

ADDENDUM BB

CIA LEARNING SYSTEM EDUCATION AGREEMENT

THIS ADDENDUM BB (“Addendum BB”) is made and entered into between The Institute of Internal Auditors, Inc., a not-for-profit corporation operating under the laws of the State of New York, (“The IIA”), and INSERT LEGAL INSTITUTE NAME, a INSERT ORGANIZING STRUCTURE whose business and affairs are conducted in INSERT COUNTRY, along with any of its subsidiaries and related business entities, known as IIA-INSERT INTERNAL NAME (collectively, “Institute”).

The parties agree that the Agreement is hereby supplemented as follows:

1. **Product Description.** The IIA’s CIA Learning System (“CIA Learning System”) is a comprehensive learning solution to help individuals prepare for the CIA exam. The CIA Learning System is accessed online, and may be supplemented with optional printed materials. CIA Learning System may be purchased and sold in single parts and full kit. The exam prep course is an instructor-led course that incorporates the CIA Learning System and can be delivered in-person or virtually to individuals preparing for the CIA exam. The IIA has developed exam prep course instruction materials for instructors to teach the course (“Instructor Kit”). The Instructor Kit includes printed materials and is accessed online.
2. **Licenses.**
 - a. The IIA grants Institute a non-exclusive, non-transferable, non-assignable license to use and sub-license the Instructor Kit to deliver training to individuals in the Exclusive Territory.
 - b. The IIA grants Institute a non-exclusive, non-transferable, non-assignable license to sell the CIA Learning System to individuals in the Exclusive Territory for course registration or self-study.
3. **IIA Materials.** The IIA is the sole owner of intellectual property in the materials used in connection with the course curriculum, including CIA Learning System, Instructor Kit, and all other materials created for or by The IIA. Institute is prohibited from altering or modifying these materials without The IIA’s prior written consent.
4. **Fees.** Subject to section 6 of the Agreement, Institute shall purchase CIA Learning System and Instructor Kits for each instructor at the rates set forth in Exhibit BB1. Institute agrees to pay all costs for CIA Learning System and Instructor Kit (including any shipping, taxes, duties, and tariffs).

Such fees may be changed from time to time by The IIA during the term of this Addendum BB through written notice.

5. **IIA Responsibilities.** The IIA shall have the following obligations and responsibilities:
 - a. Verify instructor names and credentials and facilitate distribution of Instructor Kit and online access to instructors;
 - b. Facilitate sale and distribution of CIA Learning System to Institute;
 - c. Post a link to the Institute’s instructor-led course offering on the CIA Learning System website, www.LearnCIA.com; and
 - d. Serve as the point of contact with Institute on all matters relating to this Addendum BB.
6. **Institute Responsibilities.** Institute shall have the following obligations and responsibilities:
 - a. Instructors must possess appropriate expertise and skills to deliver the training;
 - b. Instructors shall deliver the training exclusively for Institute;

- c. Instructors must be active Institute members and Certified Internal Auditors;
 - d. Institute shall ensure that each participant has purchased or owns the latest CIA Learning System as part of course registration; and
 - e. Institute will assume the cost of registration, marketing, instructor fees, and all other costs associated with course administration.
7. **Term and Termination:** The original term of Addendum BB shall continue through December 31, 2021. At the conclusion of the original term, or any subsequent term, Addendum BB will automatically renew for an additional one-year term unless written notification of non-renewal is given by one party to the other parties no fewer than thirty (30) days prior to the expiration of any term. The IIA may terminate this Addendum with or without cause upon thirty (30) days' written notice.

Each party is signing this Addendum BB on the date stated opposite that party's signature.

IIA-[INSERT INSTITUTE]
 (“Institute”)

The Institute of Internal Auditors, Inc.
 (“The IIA”)

Signature

Signature

Print Name and Title

Print Name and Title

EXHIBIT BB1

Fees current as of July 1, 2021 (all prices in USD)

Instructor Kit:

\$850 1st instructor kit purchased

\$300 each additional instructor kit purchased

\$150 upgrade fee for each previously purchased instructor kits when a new version is released

CIA Learning System:

Discounted Pricing		
Quantity	Single Part Online Only	Full Kit (parts 1-3) Online Only
1 to 24	\$165	\$450
25 to 99	\$150	\$410
100+	\$135	\$370

Optional Printed Materials for CIA Learning System (in addition to the online only costs above):

Full Kit \$100 + shipping

Single Part \$40 + shipping

Printed materials may not be purchased separately. An online license is required for all purchasers.