secretary will also manage all communication received by the Chapter.

Section 6: The Treasurer shall oversee the management and record keeping of funds for duly authorised purposes of the Chapter.

Section 7: The Vice-President Sponsorship is responsible for gaining appropriate sponsorship for the Chapter and for Chapter events. This includes managing sponsor relationships to ensure maximum value for both parties.

Section 8: The Vice-President Communications and Marketing is responsible for the timely dissemination of information both to and from the Chapter membership, using appropriate means to accomplish the objective and is also responsible for the promotion of the Chapter and the IIBA to internal and external publications. In addition they are responsible for maintaining the Chapter's website and the development and delivery of programs relating to business analysis for each scheduled Chapter meeting. The content of these programs is to be consistent and in accordance with the objectives of the Chapter and with approval of the Chapter Board of Directors.

Section 9: The Vice-President Professional Development and Certification is responsible for promoting business analysis professionalism through the organisation and delivery of services and events designed to help business analysts achieve certification as business analysis professionals. In addition, they will be responsible for the Chapter's professional development programs designed to increase the competence of the business analysis community. This may include liaising with tertiary education institutes and training vendors.

Section 10: The Vice-President Membership Services is responsible for the development and maintenance of a Chapter membership plan that assures continued growth through aggressive recruiting and partnering with major community employers. In addition they are responsible for ensuring that value services are offered to Chapter members.

Section 11: The Past President shall assist the President in liaison with IIBA if and when required.

Section 12: The Branch Chairperson(s) is responsible for the promotion and development of the local Branch.

**See Appendix 1 for a further description of all roles and responsibilities.**

## **By-Law 6 – Branches**

Section 1: The Chapter may establish Branches. The establishment of a Branch requires the approval of the Chapter Board of Directors.

Section 2: The name of the Branch will be the [City/Town] Branch of the IIBA New Zealand Chapter.

Section 3: Branches will operate within the Chapter by-laws.

Section 4: Subject to the Chapter by-laws the objectives of the Branch shall be the objectives of the Chapter. The Branch shall have the powers to do all lawful things as may be appropriate in pursuit of its objects. In particular it may:

- Set charges for local events
- Organise meetings, seminars, study groups and similar activities.
- Publish newsletters, magazines, journals, papers, articles, reports and books.
- Encourage and assist research in business analysis.
- Grant awards, prizes and certificates and make and accept gifts of money or things.
- Raise, spend, grant and invest money.
- Affiliate or co-operate with organisations having similar or associated objects to those of the Branch and seek and accept representation to and from such organisations.

Section 5: Members may be affiliated to a nominated Branch of their choice.

Section 6: Subject to the Chapter by-laws the Branch will be managed by a Branch Committee whose members are elected by members of the Branch. The Branch Committee may do all things which are in accordance with the Chapter by-laws to further the objects of the Chapter and its members in the area of the Branch. The Branch Committee will have the following specific responsibilities:

- Establishing and managing the Branch budget.
- Establishing and managing a programme of meetings and professional development activities.
- Approving and implementing Branch initiatives including local publicity and public relations.
- Managing local sponsorship in co-ordination with other Branches and the Chapter.
- Managing the Branch membership.

Section 7: The Branch Committee must follow guidelines provided by the Chapter Board from time to time. If the Chapter Board considers in their discretion that a Branch or Branch Committee is not acting in accordance with the Chapter by-laws and/or the Chapter objectives, the Branch Committee will act promptly to remedy the Chapter Board's concerns.

Section 8: The Branch Committee will consist of a minimum of three and maximum of ten elected members including the Branch Chairperson. The Branch Committee will have a Branch Chairperson directly elected by the Branch members. The Branch Committee will also have a Secretary and a Treasurer. The Branch Committee will allocate and appoint roles, including but not limited to, professional development, membership and programmes amongst its own Branch Committee membership. In addition to elected members, the Branch Committee may co-opt additional members. Co-opted members will have the same rights and responsibilities as elected Branch Committee members.

Section 9: The Branch Committee will meet as often as it deems necessary to satisfactorily perform its responsibilities. The Branch Chairperson, or the Branch Chairperson-elect will call Branch Committee meetings. Branch Committee members must receive reasonable notice of the meeting time, venue and proposed agenda. A Branch Committee meeting will require a quorum, which will be a simple majority of its members. The Secretary will be responsible for ensuring that accurate minutes are taken at each Branch Committee meeting.

Section 10: The Branch Chairperson or the Branch Secretary in the Branch Chairperson's absence will act as Chairperson of the Branch Committee meeting.

Section 11: The Branch Committee may make decisions by consensus or by formal vote. Any Branch Committee member may request a formal vote on any item at any time. Each Branch Committee member including the Branch Chairperson has voting rights. In the event of a tied vote the Chairperson of the meeting will provide a vote to break the deadlock.

Section 12: All Branch Committee members must be IIBA Chapter members in good standing. The Branch Committee will be elected by Branch members and serve for a one (1) year term of office. Any Branch Committee member may stand for re-election except that no member is eligible to serve more than three terms as Branch Chairperson within any five (5) year period. A Branch Committee member may not serve concurrently as the Chapter President, Vice-President, Secretary or Treasurer.

Section 13: The roles and responsibilities of the Branch Committee will be assigned as follows:

- The Branch Chairperson or the Secretary in the Branch Chairperson's absence will act as Chairperson of the Branch Committee meetings. The Branch Chairperson will be the official custodian of the Branch Charter.

- The Branch Secretary will keep adequate records of all proceedings of the Branch including the Branch Annual General Meeting and any Special General Meetings of the Branch. The Branch Secretary will have custody of a copy of the Chapter by-laws and of amendments thereto. The Branch Secretary will act as Chairperson of the Branch meeting in the absence of the Branch Chairperson.
- The Branch Treasurer will have charge and custody of all assets and financial records of the Branch. The Branch Treasurer will be responsible for preparing the Branch annual budget and submitting this to the Chapter Board for approval. Any failure to submit a Branch budget in accordance with Board policy will result in the Chapter Board of Directors deciding the Branch budget based on previous years' budgets and current Branch membership. The Branch Treasurer is responsible for requesting approval on any over expenditure on budgeted items and expenditure on non-budgeted items from the Chapter Board of Directors. This must include any funding for sub-branches or groups.
- Other Branch Committee members will carry out specific duties as required.
- Any Branch Committee member may designate another Branch member to perform or assist with any assigned duties. However, in no case will such designations relieve the Branch Committee member of their responsibility for the timely and proper execution of their duties.

Section 14: Branch Committee members' terms will begin on 1 January after the Presiding Officer of the Nominating Committee certifies their election and will continue until any one of the following occurs:

- The elected successor's term begins.
- The Branch Committee member submits a written letter of resignation to the Branch Committee.
- The Branch Committee member becomes incapable of performing the position's duties and responsibilities, as determined by a majority vote of the Branch Committee.
- The Branch Committee member ceases to be considered a member in good standing.
- The Branch Committee member is dismissed from office.

Section 15: A Branch Committee member can be dismissed from office as follows:

- By a majority vote of the remaining Branch Committee provided there is a quorum. The Branch Committee member in question may not vote. The cause for a Branch Committee member's dismissal will include but not be limited to a Branch Committee member's absence from three consecutive meetings. In this case the vote to dismiss a Branch Committee Member must be held at the next Branch Committee meeting.
- Any member may submit to the Branch Committee a petition signed by at

least ten (10) members requesting the Branch Committee to consider a motion to dismiss a Branch Committee Member. Upon receiving such a petition the Branch Committee must consider the petition and, by vote, decide if the Branch Committee Member will be dismissed.

- Should the Branch Committee decide not to dismiss the Branch Committee member the petitioning member may submit to the Branch Committee a written petition signed by at least twenty (20) percent or twenty (20) members, whichever is smaller, proposing the dismissal of a Branch Committee Member. Upon receiving such a petition, the Branch Committee must promptly submit such a petition to the Branch membership for a vote. A Branch Committee member will be dismissed by a majority vote of the Branch members who vote. The Branch Committee will promptly notify all members of the outcome of the members' vote.

Section 16: Vacancies on the Branch Committee will be filled as follows:

- Should the position of Branch Chairperson become vacant the Branch Secretary will serve as Branch Chairperson until members can elect a successor at a Branch Meeting.
- Should the position of Branch Secretary or Branch Treasurer become vacant the Branch Committee will vote to appoint an existing Branch Committee member or chapter member to serve in the position for the remainder of the term. The appointed member will have full powers of the position.

Section 17: Subject to the Chapter by-laws the finances will be managed by the Branch Committee. Ordinarily the Branch shall open one or more bank accounts into which money will be deposited. Each Branch will receive an allocated proportion of the Chapter budget as determined by the Chapter Board of Directors. The Branch Treasurer will operate the account(s). Two authorised signatories as determined by the Branch Committee must sign cheques. The Branch Treasurer will be responsible for presenting the Branch's financial position and records to Branch members at the Branch Annual General Meeting. The Branch Treasurer will be responsible for ensuring that the audited accounts of the Branch are promptly submitted to the Chapter Board of Directors.

Section 18: The Branch Committee will be subject to annual election. Elections for the Branch Committee will be by nomination followed by a vote of the Branch members. Nominations, elections and vote counting will be scheduled so that election results can be announced at the Branch Annual General Meeting.

- Each year the Branch Committee will appoint a Nominating Committee consisting of at least two (2) members none of whom may be a Branch Committee member. No member of the Nominating Committee will be eligible for election to the Branch Committee during any year served on the Nominating Committee. The Nominating Committee will select its own Presiding Officer and establish its own rules of procedure. Rules of

procedure established by one committee will not be binding on future committees. The Secretary will inform Branch members of the composition of the Nominating Committee and provide details about how they may be contacted. The Nominating Committee will solicit nominations from Branch members. The Nominating Committee will endeavour to secure at least two (2) nominations for each position to be elected. The Committee must include any nomination signed by at least one (1) other member. All nominees must have agreed to serve if elected. By mutual agreement of the Board and Branch Committees the Nominations Committee for the Board and Branch Committee elections may be combined into a single Nominations Committee.

- Branch members will only be required to cast a vote where there is more than one (1) candidate for a position. Voting instructions will be made available to each member at least twenty-one (21) days prior to the deadline for return of the members vote.
- The Nominating Committee will count the votes cast for each candidate. An independent body appointed by the Presiding Officer of the Nominating Committee will verify the results of the vote.

Section 19: The Branch will hold meetings to support the objectives of the Chapter. Members will be notified of all meeting dates and venues. The Branch Committee will arrange for meetings as follows:

- *Ordinary Meetings:* These are the Branch meetings where members gather to participate in the activities that support the objectives of the Chapter.
- *Branch Committee Meetings:* These are meetings of the Branch Committee held in order to manage the affairs of the Branch. The Branch Committee will determine the frequency of Branch Committee Meetings and meeting venues. A quorum is required for Branch Committee Meetings which will be a simple majority of Branch Committee members.
- *Branch Annual General Meetings:* The Branch will hold at least one Annual General Meeting to consider the finances and operation of the Branch and to announce the election results for officers. This meeting will be referred to as the Branch Annual General Meeting. The Branch Secretary will be responsible for notifying members of the date and venue of the Branch Annual General Meeting. Such notice will state the time and place of the meeting and a description of the business to be transacted. Such notice will be advertised on the Chapter website and at Branch meetings. Notice will be provided at least thirty (30) days prior to the Branch Annual General Meeting. No business other than that specified in the notice shall be transacted at a Branch Annual General Meeting. The members in actual attendance at the meeting shall constitute a quorum for the purpose of voting on all questions, resolutions and other actions so long as members have been properly notified of the meeting. Branch members may review the minutes of Branch Committee Meetings and the Branch financial statements which will be made available by the Branch Secretary and the Branch Treasurer respectively.

- *Branch Special General Meetings:* Special Branch General Meetings will be held when there is a need to consider some urgent or important matter that cannot wait until the next Branch Annual General Meeting. The Branch Secretary will be responsible for notifying Branch members of the date and venue of a Special Branch General Meeting.

Section 20: The Branch Committee may appoint and disband a panel of advisors to provide advice and guidance to the Branch. The advisory panel will have no managerial authority except where the Branch Chairperson specifically delegates the authority.

Section 21: The Branch Committee may establish and disestablish committees, appoint and remove committee heads, to support the objectives of the Chapter and to assist the Branch Committee in the execution of its duties.

Section 22: The Branch Committee may appoint and remove individuals and project teams to support the objectives of the Chapter and to assist the Branch Committee in the execution of its duties.

Section 23: The Branch Chairperson may delegate their authority in writing to a member of the Chapter for specific responsibilities. This delegation shall be time and financially limited as defined in the letter of delegation. No delegation shall run for more than one (1) financial year. The elected members of the Branch Committee may revoke this delegation by a two-thirds (2/3) majority of the full Branch Committee excluding the Branch Chairperson.



## **By-Law 7 – Board of Directors Responsibilities**

Section 1: The Chapter shall be governed by the Chapter Board of Directors. The Chapter Board of Directors shall be responsible for carrying out the purpose and objectives of the Chapter.

Section 2: The Chapter Board of Directors shall consist of the officers of the Chapter elected by the membership. All officers shall be members in good standing of IIBA and of the Chapter.

Section 3: The Chapter Board of Directors shall exercise all powers of the Chapter except as specifically prohibited by these by-laws, the IIBA by-laws and policies and the laws of the jurisdiction in which the organisation is incorporated or registered. The Chapter Board of Directors shall be authorised to adopt and publish such policies, procedures and rules as may be necessary and consistent with these by-laws and IIBA by-laws and policies and to exercise authority over all Chapter business and funds.

Section 4: The Chapter Board of Directors shall meet at the call of the President or at the written request of three (3) members of the Board directed to the Board Secretary. A quorum shall consist of no less than one-half (1/2) of the membership of the Board. Each member shall be entitled to one (1) vote. At its discretion, the Chapter Board of Directors may conduct its business by teleconference, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Chapter Board of Directors.

Section 5: The Chapter Board of Directors may declare an officer position to be vacant where an officer ceases to be a member in good standing of IIBA or of the Chapter due to non-payment of dues, or where the officer fails to attend three (3) consecutive Board meetings. An officer may resign by submitting written notice to the President. Unless another time is specified in the notice or determined by the Chapter Board of Directors the resignation shall be effective upon receipt by the Board of the written notice.

Section 6: An officer may be removed from office for just cause in connection with the affairs of the organisation by a two-thirds (2/3) vote of the members present and in person at an official meeting of the membership or by a two-thirds (2/3) vote of the Chapter Board of Directors.

Section 7: If any officer position becomes vacant the Chapter Board of Directors may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. In the event the President is unable or unwilling to complete the current term of office the remaining Board members will appoint an Interim President. This appointment shall be in effect for the remainder of that term.

Section 8: If and when the Chapter Board of Directors can convene a quorum the Board has the power to:

- Amend by-laws.
- Amend objectives.
- Commit the Chapter to contractual arrangements.
- Terminate any individual member for violation of a by-law or an IIBA by-law.

Section 9: If the membership is dissatisfied with actions taken by the Chapter Board of Directors 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 for action.

Section 10: The principle of collective responsibility will apply to all members of the Chapter Board of Directors for all Board decisions. All Board members must support a Board decision whether or not they voted for it.

Section 11: The Chapter Board of Directors and each of its members shall be indemnified by the Chapter for all liabilities and costs incurred by them in the proper performance of their functions and duties, other than as a result of their wilful default.

## **By-Law 8 – Nominations and Elections**

Section 1: A Nominating Committee shall prepare a slate containing nominees for each Chapter Board of Directors position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee the Board. Elections shall be conducted:

- During the annual meeting of the membership, or
- By ballot to all voting members in good standing by other acceptable means.

The candidate who receives a majority of votes cast for each office shall be deemed elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Chapter Board of Directors.

Section 2: No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

## **By-Law 9 – Committees**

Section 1: The Chapter Board of Directors may authorise the establishment of committees to advance the purposes of the organisation. The Board shall establish a charter for each committee, which defines its purpose, authority and outcomes. Committees are responsible to the Board.

Section 2: The President with the approval of the Chapter Board of Directors shall appoint all committee members and a chairperson for each committee. Committee members must be appointed from the membership of the organisation.

## **By-Law 10 – Finance**

Section 1: The fiscal year of the Chapter shall be from 1 April to 31 March. Fees are due upon renewal of membership (according to anniversary date of IIBA membership) and are paid directly to the IIBA.

Section 2: Annual Chapter membership dues shall be set by the Chapter Board of Directors and communicated to IIBA in accordance with policies and procedures established by the IIBA Board of Directors.

Section 3: The Chapter may only use money and other assets if:

- (a) It is for a purpose of the Chapter;
- (b) It is not for the sole personal or individual benefit of any Member; and
- (c) That use has been approved either by the Board or by majority vote of the financial members of the Chapter.

Section 4: The Chapter shall only borrow money and provide security for that if authorised by majority vote at any Annual or Special General Meeting of the Chapter.

Section 5: The Chapter Board of Directors shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

Section 6: All dues billings, dues collections and dues disbursements shall be performed by the IIBA.

Section 7: Any Payment made by the Society above a value of twenty dollars must be by cheque or electronic deposit. A minimum of four (4) signatories are required. At least two (2) signatures are required for all financial transactions.

Section 8: The finances of the Chapter shall be transparent to any member of the Chapter in good standing.

Section 9: An independent third party will perform an audit of records and accounting practice annually.

Section 10: No member or person associated with a member of the organisation shall derive any income, benefit or advantage from the organisation where they can materially influence the payment of income, benefit or advantage. Except where that income, benefit or advantage is derived from:

- (a) Professional services to the organisation rendered in the course of business and charged at no greater rate than current market rates; or
  - (b) Interest on money lent at no greater than market rates;
- AND all members who may be interested or concerned directly with an item of discussion and/or a resolution in relation to the payment of income, benefit or

advantage at any Chapter or Branch meeting (including Chapter Board meetings), shall disclose the nature and extent of their interest to the Committee or Branch Committee (as applicable).

## **By-Law 11 – Ratification and Amendments**

Section 1: These by-laws may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at the Annual General Meeting of the Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by mail ballot returned within forty-five (45) days of the date by which members can reasonably be presumed to have received the ballot. Notice of proposed changes shall be sent in writing to the membership at least fifteen (15) days before such meeting or vote.

Section 2: Amendments may be proposed by the Chapter Board of Directors on its own initiative, or upon petition by ten percent (10%) of the voting members in good standing addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation.

Section 3: All amendments must be consistent with IIBA's by-laws and the policies, procedures, rules and directives established by the IIBA Board of Directors as well as with the Chapter's Charter with IIBA

Section 4: No addition to or alteration of the aims/objects, pecuniary profit, payments to members or the winding up sections of these Chapter Bylaws shall be approved without first seeking the approval of Inland Revenue.

If Inland Revenue does not approve the relevant addition or alteration, the addition or alteration may still be approved. However, any such approval must be promptly notified to Inland Revenue in writing and may affect the Chapter's tax exemption status.

## **By-Law 12 – Dissolution**

Section 1: Should the Chapter dissolve for any reason, its assets shall be dispersed to a charitable organisation designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

Section 2: Should the Chapter membership drop beneath the minimum required by the IIBA automatic dissolution will apply.



## **By-Law 13 – Common Seal**

Section 1: The Chapter will have a common seal that is to be used on any legal documents or contracts that the Chapter enters into.

Section 2: A document shall be executed on behalf of the Chapter if:

- (a) The common seal is attached to the document; and
- (b) The document is witnessed by any one of the President, Secretary, or Treasurer, and countersigned by one other member of the Board.

## **Appendix 1 – IIBA New Zealand Chapter Job Descriptions**

The following job descriptions will be signed by the elected officer on the day of the election by the membership.

### **Position:**

Board Member

### **Authority and responsibility:**

The Board of Directors is the legal authority for the IIBA New Zealand Chapter. As a member of the Board, a Director acts in a position of trust for the organisation and is responsible for the effective governance of the organisation.

### **Requirements:**

Requirements of Board membership include:

1. Commitment to the work of the IIBA.
2. Knowledge and skills in one or more areas of Board governance: policy, finance, programs, personnel, and advocacy.
3. Willingness to serve on committees.
4. Attendance at Board meetings.
5. Attendance at meetings of assigned committees.
6. Attendance at Annual General Meetings.
7. Attendance at membership meetings.
8. Support of special events.
9. Support of and participation in special events.
10. Financial support of the IIBA.

### **Term:**

Directors are elected by the membership at the Annual General Meeting. Directors serve for a two (2) year term. Directors may be released at the end of the elected term by resigning or in accordance with the Chapter by-laws.

### **General duties:**

A Director is fully informed on organisational matters, and participates in the Board's deliberations and decisions in matters of policy, finance, programs, personnel and advocacy.

### **A Director must:**

1. Approve, where appropriate, policy and other recommendations received from the Board or its standing committees.
2. Monitor all Board policies.

3. Review the by-laws and policy manual and recommend by-law changes to the membership.
4. Review the Board's structure, approve changes and prepare necessary by-law amendments.
5. Participate in the development of the IIBA New Zealand Chapter's organisational plans and annual review.
6. Approve the IIBA New Zealand Chapter's budget.
7. Support and participate in evaluating Director performance.
8. Assist in developing and maintaining positive relations among the Board, committees and the community to enhance the IIBA New Zealand Chapter's mission.

**Evaluation:**

A Director's performance is evaluated annually based on the performance of assigned Board requirements and duties.

**Review date and approval date:**

The President reviews the Board member job descriptions annually.

Recommended changes are presented to the Board.

Approval Date:

Review Date:

**Duties of the President:**

- Provide leadership to the Board of Directors of the local Chapter.
- Ensure the Board adheres to its by-laws and constitution.
- Prepare the Board's agenda with input from the Board Members.
- Chair Board meetings.
- Encourages Board Members to participate in meetings and activities.
- Keeps the Board's discussion on topic by summarising issues.
- Keeps the Board's activities focused on the organisation's mission.
- Evaluates the effectiveness of the Board's decision making process.
- Appoints committee chairpersons.
- Serve as ex officio member of committees and attends their meetings as required.
- Ensure there is a process to evaluate the effectiveness of Board Members using measurable criteria.
- Recognise Board Members' contributions to the Board's work.
- Acts as one of the signing officers for disbursements cheques and other official documents.
- Play a leading role in supporting special events.
- Promote the organisation's purpose in the community and to the media.
- Prepare a report for the Annual General Meeting.
- Ensure programs and services are implemented.
- Ensure that the Board governs as well as manages programs and services.
- Orients Board Members and committee chairpersons to the Board.

**Duties of the Secretary:**

- Serve on the Board.
- Maintain copies of the organisation's by-laws and the Board's policy statements.
- Maintain lists of Board members, committees and general membership.
- Notify Board Members of meetings.
- Take official meeting minutes.
- Record Board attendance.
- Ensure there is quorum at meetings.
- Record all motions and decisions of meetings.
- Record all corrections to minutes.
- Sign Board minutes and corrections to attest to their accuracy.
- Maintain copies of minutes of Board and committee meetings.
- Distribute copies of minutes promptly.
- Conduct general Board correspondence including receiving, reading, distributing.
- Maintain records of all Board correspondence.
- Sign official documents of the organisation as required.
- File the annual return, amendments to the by-laws and other incorporating documents with the Corporate Registry.
- Ensure members are notified of General Meetings.
- Chair Board meetings in the absence of the President.
- Orient the new Secretary.

**Duties of the Treasurer:**

- Serve on the Board.
- Give regular reports to the Board on the financial state of the organisation.
- Keep financial reports on file.
- Act as signing officer with the President for cheques and other documents.
- Manage the day-to-day financial affairs of the Board.
- Manage the accounting of the funds of the organisation, its budget and expenditures.
- Keep full and accurate accounts of all organisational receipts and disbursements.
- Receive and bank all monies due to the organisation.
- Disburse all monies as directed by the Board.
- File necessary financial reports, tax reports and audits.
- Ensure compliance with local and corporate fiduciary responsibilities.
- Orient the new Treasurer.

**Duties of the Vice-President(s):**

- Act in the absence of the President.
- Learn duties of the President and keep informed on key issues.
- Act as a signing officer for cheques and other documents.
- Chair a major committee.
- Develop, update and incorporate recommended changes from the Board to the terms of reference and mandate of the committee.
- Recruit an appropriate number of committee members to carry out the mandate.
- Orient members to the committee's mandate and position in the organisation.
- Call committee meetings and develop agendas with the input of the members.
- Chair committee meetings and report the committee's progress to the Board.
- Encourage members to participate.
- Keep discussion on topic by summarising issues.
- Guide the committee through its meetings to fulfil the committee's purpose.
- Recognise each member's contribution to the committee's work.
- Delegate appropriate tasks to individual committee members.
- Submit recommendations to the Board for approval.
- Plan and evaluate the committee's work with the help of the members.
- Ensure meeting minutes and other relevant information are recorded and filed.
- Orient the new Vice-President.

**Duties of the Branch Chairperson:**

- Serve on the Board.
- Represent the interests of Branch members.
- Encourage members to participate

**Duties of the Past President:**

- Support the current President.
- Chair the Nominating Committee for recruitment of new Board Members .
- Assist with Board recruitment and orientation to the Board.
- Assist with Board training.
- Chair special events
- Provide historical continuity about the Board's activities.