

AMENDING BYLAW No. 2012-1

**TO AMEND THE BYLAWS OF THE CANADIAN INSTITUTE OF ACTUARIES
(Removal of a Board Member from Office)**

WHEREAS the CIA Board established the Task Force on Governance to be charged with identifying potential improvements to the CIA's governance model and practices;

WHEREAS the task force produced its final report and recommendations to the Board in September 2010;

WHEREAS the Board approved the recommendation of the task force to amend the Bylaws in order to grant the Board the required authority to remove from office a Board member, in exceptional circumstances;

WHEREAS the Board approved, in November 2011, the release of a draft proposal and general approach to the Bylaw amendments, to the members, for consultation;

WHEREAS the Board discussed, in March 2012, the final proposal and draft amendments to the Bylaws;

WHEREAS the Board is presented, on or about May 22, 2012, with a final proposal and draft modifications (to the English and French) versions of the CIA Bylaws;

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 CIA Bylaws, as indicated in the documents provided to the members of the Board on or about May 22, 2012;

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 May 22, 2012 and annexed as appendix A (English) and appendix B (French) to Amending Bylaw No. 2012-1.

THAT the changes referred to above and hereby adopted by the Board shall have force and effect as of July 1, 2012, provided such changes are confirmed by the members at the CIA Annual Meeting on June 21, 2012.

Adopted by the members of the Board on May 28, 2012 and confirmed by the members of the Institute at the CIA Annual Meeting on June 21, 2012.

President

Secretary-Treasurer