



*Where Canadian Auto Insurance Rate Regulators Converge!*

**CANADIAN  
AUTOMOBILE INSURANCE  
RATE REGULATORS  
ASSOCIATION**

**CONSTITUTION AND BY-LAWS**

## **CONSTITUTION**

### **ARTICLE I - ASSOCIATION CONSTITUTED**

The non profit association known as the Canadian Automobile Insurance Rate Regulators Association is established.

### **ARTICLE II - SHORT TITLE**

The Canadian Automobile Insurance Rate Regulators Association may be referred to as "CARR or "the Association".

### **ARTICLE III - OBJECT OF CARR**

The object of the Association is to enhance automobile insurance rate regulation in Canada through:

- (1) education and training of CARR members, and
- (2) the exchange of information among members of CARR by means of discussion of issues of common interest, education and such other means as may be deemed appropriate.

### **ARTICLE IV - MEMBERSHIP**

- (1) Membership in the Association shall be open to an organization that is a Canadian regulatory tribunal, board, commission, government department or agency which is responsible for the regulation of automobile insurance rates established by: insurance companies; crown corporations; residual market insurers including Facility Association; and rating bureaus publishing advisory rates for insurance companies,
- (2 )An organization granted membership under (1) shall be referred to as a Member.
- (3) Associate membership in the Association shall be open to an organization that does not qualify for membership as a Member but who is:
  - (a) a Canadian regulatory tribunal, board, commission government department or agency having as part of its regulatory mandate any form of responsibility for automobile insurance regulation other than rate regulation; or

- (b) an automobile insurance related regulatory tribunal, board, commission, government department or agency from outside Canada which is responsible for the regulation of automobile insurance rates in its respective jurisdiction.
- (4) An organization granted membership under 3(a) or 3(b) above shall be referred to as an Associate Member.
- (5) An applicant for membership or associate membership may be admitted to the Association in the appropriate membership category:
  - (a) by submitting to the Executive Committee an application. The Executive Committee shall consider the application based on the criteria established for membership in Article IV and shall, where the criteria are met, approve the application and the applicant will become a Member or Associate Member, as applicable;
  - or
  - (b) at the invitation of the Executive Committee provided the invitee meets the criteria established for membership in Article IV.
- (6) The Executive Committee shall report at each annual meeting the names of those applicants granted membership in each category.
- (7) Any employee or appointee (board member, commissioner or person holding a similar position) of a Member or Associate Member shall be permitted to participate in the common activities of the Association subject to the provisions of holding office and voting described in the following articles.

## **ARTICLE V - OFFICERS**

- (1) The officers of the Association shall be the Chair, the Vice-Chair and the Secretary-Treasurer.
- (2) All officers of the Association shall be elected at the annual meeting by a majority vote of Members in attendance to serve for a term as specified in the By-Laws.
- (3) No officer shall hold any single position mentioned in Article V(1) for more than two consecutive terms.
- (4) Where an officer of the Association resigns his or her position or ceases to be employed by a Member as defined in Article IV(1), that position shall become vacant immediately.
- (5) Where an officer's position becomes vacant, the Executive Committee:

- (a) shall, where the vacancy is created six or more months before the next annual meeting, appoint another Member to act in the capacity of the vacant office until the next annual meeting;
  - (b) may, where the vacancy is created less than six months before the next annual meeting, appoint another Member to act in the capacity of the vacant office until the next annual meeting.
- (6) The responsibilities and duties of each officer shall be as prescribed from time to time in the By-Laws.

## **ARTICLE VI - EXECUTIVE COMMITTEE**

- (1) There shall be an Executive Committee of CARR composed of the officers of the Association, the immediate past chair and up to 5 Members at Large.
- (2) The Members at Large shall be elected at the annual meeting by a majority vote of Members in attendance to serve for a term as specified in the By-Laws.
- (3) Subject to the Constitution and By-Laws of the Association, the Executive Committee shall have full control of the management of the affairs of the Association and shall meet at times and places determined by the Chair.
- (4) To the extent possible, Executive Committee meetings shall be held in the most cost effective manner including scheduling the same so as to take place prior to, during or immediately following the CARR annual meeting or educational or other conferences or, via electronic media including but not limited to teleconferencing, video conferencing or web casting.
- (5) The host of the annual meeting and conference may, during the fiscal year in which they are hosting, participate as a non-voting member in meetings of the Executive Committee, either at the request of the Executive Committee or by the request of the host.
- (6) A simple majority of the Executive Committee shall constitute a quorum.
- (7) Members of the Executive Committee may appoint a representative to attend, act and vote on their behalf at Executive Committee meetings or may appoint a proxy holder to act and vote on their behalf at any meeting of the Executive Committee.
- (8) An Associate Member shall not be eligible to hold office in the CARR Executive Committee.

## **ARTICLE VII - ANNUAL MEETING**

The Association shall meet at least once a year at its annual meeting at a time and place to be determined by the Executive Committee. The Chair must give at least 30 days notice of the annual meeting to all Members.

## **ARTICLE VIII - VOTING**

- (1) Notwithstanding the number of participants from each Member, and except where otherwise prescribed by the Constitution or By-Laws, each Member shall have one vote only on any matter coming before the Association or any of its Committees said vote to be cast by a Member as prescribed in the By-laws.
- (2) Except in the case of an amendment to the Constitution, any matter coming before the Association and requiring a vote shall pass upon receiving a majority vote of the Members voting at the annual meeting, provided that the number of Member votes cast constitutes a quorum.
- (3) Where an amendment to the Constitution of the Association is proposed, the amendment shall require a two-thirds majority vote of all Members.
- (4) Where an amendment to the Constitution or By-Laws is proposed, each Member must receive a copy of the proposed amendment no later than 30 days before the annual meeting at which the amendment is to be voted upon.
- (5) Where a Member will not be represented at an annual meeting at which a vote on a proposed amendment to the constitution or By-Laws will take place, the Member may vote by letter ballot, by notifying the Chair of the Association in writing of the Member's vote, in the form prescribed in the By-Laws, no later than 7 days before the annual meeting.
- (6) Where circumstances require an amendment to the Constitution or By-Laws, the Chair of the Association, with the written consent of the Executive Committee, shall provide each Member with a copy of the proposed amendment and a letter ballot to be returned to the Chair by the date specified on the ballot.
- (7) A majority of the Members of the Association constitutes a quorum.
- (8) An Associate Member shall not be eligible to vote.

## **ARTICLE IX - ANNUAL FEE**

- (1) Each Member and Associate Member of CARR may be required to pay an annual fee as may be determined and set out in the By-Laws.

- (2) Where a Member or Associate Member has not paid the annual fee by the date required that Member's or Associate Member's rights and privileges in the association shall automatically become suspended.
- (3) A suspended membership may only be reinstated upon payment of the full amount of all fees owed and payable from the Member or Associate Member.

**ARTICLE X - BY-LAWS**

- (1) The Association may enact such By-Laws as may be necessary to ensure the proper and orderly conduct of the affairs and business of the Association.
- (2) The Executive Committee may enact a By-Law where it is of the view that the By-Law is necessary. Any such By-Law must be ratified at the next annual meeting.

**ARTICLE XI - COMING INTO EFFECT**

This Constitution comes into force on October 29, 2008.

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Approved: October 29<sup>th</sup>, 2008, Annual General Meeting, Banff, Alberta  
Revised: September 30, 2009, Annual General Meeting, St. John's,  
Newfoundland and Labrador

Chairman: \_\_\_\_\_  
Harry Gough

Secretary/Treasurer \_\_\_\_\_  
Del Dyck

**CANADIAN  
AUTOMOBILE INSURANCE  
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**BY-LAWS**

**ARTICLE I - DUTIES OF OFFICERS**

- (1) Subject to the Constitution and By-Laws of the Association the Executive Committee shall be responsible for the administration of the Association during the year.
- (2) The Chair shall preside at the annual meeting and all meetings of the Executive Committee.
- (3) The Vice-Chair will replace the Chair in the Chair's absence and will assist the Chair, as required, with the business of the Association.
- (4) The Secretary-Treasurer shall:
  - a. establish a bank account in the Association's name;
  - b. keep and maintain all financial records of the Association;
  - c. take receipt of and deposit to the bank account all funds received by the Association;
  - d. disburse funds of the Association as approved by the Executive Committee;
  - e. present the Association's financial statements for the past fiscal year at each annual meeting;
  - f. take and record the minutes of the annual meeting and all meetings of the Executive Committee; and
  - g. prepare and file returns of the Association as may be required by the Canada Revenue Agency.

**ARTICLE II - TERM OF OFFICE**

All officers and members of the Executive Committee shall serve for a term of one year.

### **ARTICLE III - STANDING COMMITTEES**

(1) There may be established the following standing committees:

- (a) Finance Committee;
- (b) Information, Training and Communications Committee;
- (c) Governance Committee;
- (d) such other committees or task groups as may be established from time to time by the Executive Committee.

(2) The role and responsibilities of each committee are the following:

(a) Finance Committee.

The role of the Finance Committee is to provide oversight to the Association's banking functions, financial records, budget development, financial policy development and financial controls.

(b) Information, Training and Communications Committee.

The role of the Information, Training and Communications Committee is to assist in the development of the skills and knowledge of those appointed to or employed by Members and Associate Members; to expand understanding of the regulatory process and of technical matters to permit expeditious reviews and decision-making; and, to facilitate communications with Members and between Members on matters of common interest.

This Committee should also act as a resource for all Members and Associate Members to obtain information on educational events sponsored by other organizations dealing with current and/or potential regulatory issues, administrative law or other educational opportunities consistent with the Association's mission and mandate.

This Committee should arrange education program(s) each year to provide:

- i. education in some aspect of the basic elements of the regulatory process and administrative law;
- ii. an updating of Members as to changes that have occurred in legislation and regulatory processes;
- iii. information on current issues and an opportunity for discussion on those issues;
- iv. technical information on regulated industry operations and the impact on issues of interest to regulators;

- v. a setting or location where learning can be focused and interaction can be controlled; and
- vi. an opportunity for Members to interact with industry, where the subject matter does not raise issues of possible conflict of interest or bias.

This Committee should liaise with other CARR Committees to ensure that the particular interests of CARR Members are addressed.

(c) Governance Committee.

The role of the Governance Committee is to ensure the Association's Constitution and By-Laws reflect the mission and objectives of the Association and to recommend to the Executive Committee changes, amendments or refinements thereto.

The Governance Committee is also responsible for the Association's business planning and to facilitate the Executive Committee nomination process.

As required the Committee shall prepare a list of nominees for each of the elected positions in the Association.

The list of nominees for each position shall be forwarded to each Member no later than 30 days before the annual meeting.

Nominations for each of the Association's elected positions may be made from the floor at the annual meeting.

(d) Other Committees and Task Groups.

The Executive Committee may at all times necessary establish such other committees or task groups for the purpose of dealing with non recurring functions or tasks.

These committees or groups should only be constituted where the issue or matter under review has an anticipated duration of no more than one year. Where the constitution of the committee is anticipated to exceed one year, or, where the committee as constituted has been in existence for more than one year, the Executive Committee shall, at the next annual meeting move an amendment to the Association's By-Laws to establish the committee as a Standing Committee.

- (3) CARR's Chair shall be an ex officio member of all Standing Committees as well as all Other Committees and Task Groups established by the Executive Committee.

- (4) The Standing Committees may establish working groups to carry out specific assignments.

#### **ARTICLE IV - STANDING COMMITTEE MEMBERSHIP AND MEETINGS**

- (1) Membership on any committee with the exception of the Governance Committee shall be open to employees or appointees of any Member including Associate Members.
- (2) Membership on the Governance Committee shall be open to employees or appointees of any Member excluding Associate Members.
- (3) The Chair of each committee shall be elected at an annual meeting or, where a Chair cannot be elected at an annual meeting, the Association's Chair may at his/her discretion appoint a Chair of a Standing Committee or, in the absence of an appointed Chair, the Chair shall be elected by a majority vote of Members serving on the Committee.
- (4) To the extent possible, Standing Committee meetings shall be held in the most cost effective manner including scheduling the same so as to take place prior to, during or immediately following the CARR annual meeting or educational or other conferences or, via electronic media including but not limited to teleconferencing, video conferencing or web casting.
- (5) One member of each Standing Committee shall be designated to keep minutes of the meetings of the committee.
- (6) The Chair of each Standing Committee shall render to the Association's membership a written report of the committee's activities for the previous year.

## **ARTICLE V - ANNUAL FEE**

Each Member and each Associate Member shall pay to the Association, on or before the 30th day of April of each year, an annual fee as may be proposed by the Executive Committee and approved by the membership at the previous annual meeting.

## **ARTICLE VI - DELEGATE FEE**

A delegate fee for attendance at the annual meeting and conference shall be fixed, the amount to be determined by the Executive Committee.

## **ARTICLE VII - EDUCATION FEE**

The fees for any educational program, conference or offering providing educational opportunities shall be determined by the Executive Committee.

## **ARTICLE VIII - DISBURSEMENT OF FUNDS**

- (1) The authority to disburse funds of the Association shall be vested in the Secretary-Treasurer and either the Chair or the Vice-Chair.
- (2) All authorized disbursements of funds shall be by way of cheque drawn on an account established for such purposes in the name of the Canadian Automobile Insurance Rate Regulators Association, (CARR).
- (3) All cheques issued by the Association shall bear the signatures of two members of the Executive consisting of the Secretary-Treasurer and one of the Chair or Vice Chair.
- (4) The Executive Committee shall have the authority to delegate funds of the Association to any of the Standing Committees for the purpose of the execution of their functions. The Chair of the Standing Committee shall then have the authority to disburse these funds, provided that a written report of these disbursements is made to the Executive Committee at the end of the fiscal year during which the money was granted by the Executive Committee.
- (5) All proceeds or revenues generated by any Standing Committee shall be forwarded to the Secretary-Treasurer by the fiscal year-end unless otherwise directed by the Executive Committee.
- (6) All revenues generated by CARR shall be used for the exclusive purpose of fulfilling the objectives of CARR with no part thereof being available to or used for the personal benefit of any Member of the Association.

(7) In the event the Association is winding up, after payment of all debt and liability, no Member or Associate Member shall have any right or interest in or to a distribution upon winding up of the affairs of the Association, but all net assets remaining shall be distributed to any eligible charitable, religious or educational organization as designated by the Executive Committee.

## **ARTICLE IX - ANNUAL MEETING AND CONFERENCE LOCATION**

- (1) The location of the annual meeting and conference should be chosen at the annual meeting at least 3 years prior to the holding of the meeting and conference.
- (2) To the extent possible the location of the annual meeting and conference shall be chosen in such a manner as to allow each Member an opportunity to host in turn.
- (3) To the extent possible the Conference Committee shall alternate conference and annual meeting sites between East, West and Central Canada Members.

## **ARTICLE X - VOTING REPRESENTATIVE**

Each Member organization shall no later than 15 days prior to the annual meeting complete a Voting Representative authorization form to authorize a voting representative to vote on their behalf on any matter coming before the Association.

## **ARTICLE XI - FISCAL YEAR**

The fiscal year-end of the Association shall be the 31st day of March each year.

## **ARTICLE XII - TRANSITION**

These By-Laws come into force and effect on October 29, 2008.

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Approved:    October 29<sup>th</sup>, 2008, Annual General Meeting, Banff, Alberta  
Revised:      September 30, 2009, Annual General Meeting, St. John's,  
                         Newfoundland and Labrador

Chairman:

\_\_\_\_\_

Harry Gough

Secretary/ Treasurer

\_\_\_\_\_

Del Dyck



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## LETTER BALLOT

I \_\_\_\_\_, a duly appointed representative

of \_\_\_\_\_, a Member in good standing  
(Name of Member Organization)

of CARR, hereby vote

for

against

amendment to the Constitution/By-Laws proposed in the attached document.

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Printed Name of Person)

\_\_\_\_\_  
(Date)



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Proposed Amendment to the Constitution and By-Laws of the Association

This is to notify CARR that \_\_\_\_\_, a Member in good standing  
(Name of Member Organization)  
of the Association, proposes the following amendment to the CARR  Constitution  By-Laws.

Article Number: \_\_\_\_\_

Current Wording:

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Proposed Wording:

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Reasons for amendment:

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Dated at \_\_\_\_\_ in the Province of \_\_\_\_\_ on this \_\_\_\_\_ day of 20\_\_

Signed: \_\_\_\_\_

**Note:**

**If you are proposing more than one amendment separate sheets  
must be submitted for each such amendment.**



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## Membership – Voting Representative Form

I hereby authorize the individual listed below as the representative for the organization noted. This authorization will take effect at the \_\_\_\_\_ (insert date) Annual General Meeting (AGM) and will remain in effect until the following AGM.

Authorization: \_\_\_\_\_  
Name/Position Signature

### Member: With Voting Rights

British Columbia Utilities Commission

\_\_\_\_\_  
Name Position  
(Alberta) Automobile Insurance Rate Board

\_\_\_\_\_  
Name Position  
Saskatchewan Rate Review Panel

\_\_\_\_\_  
Name Position  
Manitoba Public Utility Board

\_\_\_\_\_  
Name Position  
Ontario Financial Services Commission

\_\_\_\_\_  
Name Position  
New Brunswick Insurance Board

\_\_\_\_\_  
Name Position  
Prince Edward Island Regulatory & Appeals Commission

\_\_\_\_\_  
Name Position  
Nova Scotia Utility & Review Board

\_\_\_\_\_  
Name Position  
Newfoundland and Labrador Board of Commissioners of Public Utilities

\_\_\_\_\_  
Name/Position Position

### Associate Membership: With No Voting Rights

Autorité des marchés financiers du Québec

\_\_\_\_\_  
Name/Position Position



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**Executive Committee Nomination Form**

I hereby nominate \_\_\_\_\_  
(Printed Name of nominee)

for the position of:

- Association Chair
- Association Vice Chair
- Association Secretary Treasurer
- Member at Large

on the Executive Committee of CARR for the period starting \_\_\_\_\_

Nominated by: \_\_\_\_\_  
Name/Position

\_\_\_\_\_  
(Name of Member Organization)

Dated: \_\_\_\_\_

Seconded by: \_\_\_\_\_  
Name/Position

\_\_\_\_\_  
(Name of Member Organization)

Dated: \_\_\_\_\_

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### **Committee Chairs Nomination Form**

I hereby nominate \_\_\_\_\_  
(Printed Name of nominee)

for the position of chair of:

Governance Committee

Finance Committee

Education and Communications Committee

Other (specify) \_\_\_\_\_

for the period starting \_\_\_\_\_

Nominated by:

\_\_\_\_\_  
Name/Position

\_\_\_\_\_  
(Name of Member Organization)

Dated: \_\_\_\_\_

Seconded by:

\_\_\_\_\_  
Name/Position

\_\_\_\_\_  
(Name of Member Organization)

Dated: \_\_\_\_\_