

Cooperation Agreement

Between:

The Institute of Internal Auditors Canada (The IIA Canada)
305-955 Green Valley Cres., Ottawa, Ontario K2C 3V4

And

Performance & Planning Exchange (PPX)
1485 Laperriere Ave., Ottawa, Ontario, K1Z 7S8

(Collectively the “Associations”)

Date: May 4, 2021

The purpose of this Cooperation Agreement is to confirm the shared interest and desire of the Associations to formally engage in initiatives that mutually strengthen each other’s mandate, membership, and reach.

This Cooperation Agreement is not intended to be legally binding, and therefore does not create any compulsory obligations or commitments between the Associations.

This Cooperation Agreement covers a period of three years (from 2021 to 2023), and will be revisited annually.

Association Mission and Vision

This Cooperation Agreement confirms recognition of the Associations’ overall vision and mission, a desire to foster an environment of open communication and information exchange, and to add value for both communities.

The IIA Canada is affiliated with The IIA Global and serves the needs of more than 7,300 members in Canada. Its headquarters is in Ottawa. The vision of The IIA Canada is to be “...*the authoritative Canadian voice and recognized advocate for the global profession of Internal Audit, fostering excellence, innovation, and the delivery of exceptional service.*”

PPX is an Ottawa based national not for profit organization. The vision of PPX is “*To be a Canada-based international centre of excellence for learning, sharing and developing expertise in performance and planning – including its measurement, implementation, public reporting and management.*”

Cooperation Agreement Objectives

The Cooperation Agreement's specific objectives aims at showcasing the Associations as thought and network leaders within their respective fields of expertise, advancing professionalization, and taking advantage of mutual communications capabilities to reach out and create greater proximity to and beyond membership.

The Associations aim at extending their reach. This Cooperation Agreement is an opportunity for the two Associations to enlarge respective visibility in relevant fora and events; co-organize thematic events of interest (through hosting joint events such as webinars, joint learning and professional development events, or annual conference/symposium); promote membership, competencies, credentials and ethics and standards; provide ex-officio representation on each other's Board, support 'value' awareness among client-stakeholder and users; advertise professional development training opportunities; and show case expertise in internal and external audit, managing for results, evaluation and performance measurement and reporting.

The Associations may also undertake joint special initiatives and/or research activities of mutual interest and benefit. The Associations agree to engage in each other's major initiatives, as deemed relevant and appropriate. These events include The IIA Canada National Conference and the PPX Symposium.

Respect and Open Dialogue

Central to this Cooperation Agreement are the principles of respect and open dialogue. Within a context of transparency, the Associations are appreciated for the complementary of inputs and outputs they offer (e.g. information, financial, membership, professional development, technology, administration). The aim is to establish and maintain a high degree of trust between the Associations and with stakeholders.

The strength of cooperation is based on the diverse perspectives offered by the Associations. In all instances the Associations will attempt to function in a collaborative manner; however, the Associations understand that some disagreements can be constructive and produce positive outcomes

Research Engagement and Knowledge Mobilization

The Associations share a desire to produce high quality results and convene dynamic events for its respective membership(s). Further, the Associations share, promote, engage, and disseminate outcomes to the widest possible audiences that include, but are not limited to, academic organizations, private for-profit and not-for-profit entities, public programs, policy-makers, and any other interested stakeholder. Ultimately, the collective goal is that knowledge be accessible for the benefit of all those who wish to access it.

Mutual Responsibilities

The particular roles, responsibilities, and activities, along with their timeframes and related resources, to be pursued by the Associations will be determined by their respective Boards of Directors.

The Associations agree to fulfill the following mutual responsibilities:

- **Communications:** The Associations will designate one representative to process event-relevant promotional marketing materials, website and signage received from the requesting Association.
- **Professional Development:** The Associations may co-organize thematic events of mutual interest, through hosting joint events such as webinars, workshops, other joint learning and professional development events, or annual conference/symposium.
- **Ethical Codes and Standards:** The Associations will promote observance of professional codes of ethical conduct and standards (e.g. International Standards for the Professional Practice of Internal Auditing).
- **Web Site Exposure:** The Associations will provide the other Association's linked logo and related description to be included on the Associations' homepage and promotional material.
- **Online Event Listing:** Conferences, events and professional development opportunities will be listed as learning events on each Association's website.
- **Email Blast/Special Bulletin:** The Associations agree to promote each other's events, research, professional development opportunities via communications to its members, with content, specifications, copy and artwork to be provided by the requesting Association.
- **Social Media:** Events, research, professional development opportunities will be promoted by the Associations. Confirmation dates and copy/graphics to be provided by sponsoring Association.
- **Conference Passes:** Members of PPX will be offered the member rate for registration at The IIA Canada's National Conference. The IIA Canada members will be offered a 25% discount off the non-member registration price of the annual PPX Symposium. PPX will also provide IIAC with one complimentary pass to its Annual Symposium.

Governing Law

This Cooperation Agreement shall terminate at the earlier of: (i) three (3) years from the date of complete execution by the Associations; or (ii) three (3) months from the date should one Association decide to terminate by giving written notice to the other Association.

Annual Review

On the first anniversary of the signing of this agreement, and each subsequent year of the three-year term, the Associations will convene a joint review committee, which will assess and report progress to the leadership of each Association.

Indemnification

Each party agrees to indemnify, defend, and hold the other harmless from any damages, expenses, and costs (including reasonable legal fees) arising from any claims of third parties in relation to such other party's publication of material generated or provided, including, but not limited to, copyright infringement, libel, infringement of a proprietary right, or invasion of privacy, arising out of any matter contained in such material or from the party's negligence or willful misconduct.

Limitation of Liability

Under no circumstances will either party be liable to the other for lost profits or other incidental or consequential damages, whether or not apprised of the possibility of such damages or lost profits.

AGREED by the Parties through their authorized signatories:

For and on behalf of The Institute of Internal Auditors Canada:

DocuSigned by:

Paul Forgues

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Paul Forgues,
Executive Director, The IIA Canada

<Date> 04 June 2021

For and on behalf of the Performance & Planning Exchange:

DocuSigned by:

Katie Brown

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Katie Brown,
President, PPX

<Date> 04 June 2021