

BYLAWS OF THE CHAPTER

Czech IIBA Chapter

Consolidated Version of the Bylaws as of 23.7. 2025
(hereinafter also referred to as the "Bylaws")

1 Preliminary Provisions

Czech IIBA Chapter, (hereinafter referred to as the “Chapter”) was established and approved by the founding general meeting of its founding members, held on 23. of July 2025.

2 Name and Registered Office

The Chapter has the name Czech IIBA Chapter. The office of the Chapter is at Zborovská 814/19, 150 00 Prague 5.

3 Object and Purpose of the Chapter

The purpose and object of the Chapter are to develop business analysis as a recognized and respected profession both in the Czech Republic and abroad, to connect analysts of all levels of expertise – from junior to senior – and to create a space for sharing experiences, practical knowledge, and best practices. The Chapter supports the professional growth of its members through education, networking, and providing access to current trends and innovations in the field. It provides a platform for building personal brands, obtaining career opportunities, and expanding professional networks. The Chapter actively raises awareness of the importance of business analysis and its contribution across industries, organizations, and generations. To support its purpose, the Chapter may also carry out educational events.

4 Membership in the Chapter

4.1 Acquisition of Membership

- Individuals or legal entities may become members of the Chapter. The rights of a member who is a legal entity shall be exercised by its statutory body or an authorized person specified in the membership application.
- Chapter members are considered to be a member of IIBA in good standing that falls within the jurisdiction of the chapter, or who expressly chooses to become a member of the Chapter. There is no application process for a member to join a Chapter other than joining IIBA.

- The condition for admission as a member is the applicant's active membership in the IIBA organization.
- The Chapter maintains **an internal register of members**. The register records the identification details of members to the extent necessary for the fulfillment of the Chapter's obligations (in particular, first and last name, and, where applicable, the name and company identification number of legal entities, contact address, telephone number, e-mail, and the dates of commencement and termination of membership). The register of members is not public; it may be accessed only by the members of the Chapter and the Chapter's bodies.

4.2 Termination of Membership

- **Voluntary Withdrawal** – A member may terminate their membership at any time by delivering a written notice of withdrawal to the Board. Membership shall terminate on the date of delivery of such notice (unless a later termination date is specified in the notice).
- **Expulsion** – A member may be expelled by a decision of the Board if they have seriously violated the obligations arising from these Bylaws or otherwise acted contrary to the interests and objectives of the Chapter. Before making a decision on expulsion, the member must be called upon to remedy the situation and must be given the opportunity to comment on the matter. The decision on expulsion shall be communicated in writing to the expelled member. The expelled member has the right to appeal the Board's decision to the General Meeting within 15 days of receiving the decision; the appeal has a suspensive effect, and the final decision on the expulsion shall be made by the General Meeting at its next session.
- **Termination of membership in the IIBA** organization occurs if the member does not renew their IIBA membership within 3 months (90 calendar days) of its expiration.
- **By Death** of a Member (in the case of a legal entity, upon its dissolution) – Membership shall terminate on the date of death of a natural person or the dissolution of a legal entity.
- **By Dissolution of the Chapter** - Were the Chapter to dissolve, individual memberships would not terminate. The members would be allocated to a different Chapter based on their location.

4.3 Rights and Obligations of Member

- **To comply with the Bylaws of the Chapter** and to implement the resolutions and decisions of the Chapter's bodies.
- To actively contribute to the fulfillment of the purpose and objectives of the Chapter, **to participate in the activities of the Chapter** according to their abilities, and to safeguard the good reputation of the Chapter.
- To behave toward other members in a fair and honest manner, to respect the principles of proper conduct, and to contribute to the orderly functioning of the Chapter. To comply with internal agreements and refrain from any actions that would be contrary to the interests of the Chapter.

- A member shall have, in particular, the right **to participate in the General Meeting**, to vote, and to contribute to decision-making with their vote, provided they have acquired this right after the lapse of the period specified in these Bylaws.
- **To properly manage** any property or funds entrusted to them by the Chapter (if any) and to protect the Chapter's property from damage.
- A member shall have the right **to receive information** about the activities of the Chapter and to participate in the Chapter's awareness-raising and educational events.

5 Bodies of the Chapter

The bodies of the Chapter are collective. The Chapter establishes the following bodies:

- **General Meeting** – the highest body of the Chapter, composed of all members of the Chapter.
- **Board** – the executive and statutory body of the Chapter, responsible for the collective management of the Chapter.
- **Supervisory Commission** – a supervisory body overseeing the activities of the Chapter.

5.1 Highest Body: General Meeting

- The highest body of the Chapter is the General Meeting.
- The General Meeting shall be convened at least once a year.
- The General Meeting is convened by the Board.
- The Board shall notify all members of the convening of the General Meeting at least 15 days in advance, by sending a written invitation electronically to the member's email address provided in the application to the Chapter, or by another verifiable method. The invitation shall include the date, time, location, and agenda of the meeting.
- The Board is also obliged to convene the General Meeting if requested to do so by one quarter (1/4) of the members of the Chapter, within four weeks from the receipt of such request.
- The exclusive competence of the General Meeting includes, in particular:
 - a) To approve the Bylaws of the Chapter and any amendments thereto.
 - b) To elect and dismiss members of the Board and members of the Supervisory Commission.
 - c) To review and approve the annual reports on the activities and financial management of the Chapter, financial statements, and reports of the Supervisory Commission.
 - d) To approve the basic concept of the Chapter's activities and the plan of main tasks for the upcoming period.
 - e) To decide on the possible establishment of additional bodies of the Chapter (e.g., expert committees) or affiliated Chapters.
 - f) To decide on the expulsion of a member of the Chapter in the event of an appeal by the expelled member against a decision of the Board.
 - g) To decide on the dissolution of the Chapter or its merger with another Chapter.
 - h) To decide on other matters reserved by the General Meeting for decision, or matters which, according to the law or these Bylaws, do not fall within the competence of another body.

- Decisions (resolutions) are adopted by **voting**. Each member of the Chapter with voting rights has one vote. Unless a qualified majority is required by law or these Bylaws, the General Meeting shall decide by a simple majority of the members present. In the event of a tie, the proposal shall be considered rejected.
- A member acquires the right to vote if they have been active membership in the IIBA.
- The General Meeting may also adopt resolutions outside of a meeting in written form or using technical means (decision per rollam). In such a case, the person authorized by the Board shall send the draft resolution along with the necessary documents for decision-making to all members by email to the addresses listed in the membership register, specifying the deadline by which members are to provide their comments or cast their votes. The deadline shall not be less than 10 days.
- A written record of the proceedings and resolutions of the General Meeting shall be prepared by a person authorized for this purpose. The record shall be verified by the signatures of at least two members of the Board.

5.2 Statutory Body: The Board

- The statutory body of the Chapter is the Board. The Board is the executive and statutory body of the Chapter. The Board manages the activities of the Chapter between General Meetings and decides on all matters of the Chapter that are not reserved by these Bylaws or by law for the General Meeting. In particular, the Board shall:
 - a) Ensures the implementation of resolutions and decisions of the General Meeting; manages and organizes the day-to-day activities of the Chapter.
 - b) Decides on the admission of new members of the Chapter and maintains the membership register.
 - c) Manages the assets and financial resources of the Chapter in accordance with the approved budget and principles established by the General Meeting; is responsible for maintaining accounting records and preparing the annual financial statements.
 - d) Convenes the General Meeting and prepares materials for its proceedings (draft agendas, reports on activities and financial management, budget proposals, etc.).
 - e) Decides on the expulsion of members in cases specified in the Articles of Chapter (see Article 3) and ensures the investigation of members' suggestions and complaints.
 - f) Decides on the conclusion of contracts and legal acts of the Chapter; performs legal actions on behalf of the Chapter within the scope of their authority.
 - g) If necessary, establishes working groups or committees for operational activities (e.g., for organizing events, professional matters, etc.) and appoints their members from among the members of the Ch or external collaborators.
 - h) Decides on other matters that are not within the competence of the General Meeting or any other body.
 - i) In the interim, the Committee may issue internal regulations of the Chapter (e.g., organizational or procedural rules, financial guidelines, etc.) if it considers this necessary to clarify or implement the provisions of these Articles of Chapter or to improve the efficiency of

the Chapter's activities. These internal regulations must not conflict with the Articles of Chapter.

- The Committee is a collective body composed of four members.
- The members of the Committee are elected by the General Meeting from among the members of the Chapter. Committee members are elected for a term of 4 years, or until they are removed by the General Meeting or cease to be members of the Chapter.
- If the number of Committee members falls below the prescribed minimum during the term of office, the **Committee may temporarily appoint substitute members** from among the members of the Chapter (valid until the next General Meeting, which may carry out any supplementary election).
- The Committee members elect a chairman of the committee from among themselves. The Chairman coordinates the activities of the Committee and usually convenes and presides over its meetings. The Committee may allocate specific tasks or areas of responsibility among its members as needed.
- The Committee decides by a simple majority of all its members. In the event of a tie, the Chairman of the Committee has the casting vote.
- The Committee may also adopt resolutions outside its meetings, either in writing or by using technical means.
- On behalf of the Chapter, at least two Committee members must always act jointly. Signing on behalf of the Chapter shall be effected by at least two Committee members jointly appending their signatures to the Chapter's name.

5.3 Supervisory Commission

- The Supervisory Commission is an independent supervisory body of the Chapter. It oversees the activities of the Chapter and its bodies, in particular the Chapter's financial management and compliance with the Articles of Chapter. The Supervisory Commission is accountable to the General Meeting for its activities.
- The Supervisory Commission of the Chapter has at least two members, who are elected by the General Meeting from among the members of the Chapter for an indefinite term. Membership in the Supervisory Commission is incompatible with membership in the Committee.
- The Supervisory Commission is entitled to **inspect all activities of the Chapter**. For this purpose, it may review all documents and records of the Chapter, request necessary explanations and information from members of the Committee or any employees of the Chapter, and carry out audits of financial management and accounting. In particular, the Supervisory Commission shall:
- Regularly monitors the financial management of the Chapter, the status of its cash desk, bank accounts, accounting records, and budget performance. At least once a year, it carries out an audit of the Chapter's financial statements and accounts.

- Monitors compliance with the Articles of Chapter and internal regulations by the Committee and other bodies of the Chapter. In the event of deficiencies, it proposes measures to the Committee for their rectification.
- Reviews complaints and suggestions from members that fall within its competence and issues an opinion on them.
- Reports to the General Meeting on the results of its supervisory activities.

6 Financial Management Provisions

6.1 Financing

The Chapter may own assets and manages them independently through its bodies. All acquired funds must be used in accordance with the purpose and activities of the Chapter as defined in these Articles of Chapter. The Chapter obtains funds for its activities primarily from:

- a) voluntary contributions from members,
- b) sponsorship donations and contributions,
- c) subsidies, grants, and contributions from public budgets or funds,
- d) proceeds from ancillary economic activities and the Chapter's own activities (e.g., income from educational events, or publishing activities).

6.2 Budget and Accounts

The Chapter maintains a bank account and keeps accounting records in accordance with the Accounting Act. The Committee is responsible for the financial management of the Chapter, prepares the annual budget, and submits a report on financial management and the annual financial statements to the General Meeting for approval.

One of the Committee members is entrusted with managing the bank account and keeping the accounting records. The entrusted Committee member carries out transactions upon the instruction and with the consent of at least two Committee members.

6.3 Remuneration

Members of the Committee and the Supervisory Commission do not receive any remuneration for the performance of their duties. However, the Committee may approve reimbursement of expenses in the actual and reasonable amount incurred by a member of a body or a member of the Chapter in connection with the activities of the Chapter, for pre-approved Chapter activities.

7 Dissolution of the Chapter

The dissolution of the Chapter is decided by the General Meeting. The General Meeting is deemed quorate if at least two-thirds (2/3) of all regular members are present.

8 Final Provisions

- These Articles of Chapter were adopted at the founding meeting of the Chapter held on 23.7.2025.
- These Articles of Chapter are binding on all members of the Chapter.