

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 – Elimination of the Election of Secretary-Treasurer**

Document 218053

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 elimination of the election of secretary-treasurer 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 C contains the proposed amendments to sections 1, 10, 11, 12, 13, 18, and 20 of the Bylaws. The proposed amendments eliminate the position of secretary-treasurer on the Board. The duties of the secretary-treasurer would now rest with the chair of a Board committee charged with overseeing the affairs of the Institute.

The work associated with the role has also been diminished in recent years with the appointment of a staff director of finance who operates at the CFO level.

This change reduces the overall size of the Board by one member.

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 C and D) 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, 2019, 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° 2018-2 be confirmed.

Enclosures:

- Amending Bylaw No. 2018-2 (Governance Review Phase 1 – Elimination of Election of Secretary-Treasurer); and
- Appendices C and D (English and French) to the above, indicating proposed amendments to the Bylaws

SG

Amending Bylaw No. 2018-2

To Amend the Bylaws of the Canadian Institute of Actuaries (Governance Review Phase 1 – Elimination of Election of Secretary-Treasurer)

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 C (English) and appendix D (French) to Amending Bylaw No. 2018-2.

That the changes referred to above and hereby adopted by the Board shall have force and effect as of July 1, 2019, 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 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
actuariales”

(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; **[Adopted July 1/06; Modified Jan. 1/07]**

[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]

Actuarial
Standards
Oversight
Council
“Conseil de
surveillance des
normes
actuariales”

(2.01.1) “Actuarial Standards Oversight Council” means the Actuarial Standards Oversight Council established by the Institute in Section 13.1; **[Adopted Jan. 1/07]**

Affiliate
“affilié”

(2.1) “Affiliate” means, as of January 1, 2003, a person enrolled as an affiliate of the Institute; **[Adopted Jan. 1/03]**

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; **[Adopted Nov. 20/98]**

Bylaws

Associate "associé"	(3.1.1) "Associate" means, as of July 1, 2001, a person enrolled as an associate of the Institute; [Adopted July 1/01; Modified June 1/12]
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; [Adopted July 1/00]
Board Year "année-conseil"	(3.3) "Board Year" means the period between the close of two successive Annual General Meetings, and may include reference to the period between the close of two successive Annual General Meetings prior to July 1, 2000 when the Board was referred to as the Council where the context so requires; [Adopted July 1/00]
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) [Note: repealed Nov. 20/98]
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; [Adopted Nov. 20/98]
Correspondent "correspondant"	(7) "Correspondent" means a person enrolled as a correspondent of the Institute;
Council "Conseil"	(8) [Note: repealed July 1/00]

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. [Adopted Sept. 1/16]
Director “administrateur”	(9) “Director” means a member of the Board who is not an Officer; [Modified July 1/00]
Council Year “année-conseil”	(10) [Note: repealed July 1/00]
Fellow	(10.01.1) “Fellow” means a person enrolled as a Fellow of the Institute; [Adopted June 1/12]
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; [Adopted July 1/00]
General Meeting “assemblée générale”	(11) “General Meeting” means a general meeting of the Institute; [Modified June 1/12]
Guiding Principles “principes directeurs”	(11.1) “Guiding Principles” means the guiding principles of the Institute adopted in March 1993; [Adopted July 1/06]
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; [Modified July 1/00]
Member “membre”	(13) [Note: repealed June 1/12]
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, <u>or</u> Immediate Past President, or Secretary Treasurer ; [Modified July 1/00; Modified July 1/01; Modified July 1/19]

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; [Modified July 1/00; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]
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; [Adopted Jan. 1/07]
Student “étudiant”	(18) [Note: repealed June 1/12] [Modified July 1/01]
Voting Member “membre votant”	(19) “Voting Member” means a Fellow or an Associate who is entitled to voting rights pursuant to Section 3.1. [Adopted June 1/12; Modified Sept. 1/16]
Gender	1.02 (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	1.03 (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

Annual General Meetings	10.01 (1) An Annual General Meeting shall be held in May or June each year. Other General Meetings shall be held as determined by the Board. [Modified Sept. 10/97; Modified July 1/00]
Additional General Meetings	(2) Additional General Meetings may be convened by order of the President or the President-elect, or at the written request of five percent or more of the Voting Members. [Modified July 1/00; Modified July 1/01; Modified June 1/12]
Date, time and place	10.02 (1) The date, time and place of any General Meeting convened under Bylaw 10.01(1) shall be as determined by the Board. The date, time and place of any General Meeting under Bylaw 10.01(2) shall be as determined by the President, subject to the requirement that the General Meeting shall be held within 90 days after the order or the written request is made. [Modified Sept. 10/97; Modified July 1/00]
Notice	(2) A notice stating the date, time and place of a General Meeting and the general nature of the business to be transacted shall be given to each person entitled to attend such meeting, or entitled to notice thereof, not less than 10 or more than 75 days before the date of the meeting. [Modified Sept. 10/97; Modified Oct. 29/01]
Omission	(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. [Modified Sept. 10/97]

- Voting **10.03** (1) Except as provided in Bylaw 10.04, every question submitted to any General Meeting 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]
- Declaration of Chairperson (2) At any General Meeting, 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]**
- 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; Modified July 1/19]
- Recording of the number of votes (4) At any General Meeting 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 and it shall be taken during the meeting in such a manner as the Chairperson shall direct.
[Modified Sept. 10/97; Modified July 1/01; Modified June 1/12]

- Proxies **10.04** 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.
[Modified Nov. 1/03; Modified July 1/06; Modified June 1/12]
- Quorum **10.05** (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. **[Modified June 1/12]**
- Quorum and notice required (2) Subject to Bylaw 10.02(3), no business shall be transacted at any General Meeting unless
- (a) the requisite quorum is present at the commencement of such business; and
 - (b) the requisite notice with respect to the meeting has been given to the persons entitled thereto.
- [Modified Sept. 10/97]**

Section 11
The Board

Requirements and Terms of Office of Members of the Board

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|--------------------------|---|
| Membership | <p>11.01 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 ex officio members of the Board.</p> <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; Modified July 1/19]</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~~
 - (~~b~~e) each Director shall hold office for a period of three Board Years. **[Modified July 1/00; Modified July 1/01; Modified July 1/19]**

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;
- (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]

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) <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; <u>Modified July 1/19</u>]</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; and
- ~~(e) in the office of the Secretary-Treasurer: by appointment by the Board from among those Fellows qualified for such office; and~~

(ef) 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; Modified July 1/19]

Serving balance
of term

(2) In the case of (c), (d) and (ef) 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; Modified July 1/19]

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 Director~~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; Modified July 1/19]

Section 12 Meetings of the Board

- | | |
|----------------------|--|
| Date, time and place | <p>12.01 (1) Meetings of the Board shall be held at such dates, times and places as the Board may determine, from time to time by resolution. A meeting of the Board may also be convened by the President or the President-elect, or by any four other members of the Board. Meetings may be held in person or by such methods of communication as the Board may select from time to time by resolution. [Modified July 1/00; Modified July 1/01]</p> |
| Notice | <p>(2) Notice of the date, time and place of any meeting of the Board shall be given to each member of the Board, at least seven days before the appointed time. A member of the Board who becomes such within the period of seven consecutive days immediately preceding the meeting shall be given notice of such meeting as soon as is practicable. Meetings of the Board may be held at any date, time and place without formal notice if all the members of the Board are present, or those absent have waived notice or have signified their consent to the meeting being held in their absence to the President<u>Secretary-Treasurer</u>. [Modified July 1/00; Modified July 1/19]</p> |
| Quorum | <p>12.02 (1) Members of the Board shall act honestly and in good faith with a view to the best interest of the Institute. They shall declare to the Board any situation which places them in a position of conflict of interest in respect of any item of business and shall refuse to participate in that item. [Adopted Nov. 20/98; Modified July 1/00]</p> |

- Idem (2) The quorum of the Board for a vote on a particular item of business is the greater of six and 50% of the number of members of the Board who have not declared themselves to be in a conflict of interest in respect of that item.
- [Note: Bylaw 12.02(2) was revised September 10, 1997 to reflect a quorum of eight. This revision was not confirmed at the November 20, 1997 General Business Session and has therefore lapsed.]**
[Modified Nov. 20/98; Modified July 1/00]
- Voting **12.03** (1) Unless provided otherwise, questions arising at any meeting of the Board shall be decided by a majority of votes.
[Modified July 1/00]
- Tie (2) In the event of a tie, the Chairperson of the meeting shall have a casting vote in addition to the vote the Chairperson has as a member.
- Vacancy **12.04** The Board may act notwithstanding any vacancy in its membership provided there is a quorum, and the other requisites to the constituting of a meeting of the Board have been met.
[Modified July 1/00]
- Ex officio members **12.05** Notwithstanding anything in the present Bylaws, the Chairpersons of the Councils who are not already elected or appointed as Officers or Directors, shall sit as ex officio members of the Board, but shall not be entitled to vote, and shall not count towards the quorum for a vote on a particular item of business.
[Adopted Nov. 1/03; Modified July 1/06; Modified Jan. 1/07]

Section 13
Duties of Members of the Board Officers

- | | |
|--|---|
| President | <p>13.01 The President shall</p> <ul style="list-style-type: none"> (a) when present, preside at all meetings of the Board and all General Meetings; and (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. <p style="text-align: right;"><i>[Modified Nov. 20/98; Modified July 1/00]</i></p> |
| President-elect | <p>13.02 The President-elect shall</p> <ul style="list-style-type: none"> (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 (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. <p style="text-align: right;"><i>[Modified July 1/00; Modified July 1/01]</i></p> |
| Immediate Past President | <p>13.03 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; Modified July 1/19]</i></p> |
| <u>Committee charged to oversee affairs of the Institute</u>
Secretary-Treasurer | <p>13.04 The Board Secretary-Treasurer shall <u>appoint a Director who shall serve as Chair of a Committee of the Board charged to</u></p> <ul style="list-style-type: none"> (a) ensure that a record of General Meetings and of meetings of the Board is kept; (b) ensure that notices of such meetings are sent out; (c) ensure that separate rolls of Fellows, Associates, Affiliates and Correspondents are maintained; (d) with the approval of the President, conduct the correspondence of the Institute; |

- (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 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 1/19]**

Treasurer

13.05 [Note: repealed July 1/00]

The Board may
delegate

13.06 [Note: repealed July 1/19]~~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]

Section 18
Addition to or Amendment or Alteration
of Bylaws, Rules, Regulations or Guiding Principles

- Procedure **18.01** (1) Bylaws, rules, regulations, or Guiding Principles of the Institute may be repealed, re-enacted, altered, added to, or otherwise changed by the Board at a meeting thereof, provided that proper notice specifying such change shall have been given to the members of the Board and that a majority of all members of the Board are present at the meeting, and that a majority of all members of the Board concur in such change.
[Modified July 1/00; Modified July 1/06]
- Force and effect (2) Every such repeal, re-enactment, alteration, addition or change by the Board shall have force and effect only until the next ensuing General Meeting, and in default of confirmation thereat, shall at and from that time cease to have validity, force or effect.
[Modified July 1/00]
- Confirmation by
Voting
Members (3) At a General Meeting, the Voting Members may confirm the repeal, re-enactment, alteration, addition or other change of any said Bylaw, rule, regulation or Guiding Principle, provided that proper notice shall have been given to the Voting Members specifying such change, and a majority of them, voting either in person, or by proxy in accordance with Bylaw 10.04, concur in the confirmation of such repeal, re-enactment, alteration, addition or other change.
[Modified Nov. 1/03; Modified July 1/06; Modified June 1/12]
- Request by
Voting
Members **18.02** (1) At the written request of five percent or more of the Voting Members proposing the repeal, re-enactment, alteration, addition, or other change in the Bylaws, rules, regulations or Guiding Principles, the President shall direct the ~~Executive Director~~~~Secretary-Treasurer~~ to give notice to the Voting Members of such proposal. This notice shall be given to the Voting Members at least 14 days before the next General Meeting. The proposal shall be dealt with at that meeting.
[Modified July 1/00; Modified July 1/06; Modified June 1/12; Modified July 1/19]

- 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 voting at the said meeting concur in such repeal, re-enactment, alteration, addition or other change. **[Modified July 1/06; Modified June 1/12]**
- 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 20 Discipline

Constitution and Powers of the Committee on Professional Conduct

Jurisdiction of the Committee on Professional Conduct	<p>20.01 (1) The Committee on Professional Conduct is constituted to handle all disciplinary matters concerning the Institute's Fellows, Associates and Affiliates and to provide them with counselling and education concerning disciplinary matters. The Committee shall deal with</p> <ul style="list-style-type: none"> (a) every complaint alleging that a Fellow, Associate or Affiliate has committed an Offence; (b) any information that it may receive concerning the conduct of a Fellow, Associate or Affiliate; and (c) every general inquiry. <p style="text-align: right;">[Modified Nov. 20/98; Modified July 1/00; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]</p>
Idem	<p>(1.1) The Committee on Professional Conduct shall also handle all disciplinary matters concerning members of bilateral organizations, as defined in Bylaw 20.14, regarding such members' practice or professional conduct in Canada in accordance with Bylaws 20.13 to 20.17 and Section 21. In Sections 20 and 21, the terms "Fellow", "Associate", "Affiliate" and "Respondent" shall include a member of a bilateral organization for the purposes set out in Bylaws 20.13 to 20.17 and Section 21.</p> <p style="text-align: right;">[Adopted Nov. 20/98; Modified July 1/00; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]</p>
Composition and quorum	<p>(2) The Committee on Professional Conduct shall consist of at least 10 members, including a Chairperson and one or more Vice-Chairpersons, and shall be appointed annually by the Board. Five members shall constitute a quorum of the Committee, except that seven members shall constitute a quorum for the conduct of a vote to file a charge against a Fellow, Associate or Affiliate.</p> <p style="text-align: right;">[Modified Nov. 20/98; Modified July 1/00; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]</p>

- Delegation to sub-group (2.1) The Chairperson of the Committee on Professional Conduct may appoint a sub-group which shall consist of no more than three members of the Committee and shall have such powers as may be necessary or convenient for the purposes for which the sub-group is appointed. Notwithstanding any other Bylaw, the Committee may delegate any of its duties and powers to such sub-group, including those set out in Bylaws 20.02(4), 20.02(5), 20.03(1) and 20.03(2), but shall not delegate its duties and powers to dismiss a complaint or information as set out in Bylaws 20.02(6) and 20.04(1)(a), to lay a complaint as set out in Bylaws 20.02(7) and 20.03(6), to refer a complaint to an Investigation Team as set out in Bylaw 20.02(7), to file a charge and proceed with private admonishment proceedings as set out in Bylaws 20.02(7.1), 20.04(1)(b) and 20.04.1(1), to file a charge and make a recommendation of sanction as set out in Bylaws 20.04(1)(c) and 20.05(1), to file a charge and refer it to a Disciplinary Tribunal as set out in Bylaws 20.04(1)(d) and 20.04(3), or to refer a previous charge to a Disciplinary Tribunal as set out in Bylaws 20.04.1(4) and 20.05(5). **[Adopted Oct. 20/06]**
- Secretary (3) The Chairperson of the Committee on Professional Conduct shall appoint one of the members of the Committee as the Secretary of the Committee. The Secretary shall ensure that the records of the Committee are kept. **[Modified Nov. 20/98]**
- Immediate Past President as *ex-officio* member (4) No member of the Board shall sit as a member or *ex-officio* member of the Committee on Professional Conduct, except the Immediate Past President who shall sit as an *ex-officio* member of the Committee and shall be entitled to vote. The Immediate Past President shall count as one of the required minimum of 10 members but shall not act as Chairperson, Vice-Chairperson or Secretary of the Committee. **[Modified Nov. 20/98; Modified July 1/00]**
- Conflict of interest (5) Members of the Committee on Professional Conduct must refuse to participate in any matter in which they consider themselves to be in a position of conflict of interest. If the Chairperson or the Secretary of the Committee is in such a conflict, a Chairperson or Secretary shall be appointed by the other participating members or by the Chairperson of the Committee, as the case may be, regarding that matter. **[Modified Nov. 20/98]**

- Meetings (6) Members of the Committee on Professional Conduct may hold meetings in person or by such methods of communication as the Committee may select from time to time by resolution. Every decision of the Committee shall be taken by a majority of the members present at the meeting. In the event of a tie, the Chairperson does not have a casting vote, and the motion is considered to be defeated.
[Modified Nov. 20/98; Modified July 1/01]
- Confidentiality of deliberations (7) Except as provided in the Bylaws, the deliberations of the Committee on Professional Conduct and any of the Investigation Teams, including the records and minutes, are confidential, unless the Committee otherwise decides in relation to a particular matter. Meetings of the Committee may only be attended by members of the Committee and by any other person invited to attend by the Chairperson of the Committee.
[Adopted Nov. 5/96; Modified Nov. 20/98]
- Idem (8) All persons present at a meeting of the Committee on Professional Conduct or of an Investigation Team shall be personally bound to uphold the confidentiality of the deliberations and of any information obtained in connection with such a meeting, whether verbal or in written form, and whether obtained before, during or after such a meeting. *[Adopted Nov. 5/96; Modified Nov. 20/98]*
- Idem (9) If confidential information is sought from a person bound by this Section, such person shall immediately inform the Chairperson of the Committee on Professional Conduct of such a request and refrain from responding to the request unless authorised expressly by the Chairperson of the Committee, or required to do so by law or by order of a Disciplinary Tribunal or an Appeal Tribunal.
[Adopted Nov. 5/96; Modified Nov. 20/98]
- General Inquiry**
- Inquirer **20.01.1(1)** A general inquiry may be made by any person or organization.
[Adopted Nov. 20/98]

Content of general inquiry (2) The Committee on Professional Conduct shall receive general inquiries on the appropriateness of the Institute's Standards of Practice, Rules of Professional Conduct or accepted actuarial practice. A general inquiry shall not refer to the identity of, or the work performed by, any Fellow, Associate or Affiliate. Any request or information that makes such reference shall be dealt with as a complaint or information in accordance with Section 20.
[Adopted Nov. 20/98; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]

Referral (3) A general inquiry shall be referred by the Committee on Professional Conduct to the appropriate committee of the Institute. However, if such a general inquiry is not within the mandate of a specific committee of the Institute, it shall be referred to the Officers to decide on the forum for consideration of the inquiry.
[Adopted Nov. 20/98; Modified July 1/00]

Response (4) The committee or other forum to which the general inquiry is referred shall provide its response regarding the inquiry to the inquirer in writing within a reasonable period of time.
[Adopted Nov. 20/98]

Laying of a Complaint and Providing Information

Laying of a complaint or providing information **20.02** (1) A complaint may be laid or information may be provided by any person or organization, including a bilateral organization, regarding the practice of a Fellow, Associate or Affiliate or regarding the practice in Canada of a member of a bilateral organization, in accordance with Bylaws 20.13 to 20.17. Every complaint or information shall be received by the Secretary of the Committee on Professional Conduct.
[Modified Nov. 20/98; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]

- Jurisdiction (2) The Committee on Professional Conduct shall determine whether it has jurisdiction, pursuant to Bylaw 20.01(1), to handle the complaint or information received. If the Committee decides that the matter should be handled by a bilateral organization, the Secretary of the Committee shall forward the complaint or information to that organization. Should that organization refuse to handle the matter or should it be unclear whether the matter constitutes practice in Canada or practice in the jurisdiction of the bilateral organization, the Committee shall retain jurisdiction to handle the complaint or information received in accordance with the Bylaws.
[Modified Nov. 20/98]
- Confidentiality agreement (3) Where a person or an organization lays a complaint against, or provides information concerning, a Fellow, Associate or Affiliate, the Committee on Professional Conduct shall promptly request that the complainant or informant agree in writing to keep confidential any information provided to such complainant or informant on a confidential basis concerning the application of the disciplinary process, if any, to the Fellow, Associate or Affiliate. If the complainant or informant refuses or fails to provide such written agreement, the Committee shall not provide such complainant or informant with any further notification or confidential information concerning the application of the disciplinary process, if any, to the Fellow, Associate or Affiliate.
[Modified Nov. 20/98; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]
- Information from complainant or informant (4) Before deciding whether an Offence may have been committed by a Fellow, Associate or Affiliate, the Committee on Professional Conduct may communicate with the complainant or informant to obtain additional information regarding the complaint laid or information received, to the extent required to determine whether an Offence may have been committed.
[Modified Nov. 20/98; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]

- Response by Fellow, Associate or Affiliate
- (5) Before deciding whether an Offence may have been committed by a Fellow, Associate or Affiliate, the Committee on Professional Conduct may deliver a copy of the complaint laid or information received, as well as any additional information obtained pursuant to Bylaw 20.02(4), to the Fellow, Associate or Affiliate. Within 30 days of such delivery, or such greater period as the Committee may consider appropriate in the circumstances, the Fellow, Associate or Affiliate may provide a written response thereto or any other explanation which may be warranted in the circumstances.
- [Modified Nov. 20/98; Modified July 1/01; Modified Jan. 1/03; Modified Oct. 20/06; Modified June 1/12]**
- Dismissal and letter of advice
- (6) Where, on the basis of all information obtained, the Committee on Professional Conduct is of the opinion that an Offence has not been committed by the Fellow, Associate or Affiliate, it shall dismiss the complaint or information and shall notify the Fellow, Associate or Affiliate and, subject to Bylaw 20.02(3), the complainant or informant within a reasonable period of time in writing of this decision. It shall forward a copy of the complaint laid or information received to the Fellow, Associate or Affiliate. In addition to the notice of the decision, the Committee may send to the Fellow, Associate or Affiliate a letter of advice, which may include any educational or counselling materials as the Committee may consider appropriate in the circumstances. The Committee shall disclose the letter of advice only to the Fellow, Associate or Affiliate and shall not keep a record thereof. All those involved in the creation and production of the letter of advice shall be personally bound to secrecy.
- [Modified Nov. 20/98; Modified July 1/01; Modified Jan. 1/03; Modified Oct. 20/06; Modified June 1/12]**
- Referring complaint to Investigation Team
- (7) Where, on the basis of all information obtained, the Committee on Professional Conduct is of the opinion that an Offence may have been committed by the Fellow, Associate or Affiliate, it shall refer the complaint laid to an Investigation Team, or the Committee shall lay a complaint against the Respondent on the basis of the information received from the informant and refer such complaint to an Investigation Team. It shall notify the Respondent and, subject to Bylaw 20.02(3), the complainant or informant within a reasonable period of time in writing of this decision.
- [Modified Nov. 20/98; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]**

Referring to private admonishment (7.1) Where, on the basis of all information obtained, including any information obtained from the Fellow, Associate or Affiliate, the Committee on Professional Conduct finds, having regard to the relative gravity of the matter and the interest of the public and the Institute that a complaint is justified and that referring the matter to an Investigation Team is not required, it shall, based on the complaint laid or following the laying of a complaint against the Respondent on the basis of the information received from the informant, file a charge and proceed with private admonishment proceedings in accordance with Bylaw 20.04.1.

[Adopted Oct. 20/06; Modified June 1/12]

Continuing jurisdiction (8) Any person who becomes disqualified from being a Fellow, Associate or Affiliate, or voluntarily ceases to be a Fellow, Associate or Affiliate, shall remain subject to the disciplinary jurisdiction of the Committee on Professional Conduct for the acts or omissions committed while being a Fellow, Associate or Affiliate.

[Modified Nov. 20/98; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]

The Investigation Team

Appointing of Investigation Team **20.03** (1) When the Committee on Professional Conduct refers a complaint to an Investigation Team under Bylaw 20.02(7), it shall appoint the Investigation Team to carry out an investigation. Such Investigation Team shall consist of no more than three persons. No member of the Board shall act as a member of an Investigation Team.

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

Report and response from Respondent (2) An Investigation Team shall prepare a report containing the findings of its investigation. Said report shall be transmitted to the Committee on Professional Conduct within 30 days after its completion. Once the Committee has accepted the report, it shall subsequently transmit the report to the Respondent. Within 30 days of such delivery, or such greater period as the Committee may consider appropriate in the circumstances, the Respondent may submit to the Secretary of the Committee a written response to the report of the Investigation Team or any other explanation which may be warranted in the circumstances.

[Modified Nov. 20/98; Modified Oct. 20/06]

- Inquiries (3) In preparing its report, an Investigation Team may carry out such inquiries as it deems proper under the circumstances. It may interview the Respondent, the complainant and any other Fellow, Associate or Affiliate or other person who may have relevant information. Any person being interviewed by an Investigation Team, including the Respondent, may be assisted or represented by legal counsel.
[Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]
- Production of documents (4) In the course of its investigation, an Investigation Team may require the production of any books, documents, records or other papers relevant to the investigation and which may be in the possession or control of any Fellow, Associate or Affiliate, including the Respondent.
[Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]
- Offence to hinder work (5) It shall be an Offence for a Fellow, Associate or Affiliate to
- (a) hinder in any way the work of an Investigation Team or any one of its members in the performance of its duties as carried out according to the Bylaws;
 - (b) fail to respond within 30 days to an inquiry from an Investigation Team;
 - (c) mislead an Investigation Team or any one of its members by concealment or by false declarations;
 - (d) refuse to produce any information or document relating to an inquiry; or
 - (e) refuse to let a copy be made of any relevant document.
- [Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]**

Conduct of other Fellows, Associates or Affiliates

(6) In the course of its investigation, an Investigation Team may investigate the conduct of any other Fellow, Associate or Affiliate to the extent that such conduct is relevant to the matter being investigated. If, in such instance, the Investigation Team determines that an Offence may have been committed by that Fellow, Associate or Affiliate, it shall recommend promptly that the Committee on Professional Conduct lay a complaint against said Fellow, Associate or Affiliate. Unless otherwise determined by the Committee, any further investigation of the complaint shall be conducted by the same Investigation Team.

[Modified Nov. 20/98; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]

Decisions of the Committee on Professional Conduct

Decisions

20.04 (1) After reviewing the report of an Investigation Team and the response provided by the Respondent, if any, the Committee on Professional Conduct shall

- (a) dismiss the complaint;
- (b) file a charge and proceed with private admonishment proceedings, pursuant to Bylaw 20.04.1;
- (c) file a charge and make a recommendation of sanction to the Respondent, subject to an admission of guilt by the Respondent, pursuant to Bylaw 20.05; or
- (d) file a charge and refer it to a Disciplinary Tribunal, pursuant to Bylaw 20.06. **[Modified Nov. 20/98; Modified July 1/00]**

Dismissal and letter of advice

(2) If the Committee on Professional Conduct dismisses a complaint, it shall notify the Respondent and, subject to Bylaw 20.02(3), the complainant or informant within a reasonable period of time. The notice shall be in writing and shall state the reasons for the dismissal. In addition to such notice, the Committee may send to the Respondent a letter of advice, which may include any educational or counselling materials as the Committee may consider appropriate in the circumstances. The Committee shall disclose the letter of advice only to the Respondent and shall not keep a record thereof. All those involved in the creation and production of the letter of advice shall be personally bound to secrecy. **[Modified Nov. 20/98]**

Filing of charge and referring charge to Disciplinary Tribunal (3) If the Committee on Professional Conduct finds that a complaint is justified, and that proceedings pursuant to Bylaws 20.04.1 or 20.05 are not appropriate, it must then file a charge against the Respondent and refer it to a Disciplinary Tribunal for a hearing. The Committee shall notify the Respondent within a reasonable period of time in writing of this decision, and shall publish and provide a notice in accordance with Bylaw 20.04(3.1).
[Modified Nov. 20/98; Modified July 1/05]

Notice of the charge (3.1) If the Committee on Professional Conduct files a charge against the Respondent and refers it to a Disciplinary Tribunal for a hearing pursuant to Bylaw 20.04(3), 20.04.1(4) or 20.05(5), the Executive Director shall publish, within 60 days after notifying the Respondent of the Committee's decision, a notice available to the public and the membership in such a manner as the Executive Director may determine. Such notice shall contain

- (a) the charge;
- (b) the name and the principal practice address of the Respondent;
- (c) the specialty area in which the Respondent practices, if any; and
- (d) a statement advising that the Respondent has been charged, but that the Disciplinary Tribunal hearing has not yet been held and its decision has not yet been rendered.

Subject to Bylaw 20.02(3), the Committee shall provide a copy of this notice to the complainant within a reasonable period of time.

[Adopted July 1/05]

Private Admonishment

Filing of charge and referring for private admonishment proceedings **20.04.1(1)** If the Committee on Professional Conduct finds, having regard to the relative gravity of the matter and the interests of the public and the Institute, that the complaint is justified and that proceedings pursuant to Bylaws 20.05 and 20.06 are not appropriate, it shall file a charge and refer it to no more than three representatives from the Committee, chosen by the Chairperson of the Committee, for private admonishment proceedings.

[Adopted Nov. 20/98; Modified Oct. 20/06]

- Informing Respondent (2) The Committee on Professional Conduct shall deliver the charge and a written notice of private admonishment proceedings to the Respondent within a reasonable period of time.
[Adopted Nov. 20/98]
- Attendance at informal meeting (3) Within 60 days of such delivery, or such greater period as the Committee on Professional Conduct may consider appropriate in the circumstances, the Respondent shall personally attend an informal meeting with the representatives from the Committee in order to discuss the charge.
[Adopted Nov. 20/98]
- Absence of Respondent (4) If the Respondent refuses or fails to attend such an informal meeting, without reasonable excuse, the Committee on Professional Conduct may refer the charge against the Respondent to a Disciplinary Tribunal for a hearing. The Committee shall notify the Respondent within a reasonable period of time in writing of this decision, and shall publish and provide a notice in accordance with Bylaw 20.04(3.1).
[Adopted Nov. 20/98; Modified July 1/05]
- Right to respond (5) At the informal meeting, the Respondent shall have an opportunity to respond to the charge.
[Adopted Nov. 20/98]
- Decision and confirmation (6) After considering the response provided by the Respondent at the informal meeting, the representatives of the Committee on Professional Conduct shall decide whether to dismiss the charge or to issue a private admonishment, and shall forthwith inform the Respondent of the decision to dismiss the charge or shall give the Respondent a private admonishment in person. Within 15 days thereof, they shall confirm to the Respondent in writing the decision to dismiss the charge or to issue a private admonishment. They shall notify, subject to Bylaw 20.02(3), the complainant within a reasonable period of time in writing of the decision to dismiss the charge or to issue a private admonishment. They shall notify, subject to Bylaw 20.02(3), the informant within a reasonable period of time in writing of the decision to dismiss the matter.
[Adopted Nov. 20/98]
- Written confirmation (7) The written confirmation of a private admonishment shall contain a summary of the facts, the charge filed against the Respondent, reasons for the decision and a copy of any written response and documents provided by the Respondent at the informal meeting. The written confirmation shall be signed by all representatives of the Committee on Professional Conduct.
[Adopted Nov. 20/98; Modified Oct. 20/06]

- Confidentiality (8) The Secretary of the Committee on Professional Conduct shall ensure that a copy of the written confirmation of the private admonishment is placed in a special file for a period of five years from the date it is signed, after which time it shall be destroyed. A private admonishment shall not be disclosed and all those present at the informal meeting shall be personally bound to secrecy, subject to:
- (a) the right of the complainant to be informed pursuant to Bylaw 20.04.1(6);
 - (b) the right of the members of the Committee on Professional Conduct to be informed about the private admonishment proceedings to the extent necessary for the performance of their duties; and
 - (c) the right of the members of a Disciplinary Tribunal or Appeal Tribunal, in a subsequent hearing against the Respondent, to be informed about and take into consideration such private admonishment, provided the alleged Offence being considered by the Tribunal is similar in nature to the matter that was the subject of such private admonishment.

[Adopted Nov. 20/98]

Charge and Recommendation of Sanction

- | | |
|-------------------------------------|--|
| Filing of charge and recommendation | <p>20.05 (1) If the Committee on Professional Conduct finds, having regard to the relative gravity of the matter and the interests of the public and the Institute, that the complaint is justified and that proceedings pursuant to Bylaws 20.04.1 or 20.06 are not appropriate, it shall file a charge and make a recommendation that the Respondent, admit guilt in writing for the acts or omissions that form the basis of the charge, and accept a reprimand. In addition, the recommendations of the Committee may require that the Respondent agree to one or more of the following sanctions:</p> <ul style="list-style-type: none"> (a) completion of one or more courses of instruction prescribed by the Committee on Professional Conduct; (b) payment of a fine not exceeding \$5,000; (c) payment of all or part of the fees and expenses of legal counsel for the Committee on Professional Conduct incurred to commence and complete the matter; (d) such corrective or remedial action as the Committee on Professional Conduct considers appropriate. <p style="text-align: right;">[Modified Nov. 20/98; Modified July 1/01]</p> |
| Admission or denial of guilt | <p>(2) The Committee on Professional Conduct shall deliver the charge and its recommendation of sanction to the Respondent. Within 30 days of such delivery, or such greater period as the Committee may consider appropriate in the circumstances, the Respondent shall, in writing, either admit guilt and accept the recommendation or decline to do so. [Modified Nov. 20/98]</p> |
| Informing complainant | <p>(3) If an admission of guilt is entered and the recommendation of sanction is accepted, both in writing, by the Respondent, the Respondent shall comply with the conditions thereof, and the complainant shall be informed within a reasonable period of time in writing of the admission of guilt and the accepted recommendation of sanction. [Modified Nov. 20/98]</p> |
| Deemed to have declined | <p>(4) If the Respondent fails either to admit guilt or to accept the recommendation of sanction within the period set by the Committee on Professional Conduct, the Respondent is deemed to have declined to accept the recommendation of sanction. [Modified Nov. 20/98]</p> |

Declines to accept (5) If the Respondent fails to comply with the recommendation of sanction or its terms and conditions, or if the Respondent declines to accept the recommendation of sanction, the Committee on Professional Conduct must then refer the charge against the Respondent to a Disciplinary Tribunal for a hearing. The Committee shall notify the Respondent within a reasonable period of time in writing of this decision, and shall publish and provide a notice in accordance with Bylaw 20.04(3.1).

[Modified Nov. 20/98; Modified July 1/05]

Disciplinary Tribunal: Hearing of a Charge

Appointing of Disciplinary Tribunal **20.06** (1) The Chairperson of the Tribunal Panel shall appoint a Disciplinary Tribunal to hear a charge filed against a Fellow, Associate or Affiliate. If the Chairperson of the Tribunal Panel is in a position of conflict of interest or is otherwise unable to appoint a Disciplinary Tribunal, the Vice-Chairperson of the Tribunal Panel shall appoint the Disciplinary Tribunal in accordance with this Bylaw. Except as provided in Bylaw 20.06(13), a Disciplinary Tribunal shall consist of three members, two of whom shall be members of the Tribunal Panel. The third member, who shall be a retired judge, shall be the Chairperson of the Disciplinary Tribunal. In the event that two members of a Disciplinary Tribunal cannot be appointed from the Tribunal Panel, the Chairperson or the Vice-Chairperson of the Tribunal Panel may appoint a Fellow to sit as a member of a Disciplinary Tribunal. None of the President, the President-elect, the Immediate Past President, the members of the Investigation Team that investigated the complaint laid against the Respondent, the Chairperson of the Tribunal Panel or the Vice-Chairperson of the Tribunal Panel shall be eligible to sit as a member of a Disciplinary Tribunal.

[Modified July 23/97; Modified Nov. 20/98; Modified July 1/00; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]

- Conflict of interest (2) The parties to a hearing before a Disciplinary Tribunal shall be notified by the Chairperson of the Tribunal Panel of the composition of the Disciplinary Tribunal within 10 days after its appointment. A party may request the removal of a member of the Disciplinary Tribunal, should there be a conflict of interest between said member of the Disciplinary Tribunal and one of the parties, or should a member of the Disciplinary Tribunal appear biased for any other reason under the circumstances. A member of a Disciplinary Tribunal who is aware of grounds for such member's removal must so declare forthwith. **[Modified Nov. 20/98]**
- Plea of guilt (3) A Fellow, Associate or Affiliate against whom a charge has been filed may enter a plea of guilty prior to the scheduled hearing. Such plea shall be made in writing by the Respondent or the Respondent's legal counsel to the Chairperson of the Committee on Professional Conduct or the Committee's legal counsel. **[Modified Nov. 20/98; Modified July 1/00; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]**
- Mediation (3.1) The Committee on Professional Conduct and the Respondent may retain the services of a mediator prior to the scheduled hearing and on mutually agreed terms and conditions. The mediator shall be an impartial person whose role is to assist the parties to communicate in good faith with each other and, where appropriate, to assist and encourage the parties to agree on a statement of facts, a recommended penalty and any other submissions and materials that may subsequently be presented to the Disciplinary Tribunal for its consideration. **[Adopted Nov. 20/98]**
- Parties (4) The Respondent shall be a party to the hearing. The Committee on Professional Conduct shall be a party to the hearing and shall conduct the prosecution before the Disciplinary Tribunal. **[Modified Nov. 20/98]**
- Right to legal counsel (5) A party appearing before a Disciplinary Tribunal has the right to be assisted or represented by legal counsel.

- Prior notice (6) The Executive Director shall give prior notice of at least 15 days of the date, time and place of any hearing of a Disciplinary Tribunal to the parties and to their legal counsel, if known, unless a hearing date is set during a hearing, all parties being present. Approximately 15 days before the date of the commencement of the hearing before the Disciplinary Tribunal, the Executive Director shall publish a notice available to the public and the membership in such manner as the Executive Director may determine. Such notice available to the public and the membership shall include the date, time and place of the hearing of the Disciplinary Tribunal and a summary of the charge, and shall disclose the name of the Fellow, Associate or Affiliate charged.
[Modified Nov. 20/98; Modified July 1/01; Modified Jan. 1/03; Modified July 1/05; Modified June 1/12]
- Absence of Respondent (7) A Disciplinary Tribunal may conduct a hearing in the absence of the Respondent if said Respondent does not appear on the date and at the time and place set out in the notice.
- Hearing shall be public (8) Except as provided herein, every hearing before a Disciplinary Tribunal shall be public. Nevertheless, of its own initiative or upon request, the Disciplinary Tribunal may, at its discretion, order that a hearing be held *in camera* or ban the publication or release of any information or document it indicates to preserve professional secrecy or to protect a person's privacy or reputation, or in the interest of public order.
- In camera* hearing (9) Where an *in camera* hearing is ordered, all those present at the hearing shall be personally bound to secrecy, subject to the right of the members of the Committee on Professional Conduct and members of the Appeal Tribunal, as described below, to be informed about the proceedings to the extent necessary for the performance of their duties.
[Modified Nov. 20/98]

- Parties, legal counsel and witnesses (10) A Disciplinary Tribunal shall hear the parties, their legal counsel and their witnesses, may inquire into the relevant facts and may call any person to testify on such facts. The witnesses may be examined or cross-examined by the parties. A Fellow, Associate or Affiliate testifying before a Disciplinary Tribunal shall be bound to answer all questions. This evidence is privileged and cannot be used against that individual before any court of justice.
[Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]
- Procedure and practice (11) The practice and procedure before a Disciplinary Tribunal shall be governed by the Rules of Practice and Procedure of a Disciplinary Tribunal of the Institute. A Disciplinary Tribunal may adopt rules of procedure or practice, not in conflict with these Bylaws or the Rules of Practice and Procedure of a Disciplinary Tribunal, for the conduct of a hearing and as necessary to carry out its duties.
[Modified Nov. 19/97; Modified July 1/00]
- Suspension during inquiry (12) The Committee on Professional Conduct may request a Disciplinary Tribunal to order that the Respondent be suspended for the duration of the inquiry.
[Modified Nov. 20/98]
- Death or incapacity of member of Tribunal (13) If a member of a Disciplinary Tribunal dies before a decision is rendered or, for any reason, is unable to fulfill such member's duties at any stage of the process, after the expiry of 10 days of the parties being informed of the death or incapacity of the member of the Disciplinary Tribunal by the Executive Director, the remaining members of the Disciplinary Tribunal shall proceed to hear the charge and render its decision, unless within the 10 day period a party has made a request that a new member be appointed in accordance with Bylaw 20.06(1). If such a request is made, the newly constituted Disciplinary Tribunal shall proceed in the manner agreed to by the parties, or failing agreement, in the manner determined by the Disciplinary Tribunal.
[Adopted July 23/97]

Disciplinary Tribunal: Decisions

- Decision **20.07** (1) After a Disciplinary Tribunal has heard the parties, their evidence and all other relevant evidence, it must then render its decision within 90 days from the date of the end of the hearing.
- Powers (2) A Disciplinary Tribunal shall decide, to the exclusion of any other court or tribunal, in the first instance, whether or not the Respondent is guilty of an Offence, except in respect of practice in the jurisdiction of a bilateral organization pursuant to Bylaws 20.13 to 20.17. **[Modified Nov. 20/98]**
- Record of hearing (3) The Executive Director shall ensure that the record of the hearing and the decision of a Disciplinary Tribunal are placed in a special file. This record shall constitute *prima facie* proof of its contents. **[Modified Nov. 20/98]**
- Decision in writing (4) A Disciplinary Tribunal shall record its decision in writing with reasons, and dissenting opinions, if any. The decision shall be signed by all members of the Disciplinary Tribunal. If the Disciplinary Tribunal decides that the publication or release of certain information or documents is banned, its written decision shall include this fact, and the reasons for this decision.
- Decision sent to parties (5) A Disciplinary Tribunal shall send its decision to all parties, within 10 days after the said decision has been rendered. The Committee on Professional Conduct shall notify the complainant within a reasonable period of time in writing of the decision rendered by the Disciplinary Tribunal. **[Modified Nov. 20/98]**
- Hearing on penalty (6) In the event that the Respondent has been found guilty, the parties may then be heard by the Disciplinary Tribunal with respect to the penalty within 30 days after its decision as to whether or not the Respondent is guilty of an Offence has been rendered. The Disciplinary Tribunal shall render a decision with respect to the penalty within 15 days from the date of the end of this hearing. **[Modified March 25/98]**
- Costs (7) A Disciplinary Tribunal shall have the power to order any of the parties to pay all or part of the fees and expenses of legal counsel of the other party incurred to commence and complete the proceedings. **[Modified Nov. 20/98]**

Decision on penalty (8) The Disciplinary Tribunal shall send its decision with respect to the penalty to all parties, within 10 days after the said decision has been rendered. The Committee on Professional Conduct shall notify the complainant within a reasonable period of time in writing of the decision with respect to the penalty rendered by the Disciplinary Tribunal. **[Modified Nov. 20/98]**

Disciplinary Tribunal: Penalties

Penalty options **20.08** (1) A Disciplinary Tribunal shall impose on a Fellow, Associate or Affiliate found guilty of an Offence, one of the following penalties, in respect of one or more of the counts:

- (a) a reprimand;
- (b) a suspension from the Institute;
- (c) an expulsion from the Institute.

A Disciplinary Tribunal may also impose a fine on a Fellow, Associate or Affiliate found guilty of an Offence, in respect of one or more of the counts.

[Modified Nov. 20/98; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]

Refresher training (2) A Disciplinary Tribunal may also require a Fellow, Associate or Affiliate found guilty of an Offence to serve a period of refresher training or take a refresher course or do both and may restrict or suspend the individual's right to be a Fellow, Associate or Affiliate during the training period or course, or both.

[Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]

Terms and conditions (3) A Disciplinary Tribunal may fix the terms and conditions of the penalties it imposes.

Implementation of penalties (4) The penalty imposed by a Disciplinary Tribunal shall be implemented upon the expiry of the period for appeal, provided no notice of appeal is filed, in accordance with the terms and conditions indicated in the Bylaws, unless the Disciplinary Tribunal orders provisional implementation of the decision upon its receipt by the Respondent. **[Modified Nov. 20/98]**

Payment of a sum of money (5) When a decision of a Disciplinary Tribunal obliges a party to remit a sum of money for costs or a fine, or both, the Respondent must pay the amount in question to the Institute or the Institute must pay the amount in question to the Respondent within 10 days after the expiry of the period for appeal, provided no notice of appeal is filed, unless otherwise ordered by the Disciplinary Tribunal. Should the party fail to pay the amount within the specified period, said party shall be liable to interest charges, at the prime rate of the Institute's chartered bank or trust company plus two percentage points, as well as collection costs. If the party is a Fellow, Associate or Affiliate, said Fellow, Associate or Affiliate shall be automatically suspended from the Institute until such time as all amounts have been paid in full. **[Modified Nov. 20/98; Modified July 1/01; Modified Oct. 29/01; Modified Jan. 1/03; Modified June 1/12]**

Appeal Tribunal: Notice of appeal, Constitution and Jurisdiction of Tribunal

Filing of notice of appeal **20.09** (1) Subject to Bylaw 20.09(5), a party before a Disciplinary Tribunal may file a notice of appeal from a decision rendered by the Disciplinary Tribunal finding the Respondent not guilty of a charge within 30 days after the receipt of said decision. If the Disciplinary Tribunal renders a decision finding the Respondent guilty of a charge, a party may file a notice of appeal from such decision or from the decision on penalty within 30 days after the receipt of the decision on penalty. The other party may file a notice of cross-appeal within 10 days after the receipt of the notice of appeal. The notice of appeal and the notice of cross-appeal shall state the decision appealed and summarily expose the reasons for which the appeal or cross-appeal is filed, and the conclusions sought. A party shall file its notice with the ~~Executive Director~~~~Secretary-Treasurer~~ and shall send a copy to the other party within the specified period. The Committee on Professional Conduct shall notify the complainant within a reasonable period of time in writing of the notices filed, if any. **[Modified Nov. 20/98; Modified July 1/00; Modified Oct. 29/01; Modified July 1/19]**

Constitution of Appeal Tribunal (2) In the event that a notice of appeal is filed, an Appeal Tribunal shall be appointed by the Board. Except as provided in Bylaw 20.10(11), an Appeal Tribunal shall consist of three members, two of whom shall be members of the Tribunal Panel, and the third shall be a retired judge and shall be the Chairperson of the Appeal Tribunal. In the event that two members of an Appeal Tribunal cannot be appointed from the Tribunal Panel, the Board may appoint a Fellow who is a member of the Board at the time of appointment or a Fellow who is a past Officer or who was prior to 1977, a Secretary, Treasurer or Editor of the Institute, or who was, prior to July 1, 2019, Secretary-Treasurer of the Institute, to sit as a member of an Appeal Tribunal. None of the President, the President-elect, the Immediate Past President, the members of the Investigation Team that investigated the complaint laid against the Respondent, the members of the Disciplinary Tribunal, the Chairperson of the Tribunal Panel or the Vice-Chairperson of the Tribunal Panel shall be eligible to sit as a member of an Appeal Tribunal.

[Modified July 23/97; Modified March 25/98; Modified Nov. 20/98; Modified July 1/00; Modified July 1/01; Modified June 1/12; Modified July 1/19]

Conflict of interest (3) The parties to a hearing before an Appeal Tribunal shall be notified by the ~~Executive Director~~Secretary-Treasurer of the composition of the Appeal Tribunal within 10 days after its appointment. A party may request the removal of a member of the Appeal Tribunal, should there be a conflict of interest between said member of the Appeal Tribunal and one of the parties, or should a member of the Appeal Tribunal appear biased for any other reason under the circumstances. A member of an Appeal Tribunal who is aware of grounds for such member's removal must so declare forthwith.

[Modified Nov. 20/98; Modified July 1/00; Modified July 1/19]

Jurisdiction of Appeal Tribunal (4) An appeal can be made to an Appeal Tribunal in respect of

(a) a decision of a Disciplinary Tribunal ordering a temporary suspension of a Fellow, Associate or Affiliate, allowing or dismissing a charge, imposing a penalty or awarding costs; or

(b) any other decision of a Disciplinary Tribunal, with leave of the Appeal Tribunal.

[Modified Nov. 20/98; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]

Limitation on right of appeal (5) The Committee on Professional Conduct shall make an appeal to an Appeal Tribunal pursuant to Bylaw 20.09(4) only on a question of law or jurisdiction.

[Adopted Nov. 20/98]

Appeal Tribunal: Hearing of an Appeal

Parties **20.10** (1) The parties before the Disciplinary Tribunal shall be the parties before the Appeal Tribunal.

Right to legal counsel (2) Every party to the appeal has the right to be assisted or represented by legal counsel.

Suspension of implementation (3) The filing of a notice of appeal shall suspend the implementation of the decision of the Disciplinary Tribunal, unless the Disciplinary Tribunal orders the provisional implementation thereof. However, an order for temporary suspension from the Institute shall be automatically implemented, notwithstanding appeal, unless the Appeal Tribunal decides otherwise.

[Modified Nov. 20/98]

Hearing and decision (4) An Appeal Tribunal shall hear the appeal within 60 days after the period for the filing of a notice of cross-appeal has expired, or leave has been granted, and shall render a final decision within 30 days after the end of the hearing.

[Modified Nov. 20/98; Modified Oct. 29/01]

- Prior notice (5) The Executive Director shall give prior notice of at least 15 days of the date, time and place of any hearing of an Appeal Tribunal to the parties and to their legal counsel, if known, unless a hearing date is set during a hearing, all parties being present. Approximately 15 days before the date of the commencement of the hearing before the Appeal Tribunal, the Executive Director shall publish a notice available to the public and the membership in such manner as the Executive Director may determine. Such notice available to the public and the membership shall include the date, time and place of the hearing before the Appeal Tribunal and a summary of the charge, and shall disclose the name of the Fellow, Associate or Affiliate charged. **[Modified Nov. 20/98; Modified July 1/01; Modified Jan. 1/03; Modified July 1/05; Modified June 1/12]**
- Absence of a party (6) An Appeal Tribunal may conduct a hearing in the absence of a party if said party does not appear on the date and at the time and place set out in the notice.
- Hearing shall be public (7) Except as provided herein, every hearing before an Appeal Tribunal shall be public. Nevertheless, of its own initiative or upon request, the Appeal Tribunal may, at its discretion, order that a hearing be held *in camera* or ban the publication or release of any information or document it indicates to preserve professional secrecy or to protect a person's privacy or reputation, or in the interest of public order.
- In camera* hearing (8) Where an *in camera* hearing is ordered, all those present at the hearing shall be personally bound to secrecy, subject to the right of the members of the Committee on Professional Conduct to be informed about the proceedings to the extent necessary for the performance of their duties. **[Modified Nov. 20/98]**
- No new evidence (9) No new evidence shall be presented before an Appeal Tribunal. However, an Appeal Tribunal may, by reason of exceptional circumstances and where the ends of justice require, authorize the presentation of additional written or verbal evidence.

- Procedure and practice (10) An Appeal Tribunal shall be master of its own procedure and practice. It may adopt rules of procedure or practice, not in conflict with these Bylaws, for the conduct of a hearing and as necessary to carry out its duties.
- Death or incapacity of member of Tribunal (11) If a member of an Appeal Tribunal dies before a decision is rendered or, for any reason, is unable to fulfill such member's duties at any stage of the process, after the expiry of 10 days of the parties being informed of the death or incapacity of the member of the Appeal Tribunal by the Executive Director, the remaining members of the Appeal Tribunal shall proceed to hear the appeal and render its decision, unless within the 10 day period a party has made a request that a new member be appointed in accordance with Bylaw 20.09(2). If such a request is made, the newly constituted Appeal Tribunal shall proceed in the manner agreed to by the parties, or failing agreement, in the manner determined by the Appeal Tribunal.

[**Adopted July 23/97**]

Appeal Tribunal: Decisions

- Powers **20.11** (1) An Appeal Tribunal may confirm, alter or quash any decision appealed from, and render the decision which it considers should have been rendered in the first instance.
- Record of hearing (2) The Executive Director shall ensure that the record of the hearing and the decision of an Appeal Tribunal are placed in a special file. This record shall constitute *prima facie* proof of its contents.
- Decision in writing (3) An Appeal Tribunal shall record its decision in writing with reasons, and dissenting opinions, if any. The decision shall be signed by all members of the Appeal Tribunal. If the Appeal Tribunal decides that the publication or release of certain information or documents is banned, its written decision shall include this fact, and the reasons for this decision.

[**Modified Nov. 20/98**]

- Decision sent to parties (4) An Appeal Tribunal shall send its decision to all parties, within 10 days after the said decision has been rendered. The Committee on Professional Conduct shall notify the complainant within a reasonable period of time in writing of the decision rendered by the Appeal Tribunal. **[Modified Nov. 20/98]**
- Costs (5) An Appeal Tribunal shall have the power to order any of the parties to pay all or part of the fees and expenses of legal counsel of the other party incurred to commence and complete the proceedings before the Disciplinary Tribunal and the Appeal Tribunal. **[Modified Nov. 20/98]**
- Implementation of penalties (6) The penalty imposed by an Appeal Tribunal shall be implemented upon receipt of the decision rendered by an Appeal Tribunal by the Respondent, in accordance with the terms and conditions indicated in the Bylaws. **[Adopted Nov. 20/98]**
- Payment of a sum of money (7) When a decision of an Appeal Tribunal obliges a party to remit a sum of money for costs or a fine, or both, the Respondent must pay the amount in question to the Institute or the Institute may pay the amount in question to the Respondent within 10 days after the receipt of the decision rendered by an Appeal Tribunal by the parties, unless otherwise ordered by the Appeal Tribunal. Should the party fail to pay the amount within the specified period, said party shall be liable to interest charges, at the prime rate of the Institute's chartered bank or trust company plus two percentage points, as well as collection costs. If the party is a Fellow, Associate or Affiliate, said Fellow, Associate or Affiliate shall be automatically suspended from the Institute until such time as all amounts have been paid in full. **[Adopted Nov. 20/98; Modified July 1/01; Modified Oct. 29/01; Modified Jan. 1/03; Modified June 1/12]**

Publication of Decisions and Reports

- Decision sent to the Board **20.12** (1) The Secretary of the Committee on Professional Conduct shall send to the Board the admission of guilt and acceptance of a recommendation of sanction or the decision of a Disciplinary Tribunal or of an Appeal Tribunal within 10 days after the admission and acceptance or the decision of a tribunal has been made. **[Modified Nov. 20/98; Modified July 1/00]**

Notice of
decision

(2) The Secretary of the Committee on Professional Conduct shall ensure that a notice is prepared of the admission of guilt and acceptance of a recommendation of sanction, or of the decision of the Disciplinary Tribunal, provided no notice of appeal has been filed, or of any decision of the Appeal Tribunal. The notice shall contain

- (a) the name of the Fellow, Associate or Affiliate;
- (b) the principal practice address of the Fellow, Associate or Affiliate;
- (c) the specialty area in which the Fellow, Associate or Affiliate practices, if any;
- (d) the charge;
- (e) the date and a summary of the admission of guilt and acceptance of a recommendation of sanction or the decision; and
- (f) in the case of a suspension or expulsion, a heading "Notice of Suspension from the Canadian Institute of Actuaries" or "Notice of Expulsion from the Canadian Institute of Actuaries", as the case may be.

**[Modified Nov. 20/98; Modified July 1/01; Modified Jan. 1/03;
Modified June 1/12]**

Notice shall be published

(3) Except as provided in Bylaws 20.12(4) and 20.12(5), the Secretary of the Committee on Professional Conduct shall ensure that the notice is published to each Fellow, Associate and Affiliate. In the case of a suspension or expulsion, the Secretary of the Committee on Professional Conduct shall publish the notice to all appropriate regulators and shall publish a summary of the notice in a newspaper having general circulation in the place where the Fellow, Associate or Affiliate principally practices in Canada and in other appropriate publications. The publication of the notice shall take place

- (a) within 60 days after the Board has received the admission of guilt and acceptance of a recommendation of sanction;
- (b) within 60 days after the expiry of the period for appeal, provided no notice of appeal has been filed; or
- (c) within 60 days after the decision of the Appeal Tribunal has been rendered.

[Modified Nov. 20/98; Modified July 1/00; Modified July 1/01; Modified Jan. 1/03; Modified July 1/05; Modified July 1/06; Modified June 1/12]

Exceptions

(4) A Disciplinary Tribunal or an Appeal Tribunal may direct that the above requirements for publication of the notice be varied. However, in the case of a suspension or expulsion, a Disciplinary Tribunal or an Appeal Tribunal may not vary the requirement that the name of the Fellow, Associate or Affiliate and the sanction imposed be published to each Fellow, Associate and Affiliate within 60 days after the expiry of the period for appeal, provided no notice of appeal has been filed, or within 60 days after the decision of the Appeal Tribunal has been rendered.

[Modified Nov. 20/98; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]

- Powers of the Board (5) In the case of a decision where no suspension or expulsion has been ordered, the Board may reduce the above requirements for publication of the notice, but the Board may not
- (a) change any direction given by a Disciplinary Tribunal or an Appeal Tribunal under Bylaw 20.12(4); or
 - (b) vary the requirement that the Fellow's, Associate's or Affiliate's name and the sanction imposed be published to each Fellow, Associate and Affiliate.
- [Modified July 1/00; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]**
- No notice to be published (6) **[Note: repealed July 1/05]**
[Modified Nov. 20/98; Modified July 1/01; Modified Oct. 29/01; Modified Jan. 1/03]
- Annual report to the Board (7) The Secretary of the Committee on Professional Conduct must make an annual report to the Board on the activities of the Committee on Professional Conduct, the Disciplinary Tribunals and the Appeal Tribunals. The report shall include, at a minimum,
- (a) the number and nature of complaints laid;
 - (b) the number of private admonishments issued without disclosing the nature of the private admonishments or the names of the Fellows, Associates and Affiliates admonished;
 - (c) the number and nature of admissions of guilt and acceptances of a recommendation of sanction made;
 - (d) the number and nature of decisions rendered by the Committee on Professional Conduct, the Disciplinary Tribunals and the Appeal Tribunals; and
 - (e) to the extent such information is made available to the Committee on Professional Conduct, the number and nature of complaints laid concerning the practice of Fellows, Associates and Affiliates in the jurisdiction of bilateral organizations, as well as the number and nature of decisions rendered with respect to members of bilateral organizations who are not Fellows, Associates or Affiliates relative to their practice in Canada.
- [Modified Nov. 20/98; Modified July 1/00; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]**

- Periodic report (8) The Secretary of the Committee on Professional Conduct must make a periodic report, at least twice per Board Year, to each Fellow, Associate and Affiliate on the activities of the Committee on Professional Conduct and of Disciplinary and Appeal Tribunals. The report shall include, at a minimum,
- (a) the number and nature of complaints laid, including complaints laid concerning the practice of Fellows, Associates and Affiliates in the jurisdiction of bilateral organizations;
 - (b) the number and nature of charges filed which are referred to a Disciplinary Tribunal or with respect to which a recommendation of sanction is offered, without disclosing the names of the Fellows, Associates or Affiliates charged;
 - (c) the number of private admonishments issued without disclosing the nature of the private admonishments or the names of the Fellows, Associates and Affiliates admonished;
 - (d) any notices of admissions of guilt and acceptances of a recommendation of sanction or decisions which have been finalized since the last report; and
 - (e) an explanation as to how a Fellow, Associate or Affiliate, who wishes to request more information about charges which have been filed or tribunal proceedings, may obtain that information.

[Modified March 25/98; Modified Nov. 20/98; Modified July 1/00; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]

Transitional Provisions

Application to all disciplinary proceedings **20.12.1(1)** As of November 20, 1998, the present Bylaws shall apply to all disciplinary matters, including all further steps taken in respect of complaints laid and information received on or before November 19, 1998. **[Adopted Nov. 20/98]**

Member of Committee on Discipline (2) Every person who on November 19, 1998 was a member of the Committee on Discipline pursuant to the Bylaws as they existed on or before November 19, 1998 shall continue to act as a member of the Committee on Professional Conduct pursuant to the present Bylaws. **[Adopted Nov. 20/98]**

- Members of tribunals and Investigation Teams (3) Every person who on November 19, 1998 was a member of an Investigation Team, a Disciplinary Tribunal or an Appeal Tribunal pursuant to the Bylaws as they existed on or before November 19, 1998 shall continue to act as if appointed under the present Bylaws. **[Adopted Nov. 20/98]**
- Decision of Committee on Discipline (4) Any decision or order made by the Committee on Discipline pursuant to the Bylaws as they existed on or before November 19, 1998 shall be accepted and deemed to have been made by the Committee on Professional Conduct pursuant to the present Bylaws. **[Adopted Nov. 20/98]**
- Decisions of tribunals and Investigation Teams (5) Any decision or order made by an Investigation Team, a Disciplinary Tribunal, or an Appeal Tribunal pursuant to the Bylaws as they existed on or before November 19, 1998 shall remain in force pursuant to the present Bylaws. **[Adopted Nov. 20/98]**
- Application to all disciplinary proceedings (6) As of October 20, 2006, the present Bylaws shall apply to all disciplinary matters, including all further steps taken in respect of complaints laid and information received on or before October 19, 2006. **[Adopted Oct. 20/06]**
- Decisions (7) Any decision or order made by the Committee on Professional Conduct, an Investigation Team, a Disciplinary Tribunal, or an Appeal Tribunal pursuant to the Bylaws as they existed on or before October 19, 2006 shall remain in force pursuant to the present Bylaws. **[Adopted Oct. 20/06]**

International Reciprocal Arrangements

[Note: Former Bylaw 20.13 was repealed November 20, 1998 and replaced by Bylaws 20.13 to 20.17]

- Entering into bilateral agreements **20.13** The Institute may enter into bilateral agreements with actuarial organizations based in a foreign jurisdiction for the purpose of dealing with disciplinary matters arising either from Fellows, Associates or Affiliates practising in those foreign jurisdictions or members of those foreign actuarial organizations practising in Canada. **[Adopted Nov. 20/98; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]**

- “bilateral organization”
- 20.14** (1) For the purposes of this part regarding International Reciprocal Agreements and of Section 21, a "bilateral organization" refers to the actuarial organization responsible for profession-wide counselling and discipline in a foreign jurisdiction with which the Institute has entered into a bilateral agreement, including, for the United States of America, the Actuarial Board for Counseling and Discipline, the American Academy of Actuaries, the American Society of Pension Actuaries, the Casualty Actuarial Society, the Conference of Consulting Actuaries and the Society of Actuaries. A “non-bilateral organization” refers to an actuarial organization responsible for profession-wide counselling and discipline in a foreign jurisdiction with which the Institute has not entered into a bilateral agreement.
[Adopted Nov. 20/98]
- “member of a bilateral organization”
- (2) For the purposes of this part regarding International Reciprocal Agreements and of Section 21, a “member of a bilateral organization” refers to an individual who has been granted membership in that organization in accordance with the rules governing that organization. A “member of a non-bilateral organization” refers to an individual who has been granted membership in that organization in accordance with the rules governing that organization.
[Adopted Nov. 20/98]
- Location of practice
- (3) For the purposes of this part regarding International Reciprocal Agreements and of Section 21, the location of the practice of a Fellow, Associate or Affiliate or of a member of a foreign actuarial organization for the purpose of determining if the practice is in Canada is determined by the ultimate purpose of the work, which is determined by establishing the jurisdiction of the legal or regulatory requirements pursuant to which the work is performed or by establishing the jurisdiction for which the work is intended for use. The residence or physical location of the Fellow, Associate or Affiliate or of the member of the foreign actuarial organization is irrelevant to the determination of the location of such person’s practice.
[Adopted Nov. 20/98; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]

Idem	<p>(4) In instances where both the Institute and the bilateral organization would have investigatory jurisdiction over an individual, the Chairperson of the Committee on Professional Conduct and such Chairperson's counterpart in the bilateral organization shall agree between themselves as to which organization can provide the most appropriate forum for the investigation based on the totality of the facts of the case. Such factors as the physical location of the individual's practice, the individual's physical location and domicile, the physical location where most of the work was performed, the physical location of the work certified by the member, if any, and the preference of the member, if any, may be considered in determining the most convenient forum for the investigation. Once the forum has been established, the Institute or the bilateral organization will conduct the investigation and communicate its findings and recommendation in accordance with these Bylaws.</p>
	[Adopted Nov. 20/98]
No bilateral agreement; practice in foreign jurisdiction by a CIA member	<p>20.15 Questions concerning the practice or professional conduct of a Fellow, Associate or Affiliate in the jurisdiction of a non-bilateral organization shall be governed by the Institute in accordance with Sections 20 and 21 of the Bylaws. In accordance with Section 21, the Fellow, Associate or Affiliate practising in such a jurisdiction shall comply with the accepted actuarial principles and practices of that jurisdiction and shall comply with the Rules of Professional Conduct of the Institute at all times.</p>
	[Adopted Nov. 20/98; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]
Bilateral agreement; practice in Canada; member of bilateral organization only	<p>20.16 (1) Questions concerning the practice or professional conduct in Canada of an individual who is not a Fellow, Associate or Affiliate but who is a member of a bilateral organization shall be governed by the Institute in accordance with Sections 20 and 21 of the Bylaws, except that the appropriate decision-making body of the Institute shall not make a determination regarding the penalty to be imposed. A determination of guilt or innocence rendered by a Disciplinary Tribunal may be appealed in accordance with Bylaws 20.09 to 20.11. The matter is subject to the publication requirements stipulated in Bylaw 20.12.</p>
	[Adopted Nov. 20/98; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]

- Bilateral agreement; practice in Canada; CIA member and member of bilateral organization
- (2) Questions concerning the practice or professional conduct in Canada of an individual who is a Fellow, Associate or Affiliate and is also a member of a bilateral organization shall be governed by the Institute in accordance with Sections 20 and 21 of the Bylaws.
[Adopted Nov. 20/98; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]
- Determination of guilt by Institute
- (3) A determination by the Institute that a member of a bilateral organization breached the Rules of Professional Conduct, Standards of Practice or eligibility requirements of the Institute when practising in Canada, regardless of whether that individual is also a Fellow, Associate or Affiliate, shall be made solely by the Institute. The Institute's determination will be deemed final by the parties to a bilateral agreement when the Institute's appeal process has been exhausted.
[Adopted Nov. 20/98; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]
- Communication of determination
- (4) The Secretary of the Committee on Professional Conduct shall communicate to the bilateral organization any final determination that a member of that organization breached the Rules of Professional Conduct, Standards of Practice or eligibility requirements of the Institute when practising in Canada, regardless of whether that individual is also a Fellow, Associate or Affiliate. The Secretary of the Committee shall also provide the relevant bilateral organization with a copy of the guilty plea or the Disciplinary Tribunal and Appeal Tribunal decision(s), the Disciplinary Tribunal and Appeal Tribunal transcripts and if requested, the documents filed in evidence with the Disciplinary Tribunal and Appeal Tribunal, unless communication thereof is restricted by law or by order of the Disciplinary Tribunal or Appeal Tribunal.
[Adopted Nov. 20/98; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]

- Recommendation of public sanction (5) If the Respondent pleads guilty or a Disciplinary Tribunal makes a determination that a member of a bilateral organization breached the Rules of Professional Conduct, Standards of Practice or eligibility requirements of the Institute when practising in Canada, regardless of whether that individual is also a Fellow, Associate or Affiliate, the Institute shall not recommend a specific penalty to be imposed by the bilateral organization against its member, but shall recommend that the bilateral organization consider imposing public sanctions against the member of that organization.
[Adopted Nov. 20/98; Modified July 1/00; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]
- Bilateral agreement; practice in foreign jurisdiction; CIA member only; jurisdiction **20.17** (1) Questions concerning the practice or professional conduct in the jurisdiction of a bilateral organization by a Fellow, Associate or Affiliate who is not a member of the relevant bilateral organization shall be governed by the bilateral organization in accordance with its rules and procedures, except that the bilateral organization shall only make a determination with respect to guilt or innocence.
[Adopted Nov. 20/98; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]
- Bilateral agreement; practice in foreign jurisdiction; CIA member and member of bilateral organization (2) Questions concerning the practice or professional conduct in the jurisdiction of a bilateral organization by a Fellow, Associate or Affiliate who is also a member of the relevant bilateral organization shall be governed by the bilateral organization in accordance with its rules and procedures. The bilateral organization shall make a determination of innocence, or shall make a determination of guilt and impose an appropriate penalty against its member in accordance with its rules and procedures.
[Adopted Nov. 20/98; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]

Determination of guilt by bilateral organization (3) A determination by a bilateral organization that a Fellow, Associate or Affiliate breached the rules of professional conduct, standards of practice or eligibility requirements of that organization when practising in that jurisdiction, regardless of whether the Fellow, Associate or Affiliate is also a member of that bilateral organization, shall be made solely by that organization. The bilateral organization's determination will be deemed final by the Institute when the appeal process of that organization has been exhausted.

[Adopted Nov. 20/98; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]

Communication of determination (4) The Secretary of the Committee on Professional Conduct shall receive from a bilateral organization any final determination that a Fellow, Associate or Affiliate breached the rules of professional conduct, standards of practice or eligibility requirements of the bilateral organization when practising in its jurisdiction, regardless of whether that individual is also a member of that bilateral organization. The Secretary of the Committee shall request from that bilateral organization a copy of the decision-making body's decision(s), the hearing transcripts and the documents filed in evidence with or considered by the decision-making body in rendering its decision(s), unless communication thereof is restricted by law or by order of the decision-making body.

[Adopted Nov. 20/98; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]

Recommendation of public sanction (5) If a bilateral organization makes a determination that a Fellow, Associate or Affiliate breached the rules of professional conduct, the standards of practice or the eligibility requirements of the bilateral organization when practising in its jurisdiction, the Institute shall not act upon a recommendation from the decision-making body of that organization to the effect that a specific penalty be imposed by the Institute against the Fellow, Associate or Affiliate. The Institute shall receive a recommendation from that organization that the Institute consider imposing public sanctions against the Fellow, Associate or Affiliate, and shall determine an appropriate sanction for it to impose against its Fellow, Associate or Affiliate in accordance with the Bylaws.

[Adopted Nov. 20/98; Modified July 1/01; Modified Jan. 1/03; Modified June 1/12]

Process

(6) More specifically, the determination of guilt by a bilateral organization in respect of a Fellow, Associate or Affiliate practicing in that jurisdiction shall be received by the Secretary of the Committee on Professional Conduct and considered as a complaint indicating that an Offence has been committed, pursuant to Bylaw 20.02. All Bylaws contained in Section 20 shall be followed to the extent that they are applicable, except that:

- (a) an Investigation Team shall not investigate the complaint or prepare a report for the Committee's consideration;
- (b) the Committee's powers provided in Bylaw 20.04 shall be limited to filing a charge and issuing a private admonishment, as guilt has already been determined by the bilateral organization, filing a charge and making only a recommendation of sanction to the Respondent, as guilt has already been determined by the bilateral organization, or filing a charge and referring it to a Disciplinary Tribunal only to decide upon an appropriate penalty, as guilt has already been determined by the bilateral organization; and
- (c) the Disciplinary Tribunal shall hold a hearing with respect to the penalty within 30 days after the appointment of the Disciplinary Tribunal, based on the documents provided by the bilateral organization.

In addition, this decision on penalty may be appealed in accordance with Bylaws 20.09 to 20.11 and it is subject to the publication requirements of Bylaw 20.12.

***[Adopted Nov. 20/98; Modified July 1/01; Modified Jan. 1/03;
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, 2019, 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 1/19]