

BY-LAWS
OF THE INTERNATIONAL NON-PROFIT ASSOCIATION OF
PROFESSIONAL EDUCATORS, DEVELOPERS AND USERS OF
THE THEORY FOR INVENTIVE PROBLEM SOLVING (TRIZ)

APPROVED : By
the FOUNDING GENERAL MEETING
PROTOCOL No. 1 DATED JULY 9, 1999.

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By a GENERAL MEETING
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MINUTES OF THE MEETING DATED NOVEMBER 10TH, 2005.
PRESIDENT OF THE ASSOCIATION:

MARK G. BARKAN _____

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By the CONGRESS
Of the INTERNATIONAL TRIZ ASSOCIATION
MINUTES OF THE MEETING DATED AUGUST 2nd, 2013.
PRESIDENT OF THE ASSOCIATION

SERGEI IKOVENKO _____

1. GENERAL PROVISIONS.

1.1. The International Public Association of professional educators, developers and users of the Theory for Inventive Problems Solving (TRIZ) - (hereinafter referred to as Association) is an Association of non-profit organizations that have united based on commonality of interests in the development, application and dissemination of G. S. Altshuller's Theory of Inventive Problem Solving (TRIZ) plus TRIZ-based technologies of creativity and in teaching the said technologies of creativity with the aim of creative individual development.

1.2. In its activities the Association shall be guided by legislation of the Russian Federation, Federal Law "Public Associations", legislation of countries, in which Association members are registered and by the present By-Laws.

1.3. The full name of the Association in Russian is "Международная общественная ассоциация профессиональных преподавателей, разработчиков и пользователей теории решения изобретательских задач (ТРИЗ)".

1.4. The abbreviated name in Russian is: МАТРИЗ.

1.5. The full name of the Association in English is the "International TRIZ Association".

1.6. The governing languages of the Association are – Russian and/or English.

1.7. The Association conducts its activities in the Russian Federation, Ukraine, and in all other countries, in which Association members are registered.

1.8. The Association is a legal entity in compliance with the legislation of the Russian Federation starting from the date of its registration with the Ministry of Justice of the Russian Federation. It has a separate property in its ownership, it also has independent balance, seal with its name, emblem, stamps and standard-form letterhead approved in accordance with the procedure established by law.

1.9. The Association is entitled to have a round seal, stamps, and letterhead with its name, as well as flags, emblems, banners and other signs or logograms. Association's signs or logograms must not be the same as state signs of the Russian Federation or its constituent entities, as well as with signs of foreign countries. Association's signs or logograms must not violate individual rights for intellectual property, offend national and religious beliefs. Association's signs or logograms are subject to state registration in accordance with the procedure established by the legislation of the Russian Federation.

1.10. The Association has a right to establish branches and representations.

1.11. The Association is not responsible for state obligations and the state is not responsible for Association's obligation.

1.12. The Association cooperates with foreign institutions and citizens, maintains direct international contacts, enters into agreements, and has a right to invite foreign citizens.

1.13. Presidium is a permanent executive body of the Association. The location of Association Presidium is Saint Petersburg, Russian Federation.

2. THE GOALS AND OBJECTIVES OF THE ASSOCIATION

2.1. The goals of the Association include:

- development of the Theory of Inventive Problem Solving (TRIZ) as a tool for creative activity intensification;
- keeping the remembrance of Genrikh Saulovich Altshuller, the author of TRIZ;
- development of methods for improving individual creative abilities on the basis of the theory worked out by G. S. Altshuller;
- development of creative activity technologies on the basis of the theory of inventive problem solving.

2.2. The objectives of the Association:

- unification of professional educators, developers and users of the theory for inventive problem solving (TRIZ);
- facilitation of creative problem solving;
- facilitation of enhancement of methodology for solving scientific problems based on the theory for inventive problem solving (TRIZ);
- establishment of scientific-research, consulting, information, production and educational/training centers;
- representation and protection of rights of Association members in state government bodies;
- organization and coordination of scientific, educational, methodology-related and other activities aimed at development and application of the theory for inventive problem solving (TRIZ);
- organization of various types and forms of training in the theory of inventive problem solving (TRIZ) including training for school teachers and university lecturers;
- creation and keeping of collections of inventions and major problems in various fields of activities solved through the use of the theory for inventive problem solving (TRIZ);
- organization and coordination of activities aimed at improvement and application of the theory of creative personality development (TCPD) and TCPD-related methodologies;
- participation in expert evaluations, reviewing and publication of materials on the theory of inventive problem solving and methodologies for creativity development;
- certification of specialists, published materials, projects, institutions, information media (including collections and Internet websites) related to the theory of inventive problem solving;
- management of working out basic educational and methodological materials on the theory of inventive problem solving and theory of creative personality development;
- information support of Association activities, creation of collections of information, scientific and engineering, training and methodological, and other materials for the Association;
- publishing activities and rendering assistance in publishing and in other activities related to dissemination of the theory for inventive problem solving;
- organization of training, advanced training, traineeship and exchange of knowledge for specialists and teachers in the theory of inventive problem solving;
- holding of scientific, research-to-practice and training seminars and conferences, organization of exhibitions, contests and competitions;
- taking the initiative and execution of various projects aimed at achievement of goals of the Association;
- participation in the activities of other Russian and international organizations, whose goals are not in conflict with the goals of the Association;
- cooperation with international organizations, enterprises, companies, and citizens of different countries in compliance with the goals of the Association.

3. THE FOUNDERS AND MEMBERS OF THE ASSOCIATION

3.1. The Founders of the Association are legal entities – public organizations, the main goal of which consists in development of the theory of inventive problem solving (hereinafter referred to as public organizations in the theory of inventive problem solving). The Founders of the Association become its full members.

3.2. The Founders and members of the Association have equal rights and responsibilities.

3.3. Any non-profit organization supporting the Association goals, accepting Association By-Laws - can become a member of the Association.

3.4. The members of the Association must pay initiation fee and membership fee established by the Presidium of the Association.

3.5. Admission to membership of the Association is effected by Association President based on an application from a public organization and decision of its governing body. The decision on admission to membership must be then approved by Association Presidium.

3.6. Termination of membership in the Association may take place in the following cases:

- for causing moral and/or material damage to the Association or its members, and in the case of gross violation of code of ethics;
- in the case of non-fulfillment the Decisions of governing bodies of the Association made within the scope of their authority;
- in the case of violation of Association By-laws by its members;
- based on own application of Association member and decision of supreme management body; and
- in the case of unjustified nonpayment of membership fees.

3.7. Association Members have the right to:

- elect to all Association bodies and committees in accordance with the present By-laws;
- participate in seminars, general meetings and other events held by the Association as well as in the work of centers and enterprises established by the Association;
- receive information on Association activities and perspectives for future development;
- make proposals on various issues of Association activities;
- obtain support from Association in the form of social and legal protection including copyright protection;
- terminate the membership in the Association based on free will, and any other right specified in the present By-laws.

Representatives of Association members have the right to be nominated by the Association to any elective position of authority in the state and public offices and to be recommended for state awards.

3.8. Association member must:

- timely pay membership fees;
- observe the Association By-laws;
- abide with copyrights of developers of the theory of inventive problem solving, timely inform Association of any instances of violation of copyrights of physical persons, who represent member organizations of the Association;
- fulfill decisions of management and control authorities of the Association; and
- actively participate in Association projects.

4. THE STRUCTURE, GOVERNING BODIES AND AUDITING COMMITTEE

4.1. The Structure.

4.1.1. The Association consists of public associations of professional educators, developers and users of the theory of inventive problems solving.

4.1.2. The Governing bodies of the Association are:

- Congress;
- Presidium;
- President; and
- Executive Director.

4.1.3. The Association's Auditing Committee serves as the Controlling body of the Association.

4.2. The Congress.

4.2.1 The Congress is convened at least once in two years.

4.2.2. An Extraordinary Congress may be called by the majority of Association's members or by Presidium decision or at the initiative of the Auditing Committee or by Supervisory Board decision.

4.2.3. The exclusive jurisdictions of the Congress of Association members covers the following:

- Approval of Association By-laws, introduction of amendments and additions to By-laws;
- Identification of main directions for Association activities;
- election, reelection and early termination of Association Presidium authority as well hearing the reports on its activities;
- determination of principles for budgeting and application of Association funds and property;
- election of Supervisory Board members out of TRIZ Masters - approval by qualified majority (2/3 of those present at the Congress sessions) of the Association President out of the members of Presidium for a period of 2 years;
- election by qualified majority (2/3 of those present at the Congress sessions) of the Auditing Committee members for a period of 2 years;
- approval of decision on re-organization or liquidation of the Association; and
- approval of President's and Auditing Committee reports.

4.2.4. Every member organization of the Association must be represented at the Congress by one authorized representative. Each member organization of the Association has one vote at the Congress session.

The Congress is legally qualified if over a half of its members are present at the session. Member organizations of the Association that are not represented at the Congress have the right to transfer their votes to a representative of another member organization by proxy.

4.2.5. A simple majority of those present in the Congress session is required to pass a decision of the Congress, with the exception of special situations specified in the present By-laws.

4.3. Association Presidium.

4.3.1. The Presidium of the Association (hereinafter referred to as "Presidium") is the standing managerial body during the periods between Congresses. The Presidium is headed by the President of the Association and implements the rights of a legal person on behalf of the Association.

4.3.2. The number of Presidium members is no more than 12 persons.

Only a representative of member organization, who is a certified Level 4 TRIZ expert or TRIZ Master can be elected a Member of the Presidium.

4.3.3. The meeting of the Presidium is called by the Association President as and when needed, but at least once every six months. An extraordinary meeting of the Presidium can be called by the President or by request from two members of the Presidium or by request from four members of the Supervisory Board.

4.3.5. Presidium is duly authorized if at least 2/3 of its members participate in the work of its session. Decisions of Presidium are taken by a simple majority of votes of those participating in the session.

4.3.6. The competence of the Presidiums includes:

1. consideration and approval of various programs and projects aimed at implementation of tasks specified in the By-laws, estimates of consumption of financial means of the Association;
2. nomination of a candidate for the Association President position out of Presidium members to be approved by the Congress;
3. approve a candidate for the executive director position and scope of his/her responsibilities based on recommendation by Association President;
4. approve Association budget;

5. approve annual balance sheet and report on financial activities of the Association;
 6. coordinate work on compliance to Association goals and on performance of Association tasks;

7. develop the strategy for Association progressions;
8. determine specific kinds of Association activities;
9. admit new members to the Association and exclude members from the Association;
10. accept regulatory documents, which regulate internal relationships in the Association;
11. establish the amount of admission and membership fees and payment procedure;
12. determine the procedure for creation of financial funds and reserves of the Association, including special-purpose funds;
13. nominate Association representatives for state awards;
14. make suggestions to State government bodies; and
15. take decisions on establishment of Association branch offices and representations.

The Presidium also has the right to make other decisions that are not in exclusive competence of other Association bodies. The Presidium must inform Association members and Supervisory Board about all decisions.

4.4. President of the Association.

4.4.1. The President chairs the Presidium, directs the current activities of the Association between Association Presidium meetings and performs the following functions:

- has the right of first signature on behalf of the Association;
- opens the ordinary Congress;
- represents Association in state and public organizations as well as in various institutions and companies in Russia and abroad;
- organizes implementation of decisions taken by the Congress and Presidium and monitors their implementation;
- admits new members on behalf of Association Presidium in accordance with the By-laws in effect and decisions taken by Presidium;
- keeps record of Association members;
- submits annual financial balance sheet and report on financial activities of the Association Presidium for approval;
- appoints the Executive Director of the Association;
- submits a list of plenary powers of the Executive Director to Association Presidium for approval;

4.4.2. The President is elected for a term of 2 years. Specific person can be elected the President for a maximum of three consecutive terms.

4.4.3. The President is responsible for:

- availability of founding documents of the Association;
- availability of regulatory documents, which regulate internal relationships in the Association;
- availability of financial and accounting documents;
- availability of minutes of Congress sessions, Presidium meetings, and Auditing Committee meetings;
- availability of list of persons, who have the right to represent Association; and
- availability of lists of Presidium members, Supervisory Board members, and Association officials.

4.5. The Executive Director.

4.5.1 The President proposes a candidate for the Executive Director position and Association Presidium approves a candidate for the Executive Director position.

4.5.2. The Executive Director conducts his/her activity in accordance with job description.

4.5.3. The Executive Director can be fired by President's decision.

4.6. The Auditing Committee.

4.6.1. The Auditing Committee controls financial and other activities of the Association.

4.6.2. The Auditing Committee is elected by the Congress for a term of 2 years with compulsory rotation of all Auditing Committee members every two years. The President and members of Presidium cannot be elected as Auditing Committee members.

4.6.3. The Auditing Committee reports to the Congress.

4.6.4. The audit must be conducted no less than once every two years. An extraordinary audit can be requested by the Congress, Association Presidium or President.

4.6.5. When conducting an audit a member of the Auditing Committee has the right to obtain access to all document and materials related to the financial and business activity of the Association and request explanations from Association officials.

4.6.6. The Auditing Committee has the right to demand to call a Congress if serious violations were found out as a result of the audit.

5. SOURCES OF FINANCIAL MEANS AND PROPERTY

5.1. The Association has the right to own land plots, buildings, structures, residential property, and means of transportation, equipment, inventory, cultural and educational property, monetary means, shares, securities and other property required for material support of Association activities in accordance with the present By-laws.

5.2. The Association also has the right to own institutions, publishing houses, and mass media created or acquired using Association's financial means and in accordance with the goals specified in the present By-laws.

5.3. Association property is formed based on voluntary contributions and donations;

from revenues from lectures, exhibitions, lotteries, auctions, cultural and sports events and other revenues, which are not prohibited by law.

5.4. The Association as a whole is the owner of its property. Individual members of the Association don't have the right of ownership for a share of property owned by the Association.

5.5. Income received by the Association form any kind of activity is used for statutory goals and objectives of the Association and cannot be distributed among Association members.

5.6. Members and sponsors of the Association do not retain any proprietary rights for the property transferred by them to the Association.

6. ENTREPRENURIAL ACTIVITIES OF THE ASSOCIATION

6.1. The Association has the right to conduct entrepreneurial activities only for the purpose of accomplishing the statutory goals, for which the Association was established as specified in the present By-laws. The entrepreneurial activities is conducted by public associations in compliance with the Civil Code of the Russian Federation, Federal Law "Introduction into Effect of the First part of the Civil Code of the Russian Federation" and other legislative acts of the Russian Federation.

6.2. The Association has the right to establish economic partnerships, companies and other economic organizations, as well as acquire property intended for entrepreneurial activities. Economic partnerships, companies and other economic organizations established by the Association contribute payments to appropriate budgets in the amount and according to the procedure established by Russian Federation legislation.

6.3 Revenues from entrepreneurial activities of the Association cannot be redistributed among Association members. They can be used for the accomplishment of statutory goals. The Association can use its financial means for charitable purposes.

7. THE RIGHTS OF THE ASSOCIATION

7.1. To accomplish the statutory goals, the Association has the right in accordance with the procedure established by law:

- to close any deals that are not prohibited by law and that are not in conflict with the present By-laws with physical and legal persons both in Russia and abroad;
- to build, acquire, dispose of, provide and obtain for use or lease buildings, structures, equipment, means of transportation, inventory, raw materials and other movable property and real estate, as well as to transfer own depreciated property;
- to hire required specialists on the basis of labor agreements and civil law contracts for the performance of various tasks, rendering services and conducting scientific research and developments;
- to maintain direct international contacts and relationships with charitable, cultural and other organizations; enter into appropriate agreements, and independently participate in international symposiums, conferences and exhibitions;
- to develop plans and programs for its activities;
- to participate in various Russian and international projects, participate in the activities of domestic and foreign organizations that are close to the Association in terms of their goals, conduct educational activities on all educational levels (initial, intermediate, higher and post graduate education);
- to propose initiatives on various issues of its activities, bring proposals to state government bodies and agencies;
- to freely disseminate information about Association activities;
- to participate in working out decisions on federal and local level in accordance with Federal Law "Public Organizations" and other laws;
- to initiate meetings, demonstrations, processions and picketing;
- to set up mass media and conduct publishing activities;
- to represent and defend its rights and legitimate interests of its members and other citizens in federal government bodies, local self-governing offices and public associations;
- to exercise authorities (in the fullest extent) stipulated for in the laws on public associations;
- to propose initiatives on various issues of public life, to bring proposals to state government bodies;
- to participate in licensing, accreditation; to conduct certification and other kinds of public expert activities; and
- to participate in elections and referendums as specified in the legislation of the Russian Federation.

8. RESPONSIBILITIES OF THE ASSOCIATION.

8.1. The Association is obliged:

- to publish an annual report on the use of its property or to provide an access to such report;
- to annual inform the state agency that took decision on registration about continuation of its activities, changes in its management and physical location of managerial body;
- to observe the legislation of the Russian Federation, generally accepted principles and norms of international law pertaining the Association field of activities, as well as the norms specified in the present By-laws;
- to ensure access of representatives of the state agency that took decision on registration to events held by the Association;
- to render assistance to representatives of the state agency that took decision on registration of the association in familiarization with Association activities as applied to compliance with statutory goals and legislation of the Russian Federation.

9. INTRODUCTION OF ALTERATIONS AND AMENDMENTS TO BY-LAWS

9.1. Alterations and amendments are introduced into By-laws if 2/3 of Association members present at the Congress session vote in favor of said alterations and amendments.

9.2. Alterations and amendments to Association By-laws are subject to state registration in accordance with the procedure and terms established by the legislation in effect and they become valid from the moment of said registration.

10. REORGANIZATION AND LIQUIDATION OF THE ASSOCIATION

10.1. Reorganization of the Association (merger, affiliation, separation or transformation) is effected based on a decision of the Congress. After reorganization, Association property is transferred to newly established legal entities in accordance with a procedure established by the Civil Code of the Russian Federation.

10.2. The Association can be liquidated based on a decision taken by the Congress or Court in accordance with a procedure established by the legislation in effect.

10.3. A decision on reorganization or liquidation of the Association is taken by 2/3 of votes of the elected delegates at the Congress session.

10.4. The property remaining upon satisfaction of creditors claims is distributed for the accomplishment of goals specified in the present By-laws.

10.5. Decision on distribution of property remaining upon satisfaction of creditors claims is published by the Liquidation Commission in open mass media.

10.6. Decision on Liquidation of Association is sent to state registration agency for the purpose of exclusion from the Uniform State Register of legal entities.

10.7. The Association ensures record keeping and safe keeping of documents of all staff members and, in the case of liquidation, forwards the documents and files, in timely fashion, to the State Archives of Russian Federation.