

# 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 – Conducting the Business of the Institute via Electronic Means**

*Document 218061*

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## 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 conducting the business of the Institute via electronic means 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 K contains the proposed amendments to sections 1, 10, 13, and 18 of the Bylaws. The amendments provide for the business of the Institute to be conducted via electronic means. The option to conduct business in person is also maintained.

The definition of General Meeting in section 1 now includes the ability to hold the meeting via electronic means.

The definition of Board Year in section 1 has been set to run from July 1 to June 30 each year, since the previous definition linked the Board Year to the close of the Annual General Meeting, which may now be held electronically. The symbolic transition of power at the renamed Annual CIA Conference (typically held in the last half of June each year) would continue to take place, but the official transition of power would occur on July 1.

The power to determine the date, time and place or means for all general meetings would now rest with the Board (see section 10). Previously, the President or President-elect had that

power for General Meetings convened by one of them or by five percent of Voting Members. There was a differentiation between the types of General Meetings, which has now been removed, for simplicity.

## **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:**

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

### **2. Structure**

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

### **3. Effective and Efficient Processes**

- a. Implement more effective processes to enhance the management/oversight of the work of the CIA;
- b. Implement more effective Board meetings;
- c. Delegate more work and delegate more effectively to management;

- d. 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 K and L) 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° 2018-6 be confirmed.**

**Enclosures:**

- Amending Bylaw No. 2018-6 (Governance Review Phase 1 – Conducting the Business of the Institute via Electronic Means); and
- Appendices K and L (English and French) to the above, indicating proposed amendments to the Bylaws

SG

## Amending Bylaw No. 2018-6

### To Amend the Bylaws of the Canadian Institute of Actuaries (Governance Review Phase 1 – Conducting Institute Business via Electronic Means)

**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 K (English) and appendix L (French) to Amending Bylaw No. 2018-6.

**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 1 Interpretation

**1.01** In these Bylaws, unless the context otherwise requires,

Actuarial Board for Counseling and Discipline	(1) “Actuarial Board for Counseling and Discipline” means the Actuarial Board for Counseling and Discipline established as an independent entity managed through the American Academy of Actuaries on January 1, 1992;
Actuarial Standards Board “Conseil des normes actuarielles”	(2) “Actuarial Standards Board” means the Actuarial Standards Board established by the Institute in Section 11.1 and that, as of January 1, 2007, is overseen by the Actuarial Standards Oversight Council; <b>[Adopted July 1/06; Modified Jan. 1/07]</b>  <b>[Note: Prior to its repeal on November 20, 1998, “Actuarial Standards Board” meant the Actuarial Standards Board established as an independent entity managed through the American Academy of Actuaries]</b>
Actuarial Standards Oversight Council “Conseil de surveillance des normes actuarielles”	(2.01.1) “Actuarial Standards Oversight Council” means the Actuarial Standards Oversight Council established by the Institute in Section 13.1; <b>[Adopted Jan. 1/07]</b>
Affiliate “affilié”	(2.1) “Affiliate” means, as of January 1, 2003, a person enrolled as an affiliate of the Institute; <b>[Adopted Jan. 1/03]</b>
American Academy of Actuaries	(3) “American Academy of Actuaries” means the American Academy of Actuaries organized under the Illinois General Not for Profit Corporation Act on April 29, 1966;
American Society of Pension Actuaries	(3.1) “American Society of Pension Actuaries” means the American Society of Pension Actuaries founded on October 21, 1966, with registered office in Arlington, Virginia; <b>[Adopted Nov. 20/98]</b>

*Bylaws*

Associate "associé"	(3.1.1) "Associate" means, as of July 1, 2001, a person enrolled as an associate of the Institute; <b>[Adopted July 1/01; Modified June 1/12]</b>
Board "Conseil d'administration"	(3.2) "Board" means, as of July 1, 2000, the governing body of the Institute, referred to as the Council in section 6 of the <i>Act to Incorporate Canadian Institute of Actuaries</i> , S.C. 1964-65, c. 76. In the present Bylaws, reference to the Board may also include the Former Council where the context so requires; <b>[Adopted July 1/00]</b>
Board Year "année-conseil"	(3.3) "Board Year" means the period between the close of two successive Annual General Meetings, and <u>for any period prior to July 1, 2018</u> , may include reference to the period between the close of two successive Annual General Meetings <del>prior to July 1, 2000 when the Board was referred to as the Council where the context so requires;</del> <b>[Adopted July 1/00; Modified July 1/18]</b>
Bylaws "statuts administratifs"	(4) "Bylaws" means the bylaws of the Institute as in effect from time to time;
Casualty Actuarial Society	(5) "Casualty Actuarial Society" means the Casualty Actuarial Society founded in 1914, with registered office in Arlington, Virginia;
Colegio Nacional de Actuarios, C.A.	(6) <b>[Note: repealed Nov. 20/98]</b>
Conference of Consulting Actuaries	(6.1) "Conference of Consulting Actuaries" means the Conference of Consulting Actuaries in Public Practice founded in 1949 and named Conference of Consulting Actuaries in 1991, with registered office in Buffalo Grove, Illinois; <b>[Adopted Nov. 20/98]</b>
Correspondent "correspondant"	(7) "Correspondent" means a person enrolled as a correspondent of the Institute;
Council "Conseil"	(8) <b>[Note: repealed July 1/00]</b>



## Bylaws

Criminal Conviction “condamnation au criminel”	(8.1) “Criminal Conviction” refers to any criminal offence, penal offence punishable by incarceration or offences of a similar nature for which an individual is convicted, found guilty of or pleads guilty to, and for which he or she has not been granted a record suspension, or a disciplinary determination of guilt other than a CIA Disciplinary Tribunal decision. <b>[Adopted Sept. 1/16]</b>
Director “administrateur”	(9) “Director” means a member of the Board who is not an Officer; <b>[Modified July 1/00]</b>
Council Year “année-conseil”	(10) <b>[Note: repealed July 1/00]</b>
Fellow	(10.01.1) “Fellow” means a person enrolled as a Fellow of the Institute; <b>[Adopted June 1/12]</b>
Former Council “ancien Conseil”	(10.1) “Former Council” means the governing body of the Institute, as it existed on or before June 30, 2000, continued under the present Bylaws as the Board; <b>[Adopted July 1/00]</b>
General Meeting “assemblée générale”	(11) “General Meeting” means a general meeting of the Institute <u>which may be held in person or via electronic means, as determined by the Board;</u> <b>[Modified June 1/12; Modified July 1/18]</b>
Guiding Principles “principes directeurs”	(11.1) “Guiding Principles” means the guiding principles of the Institute adopted in March 1993; <b>[Adopted July 1/06]</b>
Institute “Institut”	(12) “Institute” means the Canadian Institute of Actuaries incorporated by the <i>Act to Incorporate Canadian Institute of Actuaries</i> , S.C. 1964-65, c. 76; <b>[Modified July 1/00]</b>
Member “membre”	(13) <b>[Note: repealed June 1/12]</b>
Offence “infraction”	(14) “Offence” means any violation of the Bylaws, standards of practice or rules of professional conduct of the Institute;
Officer “dirigeant”	(15) “Officer” means a person holding the office of President, President-elect, Immediate Past President, or Secretary-Treasurer; <b>[Modified July 1/00; Modified July 1/01]</b>

## Bylaws

Respondent “intimé”	(16) “Respondent” means a Fellow, Associate or Affiliate with respect to whom information has been given, or against whom a complaint has been laid or a charge has been filed; <b>[Modified July 1/00; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]</b>
Society of Actuaries	(17) “Society of Actuaries” means the Society of Actuaries founded in 1949, with registered office in Schaumburg, Illinois;
Standards of Practice “normes de pratique”	(17.1) “Standards of Practice” means the standards of practice of the Institute in all areas of actuarial practice as in effect from time to time, adopted or amended prior to July 1, 2006 by the Practice Standards Council or by the Former Council of the Institute in accordance with the Bylaws, or adopted or amended on or after July 1, 2006 by the Actuarial Standards Board pursuant to procedures established by the Actuarial Standards Board; <b>[Adopted Jan. 1/07]</b>
Student “étudiant”	(18) <b>[Note: repealed June 1/12]</b> <b>[Modified July 1/01]</b>
Voting Member “membre votant”	(19) “Voting Member” means a Fellow or an Associate who is entitled to voting rights pursuant to Section 3.1. <b>[Adopted June 1/12; Modified Sept. 1/16]</b>
Gender	<b>1.02</b> (1) Words importing female persons include male persons and words importing male persons include female persons.
Number	(2) Words in the singular include the plural, and words in the plural include the singular.
Parts of speech and Grammatical forms	(3) Where a word is defined, other parts of speech and grammatical forms of the same word have corresponding meanings.
Time limits and Holidays	<b>1.03</b> (1) Where the time limited for doing an act under the Bylaws expires or falls on a Saturday, Sunday or statutory holiday, the act may be done on the next day that is not a Saturday, Sunday or statutory holiday.
Computation	(2) In computing the number of days between two events stipulated in the Bylaws, the day on which the first event happens is not counted, but all other days, including the day on which the second event happens are counted.

## Section 10 Institute Meetings

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| Annual General Meetings   | <p><b>10.01</b> (1) An Annual General Meeting shall be held in May or June each year. <del>Other General Meetings shall be held as determined by the Board.</del> <b>[Modified Sept. 10/97; Modified July 1/00; <u>Modified July 1/18</u>]</b></p>   |
| Additional General Meetings   | <p>(2) Additional General Meetings may be convened by order of the <u>Board</u>, President or the President-elect, or at the written request of five percent or more of the Voting Members. <b>[Modified July 1/00; Modified July 1/01; Modified June 1/12; <u>Modified July 1/18</u>]</b></p>   |
| Date, time, and place <u>or means by which a General Meeting will be held</u> | <p><b>10.02</b> (1) <del>The date, time and place of any General Meeting convened under Bylaw 10.01(1) shall be as determined by the Board.</del> The date, time, and place <u>or means by which a</u> General Meeting <u>will be held under Bylaw 10.01(2)</u> shall be as determined by the <del>Board</del><u>President</u>, subject to the requirement that the General Meeting <del>shall</del> be held within 90 days after the order or the written request is made. <b>[Modified Sept. 10/97; Modified July 1/00; <u>Modified July 1/18</u>]</b></p> |
| Notice  | <p>(2) A notice stating the date, time, and place <u>or means by which of a</u> General Meeting <u>will be held</u> and the general nature of the business to be transacted, <u>including all questions to be submitted to the Voting Members for confirmation</u>, shall be given to each person entitled to attend such meeting, or entitled to notice thereof, not less than <del>140</del> or more than 75 days before the date of the meeting. <b>[Modified Sept. 10/97; Modified Oct. 29/01; <u>Modified July 1/18</u>]</b></p>                        |
| Omission  | <p>(3) The accidental omission to give notice of any General Meeting to, or the non-receipt of any notice by, any person entitled to the notice shall not invalidate any resolution passed or any proceedings taken at such meeting. <b>[Modified Sept. 10/97]</b></p>   |

Voting at a meeting held in person

**10.03** (1) Except as provided in Bylaw 10.04, every question submitted to any General Meeting which is held in person shall be decided in the first instance by a show of hands and, in the event of a tie, the Chairperson shall, both on a show of hands and at a recording of the number of votes in favour of and opposed to a motion, have a casting vote in addition to the vote the Chairperson has as a Voting Member.

**[Modified March 25/98; Modified Nov. 1/03; Modified July 1/06; Modified June 1/12; Modified July 1/18]**

Voting at a meeting held via electronic means

(1.1) Every question submitted to any General Meeting which is held via electronic means shall be decided, pursuant to Bylaw 10.04, by the number of votes submitted by proxy, in favour of and opposed to a motion, and in the event of a tie, the Chairperson shall have a casting vote in addition to the vote the Chairperson has as a Voting Member.

**[Adopted July 1/18]**

Declaration of Chairperson

(2) At any General Meeting held in person, unless a recording of the number of votes in favour of and opposed to a motion is demanded, as provided in Bylaw 10.03(4), a declaration by the Chairperson that a resolution has been carried or carried unanimously or by any particular majority, or lost or not carried by a particular majority shall be conclusive evidence of the fact.

**[Modified Sept. 10/97; Modified July 1/18]**

Choosing of Chairperson

(3) At any General Meeting, if the President is absent, or is unable or refuses to act as Chairperson, the President-elect or failing the President-elect, the Immediate Past President, or failing the Immediate Past President, the Secretary-Treasurer, shall take the Chair. If all Officers are absent, or are unable or refuse to act as Chairperson, the Voting Members present at the meeting shall choose another member of the Board as Chairperson, and if no member of the Board is present or if all the members of the Board present decline to take the Chair, then the Voting Members shall choose one of their number who is a Fellow to be the Chairperson.

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

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| Recording of<br>the number of<br>votes | (4) At any General Meeting <u>held in person</u> a recording of the number of votes in favour of and opposed to a motion may be demanded by a minimum of 25 Voting Members present <u>in person</u> and it shall be taken during the meeting in such a manner as the Chairperson shall direct. <b>[Modified Sept. 10/97; Modified July 1/01; Modified June 1/12; Modified July 1/18]</b>                      |
| Proxies                                | <b>10.04</b> Voting by proxy may be permitted only for the purpose of conducting a vote on a matter that pursuant to the Bylaws may be dealt with by the Voting Members at a General Meeting and only in accordance with procedures established by the Board, the terms of which shall not otherwise be in conflict with these Bylaws.<br><b>[Modified Nov. 1/03; Modified July 1/06; Modified June 1/12]</b> |
| Quorum                                 | <b>10.05</b> (1) The number of Voting Members present to constitute a quorum shall be 100 for any Annual General Meeting and 50 for any other General Meeting. <b>[Modified June 1/12]</b>  |
| Quorum and<br>notice required          | (2) Subject to Bylaw 10.02(3), no business shall be transacted at any General Meeting unless <ul style="list-style-type: none"> <li>(a) the requisite quorum is present at the commencement of such business; and</li> <li>(b) the requisite notice with respect to the meeting has been given to the persons entitled thereto.</li> </ul> <b>[Modified Sept. 10/97]</b>                                      |

### Section 13 Duties of Officers

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|--------------------------|---|
| President                | <p><b>13.01</b> The President shall</p> <ul style="list-style-type: none"> <li>(a) when present, preside at all meetings of the Board and all General Meetings; and</li> <li>(b) have such other powers and duties as are incidental to the office of President or as may be assigned from time to time to the President by the Board or the Bylaws.</li> </ul> <p style="text-align: right;"><i>[Modified Nov. 20/98; Modified July 1/00]</i></p>  |
| President-elect          | <p><b>13.02</b> The President-elect shall</p> <ul style="list-style-type: none"> <li>(a) have all the powers and perform all the duties of the President when the President is absent, or is unable or refuses to act; and</li> <li>(b) have such other powers and duties as may be assigned from time to time to the President-elect by the Board, the President or the Bylaws.</li> </ul> <p style="text-align: right;"><i>[Modified July 1/00; Modified July 1/01]</i></p>                                       |
| Immediate Past President | <p><b>13.03</b> The Immediate Past President shall have such duties as may be assigned by the President, the Board or the Bylaws. In the case of the absence of both the President and the President-elect, or in the event of the inability or refusal of both to act, the Immediate Past President or the Secretary-Treasurer shall be designated by the Board to perform, for the time being, the duties of the President.</p> <p style="text-align: right;"><i>[Modified July 1/00; Modified July 1/01]</i></p> |
| Secretary-Treasurer      | <p><b>13.04</b> The Secretary-Treasurer shall</p> <ul style="list-style-type: none"> <li>(a) ensure that a record of General Meetings and of meetings of the Board is kept;</li> <li>(b) ensure that notices of such meetings are sent out;</li> <li>(c) ensure that separate rolls of Fellows, Associates, Affiliates and Correspondents are maintained;</li> <li>(d) with the approval of the President, conduct the correspondence of the Institute;</li> </ul>  |

- (e) subject to the instructions of the Board, be responsible for all records;
- (f) become custodian of the funds of the Institute;
- (g) ensure that notices of annual or other fees are sent out;
- (h) ensure that a full accounting is kept of all receipts and expenditures;
- (i) present at the Annual General Meeting a financial statement, which has been audited by a firm of chartered accountants appointed for that purpose by the Voting Members in accordance with Bylaw 10.03(1) or Bylaw 10.03(1.1)~~present at a General Meeting~~; and
- (j) have such other powers and duties as are incidental to the role of Secretary-Treasurer or as may be assigned from time to time by the Board, the President or the Bylaws.  
**[Modified July 1/00; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12; Modified July 1/18]**

Treasurer **13.05** [*Note: repealed July 1/00*]

The Board may delegate **13.06** In the case of absence or inability to act of any Officer, other than the President, or for any other reason that the Board may deem sufficient, the Board may, subject to Bylaw 13.03, delegate all or any of the duties and powers of such office to any other member of the Board for the time being. **[Modified July 1/00]**





- Confirmation by Voting Members (2) At the said meeting, the Voting Members may change the Bylaws, rules, regulations or Guiding Principles, provided that not less than two-thirds of the Voting Members ~~present and who~~ voting at the said meeting on the proposal concur in such repeal, re-enactment, alteration, addition or other change.  
**[Modified July 1/06; Modified June 1/12; Modified July 1/18]**
- Notice is proof of adoption **18.03** (1) Publication or notice, in any form, of a Bylaw, rule, regulation, Guiding Principle or recommendation, by the Institute to Fellows, Associates and Affiliates,  
 (a) is *prima facie* proof of its contents, of its adoption by the Board and of its confirmation by the Voting Members where required, and  
 (b) shall be deemed to be notice of its contents to Fellows, Associates and Affiliates.  
**[Adopted July 23/97; Modified July 1/00; Modified July 1/01; Modified Jan. 1/03; Modified July 1/06; Modified June 1/12]**
- Official notice by tribunals (2) A Disciplinary Tribunal and an Appeal Tribunal shall take official notice of the valid adoption and confirmation of the Bylaw, rule, regulation, Guiding Principle or recommendation, as well as of its contents and of its publication, without being specially pleaded.  
**[Adopted July 23/97; Modified July 1/06]**
- Certified copy (3) In every case in which the original record could be admitted in evidence, a copy of a document, Bylaw, rule, regulation, Guiding Principle, recommendation or proceeding of the Institute purporting to be certified under the seal of the Institute and the hand of the Executive Director thereof, is admissible in evidence without proof of the seal of the Institute or of the signature or official character of the person appearing to have signed it.  
**[Adopted July 23/97; Modified July 1/06]**

## 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]**