

MEMORANDUM

To: All Fellows, Affiliates, Associates, and Correspondents of the Canadian Institute of Actuaries

From: Sharon Giffen, President

Date: May 3, 2018

Subject: **Notice to Members – Proposed Bylaw Amendments Related to the Governance Review Phase 1 – Oversight of the Elections Committee**

Document 218063

Introduction

Following two years of review and consultation with CIA members and stakeholders, the Board has now considered the comments received and has adopted a final version of proposed bylaw amendments related to phase 1 of the proposed changes to the CIA's governance model and practices.

Phase 1 includes six sets of proposed bylaw amendments, each related to a separate element of the Bylaws. Login to the members' section of the website to view [all six sets of proposed amendments](#).

The enclosed material details the amendments related to the oversight of the Elections Committee which now require member confirmation, as well as the information you need to vote on the proposed amendments, prior to or at the June 2018 CIA Annual Meeting in Toronto.

Proposed Amendments

Appendix M contains the proposed amendments to sections 9 and 11 of the Bylaws. The amendments provide for the new Governance and Nominations Committee (committee of the Board) to appoint the Elections Committee.

Background

In January 2016, the Board began a review of the CIA's governance model and practices with the following goals:

- Improve overall effectiveness and efficiency of the various councils, committees, etc., eliminating overlapping responsibilities (with possible reduction in the number of committees), and clarifying responsibilities and accountability;
- Enhance the organizational structure in order to foster more strategic and forward thinking;

- Improve the volunteer experience in order to increase engagement; and
- Find ways to delegate more accountability to the Executive Director and the Head Office staff with regard to certain functions within their areas of expertise.

The Board hired an independent governance consultant to help. The consultant presented several recommendations to the Board.

The Board also asked the consultant to provide guidance with respect to any other best practices regarding to governance within an association.

The consultant reviewed the CIA’s governing documents and conducted interviews with several volunteer leaders and staff. The consultant presented several recommendations to the Board with regarding best practices and ways to enhance and strengthen the CIA’s governance and performance of fiduciary and operating responsibilities. The key recommendations the Board supported were as follows:

1. Independent “Regulatory” Oversight Roles:

- Consolidate all “regulatory” like Councils and Committees under a next generation Actuarial Standards Oversight Council (ASOC);
- Strengthen the long term/indirect influence of CIA over ASOC in a similar manner to how other regulating professions are structured;

2. Structure

- Clarify and document more thoroughly the roles and responsibilities of key players and bodies (terms of reference/mandates);
- Reduce the number of council and committees to a manageable level by undertaking (continue) a review of these bodies;
- Reduce the size of the Board over time;

3. Effective and Efficient Processes

- Implement more effective processes to enhance the management/oversight of the work of the CIA;
- Implement more effective Board meetings;
- Delegate more work and delegate more effectively to management;
- Ensure effective use of both management and volunteer efforts in carrying out the work of the CIA;

4. Continuous Improvement

Enhancing the governance of the CIA should be on-going rather than a “once every five or 10 years” strategic initiative.

A task force was struck to develop initial ideas for restructuring the CIA’s organizational structure. Working from the premise that no structure currently existed, the task force took a step back and considered all of the work that is undertaken by staff and volunteers.

The initial thinking was to separate the “work” from “thought-leadership” – a concept that was consistently maintained throughout the process. A key goal was also to ensure that member engagement would be high (i.e., valuable work would be done), and where actuarial skill is not

needed, that the work would be delegated to paid staff who are specialists with the relevant skills.

The task force developed an initial strawman of a potential new CIA organizational structure, which went through several iterations and consultations with the Governance Committee and the Board throughout the remainder of 2016 and early into 2017.

In May 2017, the task force developed a revised strawman and shared it with the CIA councils, the ASOC, and the Actuarial Standards Board (ASB) at their respective meetings, as well as with over 120 key volunteer leaders via three webcasts. Feedback was sought from these individuals who had significant experience working within the CIA's current (or past) organizational structure.

Their input allowed the Governance Committee to further refine the strawman and recommend to the Board in November 2017 that it be shared with all members for further input.

The Board initiated a [consultation on governance issues](#) that were not specifically related to the organizational structure in December 2017 and a [consultation on the proposed changes to the CIA's organizational structure](#) in February 2018.

The Governance Committee considered the comments received and presented a final set of proposed phase 1 bylaw amendments and a revised Policy on Councils to the Board. At its March 26, 2018 meeting, the Board approved the proposed phase 1 changes.

None of the proposed changes related to the creation of the Actuarial Profession Oversight Council (APOC) has been included in phase 1 of the governance changes. They will be prepared as part of phase 2 of the governance review. Phase 2 proposed changes will be further addressed with the ASOC and the ASB following the implementation of phase 1.

Process

In accordance with CIA Bylaws, these proposed amendments (appendices M and N) were adopted by the Board and are now being submitted to members for confirmation. Pursuant to Bylaw 10.04, the Board also approved the use of proxy voting that will enable the voting process to be carried out electronically. The enclosed procedure provides details on how this will be conducted.

Members are encouraged to become involved in this discussion by participating in one or more of the following activities:

Discussion – May 3 to June 21, 2018

You will find instructions on how to participate in the amendments listserver in this package of material. Normally once per week, designated representatives will respond to questions posed on the listserver.

Webcast – May 14, 2018 (separate English and French)

Please register for the English or French webcast on the CIA website under **Professional Development>Webcasts>Upcoming Webcasts**. Members of the CIA leadership will provide an overview of the amendments and will be available to answer your questions.

Please note, there will be no live voting during the webcast; see the procedure for proxy voting below.

Proxy Voting – May 23, 2018 to 3:00 p.m. EDT on June 19, 2018

Members may vote on the proposed bylaw amendments via proxy voting between May 23 and 3:00 p.m. EDT on June 19. Please note that members who have voted by proxy may not vote on the bylaw amendments in person on June 21, 2018.

General Business Session, 2018 CIA Annual Meeting—June 21 in Toronto, ON

Members may vote in person on June 21, 2018 at the General Business Session of the Annual Meeting. Members who are eligible to vote may discuss and vote on the proposed bylaw amendments. The results of these votes are combined with the votes received by proxy.

Date of Coming into Force

The Board has adopted a motion specifying that the proposed changes to the Bylaws regarding these matters come into force and effect on July 1, 2018, provided the membership confirms them at the June 2018 Annual Meeting.

Motion to be Adopted

Members of the Institute will be asked, via e-mail (for members who wish to vote by proxy) and at the General Business Session at the Annual Meeting on June 21, 2018, to adopt the following motion:

Motion That the Board decision on March 26, 2018 to adopt Amending Bylaw N° 2018-7 be confirmed.

Enclosures:

- Amending Bylaw No. 2018-7 (Governance Review Phase 1 – Oversight of the Elections Committee); and
- Appendices M and N (English and French) to the above, indicating proposed amendments to the Bylaws

SG

Amending Bylaw No. 2018-7

To Amend the Bylaws of the Canadian Institute of Actuaries (Governance Review Phase 1 – Oversight of the Elections Committee)

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 in February 2018, a proposed revised new CIA organizational structure was 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 M (English) and appendix N (French) to Amending Bylaw No. 2018-7.

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.

President

Secretary-Treasurer

Section 9 Committees, Task Forces and Councils

Appointment of committees and task forces

Appointment by the Board **9.01** (1) The Board shall appoint a Committee on Professional Conduct pursuant to Bylaw 20.01, with such powers as may be necessary or convenient for the purposes for which this committee is appointed. **[Modified Nov. 20/98; Modified July 1/00]**

Idem (2) The Board shall annually appoint a Tribunal Panel which shall consist of at least 15 Fellows, who have agreed in general terms to make themselves available for appointment to a Disciplinary Tribunal or an Appeal Tribunal. None of the President, the President-elect, the Immediate Past President or a member of the Committee on Professional Conduct shall be members of the Tribunal Panel. The Board shall also annually appoint two members of the Tribunal Panel to act as Chairperson and Vice-Chairperson of the Tribunal Panel, who shall have such powers as may be necessary or convenient for the purposes for which they are appointed. **[Adopted Nov. 20/98; Modified July 1/00; Modified July 1/01; Modified June 1/12]**

Idem (2.1) The Board shall appoint a ~~Governance and Nominations Elections Committee for the election of the Officers and Directors pursuant to Bylaw 11.05~~ Governance and Nominations Elections Committee for the election of the Officers and Directors pursuant to Bylaw 11.05, with such powers as may be necessary or convenient for the purposes for which this committee is appointed and which shall oversee the election of the Officers and Directors pursuant to Bylaw 11.05. **[Adopted Nov. 1/03; Modified July 1/18]**

Idem (3) The Board may appoint such committees or task forces, with such powers as may be necessary or convenient for the purposes for which these committees or task forces are appointed. **[Adopted July 1/00]**

Idem (4) A committee or task force appointed by the Board shall consist of such persons as are considered by the Board to be qualified to serve on the committee or task force. **[Adopted July 1/00]**

Composition	<p>9.07 Each Council shall consist of not less than six members or more than 12 members, including a Chairperson and a Vice-Chairperson. The members of a Council shall be appointed annually by the Board. No Officer shall sit as a member of a Council. Each Council shall include not more than two Directors.</p> <p style="text-align: right;"><i>[Adopted July 1/00; Modified Oct. 29/01; Modified July 1/13]</i></p>
Chairperson and Vice-Chairperson	<p>9.08 Each Council shall have a Chairperson and a Vice-Chairperson, who shall be appointed annually by the Board. The Chairperson shall sit as an ex officio member of the Board. No person shall serve as Chairperson for more than three consecutive years. No person shall serve as Vice-Chairperson for more than three consecutive years.</p> <p style="text-align: right;"><i>[Adopted July 1/00; Modified Nov. 1/03]</i></p>
Ex officio members	<p>9.09 Notwithstanding Bylaw 9.07, the Executive Director and the President shall sit as ex officio members of a Council, but shall not be entitled to vote, and shall not count towards the required minimum of six members or towards the quorum for a vote on a particular item of business. If the President is absent or unable to attend a meeting of a Council, the President may designate the President-elect or the Immediate Past President to sit as the ex officio member at such meeting.</p> <p style="text-align: right;"><i>[Adopted July 1/00; Modified July 1/01; Modified Oct. 29/01; Modified Jan. 1/03]</i></p>
Quorum	<p>9.10 The quorum of a Council for a vote on a particular item of business is 50% of the number of members thereof who have not declared themselves to be in a conflict of interest in respect of that item.</p> <p style="text-align: right;"><i>[Adopted July 1/00]</i></p>
Meetings	<p>9.11 Members of a Council may hold meetings in person or by such methods of communication as the Council may select from time to time by resolution. Every decision of a Council shall be taken by a majority of the members present at the meeting. In the event of a tie, the Chairperson of the meeting does not have a casting vote, and the motion is considered to be defeated.</p> <p style="text-align: right;"><i>[Adopted July 1/00; Modified July 1/01]</i></p>

- Records **9.12** A Council shall designate one of its members to ensure that proper records of the Council are kept. **[Adopted July 1/00]**
- Committee or task force **9.13** A Council may appoint such committees or task forces as it may deem necessary or convenient for the performance of its duties. Subject to Bylaw 9.15, such committees or task forces may be provided with such powers as may be necessary or convenient for the purposes for which they are appointed. **[Adopted July 1/00]**
- Idem **9.14** A committee or task force appointed by a Council shall consist of such persons as are considered by the appointing Council to be qualified to serve on the committee or task force. **[Adopted July 1/00]**
- Idem **9.15** All actions taken by committees and task forces appointed by a Council shall be subject to review and approval by the appointing Council. **[Adopted July 1/00]**
- Annual report to the Board **9.16** The Chairperson of a Council must make an annual report to the Board on the activities of the Council. The Chairperson of a Council shall also report to the Board at any time upon the request of the President or the Board. **[Adopted July 1/00]**

Member Services Council

- Establishment **9.17** **[Note: repealed July 1/14]** **[Adopted July 1/00]**
- Duties and purpose **9.18** **[Note: repealed July 1/14]** **[Adopted July 1/00; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]**
- Composition and performance of duties **9.19** **[Note: repealed July 1/14]** **[Adopted July 1/00]**

Eligibility and Education Council

Establishment	9.20	<i>[Note: repealed July 1/14]</i>	<i>[Adopted July 1/00]</i>
Duties and purpose	9.21	<i>[Note: repealed July 1/14]</i> <i>[Adopted July 1/00; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]</i>	
Composition and performance of duties	9.22	<i>[Note: repealed July 1/14]</i>	<i>[Adopted July 1/00]</i>

Practice Standards Council

Establishment	9.23	<i>[Note: repealed July 1/06]</i>	<i>[Adopted July 1/00]</i>
Duties and purpose	9.24	<i>[Note: repealed July 1/06]</i> <i>[Adopted July 1/00; Modified Nov. 22/01; Modified Jan. 1/03]</i>	
Composition and performance of duties	9.25	<i>[Note: repealed July 1/06]</i> <i>[Adopted July 1/00; Modified Nov. 22/01]</i>	
Due process required to adopt Standards of Practice	9.25.1	<i>[Note: repealed July 1/06]</i>	<i>[Adopted Nov. 22/01]</i>
Draft of proposed Standard of Practice	9.25.2	<i>[Note: repealed July 1/06]</i> <i>[Adopted Nov. 22/01; Modified Jan. 1/03]</i>	
Adoption of Standard of Practice	9.25.3	<i>[Note: repealed July 1/06]</i> <i>[Adopted Nov. 22/01; Modified Jan. 1/03]</i>	
Minor amendments	9.25.4	<i>[Note: repealed July 1/06]</i> <i>[Adopted Nov. 22/01; Modified Jan. 1/03]</i>	

Idem	9.25.5 <i>[Note: repealed July 1/06]</i>	[Adopted Nov. 22/01]
Review by the Board	9.26 <i>[Note: repealed July 1/06]</i>	[Adopted July 1/00]
<i>Practice Council</i>		
Establishment	9.27 <i>[Note: repealed July 1/14]</i>	[Adopted July 1/06]
Duties and purpose	9.28 <i>[Note: repealed July 1/14]</i>	[Adopted July 1/06]
Composition and performance of duties	9.29 <i>[Note: repealed July 1/14]</i>	[Adopted July 1/06]
Ex officio member	9.29.1 <i>[Note: repealed July 1/14]</i>	[Adopted Jan. 1/07]
Due process required to adopt practice-related material other than Standards of Practice	9.30 <i>[Note: repealed July 1/14]</i>	[Adopted July 1/06]

Section 11
The Board

Requirements and Terms of Office of Members of the Board

- | | |
|--------------------------|---|
| Membership | <p>11.01 The Board shall consist of:</p> <ul style="list-style-type: none"> (a) the Officers and 12 Directors, all elected or appointed as provided in this Section; and (b) the Chairpersons of the Councils who are not already elected or appointed as Officers or Directors, and who shall sit as ex officio members of the Board. <p style="text-align: right;"><i>[Modified July 1/00; Modified Nov. 1/03; Modified July 1/06; Modified Jan. 1/07]</i></p> |
| Eligibility for election | <p>11.02 (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;"><i>[Modified Nov. 20/98; Modified July 1/00; Modified June 1/12]</i></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.</p> <p style="text-align: right;"><i>[Adopted July 1/00]</i></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 Governance and Nominations Committee ~~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;
- (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 [<i>Note: repealed July 1/07</i>] [<i>Modified March 25/98; Modified July 1/00; Modified Nov. 1/03</i>]
Counting of votes on the first ballot	11.08 (1) [<i>Note: repealed July 1/07</i>] [<i>Modified March 25/98; Modified July 1/00; Modified July 1/01; Modified Nov. 1/03</i>]
Idem	(2) [<i>Note: repealed July 1/07</i>] [<i>Adopted Nov. 1/03</i>]
Contents of second ballot	11.09 [<i>Note: repealed July 1/07</i>] [<i>Modified July 1/00; Modified July 1/01; Modified Nov. 1/03</i>]
Forwarding to Members	11.10 [<i>Note: repealed July 1/07</i>] [<i>Modified March 25/98; Modified July 1/01; Modified Nov. 1/03</i>]
Delays	11.11 [<i>Note: repealed July 1/07</i>] [<i>Modified March 25/98; Modified July 1/01; Modified Oct. 29/01; Modified Nov. 1/03</i>]
If election not completed	11.12 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. [<i>Modified March 25/98; Modified July 1/00; Modified July 1/01; Modified July 1/07</i>]
Declaration of those elected	11.13 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. [<i>Modified March 25/98; Modified July 1/00; Modified July 1/01; Modified July 1/07</i>]

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]