



BY-LAWS

OF THE INTERNATIONAL NON-PROFIT ASSOCIATION OF PROFESSIONAL EDUCATORS, DEVELOPERS AND PRACTITIONERS OF THE THEORY OF INVENTIVE PROBLEM SOLVING (TRIZ)

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

1. GENERAL PROVISIONS.

1.1. The International Public Association of professional educators, developers, and practitioners of the Theory of Inventive Problems Solving (TRIZ) - (hereinafter referred to as Association) is an Association of member organizations that have united based on commonality of interests in the development, application and dissemination of TRIZ-based methods, technologies and tools, and in teaching the said technologies throughout the World.

1.2. In its activities the Association shall be guided by the appropriate laws of the host country and by the present By-Laws.

1.3. The full name of the Association is “The International TRIZ Association”.

1.4. The abbreviated name of the Association is MATRIZ.

1.5. The governing language of the Association is English.

1.6. The Association concentrates its activities in the host country and in all other countries, in which Association members are located.

1.7. The Association is a legal entity in compliance with the legislation of the host country starting from the date of its registration with the appropriate authorities.

1.8. The Association is entitled to have a round seal, 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 host country, as well as with signs of any other country.

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

1.10. The Association cooperates with any institutions and citizens, maintains direct international contacts, enters into agreements, and may accept member organizations from any country.

1.11. Board is an elected executive body of the Association.

2. THE GOALS AND OBJECTIVES OF THE ASSOCIATION

2.1. The goals of the Association include:

- a. dissemination of TRIZ knowledge throughout the world.
- b. development of TRIZ and the associated theories, technologies, methods, and tools.

- c. preserving the legacy of Genrikh Saulovich Altshuller, the author of TRIZ.
- d. development of methods for improving individual creative and critical thinking skills based on TRIZ.

2.2. The objectives of the Association:

- a. creating and maintaining the community of professional educators, developers, and practitioners of TRIZ.
- b. facilitation of creative problem solving.
- c. establishment of scientific-research, consulting, information, production, and educational/training centers.
- d. representation and protection of rights of Association members in state government bodies.
- e. organization and coordination of scientific, educational, methodology-related, and other activities aimed at development and application of TRIZ.
- f. organization of various types and forms of training in TRIZ, including training for grade school teachers and university lecturers.
- g. participation in expert evaluations, reviewing and publication of materials on the theory of inventive problem solving and methodologies for creativity development.
- h. certification of practitioners, published materials, projects, institutions, information media (including internet websites) related to the theory of inventive problem solving.
- i. development of the basic educational and methodological materials on the theory of inventive problem solving and theory of creative individual development.
- j. information support of Association activities, creation of scientific, engineering, training and methodological databases, and other materials for the Association.
- k. publishing activities and rendering assistance in publishing and in other activities related to dissemination of the theory for inventive problem solving.
- l. organization of training, advanced training, traineeship, and exchange of knowledge for practitioners and trainers in the theory of inventive problem solving.
- m. holding of scientific, research-to-practice and training seminars and conferences, organization of exhibitions, contests, and competitions.
- n. taking the initiative and execution of various projects aimed at achievement Association's goals.
- o. cooperation with international organizations, enterprises, companies, and citizens of different countries in compliance with the goals of the Association.

3. THE MEMBERS OF THE ASSOCIATION

3.1. The members of the Association are Regional organizations, the main goal of which consists of the development, dissemination and use of the theory of inventive problem solving in accordance with these By-laws.

3.2. All members of the Association have equal rights and responsibilities.

3.3. Any organization supporting the Association's goals and accepting Association's By-Laws may become a member of the Association.

3.4. To be admitted into membership, an Organization must have a minimum of twenty members, of which at least one must be MATRIZ Level 3, or higher, certified.

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

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

- a. for causing moral and/or material damage to the Association or its members, and in the case of gross violation of the following code of ethics:
 - Act with integrity, competence, diligence, respect and in an ethical manner with the public, clients, prospective clients, employers, employees and colleagues.
 - Place the integrity of the innovation consulting/training profession and the interests of clients above their own personal interests.
 - Practice and encourage others to practice in a professional and ethical manner that will reflect credit on themselves and the profession.
 - Promote the integrity and viability of the global innovation community for the ultimate benefit of society.
 - Maintain and improve their professional competence and strive to maintain and improve the competence of other innovation professionals.
- b. in the case of non-fulfillment of the Decisions of the Governing bodies of the Association made within the scope of their authority.
- c. in the case of violation of Association's By-laws by its members.
- d. based on a justified request of the Association's member.
- e. in the case of unjustified nonpayment of membership fees for the period of 6 months.

3.7. Association Members have the right to:

- a. delegate a representative of a member to be elected to all Association bodies and committees in accordance with the present By-laws.
- b. 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.
- c. receive information on Association activities and perspectives for future development.
- d. make proposals on various issues of Association activities.
- e. terminate the membership in the Association based on free will, and any other right specified in the present By-laws.

3.8. Association member must:

- a. timely pay membership fees.
- b. observe the Association By-laws.
- c. 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.

- d. fulfill decisions of management and control authorities of the Association.
- e. vigorously participate in Association activities.

4. THE STRUCTURE, GOVERNING BODIES AND AUDITING COMMITTEE

4.1. The Structure.

4.1.1. The Association consists of Regional Organizations of professional educators, developers, and practitioners of the Theory of Inventive Problems Solving.

4.1.2. The Governing bodies of the Association are:

- a. Congress.
- b. Board.
- c. President.
- d. 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 every two years.

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

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

- a. Approval of Association By-laws, introduction of revisions to By-laws.
- b. Identification of main directions for Association activities.
- c. election, reelection, and early termination of Association Board authority as well as hearing the reports on its activities.
- d. election by qualified majority (2/3 of those present at the Congress sessions) of the Auditing Committee members for a period of 2 years.
- e. approval of the decision on re-organization or liquidation of the Association.
- f. 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 in person or online.

4.2.5. A simple majority of those present in the Congress session is required for approval of a decision of the Congress, except for special situations specified in the present By-laws.

4.3. Association Board.

4.3.1. The Board of the Association (hereinafter referred to as "Board") is the standing managerial body during the periods between Congresses. The Board is headed by the President of the Association.

4.3.2. The number of Board members cannot be more than 12 individuals or less than 7 individuals. Only a representative of member organization, who is a certified Level 4 TRIZ specialist or a TRIZ Master may be elected a Member of the Board.

4.3.3. The meeting of the Board is called by the Association President as and when needed, but at least once every two months. An extraordinary meeting of the Board may be called by the President or by a request from a minimum of two members of the Board.

4.3.4. Considering geographical locations of the Board members, the Board meetings are conducted online, using one of the modern communication platforms.

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

4.3.6. The competence of the Board includes:

- a. 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.
- b. nomination of a candidate for the Association President position out of Board members to be approved by the Congress.
- c. approve a candidate for the executive director position and scope of his/her responsibilities based on recommendation by Association President.
- d. approve Association budget.
- e. approve annual balance sheet and report on financial activities of the Association.
- f. coordinate work on compliance to Association goals and on performance of Association tasks.
- g. formulate the strategy for Association development.
- h. determine specific kinds of Association activities.
- i. admit new members to the Association and exclude members from the Association.
- j. accept regulatory documents, which regulate internal relationships in the Association.
- k. establish the amount of membership fees and payment procedure.
- l. determine the procedure for creation of financial funds and reserves of the Association, including special-purpose funds.
- m. make decisions on establishment of Association branch offices and representations.

the Board also has the right to make other decisions that are not in exclusive competence of other Association bodies. The Board must inform Association members of its decisions.

4.4. President of the Association.

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

- a. has the right of first signature on Association's documents.
- b. opens the ordinary Congress.
- c. organizes implementation of decisions taken by the Congress and Board and monitors the progress of such implementations.
- d. admits new members on behalf of Association Board in accordance with the By- laws in effect and decisions taken by Board.
- e. keeps record of Association members.
- f. submits annual financial balance sheet and report on financial activities of the Association to the Board for approval.
- g. appoints the Executive Director of the Association.
- h. appoints MATRIZ Vice Presidents and Directors.
- i. submits a list of plenary powers of the Executive Director to Association Board for approval.

4.4.2. The President is elected for a term of 2 years. A specific individual may be elected the President for a maximum of three terms.

4.4.3. The President is responsible for:

- a. availability of regulatory documents, which regulate internal relationships in the Association.
- b. availability of financial and accounting documents.
- c. availability of minutes of Congress sessions, Board meetings, and Auditing Committee meetings.
- d. availability of a list of individuals, who have the right to represent Association.
- e. availability of lists of 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 Board approves a candidate for the Executive Director position.

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

- a. The Executive Director reports to MATRIZ President.
- b. The Executive Director is a full time, salaried position with MATRIZ.
- c. Responsible for financial performance in accordance with Association's budget and participates in the development of Association's budget.
- d. Manages MATRIZ related certificates' issue and recording processes.
- e. Maintains and manages certificates' database and the list of Association's members.
- f. Supports activities of the Auditing Committee.

- g. Maintains and manages Association's bank account.
- h. Performs financial transactions as required for Association's activities.
- i. Provides financial reports on the annual basis, or as requested by MATRIZ President.
- j. Performs other duties as directed by MATRIZ President.

4.5.3. The Executive Director may be terminated by MATRIZ 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 Auditing Committee shall consist of three members. The President, the Executive Director and members of Board 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 may be requested by the Congress, Association's Board or President.

4.6.5. When conducting an audit, members of the Auditing Committee have the right to obtain access to all documents and materials related to the financial and business activity of the Association and request explanations from Association officials.

4.6.6. The Auditing Committee may demand an extraordinary Congress if serious violations were found as a result of the audit.

5. ASSOCIATION' INCOME AND PROPERTY

5.1. The Association, as a whole, is the owner of its property. The members of the Association don't have the right of ownership for any property owned by the Association.

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

5.3. 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 conducts 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 are conducted by the Association in compliance with the appropriate laws of the host country.

6.2. The Association, and its members, may establish economic partnerships, companies, and other economic entities, as well as acquire property intended for entrepreneurial activities. Economic partnerships, companies, and other economic entities, established by the Association, contribute payments to appropriate budgets in the amount and according to the procedure established by the host country's legislation.

6.3 Revenues from entrepreneurial activities of the Association may not be distributed among Association members. They may only be used for the accomplishment of statutory goals. The Association may use its financial means for charitable purposes.

7. THE RIGHTS OF THE ASSOCIATION

To accomplish the statutory goals, the Association may conduct its business in accordance with the procedures established by the laws of the host country.

8. RESPONSIBILITIES OF THE ASSOCIATION

8.1. The Association is obliged:

- a. to be compliant with the regulations of the host country as applies to business registration and associated changes.
- b. to observe the host country laws, as well as the 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.
- c. 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 host country.

9. INTRODUCTION OF REVISIONS TO BY- LAWS

9.1. Any current Association member, an officer or appointed official may propose a revision to these By-laws.

9.2. The proposed revision is considered by MATRIZ Board, which decides on submitting the proposed revision for the current members vote.

9.3. For the approval of any proposed revision, submitted for vote by the Association's members, it must receive a vote in affirmative from a minimum of 2/3 of the Association's members. The vote of every Association member may be exercised in person or online.

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 procedures established by the host country.

10.2. The Association may 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 must be approved by a minimum of 2/3 of the current Association members.

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 the appropriate registration agency of the host country.