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ARTICLE 1 – NAME AND LOCATION

This Chapter of the Institute of Internal Auditors Inc. (The Institute) shall be known as The Institute of Internal Auditors, Edmonton Chapter. It may also be referred to as the "IIA Edmonton Chapter".

ARTICLE 2 – CORPORATE CHAPTER AND PURPOSE

The Chapter is empowered to perform any and all acts that are defined in the Certificate of Incorporation and the Bylaws of the Institute. The Chapter shall do nothing that is inconsistent with those Institute provisions and with the pronouncements and resolutions incorporated in the minutes of The Institute meetings and the Institute's Board of Directors.

The mission of the Chapter is the promotion and development of the professional practice of internal auditing through outstanding service to its membership.

In these Bylaws:

- **Board** means the Board of Directors of the Institute of Internal Auditors, Edmonton Chapter defined under Article 4
- **Bylaw** means these bylaws
- **Chapter** means the Institute of Internal Auditors, Edmonton Chapter; located in the city of Edmonton, of the Province of Alberta, Canada.
- **Executive** means collectively the officers holding the positions of President, Vice President -Program, Vice President -Member Services, Secretary and Treasurer.
- **Institute** means the Institute of Internal Auditors, Inc.; as incorporated in 1941 under the laws of the State of New York
- **Officer** means any member of the Board of Directors
- **Member** means a member of the Institute admitted under Article 3

ARTICLE 3 – CHAPTER MEMBERSHIP

3.1 -Membership Defined

The Chapter membership consists of anyone who has been duly admitted to any of the classes of membership as defined in the rules of Eligibility and Bylaws of The Institute and who are located in the chapter's area. This can also include any members not located in the chapter's area who, by written request, have elected to become affiliated with the chapter.
3.2 -Payment of Dues
Membership is contingent on the payment of annual membership fees and adherence to the Code of Ethics of the Institute.

3.3 -Termination of Membership
Membership in the Chapter shall terminate automatically on transfer to another chapter or because of resignation or termination for any of the causes set forth in the Bylaws of the Institute. Membership is non transferable.

3.4 -Honorary Membership
The Board may confer or deny the status of Honorary Member upon any former member (regular or associate) of the Edmonton Chapter at their discretion. The Board may also, from time to time, determine the privileges of and duties attached to Honorary Membership, including the payment of dues. Honorary Members may not vote at any meeting of the Chapter nor hold any office in the Chapter.

Nominations for honorary membership may also be made to the Board with a minimum of two signatures from any chapter member in good standing however the Board will make the final determination.

ARTICLE 4 – BOARD OF DIRECTORS (THE BOARD)

4.1 -Composition
The Board shall be composed of the following officers:

1. The Executive of the Chapter
2. The most recent Chapter Past President, not holding other elective office in the Chapter and who is still a member in good standing of the Chapter.
3. Directors who are elected from members in good standing. The number of Directors may be established and revised from time to time by resolution of the Board as deemed appropriate to represent the Chapter membership. There shall not be more than one Director per ten members in the Chapter, as reckoned at the time of their nomination or appointment.

4.2 -Authority of the Board
The Board has overall governance responsibility and authority for all operations of the Chapter and will:

1. Administer the affairs of the Chapter
2. Make or cause to be made for the Chapter, in its name, any kind of contract which the Chapter may lawfully enter into
3. Subject to these Bylaws exercise all such powers and do all such other acts and things as the Chapter is by constitution or otherwise authorized to exercise and do

4. Without in any way restricting the generality of the foregoing, may from time to time to purchase, lease or otherwise acquire, sell or exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property, movable or immovable, real or personal, or any right interest therein owned by the Chapter for such consideration and upon such terms and conditions as the Board may deem advisable

5. Make, alter and vary policies and procedures concerning:
   a. The duties, salaries, allowances and conditions of the service of the Officers, agents and volunteers
   b. The appointment of committees as necessary to conduct of the business of the Chapter including their mandate, roles and responsibilities, authorities and the assignment to any such committee of any business that appears necessary and expedient to assign to that committee, other than the power to expend money
   c. The amount of annual assessments payable by members to the Chapter.

4.3 -Meetings

1. Meeting of the Board may be convened by the President for any time or any place in Alberta provided that no period longer than three months will elapse between one meeting to the next. The Executive and Directors may meet independently of the Board at their discretion however all chapter matters may only be voted upon by the Board as a whole.

2. The quorum for the year will be a minimum of 50% of the officers appointed for that chapter year. In the event that quorum can not be achieved, motions may be tabled but must be deferred for voting until quorum has been achieved.

3. Each member present shall have a vote except the President who then shall be entitled to cast the deciding vote in the case of a tie vote.

4. No Board member may vote by proxy

5. At all meetings of the Board, the majority vote of the officers present to vote will decide the issue providing quorum has been achieved per 4.3.2.

6. Robert's Rule of Order, Newly Revised, shall be the rules followed in conduct of all business of the Chapter.
4.4 -Borrowing
The Board may borrow or secure the payment of money in such manner as it thinks fit.

4.5 -Seal
The Board may adopt a seal, which shall be the common seal of the Chapter.

4.6 -Bylaw Changes
No bylaw of the Chapter shall be rescinded, altered or added to except by approval of the membership. The Secretary must send a notice and details of such changes to the general membership at least thirty (30) days prior to the scheduling of a general meeting for this purpose. Unless an extraordinary meeting is necessary, the annual general meeting of the chapter will serve as the general meeting for Bylaw changes. A simple majority of all members present at that meeting shall constitute approval.

4.7 -Access to Records
The books and records of the chapter shall be kept at such place or places as the Board, from time to time, think it fit and shall at all times be open to inspection by any member. Reasonable notice to the Chapter President must be provided in advance for this inspection.

4.8 -Maintenance of Records
The records of the chapter, including minutes of meetings, financial statements and supporting documentation will be maintained by the Secretary at a place and in a manner approved by the Board. There will be no difference between paper records and equivalent electronic files provided sufficient backup and safeguards are in place to assure the integrity of that documentation. E-mail will be accepted as an equivalent to written communication where required provided the receiver is satisfied with the integrity of the information provided including the identity of the sender. The Board shall have the final determination in all instances.

ARTICLE 5 – OFFICER’S TERM OF OFFICE

5.1 -Directors
The Directors of the Chapter will hold office for a period of one year with eligibility for re-election. There is no limit on the number of terms that can be served.
5.2 -Executives
The Executive of the Chapter shall be the chief administrative body responsible for ongoing operations of the Chapter and will hold office for a period of one year with eligibility for re-election other than the provisions of 5.3 and 5.4.

5.3 -Progression
The Executive shall follow a process of progression for the Vice-President and President positions. The member will first serve as Vice-President, Membership Services and then Vice-President Program before serving as President. This progression will help ensure that the President has the necessary experience and knowledge of chapter functions to be effective. This progression can be waived or amended with the approval of the Board.

5.4 -Past President
In the event of the death, resignation or termination of the President, the balance of that term will first be served by the immediate Past President. In the event they are unable to serve in this capacity, the Board may appoint an officer or member to that position only to fulfill the balance of that term.

ARTICLE 6 – ELECTION OF OFFICERS

6.1 -Annual Election
Election of officers shall take place on the day of the Annual General meeting of the Chapter. They shall assume their duties as of June 1st each year for the upcoming chapter year which is defined as June of the current year to May of the following year.

6.2 -Ineligible to Vote
Student, Retired and Honorary Members are not eligible for election to any office.

6.3 -Nominations
Nominations will be made by the appointed Nominating Committee and presented to the Board for approval. The Secretary will then mail the list of approved nominees to every chapter member no less than 30 days prior to the Annual General Meeting.

6.4 -Further Nominations
Further nominations may be made by any two members in writing to the Secretary prior to the Annual General Meeting. The nominee must agree in
writing to accept the nomination prior to the meeting or the nomination will be removed.

6.5 - Nominations from the Floor

Any member may make a nomination from the floor however the Chair of the Annual General Meeting must obtain a second nominee and call for a vote of the membership to accept the nomination through a show of hands and a simple majority. The nominated candidate must be present and be willing to serve. Upon approval, the nominated candidate will be added to the slate of proposed officers and voting will proceed as per Section 6.5.

6.6 - Voting

Voting at the Annual General Meeting will be by a show of hands and a Simple majority will constitute approval of the proposed slate of officers. If there is more than one candidate for an Office, the Chair of the Annual General Meeting will conduct the vote for that office separately again with a show of hands and a simple majority. In the event of a tie between two candidates for an office, the meeting Chair will cast the deciding vote.

ARTICLE 7 – DUTIES OF OFFICERS

7.1 - Duties of the Board of Directors

1. Be responsible for establishing the bylaws and policies of the Chapter
2. Arrange the annual audit and acceptance of Auditor's Report
3. Prepare a long term plan with annual updates setting out the long term goals and vision for the Chapter
4. Approve the annual operational plans and budget as prepared by the Executive
5. Any other matters effecting the Chapter and Its operations

7.2 - Duties of the Executive

1. Responsible for the day to day administration of the chapter
2. Prepare detailed operating plans and budgets for approval by the Board
3. Oversee all committee and other activities of the chapter
4. To execute the specific responsibilities of their appointed office as outlined in Appendix [A] of these bylaws and as such do not require the approval of the general membership.
5. To undertake any special duties as required.
7.3 -Duties of the Directors

The Directors of the Chapter shall form part of the Board and are responsible for the overall direction of the Chapter as well as acting in an oversight capacity regarding the Executive and their administration. They may also serve as Committee Chairs, participate on committees or undertake other special duties as agreed upon by the Board as a whole.

7.4 -Duties of Committee Chairs

The Board of Directors approves the duties and responsibilities of Committee Chairs. These duties and responsibilities may be changed at any time with the majority approval of the Board at any meeting. The specific duties and responsibilities are attached as Appendix [B] to these Bylaws and as such do not require the approval of the general membership.

ARTICLE 8 – REMOVAL OF OFFICERS

8.1 -Removal for Cause

1. Any Officer may be removed for cause by a two-thirds vote of the Board provided this member was granted an opportunity for a hearing before the Board. If confirmed, the board shall then call a special meeting of the chapter to be held within thirty (30) days from the date when any such removal is to be voted. This meeting may coincide with the next scheduled monthly chapter meeting or a special meeting may be called. At this meeting, the office(s) made vacant shall be filled. The Officer removed may be re-elected by the members.

2. If re-elected, the member may not be removed by the Board for the same offence.

3. Any Officer may also be removed by a two-thirds vote of the members present at any duly held meeting of the Chapter, provided such proposed action was incorporated in the notice for the meeting. The motion for removal must be supported by written petition from one-fifth of the membership. The Secretary will advise the membership in writing within ten days of the meeting to hear the petition, which may be the next scheduled chapter meeting, or a special meeting called by the Board for this purpose.

8.2 -Resignation or Death

If an office becomes vacant by reason of death, illness or resignation the Board is empowered to fill this office for the unexpired term without further consultation with the membership but only for the balance of the current term.
8.3 - Requirement for Membership
If the membership of any member of the Board of Directors terminates for any reasons, the office shall automatically become vacant.

8.4 - Notice of Resignation
The resignation of any Officer shall be tendered to the Board and may be acted on at any regular or special meeting of the Board.

ARTICLE 9 – CHAPTER MEETINGS

9.1 - Annual General Meeting
The Annual General meeting of The Chapter shall be held on or before the 1st day of June each year at such time and place and on such date as may be determined by the Board. The meeting will:
1. Approve the Minutes of Meeting from the previous Annual General Meeting
2. Approve the agenda for the current meeting
3. Receive officer reports from the past chapter year
4. Receive the audited financial statement for the chapter for the past chapter year
5. Vote on any Bylaw changes
6. Transact any other business as may be presented.
Notice of the meeting shall be communicated not less than thirty days before the date of the meeting to each member entitled to vote at such meetings. The quorum at the annual General Meeting shall be 20% of membership.

9.2 - Monthly Chapter Meetings
General meetings of the Chapter may be convened for any time and place provided that no period longer than three months elapses between one meeting and the next. A schedule of these meetings will be communicated to the membership at the beginning of the chapter year through the monthly newsletter or other appropriate method.

9.3 - Board Meetings
Board Meetings will be called in accordance with terms set out in 4.3. The President will send a schedule of such meetings to all elected officers at the beginning of the chapter year.
9.4 -Special Meetings
One-third of the members in good standing may give notice to the President in writing requiring the summoning of a special meeting of the Chapter including the reason(s) for that meeting. The President will provide notice to the membership within fourteen (14) days of receipt of the notice and will provide no less than eight (8) day's notice in writing to the membership of the required meeting date, location and its purpose.

9.5 -Chapter Year
The Chapter Year shall be from June 1 to the following May 31.

ARTICLE 10 – COMMITTEES

10.1 -Creation of Committees
The Board of Directors will from time to time create committees to meet the needs of the chapter. The Board has the authority to create and disband these committees as required through majority approval.

10.2 -Standing Committees
A standing committee is one that is required to meet any regulated obligation set by the chapter bylaws. There are currently two such committees; the Audit Committee and the Nomination Committee. Other standing committees may be created as necessary.

10.3 -Administrative Committees
Administrative committees are formed for either a specified purpose or to provide support to a chapter officer in the execution of their duties. Typical committees would be Membership, Program, Certification, Finance, Planning and Education.

10.4 -Special Committees
The Board may also convene a special committee for a specific purpose. The committee's mandate may be to manage a particular event such as a Regional Conference or to assist in chapter administration such as a tribunal hearing for ethical violations or to hear the petition for the removal of an officer or member.

10.5 -Appointment of Committee Chairs
The role of the Committee Chair is to manage the activity of that committee. Other duties include the necessary planning, administration and reporting
necessary to meet its governance responsibilities. Chairs may be appointed by
the Board from the membership however it is typical that Officers serving as
directors take on these responsibilities. Chairs are required to report to the
Board at least annually on the committee's activities and performance against
objectives. The Board may change both the membership and the purpose of
the committee at any time.

ARTICLE 11 – MEMBER COMPLAINT
The Board is committed to handling complaints in an appropriate matter. The
Member Complaint Process is attached as Appendix C and as such do not
require the approval of the general membership.
APPENDIX [A]

DUTIES AND RESPONSIBILITIES OF CHAPTER OFFICERS

**Chapter President**

The Chapter’s President shall be the Chief Executive Officer of the Chapter. The President shall:

1. Preside at all meetings of the Board of Directors, including providing the secretary with input for the agenda and review of minutes for Board approval.
2. Enforce the Edmonton Chapter bylaws.
3. Keep the International Board of Directors (through the appropriate regional or district representative) and the Chapter Board informed of affairs of the Chapter.
4. Appoint all chapter committee chairpersons and committee members, except as limited by the chapter bylaws.
5. Ensure that the annual CAP report is prepared and submitted in the form that IIA International requires.
6. Develop an annual strategic plan for the Chapter and monitor that plan to determine the degree to which it meets the needs of the membership and the profession and achieves the objectives of the Chapter.
7. Identify Chapter services to better serve the needs of the membership and assist the Board with implementing these services where required.
8. Review bank statements and bank reconciliations on a monthly basis.
9. Liaise with the other IIA chapters within the Western Region, the IIA Canada and the Canadian Council.

**Vice-President Program**

The duties and responsibilities of the Vice President Program shall include, but not be limited to, the following:

1. To perform the duties of the President in case of the absence or disability of the President.
2. To advise and assist the President in staffing committees.
3. To assume primary responsibility for the planning, budget, management and reporting of all professional education activities, including coordination of chapter luncheon meetings, seminars and conferences.
4. To manage the annual Chapter survey of members and other feedback processes that may be required.
5. To perform other duties that may be required.
**Vice-President Membership Services**

The duties and responsibilities of the Vice President Membership Services shall include, but not be limited to, the following:

1. To maintain chapter membership records and reconcile records on a continuous basis with those at international headquarters.
2. To be familiar with the chapter membership manual and the processes that keep membership information current.
3. To promote membership in the IIA

**Treasurer**

The duties and responsibilities of the Treasurer shall include, but not be limited to, the following:

1. To maintain and retain the financial records of the Chapter and to receive and disburse chapter funds as authorized by the Board of Directors.
2. To prepare a preliminary budget based on input from committees for submission for approval to the Board of Directors.
3. To issue invoices and as required for all chapter events assist with the issuance of receipts and collection of outstanding accounts receivable.
4. To prepare monthly financial reports with event information and comparative budget figures for presentation to the Board of Directors.
5. To prepare and provide to the Financial Statement Approval Committee the interim financial statements with transactions up to March 31st. These statements are to be completed and approved for distribution by the Board prior to being distributed to the membership for the Annual General Meeting in May.
6. To make the financial records available to the chapter Financial Statement Approval Committee members and ensure the reviewed Annual Report of Chapter Income and Expense can be approved by the Board of Directors and forwarded to IIA Headquarters by August 31 each year.
7. To administer the Board’s mailbox, directing correspondence as required.
8. To invest excess chapter funds per the Investment Policy.
9. To file required information with all government or other legal entities.
10. To manage and balance the bank statements, budgets and financial statement information on a monthly basis.
11. To manage and maintain the Chapter laptop, including software and related warranty programs.
Secretary
The duties and responsibilities of the Secretary shall include, but not be limited to, the following:

1. To prepare and the monthly Board meeting agendas with input from the President and send to the Board in a timely manner.
2. To prepare, publish, and maintain all minutes of meetings of the Board of Directors and the Chapter.
3. To notify members of annual meeting of chapter membership.
4. To perform as corresponding secretary for the Chapter.
5. To retain the Chapter's non-financial records at a place and in a manner approved by the Board.

Past President
This position is traditionally without formal responsibilities but remains a voting member of the Board of Directors. The primary function is to provide support and advice to the President and Executive however there is no restriction as to what other duties they may perform. These may include:

1. Representing the President at Board meetings or other functions, and supporting the President as required.
2. Chairing the Nominating Committee.
3. Organizing and leading the AGM.
4. Assisting on other committees by chairing and or providing mentoring and support, as required.

At the termination of the term of office, the Chapter Officers shall turn over to the Board of Governors all records, papers, books and documents and all other property of the Chapter which may have come into their possession or may have been compiled or created during the term in office.
Financial Statement Approval Committee (STANDING)

The Financial Statement Approval Committee will consist of the appointed Chair together with one other member of the Board of Directors and one member at large.

The duties and responsibilities of the Financial Statement Approval Committee shall include, but are not limited to, the following:

1. Obtain from the Treasurer the interim financial statements with transactions up to March 31st. These statements are to be approved for distribution by the Board prior to being distributed to the membership at the Annual General Meeting in May.

2. Obtain from the Treasurer the year end financial statements for the year ending May 31st.

3. Perform enquiry and analysis of the accounts and activities to facilitate approval of the chapter's year end financial statements.

4. Present the approved financial statements to the Board at the August meeting for approval prior to distribution to the IIA Headquarters and the membership no later than August 31st.

5. Advise the Board and the Treasurer on any financial issues requiring their input or review.

Upon completion of the Financial Statement Approval Committee’s acceptance and subsequent approval by the Board, the Year End Financial Statements will be posted on the chapter website.

The Board may also employ the services of a professional accounting or auditing firm to conduct the review of the Chapter's financial records and statements if it chooses or if the membership desires a more independent review.

NOMINATING COMMITTEE (STANDING)

The nominating Committee will consist of the immediate Past President, one other member of the Board of Directors and one member at large.

The committee will be formed in February of each year with the responsibility of delivering a slate of nominated officers to the Board of Directors for the April meeting. Upon approval, the slate will be published and forwarded to all members for the Annual General Meeting in May. The Chair, as Past President will chair the Annual General Meeting and present the list of nominated candidates for election as well as seek any nominations from the floor. The Chair will also conduct and ratify the voting.
The duties and responsibilities of the Nominations Committee shall include, but are not limited to, the following:
1. Prepare a slate of nominations of officers for the following chapter year
2. To confirm Directors in their position or identify candidates for vacant positions for consideration by the Board
3. To call for nominations from the general membership
4. To review and incorporate additional nominations from the membership
5. To ensure nominated candidates are willing to serve

CERTIFICATIONS COMMITTEE
The duties and responsibilities of the Certifications Committee shall include, but are not limited to, the following:
1. Using IIA developed marketing plans and recognition programs that promote IIA certifications.
2. Encouraging internal auditors and other professionals to register, prepare and obtain the Certified Internal Auditor (premier designation), Certification in Control Self-Assessment and/or Certified Government Auditor designations.
3. Promoting continuing professional development program to current certified professionals, both members and nonmembers
4. Ensuring that there is appropriate recognition of those individuals receiving certifications

ACADEMIC COMMITTEE
The duties and responsibilities of the director in charge of Academic Liaison shall include, but not be limited to, the following:
1. Being familiar with the publications of the IIA including the Educators Handbook and the Academic Relations Manual
2. Preparing a plan for successful interaction with various educational institutions in the area.
3. Executing the plan.

NEWS LETTER EDITOR
The duties and responsibilities of the newsletter editor shall include, but not be limited to, the following:
1. Setting deadlines for the receipt of articles for the monthly Pipeline
2. Editing and publishing the Pipeline
WEBMASTER

The duties and responsibilities of the newsletter editor shall include, but not be limited to, the following:

1. Developing and maintaining process documentation, including policies, procedures and supporting files for the maintenance and operation of the Website. These will be approved by the Board.

2. Monitoring the service levels of the Internet Service Provider and making recommendations to the Board on technical matters including the contract for service.

3. Operating and maintaining the Edmonton Chapter Website. This includes maintaining the databases and other directory and file structures as well as security and access.
APPENDIX [C]

MEMBER COMPLAINT PROCEDURE

1. A *complaint* is a written expression of displeasure concerning the Board, a Member of the Board, or an activity organized by the Board.

2. Before making a complaint it is recommended that the individual first discuss his/her concerns directly with the Board Member involved giving them the opportunity to resolve the matter informally.

3. If the complaint remains unresolved or the individual wishes to proceed with the filing of a complaint, he/she must write to the Chapter President (or if the complaint is about the Chapter President to Vice President Memberships). The complaint needs to include the name, address, email and telephone number of the individual making the compliant; copies of any correspondence regarding the matter, the names of the persons involved and details and dates of the complaint itself.

4. All complaints must be made in writing and, under normal circumstances, be made within six months from the day upon which the individual first became aware of the matter giving rise to the complaint.

5. All complaints received in writing are recorded, monitored and reported to Chapter Secretary to ensure the complaints procedure is followed and timelines are met.

6. The Chapter President will investigate the complaint and reply to the individual who made the initial complaint within 10 working days even if the investigation into the complaint is still incomplete. Where a complaint is still under investigation, the President will communicate when he/she expects to be able to respond more fully.

7. The individual will receive a full written response and any remedial action the Board proposes to take within 20 working days of receiving the original complaint.

8. If the individual is dissatisfied with how the complaint was handled by the Chapter Board or does not agree with the decision of the Chapter Board, the individual may refer the matter to the District Representative, IIA Canadian Council and/or the IIA Headquarters.

9. A formal complaint such as a violation of one or more of the articles contained in the Code of Ethics, or declaration of fraud or incompetence, concerning a member, recipient or candidate of an IIA professional certification should be made directly to the Ethics Committee of the Institute of Internal Auditors in accordance with the IIA Ethical Complaints – Handling And Resolution (Administrative Directive No.5:2006).