

## CHAPTER BYLAWS

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This document outlines the Bylaws that govern the South Africa Chapter of IIBA®. It includes the registered office, meeting schedules and general responsibilities of the Board.

NOTE: These bylaws were ratified by the members of the IIBA®-SA, during the AGM held on 21 November 2017.

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### Bylaw 1 – Name & Territory

- Section 1.1 This organisation shall be called South Africa Chapter of IIBA®, (hereinafter “IIBA®-SA”). This organisation is a Chapter chartered by International Institute of Business Analysis, (hereinafter “IIBA®”) and separately organized. This document is the general bylaws of the Chapter which regulate the operation of IIBA®-SA.
- Section 1.2 The principal office of IIBA®-SA shall be located as set out in Schedule 1, and amended from time to time as the Board shall direct.
- Section 1.3 IIBA®-SA is responsible to the duly elected IIBA® Board and is subject to all IIBA® policies, procedures, rules and directives lawfully adopted.
- Section 1.4 IIBA®-SA shall meet all legal requirements in the jurisdiction in which it conducts business or is incorporated and/or registered.

- Section 1.5 The bylaws of IIBA®-SA may not conflict with the current IIBA®'s bylaws and all policies, procedures, rules or directives established or authorized by the IIBA® Board as well as with the Chapter's Affiliation Agreement with IIBA®.
- Section 1.6. The terms of the Charter executed between IIBA®-SA and IIBA®, including all restrictions and prohibitions, shall take precedence over these bylaws and other authority granted hereunder, and shall extend *ipso facto* to all sub-structures and bodies established by IIBA®-SA in pursuance of its charter.
- Section 1.7 The Territory of IIBA®-SA shall be South Africa ("the TERRITORY")

## **Bylaw 2 – Objectives**

- Section 2.1 The purpose of IIBA®-SA is to promote the practice of business analysis, raise the profile of the business analyst role, and locally represent International Institute of Business Analysis (IIBA®) in South Africa.
- Section 2.2 The objectives of IIBA®-SA are to:
- a) Advance the role of the Business Analyst as a recognized profession;
  - b) Support opportunities for members to network with, and gain knowledge from, other Business Analysis practitioners as well as with industry and government leaders;
  - c) 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;
  - d) Provide pathways to learn about business analysis best practices;
  - e) Obtain and sustain a level of financial security, sustainability and autonomy at IIBA®-SA level;
  - f) Create corporate support for IIBA® within the local market by superior marketing/awareness programs that demonstrate the value of business analysis and IIBA®;
  - g) Liaise with industry and association partners to increase awareness and benefit of IIBA®-SA members.

## **Bylaw 3 – Composition and Structure**

- Section 3.1 IIBA®-SA shall comprise all of its members
- Section 3.2 IIBA®-SA shall be managed and governed by a duly elected President and Board
- Section 3.3 IIBA®-SA shall not be used for the promotion of candidacy of any person seeking public office
- Section 3.4 IIBA®-SA shall not be used for the preferment or the promotion of any commercial enterprise.
- Section 3.5 The organisation structure is as defined in this document, and may be amended from time to time.
- Section 3.6 IIBA®-SA shall be entitled to create or dissolve, at the discretion of the Board, any sub-structures, for example Branches, in pursuance of its charter.

- Section 3.7 Any sub-structures so created shall conform to, and be constrained by, all the terms and provisions of these bylaws and, in addition, shall comply fully with any further restrictions, guidelines, instructions or operating manuals as set out by the Board, which read collectively, shall constitute its mandate.
- Section 3.7 Any sub-structures so created shall be led by a Chairperson, who is accountable to the Board for the activities of the sub-structure and its officers. The Chairperson and any other officers, however selected and nominated by the sub-structure, must be ratified by the Board.
- Section 3.8 No substructure, nor its officers and members, shall be entitled to exceed the mandate conferred by the Board, nor to contract on behalf of, nor represent IIBA®-SA or IIBA® in any way, nor to act in any way that implies or suggests that it has the rights or mandate to do so.
- Section 3.9 No sub-structure, nor its officers, shall act in such a way as to undermine or contradict the activities, brand, products, services and policies of IIBA®-SA or IIBA® in South Africa, and no sub-structure, nor its officers, shall conduct itself in a manner that implies that it is the Chapter, or creates confusion about its role and mandate in respect of itself, the Chapter or IIBA®.
- Section 3.9 None of the foregoing shall preclude the rights of members of IIBA® in South Africa to apply to IIBA® to create their own chapter, should they so wish.

## **Bylaw 4 - Membership**

- Section 4.1 Membership in IIBA®-SA 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 4.2 Only members of IIBA® are eligible to be members of the South Africa chapter. IIBA®-SA shall not accept as members any individuals who have not been accepted as IIBA® members, and shall not create its own membership categories.
- Section 4.3 “Members in good standing” shall be defined as Chapter Members who have been accepted as IIBA® members, and who have paid both IIBA® and IIBA®-SA dues, as verified by the Treasurer. Members in good standing may participate in IIBA®-SA meetings, vote in IIBA®-SA elections and hold office.
- Section 4.4 Members shall be governed by and abide by the IIBA® bylaws and by the bylaws of IIBA®-SA and all policies, procedures, rules and directives lawfully made there-under.
- Section 4.5 IIBA®-SA shall collect chapter membership fees, which are additional to the IIBA® membership fees which are collected directly by the IIBA® itself. In the event that a member resigns, membership dues shall not be refunded by IIBA® or IIBA®-SA.
- Section 4.6 In the event that a member relocates, chapter dues will be not be transferred to the member’s new chapter, but the member will be considered a member in good standing at the new chapter. If the dues at the new chapter are higher than that of the original chapter, the additional monies due to the new chapter must be worked out on an individual basis between the member and the new chapter. In the event that a member relocates to IIBA®-SA from another chapter, the Board has the decision to accept previous dues paid and transfer them in principal to being a paid member of the IIBA®-SA, or to request IIBA®-SA membership dues to be paid. Chapter dues are non-transferable to other members.

- Section 4.7 An individual applying to be a local chapter member must be an IIBA® member in good standing. Membership will be effective from the first day of the month following the date the financial transaction is processed and paid in full.
- Section 4.8 Membership in IIBA®-SA shall terminate upon the member's written resignation from IIBA® or IIBA®-SA, failure to pay IIBA® or IIBA®-SA membership fees for over thirty (30) days after such fees are due, failure to show proof of IIBA® membership, or expulsion for just cause as defined within the international bylaws.
- Section 4.9 The IIBA®-SA Board will exercise the right to terminate membership based on just cause. The member may appeal the decision to the IIBA®-SA Board or elevate it to the International Board. The effective date of termination will be determined by the IIBA®-SA Board and will be formally communicated to the terminated member.
- Section 4.10 Members whose membership has been terminated will have their names removed from the official local chapter membership list of IIBA®-SA. A delinquent member may be reinstated by making payment in full to IIBA® and IIBA®-SA respectively of all unpaid dues.
- Section 4.11 Upon termination of membership in IIBA®-SA, the member shall forfeit any and all rights and privileges of membership to said chapter, and shall not be refunded any dues.
- Section 4.12 The membership database and listings provided by IIBA® to IIBA®-SA may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of IIBA®-SA, consistent with IIBA® policies.
- Section 4.13 IIBA®-SA shall verify that its members are members of IIBA® in good standing prior to the member's participation in Chapter meetings, and in elections at the time of voting.
- Section 4.14 IIBA®-SA shall keep a current list of members, which shall include the member name, address and other contact information, IIBA® membership renewal date, and Chapter membership renewal date.

## **Bylaw 5 – Chapter Calendar**

- Section 5.1 The business of IIBA®-SA will be conducted in meetings. IIBA®-SA will adhere to the minimum schedule of meetings as set out in schedule 2.
- Section 5.2 Various meetings shall have different notice periods as set out in Schedule 2.
- Section 5.3 Changes or modifications to the IIBA®-SA Calendar may be submitted to the President to be discussed at the next Board Meeting.
- Section 5.4 IIBA®-SA shall endeavour to establish a proper calendar of future events, and display this on the web site.
- Section 5.5 Email shall be the accepted method of communication with members in respect of all meetings, save that notice of the AGM shall also be prominently published on the IIBA®-SA Web site before the commencement of the notice period for this meeting.
- Section 5.6 The President of IIBA®-SA will chair the Annual General Meeting (AGM), any Special General Meeting (SGM) and all Board meetings, except that the

- President may delegate this responsibility to any other member of the Board if they cannot attend.
- Section 5.7 Voting will occur by a show of hands or by a polling of members present. Proxy votes that have been properly prepared and distributed by the Secretary in the Notice of the AGM will be accepted at the AGM. Decisions and acceptance are based on majority votes.
- Section 5.8 The Chair of any meeting shall have the casting vote in the event of a tied vote.
- Section 5.9 A Special General Meeting may be called, at the request of either the Board or by a petition of no less than 10 percent of the membership, for the purposes of dealing with extraordinary chapter business, or for the purposes of removing an Officer from office. It is the responsibility of the person(s) calling the meeting to draft and circulate, together with the invitation, a proper agenda, supported by properly formulated motions wherein the issues, questions or proposals are properly defined and described in advance of the meeting.

## **Bylaw 6 – Officers and Directors**

- Section 6.1 IIBA®-SA shall be governed by an elected Board, comprising a minimum of 3 mandatory positions and a maximum of 8 elected officers, in total. In addition, the Chairperson of any sub-structure shall automatically be co-opted on to the Board, with the full rights and responsibilities of a Board member.
- The mandatory positions of President, Secretary and Treasurer, must be held by officials who are eligible for and who have agreed to take up positions as company Directors in terms of South African legislation. The remaining elected officers shall fill portfolios on an as-needed basis, and at the discretion of the board. Typical portfolios include:
- Membership
  - Professional Development
  - Communications
  - Marketing and Branding
  - Technical Services
  - Social Media
- Section 6.2 All officers shall be members in good standing of IIBA® and of IIBA®-SA.
- Section 6.3 Officers will be elected by majority vote of Chapter members, and will ordinarily serve two-year terms of office.
- Section 6.4 Officers will be ratified at the Annual General Meeting each year and serve from that AGM for a period of 2 years, until the date of the AGM in the second year after their election. Officers shall be eligible to serve multiple terms.
- Section 6.5 Upon election, elected officers will immediately become members of the Board with full voting rights. Outgoing officers shall vacate their office in good order, and shall be available and present at the next 3 Board meetings after the conclusion of their term of office.
- Section 6.6 Notwithstanding their attendance at meetings, neither the Past President nor any outgoing Officers shall have a vote at Board meetings or Committee meetings, unless they have been duly elected or appointed to a position on those committees.
- Section 6.7 Deleted

- Section 6.8 The President shall be the chief executive officer for IIBA®-SA and of the Board, and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board. The President shall also serve as a member ex-officio with the right to vote on all committees. The immediate Past President shall serve as a member ex-officio of the Board, with a right to participate in all discussions and all committees.
- Section 6.9 In the absence of the President, the Board shall appoint from among their number an officer to act in his or her stead.
- Section 6.10 The Secretary shall keep the records of all business meetings of IIBA®-SA and meetings of the Board. The appointed company Secretary of the section 21 company is responsible for filling the role of Company Secretary in respect of company legislation in the jurisdiction of IIBA®-SA.
- Section 6.11 The Treasurer is responsible for the management of funds for duly authorized purposes of IIBA®-SA. The Treasurer is responsible to the Board and will submit the books for audit each year.
- Section 6.12 All other officers on the board shall fill and be accountable for the portfolios allocated to them by the board.

Sample role descriptions are further set out in Appendix A, and may be amended from time to time at the discretion of the Board.

## **Bylaw 7 – Duties and Powers of the Board**

- Section 7.1 The Board shall be responsible for carrying out the purposes and objectives of IIBA®-SA.
- Section 7.2 The Board shall consist of the officers of IIBA®-SA elected by the membership, or co-opted as provided for in this clause. All Officers shall be members in good standing of IIBA® and of IIBA®-SA.
- Section 7.3 The Board shall exercise all powers of IIBA®-SA, except as specifically prohibited by these bylaws, the IIBA® bylaws and policies, and the laws of the jurisdiction in which the organisation is incorporated/registered. The Board shall be authorized to adopt and publish such policies, procedures and rules as may be necessary and consistent with these bylaws and IIBA® bylaws and policies, and to exercise authority over all Chapter business and funds.
- Section 7.4 The Board shall meet at the call of the President or at the written request of three (3) members of the Board directed to the Secretary. A quorum shall be as set out in Schedule 2. Each Board member shall be entitled to one (1) vote and may take part and vote in person only. A co-opted Board member shall also be eligible to vote. At its discretion, the Board may conduct its business by teleconference, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.
- Section 7.5 The Board may declare an officer position to be vacant where an officer ceases to be a member in good standing of IIBA® or of IIBA®-SA by reason of 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 Board, the resignation shall be effective upon receipt by the Board of the written notice.

- Section 7.6 An officer may be removed from office following a motion of no confidence at a Special General Meeting, or at a duly constituted Board meeting, for just cause in connection with the affairs of the organisation by a two-thirds vote of the members present at the relevant meeting.
- Section 7.7 If any officer position becomes vacant, the Board 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, an Acting President will be appointed by the remaining Board members. This appointment shall be in effect for the remainder of that term.
- Section 7.8 If and when the Board can convene a quorum, the Board has the power to:
- amend bylaws
  - amend objectives
  - commit the local chapter to contractual arrangements
  - terminate any individual member for violation of a bylaw or an IIBA® bylaw
  - create and dissolve sub-structures (e.g. branches), as contemplated in bylaw 3
  - appoint or remove any officer from any sub-structure on grounds of non-performance or non-compliance
  - invite any member of IIBA®-SA and IIBA® in good standing to join the Board as a non-executive member
- Section 7.9 If the membership is dissatisfied with actions taken by the Board, a petition signed by 60 percentage of the membership, can be submitted to the President who shall take action. Where the President fails to act, or where the issues remain unresolved, members may convene a Special General Meeting, as set out in the bylaws
- Section 7.10 Deleted

## **Bylaw 8 – Nominations and Elections**

- Section 8.1 The Election committee shall, on an annual basis, determine and announce the number of Board positions becoming vacant.
- Section 8.2 The Election committee shall call for nominations. Nominations must be registered with the Election Committee using a nomination form.
- Section 8.3 An Election Committee shall prepare a slate containing nominees for the Board and shall determine the eligibility and willingness of each nominee to stand for election. No current member of the Election Committee shall be included in the slate of nominees prepared by the Committee
- Section 8.4 Elections shall be conducted at or prior to the Annual General meeting of the membership, in a format directed by the Elections Committee (which may include online or email ballot) to all voting members in good standing. The candidates who receive the majority of votes cast shall be elected. Ballots shall be counted by the Election Committee or by tellers designated by the Board.
- Section 8.5 The new board shall elect the new President, Secretary and Treasurer from amongst its number, and allocate portfolios to the remaining board members. .

## **Bylaw 9 – Ad hoc Committees**

- Section 9.1 The Board may authorize the establishment of ad hoc committees to advance the purposes of the organisation, from time to time. The Board shall establish a mandate for each committee, which defines its purpose, authority, duration and outcomes. Committees are responsible to the Board.
- Section 9.2 The President, with the approval of the Board, shall appoint all committee members and a chairperson for each committee. Committee members must be appointed from the membership of the organisation.

Further definition of the roles of committees is detailed in Appendix B

## **Bylaw 10 - Finance**

- Section 10.1 The fiscal year of IIBA®-SA shall be from 1 March to the last day in February. Chapter membership fees are due upon becoming a member of the chapter. Chapters will be responsible for managing anniversary dates and renewal of Chapter Membership Fees. Members will be responsible for renewing their own IIBA® membership.
- Section 10.2 Annual membership dues shall be set by the IIBA®-SA Board and communicated to IIBA® in accordance with policies and procedures established by the IIBA® Board of Directors.
- Section 10.3 The IIBA®-SA Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.
- Section 10.4 All IIBA® dues billings, dues collections and dues disbursements shall be performed directly by IIBA® and not by the chapter.
- Section 10.5 The IIBA®-SA Board shall appoint Auditors. Audit of records and accounting practice will be performed at least every two (2) years by an independent third party, or as legally required by the jurisdiction for said company.

## **Bylaw 11 – Ratification and Amendments**

- Section 11.1 Amendments to these bylaws may be proposed by the Board 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 to the membership with or without recommendation.
- Section 11.2 All amendments must be consistent with IIBA®'s bylaws and the policies, procedures, rules and directives established by the IIBA® Board of Directors, as well as with IIBA®-SA's Charter with IIBA®.
- Section 11.3 Amendments may only be approved if a vote supporting ratification is made by at least two-thirds (2/3) of the voting membership in good standing who are present at an Annual General Meeting or a Special General Meeting of IIBA®-SA duly called and regularly held; or by at least two-thirds (2/3) 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.



## **Bylaw 12 - Dissolution**

Section 12.1 Should IIBA®-SA 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.

## **Bylaw 13 – Non-Executive Board**

- Section 13.1 A non-executive board shall be formed with individuals who are representative of the business analysis industry.
- Section 13.2 Initially the IIBA-SA board invites individuals to this non-executive board, and then the IIBA-SA board with the existing non-executive board agree on further individuals to invite.
- Section 13.3 The invited individuals are required to
- give the Board direction on courses of action
  - attend the quarterly Board meetings
  - agree to be bound by these bylaws
  - send resignation in writing to the secretary
- Section 13.4 Non-attendance to half of the annual board meetings results in immediate removal of the member from this non-executive board. The president shall notify the non-executive member via email.
- Section 13.5 All past presidents are automatically added as members to this non-executive board.
- Section 13.6 If a non-executive member resigns, they are eligible for re-invitation.

## **Schedule 1: Organisation**

### **1. Registered Offices**

The principle offices of IIBA®-SA shall be located at

445 Sheriffs Retreat  
Waterkloof Glen  
Ext 6  
Pretoria 0181  
Gauteng

The address for correspondence shall be:

The Secretary  
South Africa Chapter of IIBA®  
445 Sheriffs Retreat  
Waterkloof Glen  
Ext 6  
Pretoria 0181  
Gauteng

## Schedule 2: SA Chapter Meeting Schedule

The following is the generic calendar of events for IIBA®-SA.

Meeting	Calendar timing
Annual General Meeting (AGM)	Annually, as close to September each year as possible.
Special General Meeting (SGM)	As requested, by petition
Chapter Board Meetings	As needed, but at least quarterly
Committee Meetings	As needed

The following are the conditions for a properly and lawfully constituted meeting.

Meeting	Called by / Chaired by	Notice period	Minimum Attendance to form a quorum	Notice form
AGM	President	30 days	10% membership	Email/ Web site
SGM	Petition, submitted by 10 percent of members  Board request	30 days	10% membership	Email
Chapter Board Meeting	President	30 days	50% Board	Email
Committee Meeting	Committee Chair	As required	As required	Email

## **Appendix A: Sample role descriptions**

Last reviewed: June 2007

### ***General Responsibilities of a Board Member***

When a member is elected to the Board of Directors, the following job descriptions will be signed by the elected officer on the day they are elected.

#### **Authority and Responsibility**

The Board of Directors is the legal authority for the 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

#### **Requirements**

Requirements of Board membership include:

- Commitment to the work of the IIBA
- Knowledge and skills in one or more areas of Board governance: policy, finance, programs, personnel, and advocacy
- Willingness to serve on committees
- Attendance at Board meetings
- Attendance at the Annual General Meeting
- Attendance at selected meetings of assigned committees
- Attendance at selected membership meetings
- Support of, and participation in, special events
- Financial support of the IIBA

#### **Term**

Directors are elected by the membership at the Annual General Meeting. Directors serve for a two-year term. Directors may be released at the end of the elected term by resigning, or according to the Chapter bylaws.

#### **General Duties**

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

In the spirit of good governance, the 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 bylaws and policy manual, and recommend bylaw changes to the membership

4. Review the Board's structure, approve changes and prepare necessary bylaw amendments
5. Participate in the development of the Chapter's organizational plans and annual review
6. Approve the 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 Chapter's mission
9. Promote the IIBA and the work of the chapter including the identification of potential sponsors
10. Motivate and give leadership to members

### **Review and evaluation**

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

The Board Member Job Descriptions may be reviewed and changes proposed when required to be approved by the Board.

### **Specific duties of the President**

In addition to the General Responsibilities of a Board Member, the President must:

- Become a Director of the Section 21 (Non-Profit Organisation) company, registered in South Africa
- Fulfil all legal and fiduciary duties in terms of the Companies Act and other relevant legislation Act as one of the signing officers for disbursements, cheques and other official documents
- Provide leadership to the Board of the local Chapter
- Ensure the Board adheres to its bylaws and constitution
- Chair Board meetings by keeping the Board's discussion on topic by summarizing issues and ensuring activities focused on the organization's mission
- Encourage Board Members to participate in meetings and activities
- Evaluate the effectiveness of the Board's decision making process
- Ratify committee chairpersons
- Orient Board Members and committee chairpersons to the Board
- 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
- Recognize Board Members' contributions to the Board's work
- Prepare a Presidents report for the Annual General Meeting
- Ensure programs and services are implemented
- Ensure that the Board governs as well as manages programs and services
- Liaise with other professional bodies.

### **Specific duties of the Vice President**

In addition to the General Responsibilities of a Board Member, the Vice-President must:

- Become a Director of the Section 21 (Non-Profit Organisation) company, registered in South Africa

Fulfil all legal and fiduciary duties in terms of the Companies Act and other relevant legislation  
Act as one of the signing officers for disbursements, cheques and other official documents  
Stand in as Acting President, in the absence of the President, including chairing meetings  
Learn duties of the President and keep informed on key issues  
Hand over the portfolio in good order on standing down, and orient the incoming Vice President  
Help to co-ordinate the work of all sub-committees and portfolios.  
Manage the content of the Governance Pages on the Website

## **Specific duties for the Secretary**

In addition to the General Responsibilities of a Board Member, the Secretary must:

Become the Secretary of the Section 21 (Non-Profit Organisation) company, registered in South Africa  
Fulfil all legal and fiduciary duties in terms of the Companies Act and other relevant legislation  
Act as one of the signing officers for disbursements, cheques and other official documents  
Maintain copies of all of the Chapters documents, including Bylaws, legal documents, leases, Financial Statements and the Board's policy statements  
Prepare the Board's agenda with input from the Board Members  
Maintain lists of Board Members, committees and General Membership  
Notify Board Members of Board meetings including AGM  
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  
Ensure members are notified of Annual General Meetings, Special General meetings and other administrative events  
Hand over the portfolio in good order on standing down, and orient the new Secretary  
Post of all statutory documentation on website.

## **Specific duties of Treasurer**

In addition to the General Responsibilities of a Board Member, the Treasurer must:

Become a Director of the Section 21 (Non-Profit Organisation) company, registered in South Africa, operating as the Financial Officer  
Fulfil all legal and fiduciary duties in terms of the Companies Act and other relevant legislation  
Act as one of the signing officers for disbursements, cheques and other official documents  
Give regular reports to the Board (at Board meetings) on the financial state of the organization  
Table a Financial report, and financial statements at the AGM  
Manage the day-to-day financial affairs of the Board  
Manage the accounting of the funds of the organization, its budget and expenditures, including subscription income, event income, and sponsorship income  
Ensure that Profit and Loss budgets and actual expenditure are done for all events (by the Events Committees) and ensure that money is banked.  
Keep full and accurate accounts of all organizational receipts and disbursements

Receive and bank all monies due to the organization  
Disburse all monies as directed by the Board  
file necessary financial reports, tax reports and audits  
ensure compliance with local and corporate fiduciary responsibilities  
Hand over the portfolio in good order on standing down, and orient the new Treasurer  
Develop and Implement good standards and processes relating to this portfolio  
Control Budget, Cycle and manage annual Budget  
Co-ordinate and manage the Sponsorship portfolio (or committee), including maintaining a register of disbursements of sponsorship funds

### **Specific duties of the Past President**

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

### **Specific duties of Director of Marketing/Communication**

In addition to the General Responsibilities of a Board Member, the Director of Marketing and Communications must:

Oversee all communication with members for accuracy and compliance.  
Control and manage the branding for the chapter  
Promote the Chapter and IIBA  
Design and build systems and processes to facilitate branding and communication  
Prepare and manage a marketing budget  
Manage and maintain Marketing Database  
Liaise with the Director of Membership to ensure that a proper contacts database (especially of non-members) is maintained  
Assist with finding and canvassing sponsors  
Create Promotional Material for the chapter and its events  
Liaise with the various committees with respect to marketing and promoting their activities and events  
Ensure compliance with IIBA standards and branding  
Develop a marketing strategic plan for 2 years  
Ensure that the Web site is current and accurate  
Table a Marketing report at the AGM  
Prepare Marketing feedback reports for Board Meetings  
Develop and Implement good standards and processes relating to this portfolio  
Hand over the portfolio in good order on standing down, and orient the new incumbent  
Coordinate and manage the work of any portfolios and subcommittees that are created from time to time

### **Specific duties of Director of Education**

In addition to the General Responsibilities of a Board Member, the Director of Education must:

Coordinate and manage the work of any portfolios and subcommittees that are created from time to time, including the CBAP committee, and report back on its activities to the Board  
Ensure that the CBAP exam is supported and written in South Africa  
Assist and advise members about preparation for the CBAP exam

Prepare promotional material, with the assistance of the Director Marketing & Communications, to promote the educational programmes to members  
Supervise and co-ordinate the work of the BABOK Review committee, and report back on its activities to the Board  
Develop an education workshop program for the benefit of members (subject to the constraint that the Chapter may not offer training courses directly)  
Audit Professional development  
Monitor, assess and report on abuses of the Endorsed Education Provider (EEP) status by local providers  
Table a Education report at the AGM  
Prepare Education feedback reports for Board Meetings  
Assist and advise training providers on how to become EEP's  
Maintain a register of local EEP's  
Manage the content of the Education Pages on the Website  
Develop and Implement good standards and processes relating to this portfolio  
Hand over the portfolio in good order on standing down, and orient the new incumbent

### **Specific duties of Director of Membership**

Manage the database of the SA Chapter membership, including contact information, IIBA member status and fee account status  
Develop Membership Marketing Material, with the assistance of the Director of Marketing & Communication to promote the SA chapter's membership  
Assist the Director Marketing & Communication to ensure timely, regular, and useful membership communications  
Facilitate and promote IIBA membership, and audit this membership from time to time  
Manage Bylaw 4, relating to membership status, including lapses, terminations and new member applications  
Send membership statements, handle subscription payments, and manage delinquent accounts  
Manage the content of the Membership pages on the Website  
Table a Membership report at the AGM  
Prepare Membership feedback reports for Board Meetings  
Develop and Implement good standards and processes relating to this portfolio  
Hand over the portfolio in good order on standing down, and orient the new incumbent  
Coordinate and manage the work of any portfolios and subcommittees that are created from time to time, and report back on their activities to the Board

### **Specific duties of Director of Events**

Coordinate and manage the work of any portfolios and subcommittees that are created from time to time, especially the regional Events Committees and report back on their activities to the Board  
Manage the content of the Events pages on the Website and ensure website events pages are kept current  
Maintain event calendar for the whole chapter, based on the input of the various Events Committees  
Develop and Implement good standards and processes relating to this portfolio  
Ensure that proper event planning and event marketing (in conjunction with Director Communications) is done by the committees  
Ensure that event profitability is budgeted for, and that actual profit report is submitted and money banked.  
Table a Events report at the AGM  
Prepare Events feedback reports for Board Meetings  
Hand over the portfolio in good order on standing down, and orient the new incumbent

## **Appendix B: Sample roles of committees**

Last reviewed: June 2007

### ***The Role of Committees***

The role of committees is to enhance the capability of the IIBA SA Chapter to deliver value to its membership by taking charge of the planning and organising of specific portfolios, that would be otherwise impossible to manage, given the volume of work required, and the limited capacity of the Board to carry this load.

They may be Standing Committees, such as Regional Events committees, whose job it is to manage an ongoing programme of events for a region, or they may be Interim Committees, such as the Election Committee, which is formed solely for the purposes of coordinating elections at the AGM

No election is required for Committees, and members may be nominated or recommended to the committees by any member or Committee member.

New committee members shall be formally proposed to the Board by the Committee Chairperson, or the Committee Secretary, or, if none exists, by any Committee member nominated by the Chapter President to fill the role of Acting Chairperson.

The confirmation of appointment of a committee member shall be done by the Board.

Committee may, at their discretion, call on volunteers to assist with projects or the work of the committee, but these volunteers shall have no rights to act on behalf of, or as agents of the Committee or the Chapter, and shall not become de facto committee members unless they are formally proposed to and accepted by the Board.

### **General responsibilities of Committee members**

#### **Requirements of a committee member**

Requirements of Committee membership include:

- Commitment to the work of the IIBA
- Knowledge and skills in one or more areas relevant to the work of the committee
- Willingness to serve on committee for a period of 1 year (in the case of standing committees) or for the duration of the project (for interim committees)
- Attendance at Committee meetings
- Support the role-specific members in carrying out their duties
- 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
- Assist with and share in the work of the committee in fulfilling its mandate

### ***Generic Committee Roles***

Each committee shall always have a Committee Chairperson and a Committee Secretary, whose job it is to stabilise the work of the committee and record its activities



## **Duties of the Committee Chairperson**

Each committee shall have a Chairperson whose duties include

- Call committee meetings and develop agendas with the input of the members
- Chair committee meetings and report the committee's progress to the Board
- Orient members to the committee's mandate and position in the organization
- Guide the committee through its meetings to fulfil the committee's purpose
- Recognize 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 programs and services are implemented
- Recruit and propose new committee members to the Board

## **Duties of the Committee Secretary**

- Maintain contact lists of events committees members
- Maintain lists of regional sponsors, topics and speakers
- Inform events committee of committee meetings
- Take official meeting minutes and ensure meeting minutes and other relevant information are recorded and filed
- Record committee attendance
- Ensure there is quorum at meetings
- Record all motions and decisions of meetings
- Record all corrections to minutes
- Distribute copies of minutes and notice of meetings promptly
- Maintain records of all committee correspondence

## **Duties of Committee Finance Officer**

Insofar as a committee may be required to collect funds or administer budget, it may at its discretion formally appoint a Finance Officer to liaise with the Chapter Treasurer.

The role of the Committee Finance Officer is to

- Co-ordinate and manage all regional sponsorship monies received
- Manage the committee budget, including submitting all quotations and invoices to the Treasurer for approval, and ensuring that approved items have been paid to suppliers
- Serve on the committee
- Plan and manage the budget and actual Profit and Loss spreadsheets for all projects undertaken by the committee
- Keep full and accurate accounts of all regional receipts and disbursements
- Provide quarterly financial reports to the Treasurer

## **Other roles**

While specific duties and responsibilities may be allocated to various committee members, they shall not fulfil any particular office, but shall be designated as Committee Members.

Where specific to the work of a committee, and relevant, especially for Standing Committees, the Committee Chairperson may submit a proposal for a new specified office/role, together with a job description for that role, to the Board for consideration

## ***Standing Committees***

The following committees are permanent standing committees required for the work of the Chapter

### **Regional Events Committees**

The function of this committee is to plan, schedule, and administer events in a specified region. Inter alia, the responsibilities include:

Establish an annual events calendar for a region that contains events that would be of interest to IIBA members and wider BA community.

Grow and maintain a regional database of speakers, topics and sponsors

Helping to build and refine an event planning process that will be executed before, during and after an event

Liaise with the Events Director about events

Plan and organise regular events that are of interest to IIBA SA members

Full responsibilities for running event are outlined in the Event planning pack on the chapter web site, but include

Obtaining sponsors for the event, and liaising with the Sponsorship Committee to ensure the sponsorship is correctly handled and that sponsorship fees are received and accounted for  
Speaker support, including travels and logistics, briefing and helping with materials preparation

Preparing for the event, such as arranging the venue, designing and sending out invitations (via the Publications Committee), harvesting responses and building a guest list, making name labels, producing a register and other forms (feedback forms) , printing handouts etc  
Running the event, including registering guests, collecting event fees (when required), setting up the venue,

Event Post-Activities, including writing up a commentary, sending out Feedback, finalising the P&L

### **CBAP Examination Committee**

The function of this committee is to

Identify members that can become CBAP certified

Assist candidates to gather the required documentation for their pre-selection

Liaise with Castle Worldwide to set examination dates

Identify a suitable venue for the examination

### **Sponsorship Committee**

The function of this committee, which may informally comprise a Board Member and a delegate from each of the Regional Events Committees, is to

Identify potential sponsors

Communicate with potential sponsors to ensure each event has a sponsor

Maintain a sponsorship database of potential sponsors

Ensure all sponsor contractual agreements are communicated and in place

Ensure that Sponsors receive the benefits they are entitled to

## **Publications & Technical Committee**

As the Chapter grows it may be necessary to form a team that is responsible for producing, disseminating and publishing information on behalf of the chapter. The Committee will report to the Director of Communications and Marketing, and will comprise both technical people as well as content designers and writers.

Their responsibility will be:

- Production and publishing of Web site content
- Production, publishing and distribution of e-mails
- Distribution of newsletters
- Creating promotional material and marketing for regional events
- Brochure Design

## ***Interim Committees***

The following committees will be created for the purposes of specific projects

### **BABOK Review Committee**

The function of this committee is to

- Review the draft copies of the BABOK
- Provide feedback to the central IIBA BABOK Review Committee

### **Election Committee**

The function of this committee is to coordinate the nominations and elections process for, in particular, the rotation of Board positions at the AGM.

The committee shall be formed of members who are not themselves existing Board members, and who are not standing for election. Past officials may be members of the committee.

Details of the processes may be found under the Governance section of the web site.