

*CANADIAN INFORMATION PROCESSING SOCIETY OF MANITOBA
L'ASSOCIATION CANADIENNE DE L'INFORMATIQUE DU MANITOBA*

GENERAL BY-LAWS

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CANADIAN INFORMATION PROCESSING SOCIETY OF MANITOBA
L'ASSOCIATION CANADIENNE DE L'INFORMATIQUE DU MANITOBA

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GENERAL BY-LAWS

Pursuant to the Laws of the Province of Manitoba in Canada, we do hereby set forth, enact and adopt the following By-Law as a By-law of the Society:

I General

1.1 Definitions

Within this By-Law, the following words shall have the following meanings respectively:

1.1.1 Society

“Society means the Canadian Information Processing Society of Manitoba/L’Association Canadienne de l’informatique du Manitoba established under this By-Law, a corporation without share capital incorporated pursuant to the provisions of The Corporations Act (Manitoba).

1.1.2 National Society

“National Society” means the Canadian Information Processing Society, the federally incorporated national professional organization with which the Society holds common objects and standards.

1.1.3 By-Law

“By-law” means the by-law of the Society as contained in this document and any subsequent amendments to it.

1.1.4 Board

“Board” means the Board of Directors of the Society established under this By-Law.

1.1.5 Practice in the Field of Information Systems

“Practice in the Field of Information Systems’ means the investigation, analysis, design, development or management of information systems based on computer or related

technologies through the objective application of specialized knowledge and professional judgement.

1.1.6 Public

“Public” means any individual or body corporate, not a member of the Society, who has an interest in the Practice in the Field of Information Systems in the Province of Manitoba.

1.1.7 I.S.P./EATI Designation

“ISP Designation” means the Information Systems Professional of Canada designation, also known as the “ISP”, as established and managed nationally and internationally by the National Society. The EATI Designation means the *Expert agréé en technologies de l'information (EATI)* designation, as established and administered nationally and internationally by the National Society. The terms ISP and EATI are interchangeable.

1.1.8 Officer

“Officer” means an Officer of the Society; including the President, Vice President, Past President, Secretary and Treasurer, or such other officers as the Board may approve from time to time.

1.2 Name

The Society shall be known as the Canadian Information Processing Society of Manitoba / l'Association Canadienne de l'informatique du Manitoba.

1.3 Objects

The objects of the Society shall be:

1.3.1 Promotion of Professionalism in Information Systems

To enhance the professional standing of its members by actively promoting the ISP Designation through a program of education and support within the Province and by emphasizing the benefits of the designation to members and employers alike. These programs will be provided in co-operation with the National Society and its local sections.

1.3.2 Administration of the Professional Designation

To provide a Provincial body to administer the certification, standards, educational requirements and discipline of the ISP Designation, within Manitoba.

1.3.3 Protection of the Public

To promote ethical practices in the Field of Information Systems in order to protect and serve the public interest.

1.4 Code of Ethics and Standards

The Society shall endeavour to maintain the following in common with the National Society unless unique Manitoba conditions or requirements exist which exceed the standards of the National Society:

1.4.1 Code of Ethics

The Society shall adopt, maintain and support a code of professional ethics and conduct which shall be binding on all members of the Society.

1.4.2 Common Body of Knowledge

The Society shall adopt, maintain and promote a common body of knowledge with respect to information systems and to Practice in the Field of Information Systems.

1.4.3 Certification / Re-Certification Standards

The Society shall adopt, maintain and administer standards for the certification and re-certification of its members under the I.S.P. designation.

1.4.4 Accreditation Standards

The Society shall adopt, maintain and support standards for the accreditation of educational programs in the field of information systems.

1.5 Changes to the Code of Ethics and Standards

Changes to the Code of Ethics, the Common Body of Knowledge and Certification/ Re- Certification Standards must be approved by a majority of the Board of Directors and ratified at the next ensuing annual meeting of the members of the Society.

2 Membership

2.1 Eligibility

Anyone engaged in Practice in the Field of Information Systems in the Province of Manitoba or interested in the objects of the Society may become a member of the Society subject to its By-Laws; the Code of Ethics and such other requirements as may be established.

2.2 Members in Good Standing

Those members who

- a) have signed and agree to be bound by the Code of Ethics,
- b) have maintained their membership by payment of Society dues,
- c) have complied with the By-Laws of the Society, and
- d) are not under suspension or have not had their registration cancelled by an order of the Discipline Committee,

shall be considered as members in good standing.

2.3 Charter Members

Those members of the National Society in good standing who were registered as Certified Members of the National Society, resident in Manitoba at the date of incorporation of the Canadian Information Processing Society of Manitoba shall be considered as Charter Certified Members of the Society.

2.4 Types of Membership

The Society shall recognize six types of membership.

2.4.1 Certified Members

Those members, certified under the I.S.P. Designation, who otherwise maintain themselves as members in good standing of the Society, shall be considered as Certified Members and entitled to full rights and privileges of membership.

2.4.2 Candidate Members

Those members who are pursuing Certification under the I.S.P. Designation, but have not yet been certified, and who otherwise maintain themselves as members in good standing of the Society, shall be considered as Candidate Members.

Candidate Members have such other rights and privileges of membership as described in Section 2.5 and as prescribed by the Board of Directors from time to time.

2.4.3 Retired Members

Those Members who have retired from active Practice in the Field of Information Systems and who are Charter Members of the Society or have been Members in good standing of the Society for at least ten years may apply to be considered as Retired Members of the Society. Retired Members shall retain the full rights and privileges of membership.

Retired Certified Members need not meet any requirements for re-certification as long as they remain retired from active Practice in the Field of Information Systems.

Should a Retired Certified Member become engaged in active Practice in the Field of Information Systems, the member shall immediately re-apply to become a Certified Member and must meet all requirements for certification under the I.S.P. Designation in effect at the time of re-application.

2.4.4 Honorary Members

Those individuals who have made an outstanding contribution to the theory of, practice in, or professionalism in the Field of Information Systems may be nominated as an Honorary Member by any member in good standing, such nomination being supported by at least two other members in good standing. If approved by unanimous resolution of the Board, the nominated individual shall be considered as an Honorary Member and entitled to full rights and privileges of membership. Honorary Members shall have all dues or fees related to membership permanently waived.

2.4.5 Regular Members

These are persons actively engaged in, or interested in, the administration, practice, teaching, or study of information processing and have been duly admitted into the Society with the status of Regular Member. All Regular Members shall have the same rights, privileges and obligations, including voting and holding office in the Society.

2.4.6 Student Members

These are persons who are registered as full time students in a recognized educational institution, in Manitoba,

whether or not their abode is in Manitoba. All student members have the same rights, privileges and obligations as Regular Members.

2.5 Rights and Privileges of Membership

Unless otherwise stated elsewhere in this By-Law, all members who maintain their status as members in good standing shall have the right to:

- a) attend meetings of the Society,
- b) make representations at a meeting of the membership,
- c) subject to the provisions of Section 3.1, petition the Board for a special meeting of the membership,
- d) inspect the membership list and records of the Society as provided for in Section 4.2 and Section 4.3
- e) make representation to the Board on issues regarding professionalism and Practice in the Field of Information Systems,
- f) serve on committees appointed by the Board,
- g) vote on matters to be decided by the membership.
- h) be elected or appointed as a member of the Board,
- i) chair a Board-appointed committee.

In addition, unless otherwise stated elsewhere in this By-Law, all Certified Members of the Society shall have the exclusive right to:

- j) use the I.S.P. Designation within the Province of Manitoba,
- k) vote on matters relating to certification and discipline,

2.6 Administration of Membership

2.6.1 Application for Membership

Any person eligible to be a member of the Society may make application to become a member at any time. All applications must be submitted in writing to the Membership Committee and must be supported by at least two members of the Society in good standing.

2.6.2 Address of Record

For the purposes of this By-Law and any Society related communications, the address of record of any member shall be the member's address as last notified, by the member, in writing to the Society. It shall be the responsibility of the member to notify the Society of any change of address or other related information on a timely basis. Any notice mailed to the member at the address of record will be deemed received by the member at the date and time it was posted.

2.6.3 Dues

The Board shall be responsible for determining the amount of any dues, fees or charges required to be paid by the members and for setting the timing, period and duration for which they apply. The Board shall cause all members to be notified, at their address of record, of any such amounts at least two full calendar months in advance of the due dates. Any such amount not paid in full on the due date shall be considered delinquent. The Board shall notify the member of the delinquent amount and any additional penalties or fees. If payment in full is not received within two months of such delinquency notice, the member may be subject to suspension and cancellation of membership as provided for in this By-Law.

2.6.4 Transfer

The Society may establish reciprocal agreements with such other organizations that administer the I.S.P. Designation outside the Province of Manitoba whereby Certified Members may transfer memberships between jurisdictions on a temporary or permanent basis.

Such transfer shall not relieve the member from payment of dues or other monies owed to the Society at the time of the transfer, or give any right to refund or rebate of dues or other monies paid to the Society or to any portion or share of the assets of the Society.

2.6.5 Resignation

A member may resign from the Society at any time providing such resignation is made in writing.

Such resignation shall not relieve the member from payment of dues or other monies owed to the Society at the time of

the resignation, or give any right to refund or rebate of dues or other monies paid to the Society or to any portion or share of the assets of the Society.

2.6.6 Suspension and Cancellation

The rights and privileges of membership of any member may be suspended or cancelled at any time subject to an order of the Discipline Committee and such appeals as are provided for under section 5.8.1 of this By-Law.

Such order of suspension or cancellation of membership shall not relieve the individual from payment of dues or other monies owed to the Society at the time of the order, or give any right to refund or rebate of dues or other monies paid to the Society or to any portion or share of the assets of the Society.

3 Meetings of Members

3.1 Types of Meetings

There shall be special and annual meetings of members.

The annual meeting shall be held at such time and place in Manitoba as the Board may determine. This meeting will receive reports from the Officers and Committees of the Society for the year immediately past, elect Directors and Officers as required, approve the financial statements, and consider such other business of concern to the membership as the Board determines.

The Board may convene a special meeting of members at any time during the year. Members may require the Board to hold a special meeting through a petition in writing signed by twenty-five percent of members in good standing presented to the President or the Secretary. The President must call a Board meeting within 30 days and convene the special meeting of members within 90 days of the presentation of the petition.

Without limiting the generality of the foregoing, resolutions and special resolutions which would normally be considered at a special meeting may be voted upon by members by mail or electronic transmission, and, provided notice, as described in Section 3.2, has been given, the date by which votes are to be received shall be deemed to be the date of the special meeting as if one had been held.

3.2 Notice

The time and place of every annual or special meeting shall be given to each member thirty days before the date fixed for the holding of such meeting to the address of record last filed with the Society by such modern and traditional means as chosen by the Board.

3.3 Quorum

A quorum for the transaction of business at any annual or special meeting of members of the Society shall be the lesser of twenty-five Certified Members or twenty-five percent of Certified Members in good standing. If a quorum is not present, the meeting shall be automatically adjourned and the board must convene another meeting within forty-five days.

3.4 Voting

All resolutions or motions at an annual or special meeting of members of the Society regarding dissolution, amendments to the by-laws, or changes to the Code of Ethics, Common Body of Knowledge and Certification/Re-certification Standards shall be approved by a two-thirds majority vote of Certified Members.

All other resolutions or motions at an annual or special meeting of members of the Society shall be passed or rejected by a simple majority of the votes of Members.

At the discretion of the Board, votes may be cast in person at the meeting, or received by the Secretary by mail or electronic transmission twenty-four hours in advance of the meeting unless otherwise required by the By-Laws of the Society.

4 Administration of the Organization

4.1 Books and Records

The Board shall ensure that all necessary books and records of the Society required by law or the By- Laws of the Society are regularly and properly maintained.

The Board shall determine to what extent and at what times and places and under what conditions the books and records of the Society shall be open for inspection by the public, as may be conferred by law or authorized by the Board.

4.2 Inspection by Members

The books and records of the Society may be inspected by any member of the Society at the annual meeting or at any time upon giving reasonable notice and arranging a suitable time with the Secretary and Treasurer. All members of the Board shall have access to the books and records of the Society at any reasonable time.

4.3 Membership List

A simple list of member names and membership class shall be maintained and made available for inspection by any member of the Society upon giving reasonable notice and arranging a suitable time with the Secretary.

Any member shall have the right to request that any and all information of a personal or confidential nature provided to the Society, other than his name, address and membership type, not be published in the membership list of the Society. Such additional information required for the administration of the Society shall be maintained and held in the strictest confidence.

4.4 Head Office

The head office of the Society shall be situated at a place in the Province of Manitoba as determined by the Board.

4.5 Financial Year

Unless otherwise authorized by the Board, the financial year of the Society shall conclude on the thirtieth day of June of each year.

4.6 Budgets

The Executive Committee shall prepare the operating budget to be reviewed and approved by the Board prior to the start of the fiscal year. The Executive Committee may amend the budget at any time during the fiscal year with the prior approval of the Board.

4.7 Use of Funds

The Executive Committee may use the funds of the Society in accordance with the approved budget, and in furtherance of the Objects of the Society.

4.8 Auditing

A duly appointed independent review person who is not a member of CIPS Manitoba shall review the books, accounts and records of the Society as maintained by the Secretary and Treasurer at least once a year. Two members of the Society may be appointed by the Board as a Review Committee to assist in the review.

4.9 Borrowing

The Board from time to time, may enter into contracts or obligations on behalf of the Society for the purpose of obtaining credit or borrowing funds. All such contracts and obligations shall be signed by two members of the Board, authorized by the Board for that purpose, and are subject to the following conditions;

4.9.1 Short Term

For the purpose of carrying out regular Society business, the Board and Executive Committee are empowered to obtain services on account with suppliers for such amounts as may be reasonably incurred in providing services to the Society membership. Such accounts are to be paid in full within thirty days of the event or purchase with which they are associated.

4.9.2 Long Term

The Board and Executive Committee are not empowered to borrow funds, the payment obligations of which extend greater than one year, on behalf of the Society except as specifically permitted by resolutions passed by the Society membership at the annual meeting or a special meeting called for that purpose.

4.10 Cheques

All cheques, bills of exchange, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society shall be signed by two members of the Board duly authorized for that purpose by the Board.

Any one of such designated Board members may alone endorse notes and drafts for collection on account of the Society through its bankers and endorse notes and cheques for deposit with the Society. Any one of such designated officers may arrange, settle, balance, and certify all books and accounts between the Society and its bankers and may

receive all paid cheques and vouchers and sign all bank forms for settlement of balances and verification slips.

4.11 Corporate Seal

The Society shall have a Seal, which shall be affixed to documents only in the presence of two members of the Board duly authorized by the Board to attest to its use. The Seal of the Society shall at all times remain in the custody of the Secretary.

In the absence of the Seal, a document requiring certification by the Society shall be deemed certified if signed by two members of the Board duly authorized for that purpose by the Board as if their signatures were under the Seal of the Society.

4.12 Indemnification of Directors and Officers

Each Director or Officer of the Society, his heirs and assigns shall be indemnified and held harmless by the Society from all claims, costs or expenses arising from any action brought against him as a result of the execution, in good faith, of his duties as a Director or Officer of the Society. This indemnification does not include any claims, costs or expenses arising from the Directors' or Officers' intentional wrongful acts or fraudulent activity.

4.13 Declaration of Interest

Every Director or Officer of the Society who is party to a material contract or transaction or a proposed material contract or transaction with the Society, or is a Director or Officer of or has a material interest in any person or party to a material contract or transaction or proposed material contract or transaction with the Society shall disclose in writing to the Society or request to have entered in the minutes of the meeting of Directors the nature and extent of his or her interest. All such disclosures shall be made at the time required by the applicable provisions of the Corporations Act (Manitoba) and Directors shall refrain from voting in respect of any such contract or transaction unless otherwise permitted by the Act.

4.14 Avoidance Standards

If a material contract is made or a material transaction is entered into between the Society and a Director or Officer of

the Society or between the Society and any other party of which the Director or Officer of the Society is a director or officer or in which he has a material interest, the director is not accountable to the Society or its members for any profit or gain realized from the contract or transaction and the contract is neither void or voidable by reason only of the relationship or by reason only that the director is present at or is counted to determine the presence of a quorum at the meeting of directors that authorized the contract or transaction, if the Director or Officer disclosed his interest as hereinbefore provided and the contract or transaction was reasonable and fair to the Society at the time it was so approved. A Director or Officer acting honestly and in good faith is not accountable to the Society or its members for any profit or gain realized from any such contract by reason only of his holding the office of Director or Officer and the contract or transaction, if it was reasonable and fair to the Society at the time it was approved, is not by reason only of the Director's or Officer's interest therein void or voidable where the contract or transaction is confirmed or approved by special resolution at a meeting of the members duly called for the purpose; and the nature and extent of the Director's or Officer's interest in the contract or transaction is disclosed in reasonable detail in the notice calling the meeting.

4.15 Standard of Care

Every Director or Officer of the Society in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Society; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Society shall comply with the Act, the regulations, articles, and by-laws.

4.16 Insurance for Directors and Officers

The Society may purchase and maintain insurance for the benefit of the Directors or Officers of the Society, former Directors and Officers of the Society or persons who act or acted at the Society 's request as a director or officer of another body corporate and the person's heirs and legal representatives against any liability incurred in the capacity as a Director or Officer of the Society except where the

liability relates to the person's failure to act honestly and in good faith with a view to the best interest of the Society; or in his capacity as a director or officer of another body corporate where he acts or acted in that capacity at the Society's request, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the body corporate.

4.17 Dissolution of the Society

In the event that the Society is dissolved, the remaining assets of the Society shall be liquidated and the proceeds distributed to some other organization in Canada, having objects similar to those of the Society.

5 Organization of the Society

5.1 Board of Directors

The Society Board of Directors shall include the President, Vice President, Past President, Secretary, Treasurer and no more than eight additional Directors. All members of the Board shall be Members in good standing and shall include not less than 2 Certified or Candidate members.

The Board shall be the governing body of the Society responsible for setting direction and policy with full authority over all affairs of the Society. Unless otherwise provided for in this By-Law, all actions and decisions of the Board shall be final. The Past President shall act as an advisor to the President and the Board and shall undertake such special duties or assignments as may be requested by the Board from time to time.

A quorum for the transaction of business at any board meeting shall be one half of the Board Members. If a quorum is not present, the meeting shall be automatically adjourned and the board must convene another meeting within forty-five days.

All resolutions or motions at a board meeting of the Society shall be passed by a simple majority vote of Board Members.

5.2 Executive Committee

The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer. It shall be responsible for the day to day activities of the Society and for carrying out the instructions and directions of the Board.

5.2.1 President

The President shall act as the executive head of the Society and, when present, shall preside as chairman over all meetings of the Society, Board and Executive Committee. The President shall exercise supervision over the affairs of the Society. The President shall be responsible for enforcement of this By-Law and carrying out all orders and resolutions of the Board. The President shall exercise such authority within limits as shall be set by the Board from time to time. The President shall also have such additional responsibility as may be delegated by the Board.

The President is responsible to the Board. The President shall keep the Board informed of all aspects of the Society's affairs and shall consult with it on major activities. The President shall make reports to the general membership on behalf of the Board at each annual meeting and as directed by the Board.

5.2.2 Vice President

The Vice President is responsible to the Board and shall assume the duties of the President in the absence or disability of the President. The Vice President shall assist the President in the execution of his duties and responsibilities to the Board. The Vice President shall also have such additional responsibilities as may be delegated by the Board or the President.

5.2.3 Secretary

The Secretary is responsible to the Board and shall be responsible for the day to day affairs of the Society. The Secretary shall ensure all meetings of the Board, the Executive Committee and the Annual and any Special meetings of the membership in general are properly and accurately recorded. The Secretary shall keep all Society records and correspondence of a non-financial nature and shall be the custodian of the Seal of the Society.

5.2.4 Treasurer

The Treasurer is responsible to the Board and shall be responsible for the financial affairs of the Society. The Treasurer shall maintain the financial records of the Society and shall submit financial statements to the Board or any relevant governmental agency as directed by the Board or required by law. The Treasurer shall prepare, for

submission to the Annual Meeting, a set of financial statements approved by the independent reviewer or Review Committee as provided for in this By-Law.

5.3 Nomination and Election

A sufficient number of Directors required to fill all vacancies of the Board of Directors including those directors whose terms have expired and the Vice-President shall be elected at each annual meeting of the Society by a majority vote of all those eligible to vote.

At least sixty days prior to the annual meeting, the President shall call for nominations to be made in writing for Vice President and the Directors to be elected at the annual meeting. The nomination period shall be held open for at least twenty-one days. The names and qualifications of those nominated shall be distributed to the membership with the notice of the annual meeting.

The Board from among the members of the Board shall choose the Secretary and Treasurer for the coming year. Those members elected to the position of Vice President will fill the positions of President and Past President in succession.

5.4 Term

In general, Directors shall be elected for two years and the Vice President shall be elected for one year. Half of the Directors will be elected in each year.

Officers of the Society shall serve for one year. Each Director or Officer of the Society shall assume his duties immediately following the meeting at which he was elected and shall hold the position until his successor is elected and takes office, or the officer or director resigns from the Society, is terminated or is removed.

5.5 Resignation

Any director or officer may resign his position at any time providing the resignation is made in writing, thus creating a vacant position. The Board may appoint a Member to act in any vacant position until the next annual meeting or may choose to leave the position vacant until the next annual meeting of members.

5.6 Remuneration

Directors and Officers of the Society shall serve without remuneration or other consideration with the exception of reimbursement for such reasonable expenses as may be incurred in the course of Society business.

5.7 Committees

The Board may appoint such members in good standing as necessary to form committees to manage certain activities of the Society. All committee chairs shall be Members and shall report to the Board.

5.8 Standing Committees

5.8.1 Discipline

The Discipline Committee shall be appointed by the Board and shall consist of the Past President as chairman of the Discipline Committee and not less than three Certified Members in good standing. It shall be responsible for receiving, reviewing and deciding complaints against members of the Society and all other matters regarding discipline. It shall deal with all complaints under the By-Laws of the Society, including the Code of Ethics and Conduct.

The Discipline Committee will have such powers and follow such procedures in the reviewing and deciding of complaints as shall be prescribed by the Board of Directors from time to time. Upon receiving a written complaint against a member, the Discipline Committee shall serve notice of the complaint to the member named, providing a copy of the original complaint.

All members shall co-operate fully with the Discipline Committee or its representative during the course of any investigation undertaken and shall produce all documents or other information which, in the opinion of the Discipline Committee or its representative, are necessary to complete a proper investigation.

The Discipline Committee shall inform both the complainant and the member named in the complaint of its decisions in writing. The member named in the complaint shall have the right to appeal any decision of the Discipline Committee to the Board of Directors which may either approve or reverse,

either in whole or in part, a decision of the Discipline Committee. There shall be no appeal of a decision of the Board of Directors.

5.8.2 Registration

The Registration Committee shall be appointed by the Board and shall consist of not less than three Certified Members in good standing. It shall receive and consider applications from persons wishing to become Certified Members of the Society in accordance with the By-Laws of the Society and may approve the certification, refuse to approve the certification or defer approval until the applicant has successfully completed examinations, course work or work experience acceptable to the Society.

The Registration Committee shall send a written notice of any decision made by it to the applicant. If the decision made by the Registration Committee is to refuse the certification of the applicant, written reasons for the decision shall be sent to the applicant.

5.8.3 Membership

The Membership Committee shall be appointed by the Board and shall consist of not less than three Members in good standing. It shall receive and consider applications from persons wishing to become members of the Society in accordance with the By-Laws of the Society. It shall approve or decline the application based upon the eligibility criteria set forth in the By-Laws of the Society. It shall refer all applications for certification to the Registration Committee for further consideration.

The Membership Committee shall send a written notice of any decision made by it to the applicant. If the decision made by the Membership Committee is to refuse the application for membership, written reasons for the decision shall be sent to the applicant.

6 Amendment of the By-Laws

Amendments of this By-Law shall be proposed by the Board in writing and sent to the membership one month prior to the annual meeting or such special meeting as may be called for that purpose by the Board. Each amendment shall be discussed and voted on separately pursuant to Section 3. 1. Amendments of this By-Law shall not be made at any other time. No changes to the proposed amendments shall be allowed at the meeting except by unanimous approval of all eligible voters present at the meeting. Amendments shall be approved by a two-thirds majority vote of those members participating in the meeting pursuant to Section 3. 1.

7 Gender and Number

Within this By-Law words expressed in the singular include the plural and vice-versa.