

International Actuarial Association Services

BY-LAW NO. 1

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A By-Law relating generally to the conduct of the affairs of
International Actuarial Association Services
(hereinafter referred to as the "**Corporation**")

DEFINITIONS AND INTERPRETATION

1. In this By-Law and in all other By-Laws of the Corporation, unless the context otherwise requires:
 - 1.1. "**Act**" means the *Canada Not-For-Profit Corporations Act*, S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
 - 1.2. "**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
 - 1.3. "**Board**" means the board of directors of the Corporation;
 - 1.4. "**By-Laws**" means this By-Law and any other By-Law of the Corporation as amended and which are, from time to time, in force and effect;
 - 1.5. "**Consensus**" means a decision of the Board that is made by the unanimous agreement of the Directors;
 - 1.6. "**Director**" means a member of the Board;
 - 1.7. "**Director at Large**" has the meaning set out in Section 23.1;
 - 1.8. "**Meeting of the Member**" includes an annual meeting of the member (an "**Annual Meeting**") or a Special Meeting; "**Special Meeting**" is any meeting of the member other than an Annual Meeting;
 - 1.9. "**Member**" or "**IAA**" means the International Actuarial Association, as constituted and incorporated as an association in accordance with Art. 60ff. of the Swiss Civil Code. It is the continuation of the "Comité Permanent des Congrès d'Actuaires" established in 1895, which was renamed the "International Actuarial Association" in 1968;

1.10. **"Officers"** means the President, President-Elect and Immediate Past-President, each an Officer;

1.11. **"Ordinary Resolution"** means a resolution passed by a majority of the votes cast on that resolution;

1.12. **"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time;

1.13. **"Special Resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. In the interpretation of this By-Law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

BUSINESS OF THE CORPORATION

3. **Purpose of the Corporation.** To support the work and mandate of the International Actuarial Association.
4. **Registered Office.** Unless changed in accordance with the Act, the head office of the Corporation shall be in the City of Ottawa, in the Province of Ontario.
5. **Books and Records.** The Board shall see that all necessary books and records of the Corporation required by the By-Laws or by any applicable statute or law are regularly and properly kept.
6. **Execution of Documents.** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) Directors, one of whom shall be the President or an Officer. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-Law or other document of the Corporation to be a true copy thereof.
7. **Financial Year.** The financial year end of the Corporation shall be December 31st in each year or as determined by the Member.
8. **Banking Arrangements.** The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

MEMBERSHIP IN THE CORPORATION

9. **Membership Conditions.** Subject to the Articles, there shall be one class of Member in the Corporation. The sole Member of the Corporation shall be the IAA. No other members shall be admitted to the Corporation without the consent of the IAA. The Member shall be entitled to receive notice of, attend and vote at all Meetings of the Member. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a resolution of the Member is required to make any amendments to this section of the By-Laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).
10. **Membership Dues.** There shall be no membership fees or dues unless otherwise directed by the IAA.
11. **Termination of Membership.** A membership in the Corporation is terminated when:
 - 11.1. the Member corporation is dissolved;
 - 11.2. the Member resigns by delivering a written resignation to the President in which case such resignation shall be effective on the date specified in the resignation;
 - 11.3. the Corporation is liquidated or dissolved under the Act.

MEETINGS OF MEMBERS

12. **Resolution in Lieu of Meeting.** A resolution in writing and signed by the IAA as the sole Member entitled to vote at Meetings of the Member, is as valid as if such resolution had been passed at a Meeting of the Member. A copy of every resolution of the Member shall be kept with the minutes of Meetings of the Member.
13. **The Annual Meeting.** Following the first Annual Meeting of the Corporation, which must be held within eighteen (18) months of incorporation, the Annual Meeting shall be held within six (6) months of the fiscal year end of the Corporation and within fifteen (15) months of the immediately preceding Annual Meeting. The business transacted at the Annual Meeting shall include:
 - a. approval of the agenda;
 - b. approval of the minutes of the immediately preceding Annual Meeting and any Special Meetings that have taken place since such Annual Meeting;
 - c. consideration of the financial statements;
 - d. report of the auditor or public accountant;
 - e. reappointment or new appointment of the auditor or public accountant;
 - f. election of Directors; and
 - g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for Annual Meeting unless the Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Meeting.

14. **Notice of Members Meeting.** Notice of the time and place of a Meeting of the Member shall be given by telephonic, electronic or other communication to the Member, during a period of 21 to 35 days before the day on which the meeting is to be held.
15. **Amendments to Notice Provisions.** Pursuant to subsection 197(1) (Fundamental Change) of the Act, a resolution of the Member is required to make any amendment to the By-Laws of the Corporation to change the manner of giving notice to the Member.
16. **Members Calling a Members' Meeting.** The Board shall call a Special Meeting of the Member in accordance with the Act, on written requisition of the IAA. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, the IAA may call the meeting.
17. **Place of Members' Meeting.** As provided in the Articles, Meetings of the Member may be held at any location determined by the Board, either inside or outside Canada.
18. **Persons Entitled to be Present at Member Meetings.** The only persons entitled to be present at a Meeting of the Member shall be the IAA, the Directors, the public accountant of the Corporation, and such other persons who are entitled or required under any provision of the Act, Articles or By-Laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the IAA.
19. **Chair of Members' Meetings.** The President shall chair Meetings of the Member or, in the absence of the President, the President-Elect. In the event that the President and President-Elect are absent, the IAA shall choose an individual to chair the meeting.
20. **Quorum at Members' Meetings.** A quorum at any Meeting of the Member shall be satisfied by the presence of the IAA.
21. **Votes to Govern at Members' Meetings.** At any Meeting of the Member, every motion shall, unless otherwise provided by the Articles or By-Laws or by the Act, be determined by the IAA.
22. **Participation by Electronic Means at Members' Meetings.** If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately during a Meeting of the Member, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting.

Notwithstanding any other provision of this By-Law, any person participating in a Meeting of the Member pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

23. **Members' Meeting Held Entirely by Electronic Means.** If the Directors or the Member call a Meeting of the Member pursuant to the Act, those Directors or Member, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately during the meeting.

BOARD OF DIRECTORS

24. **Election and Term of Directors.** The Board shall consist of the President, the President-Elect, the Immediate Past-President (each of whom shall be a Director) and eight (8) other Directors, all of whom shall be elected by the IAA and who shall serve terms as follows:

24.1. In every year, the IAA shall elect two (2) Directors to serve a term of four (4) years (the "**Directors at Large**");

24.2. In every year, the IAA shall elect one (1) individual to serve as Director and President-Elect to serve a term of one (1) year;

24.3. In every year, the IAA shall elect one (1) individual to serve as Director and President to serve a term of one (1) year; and

24.4. In every year, the IAA shall elect one (1) individual to serve as Director and Immediate Past-President to serve a term of one (1) year.

The terms of all Directors and Officers shall commence on the January 1st following their election and end on December 31st of the final year of their term or when their successors are elected. Upon the completion of three (3) consecutive terms as an Officer, such individual shall not be entitled to serve as an Officer or Director for a period of six (6) years.

25. **Number of Directors and Consent.** If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the IAA. In order to be eligible to serve as a Director, an individual must provide their consent to electronic meetings of the Board in accordance with Section 30 of this By-Law and be a member of the Executive Committee of the IAA.
26. **Term of Office of Directors.** The Directors at Large shall be elected to hold office for a term of four (4) years, beginning on January 1st and ending on December 31st or when their successors are elected. At the first election of Directors following the approval of

this By-Law, one-fourth (1/4) of the Directors at Large shall be elected for a four (4) term, one-fourth (1/4) of the Directors at Large shall be elected for a three (3) year term, one-fourth (1/4) of the Directors at Large shall be elected for a two (2) year term and one-fourth (1/4) of the Directors at Large shall be elected for a one (1) year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected Directors at Large shall be elected for four (4) year terms.

27. **Vacation of Office.** The office of Director shall be automatically vacated:
 - 27.1. if a Director resigns by delivering a written resignation to an Officer;
 - 27.2. if the Director is found by a court to be of unsound mind;
 - 27.3. if the Director becomes bankrupt or suspends payment or compounds with such Director's creditors;
 - 27.4. if the IAA removes the Director as a Director of the Corporation;
 - 27.5. if the Director withdraws their consent to electronic meetings of the Board;
 - 27.6. on death of the Director.
28. **Vacancies.** Subject to the Act, the IAA shall be entitled to fill a vacancy on the Board or may choose to leave the vacancy until the next Annual Meeting. In the event of a vacancy in the office of President, the President-Elect shall assume the responsibilities of President for the duration of the departed President's term or until the IAA appoints a new individual to the role of President. In the event of a vacancy in the office of President and President-Elect, the Immediate Past-President shall assume the responsibilities of President for the duration of the departed President's term or until the IAA appoints a new individual to the role of President.
29. **Calling of Meetings of Board of Directors.** Meetings of the Board may be called by the President or President-Elect or any two (2) Directors at any time.
30. **Location of Meeting of Board of Directors.** Meetings of the Board may be held at any time and place within or outside of Canada to be determined by the Directors.
31. **Participating in Meetings by Electronic Means.** If all of the Directors consent thereto, a Director may participate in a meeting of the Board or a committee of the Board by means of such telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate adequately (in accordance with the Act and Regulations) and a Director participating in a meeting by such means shall be deemed to be present at the meeting.

32. **Board Meeting Held Entirely by Electronic Means.** If the Directors call a meeting of the Board pursuant to the Act, those Directors may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately during the meeting.
33. **Notice of Meeting of Board of Directors.** Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 43 of this By-Law to every Director of the Corporation not less than seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. A notice of meeting of Directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including any proposal to:
 - 33.1. submit to the Member any question or matter requiring the approval of Member;
 - 33.2. fill a vacancy among the Directors or in the office of public accountant or appoint additional Directors;
 - 33.3. issue debt obligations except as authorized by the Directors;
 - 33.4. approve any annual financial statements;
 - 33.5. adopt, amend or repeal By-Laws; or
 - 33.6. establish contributions to be made, or fees to be paid by Member.
34. **First Meeting of New Board.** Notwithstanding the foregoing, provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the Meeting of the Member at which such Board is elected.
35. **Regular Meetings Section.** The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if the Act requires the purpose thereof or the business to be transacted to be specified in the notice.
36. **Quorum at Meetings of the Board of Directors.** A majority of the Directors in office from time to time shall constitute a quorum at any meeting of the Board.

37. **Votes to Govern at Meetings of the Board of Directors.** At all meetings of the Board, every question shall first be approached with the goal of making the decision by Consensus. In the event that Consensus cannot be reached on a particular motion after a discussion in which all Directors present in person or via electronic means have had one (1) opportunity to express their opinion on the motion, the decision shall be made by resolution of the Board. Nothing herein prevents the Board from determining that it will continue to attempt to reach Consensus on any motion if it wishes to do so and, after discussion thereon, the Board may pass a resolution to continue discussion on any issue. Where the Board votes on a motion, such question shall be decided by Ordinary Resolution and in case of an equality of votes, the President shall not have a second or casting vote.
38. **Committees of the Board of Directors.** The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

OFFICERS OF THE CORPORATION

39. **Appointment of Officers.** Unless otherwise specified by the Board, which may, subject to the Act, modify, restrict or supplement such duties and powers, the officers of the Corporation, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:
- 39.1. **President of the Board** (the “**President**”). The President shall, when present, preside at all meetings of the Board and of the Member. The President shall have such other duties and powers as the Board may specify.
- 39.2. **President-Elect of the Board** (the “**President-Elect**”). If the President is absent or is unable or refuses to act, the President-Elect, if any, shall, when present, preside at all meetings of the Board and of the Member. The President-Elect shall have such other duties and powers as the Board may specify.
- 39.3. **Immediate Past-President** (the “**Immediate Past-President**”). If the President and President-Elect are absent or unable or refuse to act, the Immediate Past-President, if any, shall, when present, preside at all meetings of the Board and of the Member. The Immediate Past-President shall have such other duties and powers as the Board may specify.

REMUNERATION OF DIRECTORS AND OFFICERS

40. **Remuneration of Directors and Officers.** The Directors and Officers of the Corporation shall not be remunerated for their services.

INDEMNIFICATION OF DIRECTORS AND OFFICERS AND OTHERS

41. **Indemnification.** Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall, so long as they have acted honestly and in good faith, from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:
- 41.1. all costs, charges and expenses which such Director, Officer or other person sustains or incurs in respect of an action, suit or proceeding which is brought, commenced or prosecuted against such Director, Officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director, Officer or other person, in or about the execution of the duties of such Director's, Officer's or other person's office or in respect of any such liability;
 - 41.2. all other costs, charges and expenses which a Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such Director's, Officer's or other person's own wilful neglect or default.

In the event an individual requests the advance of funds in order to defend an action, claim, suit or proceeding referenced in Section 40.1, the Board may approve such advance. For further certainty, nothing in this Section 40 shall be deemed to require the Corporation to reimburse Directors in respect of expenses incurred in the performance of their Director role and such expenses shall not be considered liabilities within the meaning of this section.

DISPUTE RESOLUTION

42. **Mediation and Arbitration.** Disputes or controversies among members, Directors, Officers, committee members, or volunteers of the Corporation are to be resolved in accordance with mediation and/or arbitration as provided in this By-Law.
43. **Dispute Resolution Mechanism.** In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or By-Laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, such dispute or controversy shall be settled by a process of dispute resolution as follows:
- 43.1. The dispute or controversy shall first be submitted to a mediator selected by the parties to the dispute. If the parties cannot agree on a mediator, each party shall appoint one mediator and the mediators so appointed jointly select a mediator to hear the dispute.
 - 43.2. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the

provincial legislation governing domestic arbitrations in force in the province of Ontario or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

- 43.3. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

GENERAL

44. **Method of Giving Any Notice.** Any notice (which term includes, without limitation, any communication or document or other information) to be given (which term includes, without limitation, sent, delivered, received or served) pursuant to the Act, the Articles, the By-Laws or otherwise to a Member, Director, Officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- 44.1. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- 44.2. if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given on the first business day in Ontario after the dispatch thereof. The Corporation may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant or member of a committee of the Board in accordance with any information believed by the Corporation to be reliable. The declaration by the President that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

45. **Invalidity of any Provisions of this By-Law.** The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law.
46. **Omissions and Errors.** The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-Laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

47. **Amendment of By-Laws.** The IAA may, by resolution, make, amend or repeal any By-Laws that regulate the activities or affairs of the Corporation. No By-Law amendments shall be effective until approved by the IAA.