

## Amending Bylaw No. 2018-3

### To Amend the Bylaws of the Canadian Institute of Actuaries (Governance Review Phase 1 – Reserved Director Position for Recent FCIA)

**Whereas** in January 2016, in accordance with good governance practices, the Board undertook a review of the CIA’s governance model and practices;

**Whereas** in March 2016, an independent governance consultant was hired to assist the Board in conducting a comprehensive review of the CIA governance model and practices;

**Whereas** in September 2016, the independent governance consultant presented several recommendations to the CIA Board with regard to best practices and ways to enhance and strengthen the CIA’s governance and performance of fiduciary and operating responsibilities;

**Whereas** in September 2016, the Board created a task force charged with developing initial ideas for improving the CIA’s governance practices and organizational structure, taking into consideration the governance consultant’s recommendations;

**Whereas** in May 2017, after review by the Governance Committee and the Board, an initial draft of potential changes to the CIA’s organizational structure was released for consultation with the councils, the Actuarial Standards Board, the Actuarial Standards Oversight Council and other key CIA volunteer leaders;

**Whereas**, in September 2017, the Board discussed and provided its feedback on potential changes to the CIA’s governance practices as well as a revised draft of a potential new CIA organizational structure;

**Whereas**, in November 2017, the Board reviewed and approved for release to the membership and other stakeholders for consultation, proposed changes to the CIA’s governance practices, as well as a revised potential new CIA organizational structure;

**Whereas** in December 2017, proposed changes to the CIA’s governance practices were released for consultation with the CIA membership and other stakeholders;

**Whereas** the Board was presented, on or about March 23, 2018, with a final proposal and draft modifications (English and French) to the Bylaws related to changes to the CIA organizational structure, including the identification of the issues raised during the consultation period;

**Whereas** the Board is of the view that it is in the interest of the members and of the Institute to adopt the amendments to the Bylaws, as indicated in the documents provided to the members of the Board on or about March 23, 2018;

#### **Therefore, Be It Resolved:**

**That** the English and French versions of the Bylaws of the Institute be modified, as indicated in the documents provided to the members of the Board on or about March 23, 2018 and annexed as appendix E (English) and appendix F (French) to Amending Bylaw No. 2018-3.

**That** the changes referred to above and hereby adopted by the Board shall have force and effect as of July 1, 2018, provided such changes are confirmed by the members at the CIA Annual Meeting on June 21, 2018.

Adopted by the members of the Board on March 26, 2018 and confirmed by the members of the Institute at the CIA Annual Meeting on June 21, 2018.

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President

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Secretary-Treasurer

**Section 11  
The Board**

***Requirements and Terms of Office of Members of the Board***

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| Membership                                     | <p><b>11.01</b> <u>(1)</u> The Board shall consist of:</p> <p>(a) the Officers and 12 Directors, all elected or appointed as provided in this Section; and</p> <p>(b) the Chairpersons of the Councils who are not already elected or appointed as Officers or Directors, and who shall sit as <i>ex officio</i> members of the Board.</p> <p style="text-align: right;"><b>[Modified July 1/00; Modified Nov. 1/03; Modified July 1/06; Modified Jan. 1/07; <u>Modified July 1/18</u>]</b></p>  |
| <u>Membership – Reserved Director Position</u> | <p><u>(2) At least one Director shall be within seven years of having obtained Fellowship. <b>[Adopted July 1/18]</b></u></p>  |
| Eligibility for election                       | <p><b>11.02</b> (1) To be eligible for election or appointment as a member of the Board a person must be a Fellow who has not admitted guilt and accepted a recommendation of sanction pursuant to Bylaw 20.05 or been found guilty of an Offence by a Disciplinary Tribunal or an Appeal Tribunal in the last five years, and who has not been charged by the Committee on Professional Conduct pursuant to Bylaws 20.04(1)(c) or 20.04(1)(d) at the time of eligibility for election.</p> <p style="text-align: right;"><b>[Modified Nov. 20/98; Modified July 1/00; Modified June 1/12]</b></p> |
| Idem   | <p>(2) No Director whose term of office has not expired is eligible for election to the same office. No President shall be eligible for election to the same office for a second term or to any other office. No Secretary-Treasurer whose second term of office has not expired is eligible for election to the same office. <b>[Adopted July 1/00]</b></p>   |

- Terms of Office **11.03** Unless the office is vacated earlier,
- (a) each of the President, the President-elect and the Immediate Past President shall hold office for a period of one Board Year;
  - (b) the Secretary-Treasurer shall hold office for a period of two Board Years; and
  - (c) each Director shall hold office for a period of three Board Years. **[Modified July 1/00; Modified July 1/01]**

#### ***Election of Members of the Board***

- Eligibility for voting **11.04** All Voting Members shall be eligible to vote for members of the Board. Voting by proxy is not permitted. **[Modified July 1/00; Modified June 1/12]**

- Standing for election **11.04.1** All Fellows who
- (a) are eligible for election, pursuant to Bylaw 11.02, and
  - (b) meet the nomination requirements set forth in the Election Rules of Procedure established by the Elections Committee, pursuant to Bylaw 11.05(1),
- may let their name stand for election to the Board. **[Adopted July 1/07; Modified June 1/12]**

- Elections Committee **11.05** (1) Each Board Year, at least 18 weeks before the Annual General Meeting, the Board shall appoint an Elections Committee consisting of at least eight Fellows drawn from various practice areas, geographic locations and levels of experience, which shall have the following duties:
- (a) at least 12 weeks before the Annual General Meeting from which the election is to be effective, adopt Election Rules of Procedure, not in conflict with these Bylaws, for the conduct of the election;
  - (b) identify and encourage qualified candidates to allow their name to stand for election, in accordance with the Election Rules of Procedure;

- (c) prepare a list of candidates, in accordance with Bylaw 11.04.1, for election to the positions of President-elect, Secretary-Treasurer and Director, as required, in accordance with the requirements set out in Bylaw 11.01;
- (d) cause one election ballot containing the list of candidates to be made available to each Voting Member at least five weeks before the Annual General Meeting from which the election is to be effective, in accordance with the Election Rules of Procedure;
- (e) once the ballots are counted, contact the candidates with the results of the election;
- (f) prepare a report to the Board following the election, which may include recommendations for improvements to the election process in the future; and
- (g) such other duties as may be prescribed to it by the Board from time to time.

***[Modified July 23/97; Modified March 25/98; Modified July 1/00; Modified July 1/01; Modified Nov. 1/03; Modified July 1/07; Modified June 1/12; Modified July 1/18]***

Idem (2) No Chairperson or Vice-Chairperson of the Tribunal Panel, member of the Board, or Fellow whose name appears on the election ballot, shall be a member of the Elections Committee.

***[Adopted Nov. 1/03; Modified July 1/07; Modified June 1/12]***

First ballot **11.06 (1) [Note: repealed July 1/07]**  
***[Modified March 25/98; Modified July 1/00; Modified July 1/01]***

Contents of first ballot (2) ***[Note: repealed July 1/07]***  
***[Modified March 25/98; Modified July 1/00; Modified July 1/01; Modified Nov. 1/03]***

Forwarding to Members **11.07 [Note: repealed July 1/07]**  
***[Modified March 25/98; Modified July 1/00; Modified Nov. 1/03]***

Counting of votes on the first ballot **11.08 (1) [Note: repealed July 1/07]**  
***[Modified March 25/98; Modified July 1/00; Modified July 1/01; Modified Nov. 1/03]***

Idem	(2) <b>[Note: repealed July 1/07]</b>	<b>[Adopted Nov. 1/03]</b>
Contents of second ballot	<b>11.09 [Note: repealed July 1/07]</b> <b>[Modified July 1/00; Modified July 1/01; Modified Nov. 1/03]</b>	
Forwarding to Members	<b>11.10 [Note: repealed July 1/07]</b> <b>[Modified March 25/98; Modified July 1/01; Modified Nov. 1/03]</b>	
Delays	<b>11.11 [Note: repealed July 1/07]</b> <b>[Modified March 25/98; Modified July 1/01; Modified Oct. 29/01; Modified Nov. 1/03]</b>	
If election not completed	<b>11.12</b> If, for any reason, an election is not completed before the date of the Annual General Meeting, the President-elect shall nevertheless assume office as President as of the close of such meeting, the Immediate Past President shall vacate office and be succeeded by the retiring President, and all Directors and all other Officers shall remain in office until such time as the election is completed. <b>[Modified March 25/98; Modified July 1/00; Modified July 1/01; Modified July 1/07]</b>	
Declaration of those elected	<b>11.13</b> After the ballots are counted, the Elections Committee shall declare elected those candidates receiving the highest number of votes in accordance with the Election Rules of Procedure. If any Director whose term of office has not expired is elected an Officer, the Elections Committee shall declare elected, to fill the vacancy so created among the Directors, and to serve for the remainder of the unexpired term, the candidate having the next highest number of votes from among the candidates for Directors. <b>[Modified March 25/98; Modified July 1/00; Modified July 1/01; Modified July 1/07]</b>	

Irregularities in election      **11.14** If a petition signed by at least five Voting Members affirming that there have been irregularities in the election process is delivered, within seven days after the Annual General Meeting, to the Chairperson of the Tribunal Panel, the said Chairperson shall appoint a committee, to be designated a Committee of Adjudication, which shall consist of not less than five and not more than nine Voting Members (none of whom shall be members of the Elections Committee), who shall be empowered to resolve any irregularities which may be found. The decision of the Committee of Adjudication shall be final and without appeal.

**[Modified Nov. 20/98; Modified July 1/00; Modified June 1/12]**

### ***Vacancies***

Vacation of Office      **11.15** (1) The office of a member of the Board shall *ipso facto*, if not theretofore vacated, be vacated if such member

- (a) ceases to be a Fellow;
- (b) resigns the office by notice in writing to the Institute; or
- (c) admits guilt and accepts a recommendation of sanction pursuant to Bylaw 20.05, is found guilty of an Offence by a Disciplinary Tribunal and no notice of appeal has been filed within the specified period for the filing of a notice of appeal, or is found guilty of an Offence by an Appeal Tribunal.

**[Modified Nov. 20/98; Modified July 1/00; Modified July 1/01; Modified Oct. 29/01; Modified June 1/12]**

Removal from Office      (1.1) The Board may declare, by a vote of at least 75% of all members thereof, at a meeting called for the purpose, and following the execution of the process established by the Board, that the office of a member of the Board shall be vacated

- (a) by reason of the incapacity or dereliction of duty of such member;
- (b) by reason of a finding that such member is likely to bring the Institute or the profession into disrepute; or
- (c) for any reason that the Board, in its discretion, may determine to be valid. **[Adopted July 1/12]**

- Termination (2) The office of a member of the Board may also be terminated by resolution at any General Meeting if notice of submission of such resolution has been given to the Voting Members not less than 14 days before such meeting. [**Modified July 1/00; Modified June 1/12**]
- Abstain from participating (3) A member of the Board who has been charged by the Committee on Professional Conduct pursuant to Bylaws 20.04(1)(c) or 20.04(1)(d) shall abstain from participating in Board activities until the charge is dismissed by a Disciplinary Tribunal and no notice of appeal has been filed within the specified period for the filing of a notice of appeal, or until the charge is dismissed by an Appeal Tribunal.  
[**Adopted Nov. 20/98; Modified July 1/00; Modified July 1/01; Modified Oct. 29/01**]
- Filling of vacancies **11.16** (1) So long as there is a quorum of members of the Board remaining in office, when a vacancy occurs in the membership of the Board, other than by expiration of term of office, or by election of a Director as an Officer, such vacancy shall be filled as follows:
- (a) in the office of the President: by the President-elect for the balance of the current presidential term of office and one further term thereafter;
  - (b) in the office of the President-elect: by election at the next general election, at which time both a President and a President-elect shall be elected in accordance with a procedure to be determined by the Elections Committee;
  - (c) in the office of both the President and President-elect: by appointment by the Board of one of its members to the position of President, and by election of a Fellow to the position of President-elect, as described in Bylaw 11.16(1)(b);
  - (d) in the office of the Immediate Past President: by appointment by the Board from among other past Presidents qualified for such office;
  - (e) in the office of the Secretary-Treasurer: by appointment by the Board from among those Fellows qualified for such office; and

- (f) in the office of any Director: by appointment by the Board from among those Fellows qualified for such office.

**[Modified March 25/98; Modified July 1/00; Modified July 1/01; Modified June 1/12]**

Serving balance  
of term

- (2) In the case of (c), (d) and (f) above, the Fellow appointed or elected to fill the vacancy shall serve for the balance of the current term of the office vacated. In the case (e) above, the Fellow appointed to fill the vacancy shall serve until the next general election. Notwithstanding Bylaw 11.02(2), the Fellow appointed to fill the vacancy shall be eligible to be elected to the same office after the balance of the current term of the office vacated has been served.

**[Modified July 1/00; Modified Nov. 1/03; Modified June 1/12]**

Filling of  
vacancies

- (3) When a vacancy occurs in the membership of the Board by reason of expiration of term of office, such vacancy shall be filled as follows:

- (a) in the office of the President: by the President-elect;
- (b) in the office of the Immediate Past President: by the retiring President; and
- (c) in the office of any other member of the Board: by election by the Voting Members, as provided in this Section.

**[Modified July 1/00; Modified July 1/01; Modified June 1/12]**

**Section 24**  
**Transitional Provisions**

- Decisions                   **24.01** Any decision made or action taken, including any resolution, appointment, determination, approval or order, pursuant to the Bylaws as they existed on or before June 30, 2000, shall remain in force pursuant to the present Bylaws, and shall be accepted and deemed to have been made in accordance with the present Bylaws.  
**[Adopted July 1/00]**
- Member of  
Council / Board           **24.02** Notwithstanding Bylaw 11.01, every person who on June 30, 2000 was a member of the Former Council pursuant to the Bylaws as they existed on or before June 30, 2000, shall continue to act as a member of the Board pursuant to the present Bylaws. As a result, it is expected that the Board will be composed of 17 Directors and four Officers from July 1, 2000 to the close of the Annual General Meeting in 2001. Notwithstanding Bylaw 11.01 and in accordance with Bylaws 24.07 and 24.08, it is expected that the Board will be composed of 15 Directors and four Officers from the close of the Annual General Meeting in 2001 to the close of the Annual General Meeting in 2002. It is expected that the Board will be composed of 12 Directors and four Officers in accordance with Bylaw 11.01 as of the close of the Annual General Meeting in 2002. All such persons shall have the powers and perform all the duties of members of the Board pursuant to the present Bylaws.  
**[Adopted July 1/00]**
- President                   **24.03** The person who on June 30, 2000 was the President pursuant to the Bylaws as they existed on or before June 30, 2000, shall assume the office of President pursuant to the present Bylaws. Notwithstanding anything in the present Bylaws, this person's term of office as President shall expire at the close of the Annual General Meeting in 2001.  
**[Adopted July 1/00]**

- President-elect/  
Vice-President      **24.04** The person who on June 30, 2000 was the President-elect pursuant to the Bylaws as they existed on or before June 30, 2000, shall assume the office of Vice-President pursuant to the Bylaws in force as of July 1, 2000. Notwithstanding anything in the Bylaws in force as of July 1, 2000, this person shall assume the office of President at the close of the Annual General Meeting in 2001.  
*[Adopted July 1/00; Modified July 1/01]*
- Vice-President /  
President-elect      **24.04.1**The person who on June 30, 2001 was the Vice-President pursuant to the Bylaws as they existed on or before June 30, 2001, shall assume the office of President-elect pursuant to the present Bylaws. Notwithstanding anything in the present Bylaws, this person shall assume the office of President at the close of the Annual General Meeting in 2002.  
*[Adopted July 1/01]*
- Immediate Past  
President      **24.05** The person who on June 30, 2000 was the Immediate Past President pursuant to the Bylaws as they existed on or before June 30, 2000, shall assume the office of Immediate Past President pursuant to the present Bylaws. Notwithstanding anything in the present Bylaws, this person's term of office as Immediate Past President shall expire at the close of the Annual General Meeting in 2001.  
*[Adopted July 1/00]*
- Secretary-  
Treasurer      **24.06** The person who on June 30, 2000 was the Vice-President to whom the duties of Secretary and the duties of Treasurer were assigned pursuant to the Bylaws as they existed on or before June 30, 2000, shall assume the office of Secretary-Treasurer pursuant to the present Bylaws. Notwithstanding anything in the present Bylaws, this person's term of office as Secretary-Treasurer shall expire at the close of the Annual General Meeting in 2001.  
*[Adopted July 1/00]*

- Vice-President /  
Director
- 24.07** Notwithstanding Bylaw 11.01, any person who on June 30, 2000 was a Vice-President, other than the Vice-President to whom the duties of Secretary or the duties of Treasurer were assigned, pursuant to the Bylaws as they existed on or before June 30, 2000, shall assume the office of Director pursuant to the present Bylaws. In addition to their powers and duties as Directors, such persons may have additional powers and perform additional duties as may be assigned to such persons by the Board or the President. Notwithstanding anything in the present Bylaws, the term of office of each such person shall be two Board Years and shall be calculated from the date each such person assumed office as Vice-President. Notwithstanding anything in the present Bylaws, should the office of such a person be vacated by reason of expiration of term of office or for any other reason, such vacancy shall not be filled.
- [Adopted July 1/00]**
- Councillor /  
Director
- 24.08** Any person who on June 30, 2000 was a Councillor pursuant to the Bylaws as they existed on or before June 30, 2000, shall assume the office of Director pursuant to the present Bylaws. Notwithstanding anything in the present Bylaws, the term of office of each such person shall be three Board Years and shall be calculated from the date each such person assumed office as Councillor. Notwithstanding anything in the present Bylaws, it is expected that four new Directors will assume office at the close of the Annual General Meeting in 2001, and that four new Directors will assume office at the close of the Annual General Meeting in 2002.
- [Adopted July 1/00]**
- Student /  
Associate
- 24.09** Notwithstanding anything in the present Bylaws, any person who on June 30, 2001 was enrolled as a Student of the Institute pursuant to the Bylaws as they existed on or before June 30, 2001, shall continue to be enrolled as an Associate of the Institute as of July 1, 2001 pursuant to the present Bylaws.
- [Adopted July 1/01]**

- Decisions **24.10** Any decision made or action taken, including any resolution, appointment, determination, approval or order, pursuant to the Bylaws as they existed on or before June 30, 2006, shall remain in force pursuant to the present Bylaws, and shall be accepted and deemed to have been made in accordance with the present Bylaws.  
**[Adopted July 1/06]**
- Decisions **24.11** Any decision made or action taken, including any resolution, appointment, determination, approval or order, pursuant to the Bylaws as they existed on or before December 31, 2006, shall remain in force pursuant to the present Bylaws, and shall be accepted and deemed to have been made in accordance with the present Bylaws.  
**[Adopted Jan. 1/07]**
- Decisions **24.12** Any decision made or action taken, including any resolution, appointment, determination, approval or order, pursuant to the Bylaws as they existed on or before June 30, 2007, shall remain in force pursuant to the present Bylaws, and shall be accepted and deemed to have been made in accordance with the present Bylaws.  
**[Adopted July 1/07]**
- Decisions **24.13** Any decision made or action taken, including any resolution, appointment, determination, approval or order, pursuant to the Bylaws as they existed on or before May 31, 2012, shall remain in force pursuant to the present Bylaws, and shall be accepted and deemed to have been made in accordance with the present Bylaws.  
**[Adopted June 1/12]**
- Associate **24.14** Notwithstanding anything in the present Bylaws, any person who on May 31, 2012 was enrolled as an Associate of the Institute pursuant to the Bylaws as they existed on or before May 31, 2012, shall not automatically continue to be enrolled as an Associate of the Institute as of June 1, 2012 pursuant to the present Bylaws.  
**[Adopted June 1/12]**

Decisions **24.15** Any decision made or action taken, including any resolution, appointment, determination, approval or order, pursuant to the Bylaws as they existed on or before June 30, 2014, shall remain in force pursuant to the present Bylaws, and shall be accepted and deemed to have been made in accordance with the present Bylaws.  
**[Adopted July 1/14]**

Decisions **24.16** Any decision made or action taken, including any resolution, appointment, determination, approval or order, pursuant to the Bylaws as they existed on or before August 31, 2016, shall remain in force pursuant to the present Bylaws, and shall be accepted and deemed to have been made in accordance with the present Bylaws.  
**[Adopted Sept. 1/16]**

Decisions **24.17** Any decision made or action taken, including any resolution, appointment, determination, approval or order, pursuant to the Bylaws as they existed on or before June 30, 2018, shall remain in force pursuant to the present Bylaws, and shall be accepted and deemed to have been made in accordance with the present Bylaws.  
**[Adopted July 1/18]**