

# Q&A on the revised AAE Statutes (Structured by Article Number)

5 September 2025

## Introduction

This Q&A document accompanies the revised Statutes and new Internal Regulations of the Actuarial Association of Europe (AAE) dated 5 September 2025. It compiles questions, requests for clarifications received from Member Associations before and during the consultation period, which ended on 20 August 2025.

The questions are organized by article number for ease of reference and aim to support Member Associations in understanding the rationale behind specific provisions. This document is for assistance purposes only; it is in no way thought of as a binding document for the AAE. Also, it does not claim to be complete.

## General comments

- The Swiss law firm Homburger has undertaken a thorough legal review of the new draft Statutes; they have been approved as being appropriate, comprehensive, consistent, and effective to ensure a well-controlled but efficient operation of the AAE.
- As the AAE is an association within the meaning of Article 60 of the Swiss Civil Code, the draft Statutes intend to be as transparent and explicit about requirements by Swiss law as possible.

## Preamble

*Q: Does a preamble containing a vision and values statement make sense?*

- **A:** The introduction of the vision and values statement in the Statutes as an official AAE document has been suggested by the Target Operating Model (TOM) TF and has the full support of the AAE Board of Directors.

The preamble effectively communicates who the AAE is, its values, and what the AAE stands for to any interested party. The content of the proposed preamble - the vision and values statement - has remained stable and unchanged for many years, indicating its acceptance and stability.

It is also important to note that a preamble is quite common for Statutes of Swiss Associations and is also a standard practice within the EU, particularly in regulations. Making these values and AAE identity assessable would also facilitate applications for financial funding at the European level, should the AAE want to consider forms of EU funding that do not compromise the AAE's independence in any way.

*Q: Does the emphasis on unanimous decision-making imply a veto for every Member Association?*

- **A:** No formal veto is mentioned, but there is a strong preference for consensus. In case of disagreement on matters of professional importance, Article 20 allows for a qualified majority after a cooling-off period.

## Article 2: Purpose

*Q: Will a Member Association be reimbursed upon termination for reasons other than a change of purpose?*

- **A:** No. Only in the case of termination due to a change of Article 2 (the purpose), a pro-rata refund is allowed. This is in line with Swiss law.
- 

## Article 4: Members

*Q: The number of Member Associations representing the profession within a particular European State is not limited. At the same time, the Statutes, in particular with regard to voting rights, follow a state-based approach rather than an association-based approach. Have the implications of this been considered by the TF?*

- **A:** Questions relating to consequences of more than one association in a State have been brought up by several associations; after intense discussions, the TF has decided not to address these now. As there are currently no practical problems known, the TF has referred this matter to the Board of Directors, asking whether a separate TF should be established for this matter.
- 

## Article 6: Criteria for Full Membership

*Q: Are there no specific requirements for becoming an Observer Member Association?*

- **A:** There are, and Article 6 has therefore been amended after consultation to add those requirements.

*Q: Does the structure of Article 6.3 discourage smaller associations from recommending Standards of Practice (SoPs)?*

- **A:** Following a due process is key to gain wide acceptance of these standards. In particular, when standards are promulgated as binding to individual actuaries, authority can only be claimed if there is a trustworthy governance system behind it. The requirement for a robust process is therefore intentional to ensure legitimacy, independent of the size of an association.
- 

## Article 7: Subscriptions

*Q: In the previous version of the Statutes the following part of the sentence was also included in Paragraph 2: “for which the Member Association itself receives full subscriptions.”*

*Could you please give us some background why this part of sentence was erased?*

- **A:** With regards to Art. 7 on subscriptions the TF believes that it is a fair solution to base subscriptions on those individual members who benefit the most from the AAE membership of its association, and these are the Qualifying Actuaries under the MRA. Qualified Actuaries not only comply with the education requirements but also fulfil their association’s CPD scheme. In many member associations, members who pay a reduced fee to their own association (e.g. retired, on parental leave, etc.) can also apply for an exemption from CPD requirements and thus, are no longer Qualifying Actuaries.

*Q: Should there be a cap on subscriptions, based on 25% of the total number of European Qualifying Actuaries for larger associations?*

- **A:** This issue goes beyond the TF's mandate, and has therefore not been considered.
- 

## **Article 8: Membership Suspension and Termination**

*Q: Is there sufficient clarity and fairness in the rules for exclusion and termination of Member Associations?*

- **A:** Yes. The Internal Regulations (Section 3) detail how reinstatement can occur following resolution of the issue and approval by the General Assembly.

*Q: Can suspended members be reinstated without a physical General Assembly meeting?*

- **A:** Yes. The Internal Regulations allow reinstatement via electronic vote if the issue has been resolved and the Board of Directors confirms compliance.

*Q: What are the consequences of membership suspension?*

- **A:** The consequences of membership suspension are described in Art. 1 of the Statutes and Section 3.1. of the Internal Regulations. If a Member Association's membership has been suspended, the association will not be allowed to send any delegates to the General Assembly. All other rights and obligations of that association remain untouched, in particular with respect to Article 6 of the Statutes. Suspension shall be for a defined period, not exceeding 12 months; suspension does not terminate membership.
- 

## **Article 12: Office Bearers**

*Q: What is the difference between election and appointment?*

- An election is a decision relating to a person's role within the AAE made by the body that exercises its power directly, the General Assembly. All decision-taking powers of the AAE are vested with the General Assembly.

An appointment, in contrast, is a decision relating to a person's role within the AAE made by the body that exercises its power by delegation, the Board of Directors, which means that certain decision-making powers have been delegated to the Board of Directors.

*Q: Do members of the Nominations Panel have the mandate to represent the AAE externally?*

- **A:** No. The sentence includes multiple groups; members of the Nominations Panel are not meant to represent AAE externally.

*Q: How is "fit and proper" status determined?*

- **A:** The Internal Regulations (Section 5) require that Office Bearers shall always act in the best interest of the AAE; and the completion of a Fit and Proper Questionnaire, maintained by the Nominations Panel, and mandate timely updates by Office Bearers.

*Q: The Nominations Panel is not recommending people for the position of a vice-chairperson of a committee. Why shall they, too, submit the Fit and Proper Questionnaire to the Nominations Panel?*

- While it is true that the ToR of the Nominations Panel do not cover the position of vice-Chairpersons of Committees, altogether the Nominations Panel seems best suited to assess these questionnaires for all Office Bearers.

---

### **Article 13: General Assembly of the AAE, Delegations, Membre Titulaire**

*Q: If a delegation has more than one member, the “membre titulaire”, what are their rights?*

- A: Delegates not nominated as “membre titulaire” (formerly called “membres suppléants” have the right to participate in and speak at the meetings of the General Assembly. They may only vote as alternate for a “membre titulaire” who is unable to participate.

---

### **Article 14: Meetings of the General Assembly**

*Q: Are all types of decisions and required majorities clearly defined?*

- They are defined in Article 20 of the Statutes, with further details on governance processes if a new topic cannot be assigned to a category (of professional importance or operational) in Paragraph 4.

*Q: What does “potential votes” mean?*

- A: Potential votes refer to the total number of votes that could be cast in the General Assembly, based on the definition of weighted votes in Paragraph 4 of Article 19 of the Statutes.

*Q: What does 20% refer to in the call for an extraordinary General Assembly?*

- A: It refers to 20% of the potential votes or 20% of Member Associations. This is confirmed in both the Statutes and Internal Regulations.

*Q: Can the General Assembly be held virtually?*

- A: Yes. The Internal Regulations (Section 6) allow virtual or hybrid General Assembly meetings, especially in force majeure situations.

*Q: Are electronic votes possible between General Assemblies?*

- A: The TF attaches great importance to ordinary or extraordinary General Assemblies to facilitate discussion and to keep all Member Associations equally informed. Therefore, in general no such electronic votes are possible between General Assemblies. As the only exception, an electronic vote may be undertaken to elect a Chairperson of a Committee given that the election cannot or could not take place in an ordinary General Assembly.

*Q: Shouldn't any FMA be allowed to submit a proposal to add a topic to the agenda of the General Assembly or to amend the Statutes so that these must be included resp. considered?*

- **A:** While each member association has the right to propose topics for the General Assembly or amendments to governance documents, it remains the responsibility of the Board of Directors to accommodate these requests and find appropriate ways to take them into account.

When member associations call for an extraordinary General Assembly, however, the agenda will of course contain the requests and discussion items brought forward by these member associations.

---

## Article 15: Board of Directors

*Q: What is meant by for legal representation, and shouldn't this always be the mandate of the Chairperson of the AAE?*

- **A:** The change aims to mitigate issues from the past when only the Chairperson held legal authority, which turned out to be a serious problem when the Chairperson was no longer available. From now on, the AAE is legally represented by the Chairperson and either the Vice-Chairperson or the Immediate Past Chairperson. This also supports the AAE's policy for a four-eye principle. In general, the Board of Directors has the right to delegate its duties to other bodies or Office Bearers.

This has however nothing to do with representing the AAE to external audiences like European institutions – it is about legal affairs only: signing contracts, appearing in court, employing staff...

*Q: Should there be a mention of the Treasurer or financial responsibility?*

- **A:** Yes. Generally, the Board of Directors is responsible for the operations of the AAE (Paragraph 1 of Article 15 of the Statutes). The Internal Regulations (Section 7) assign financial oversight to the Board of Directors, as in accordance with Swiss law financial responsibility is vested in the Board of Directors, with the option to designate a Treasurer from among its members. In general, the Board of Directors has the right to delegate its duties to other bodies or Office Bearers. The description "Honorary", however, has been abandoned.

*Q: Is the idea of distribution by gender in accordance with European treaties (Lisbon treaties "the Union shall aim to combat discrimination based on sex, racial or ethnic origin, religion or belief, disability, age or sexual orientation.")?*

- **A:** The aim is inclusivity, not discrimination. Legal advice has been sought; there is no evidence that the Statutes are contrary to the Treaty of Lisbon principles / amendments introduced by the Treaty of Lisbon in the European Treaties on non-discrimination.

---

## Article 18: Secretariat

*Q: What is the role of the Chief Executive?*

- **A:** Defined in the Internal Regulations (Section 10): includes staff management, strategic implementation support, support of bodies of the AAE and Secretariat operations.

*Q: Who is deciding on the organisational set-up and the personnel of the AAE Secretariat?*

- **A:** The organisational structure of the Secretariat shall be determined by the Board of Directors. The Chief Executive, who subject to ratification by the General Assembly shall be appointed, having the support of the Nominations Panel, by the Board of Directors on terms and conditions agreed by the Board of Directors. Support here means that the Nominations Panel will have the role of collecting Fit&Proper Questionnaires and of reporting to the Board of Directors should there be any concern related to the submitted Questionnaire

All other personnel decisions related to the Secretariat shall be taken by the Board of Directors after consultation with the Chief Executive.

---

## **Article 19: Voting Rights in the General Assembly**

*Q: What exactly does "excluded from voting" mean when an MA or its members are involved?*

- **A:** This applies to specific disputes involving the MA. Swiss law is clear on this that a MA is not allowed to vote on matters which concern it directly.

*Q: Should the difference between operational and matters of professional importance be more clearly delineated?*

- **A:** Article 20 of the Statutes lists which matters are to be considered as of professional importance or operational. This list comprises all matters the General Assembly could take a vote on. In addition, Paragraph 4 defines a process for classification, including dispute resolution and voting, if a topic comes up, which cannot clearly be found in the lists in Article 20.

*Q: Can voting rights be delegated (proxy voting)?*

- **A:** No. Proxy voting is explicitly disallowed by the Internal Regulations (Section 11).

---

## **Article 20: Majorities and Dispute Resolution**

*Q: Is it clear that the General Assembly is the deciding body in all cases listed?*

- **A:** A clarification was added to the title of Article 20 to make it explicit that the General Assembly is taking the decisions.

*Q: What majority is required for exclusion of a Member Association?*

- **A:** Decisions on the exclusion of members fall under the authority of the General Assembly. Unanimity is the goal, if possible, else a 75% majority is needed after a cooling-off period (per 20.1.e). The cooling-off period process is detailed in the Internal Regulations (Section 11).

*Q: How are divergent technical views treated in public statements?*

- **A:** Internal Regulations (Section 11) specify that the AAE may express majority and minority views transparently if consensus is not possible.

## Article 22: Review Period

*Q: Isn't a three-year review period of the Statutes too frequent given that new Internal Regulations have been introduced?*

- **A:** Yes, that's true, therefore a five-year review period is now being proposed.
- 

## Articles 23 and 24: Amendment of the Statutes and the Internal Regulations

*Q: Shouldn't more governance rules be defined for the Internal Regulations, given their role?*

- **A:** Yes. The Internal Regulations (Sections 13 and 14) describe the amendment process, consistency checks, and exposure periods before General Assembly approval.

*Q: How long is the consultation period for amended Internal Regulations?*

- **A:** The Consultation period will be three months, just like for the Statutes.
- 

## Additional Questions

*Q: Could you provide more background on why Statutes and Internal Regulations have been separated?*

- **A:** The TF needed to add various provisions to fulfil its mandate as described in its ToR, to ensure in particular
  - i) legal coherence with Swiss law,
  - ii) the closing of any gaps within the existing statutes that may affect the effective functioning of the AAE.The TF also felt the Statutes would benefit from enhanced clarity by adding certain texts such as
  - iii) a Content page
  - iv) a Preamble
  - v) a summary of the bodies of the AAE
  - vi) a description of Office Bearers.

The Statutes should be as short as possible and include high-level principles. The additions to the current Statutes together with the text in the Internal Regulations would have made the document about twice as long as the current text.

All important principles that relate to membership and members' rights and obligations should remain in the Statutes. When an organisation like the AAE is looked at or assessed by externals, they are mostly concerned with the high-level principles about the organisation's nature and governance, and not detailed rules. Detailed rules that establish their validity from the Statutes by a clear mandate given by the Statutes could be transferred to the Internal Regulations.

So this was an option for the TF and based on the above, the TF endorsed the separation of Statutes and Internal Regulations.

---