

**INSURANCE BROKERS
ASSOCIATION OF ONTARIO
ADMINISTRATIVE BYLAWS**

INSURANCE BROKERS ASSOCIATION OF ONTARIO ADMINISTRATIVE BYLAWS

1. INTERPRETATION

- (a) "Act" means the *Not-for-profit Corporations Act*, 2010, S.O. 2010, c.15, and its regulations as any may be amended from time to time.
- (b) "Active Member" has the meaning provided to it in Article 7(a).
- (c) "Affiliate Association" means a body corporate recognized by the Board of Directors pursuant to Article 27.
- (d) "Articles" means the letters patent, supplementary letters patent, original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (e) "Corporation" means Insurance Brokers Association of Ontario.
- (f) "Director" means a member of the Board of Directors of the Corporation.
- (g) "Financial Institution" means:
 - (i) A chartered bank;
 - (ii) A body corporate to which the *Trust and Loan Companies Act* (Canada), as amended from time to time, applies;
 - (iii) An association to which the *Co-operative Credit Associations Act* (Canada), as amended from time to time, applies;
 - (iv) An insurance company or a fraternal benefits society to which the *Insurance Companies Act* (Canada), as amended from time to time, applies;
 - (v) A trust, loan or insurance corporation incorporated by or under an act of the legislature of a province;
 - (vi) A cooperative credit society incorporated and regulated by or under an act of the legislature of a province; and
 - (vii) A Caisse Populaire.
- (h) "Honorary Lifetime Membership" and "Honorary Lifetime Member" have the meanings provided to them in Article 6(a).
- (i) "Honorary Membership" and "Honorary Member" have the meanings provided to them in Article 6(b).
- (j) "Nominee" has the meaning provided to it in Article 7(g).
- (k) "Non-Active Member" has the meaning provided to it in Article 7(c).
- (l) "Retired Broker" has the meaning provided to it in Article 7(c).
- (m) "Retired Member" has the meaning provided to it in Article 7(c).

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- (n) "RIBO" means the Registered Insurance Brokers of Ontario.
- (o) For the purposes of these Bylaws, an insurance brokerage is "controlled" by a Financial Institution where:
 - (i) In the case of a corporation, the shares of the corporation carrying more than fifty (50) percent of the votes for the election of directors of the corporation are held, other than by way of security only, by or for the benefit of a Financial Institution or one or more of the Financial Institution's Affiliates;
 - (ii) In the case of a general partnership, there are one or more partners consisting of a Financial Institution or one or more of a Financial Institution's Affiliates;
 - (iii) In the case of a limited partnership, there is a general partner consisting of a Financial Institution and / or one or more of a Financial Institution's Affiliates; and
 - (iv) In the case of an individual, the individual is an employee of a Financial Institution and/or one of a Financial Institution's Affiliates.

Provided that any insurance brokerage which appears to be controlled by a Financial Institution in accordance with any of (i) to (iv) above shall not be deemed to be controlled by the Financial Institution if the insurance brokerage can establish, to the satisfaction of the Board of Directors, acting in its sole discretion, that such Financial Institution does not have de facto control over, or the ability to otherwise manipulate, the management of the affairs of the insurance brokerage. Any such determination by the Board of Directors shall be binding upon the insurance brokerage and shall remain effective during the membership year in which the determination is made.

- (p) A corporation is an "Affiliate" of another corporation if one of them is the subsidiary of the other, or both are subsidiaries of the same corporation, or each of them is controlled by the same person, firm or other entity within the meaning of control as set forth in Article 1(j) above (with such changes as may be necessary). A corporation is a subsidiary of another corporation if:
 - (i) It is controlled by:
 - (a) That other corporation; or
 - (b) That other corporation and one or more corporations, each of which is controlled by that other corporation; or
 - (c) Two or more corporations, each of which is controlled by that other corporation; or
 - (ii) It is a subsidiary of a subsidiary of that other corporation.

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A partnership is an “Affiliate” of a corporation if that corporation or any of its Affiliates are general partners of the partnership, or limited partners which participate in any manner in the control of the partnership.

2. CORPORATE SEAL

The seal, if any, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation. [Seal]

3. REGISTERED OFFICE

The registered office of the Corporation shall be in the City of Toronto, in the Province of Ontario.

4. JURISDICTION

- (a) The operations of the Corporation shall be confined to the Province of Ontario.
- (b) Wherever the words "insurance brokerage" are used herein, they shall mean an entity, be it individual, partnership and/or corporation, registered as an insurance brokerage pursuant to the *Registered Insurance Brokers Act*, R.S.O. 1990 c.R.19.

5. CORPORATION'S PURPOSES

The Corporation's purposes are those provided in its Articles, as may be amended from time to time.

6. HONORARY MEMBERSHIP

- (a) The Board of Directors may at any time confer on an individual an honorary lifetime membership, with voting privileges (an “**Honorary Lifetime Membership**” or an “**Honorary Lifetime Member**”, as the context requires), on any individual who is a partner, shareholder and/or employee of an insurance brokerage.
- (b) The Board of Directors may at any time confer on an individual an honorary membership designation, which does not alone provide that individual any voting privileges (an “**Honorary Membership**” or “**Honorary Member**” as the context requires), for such a term as in their sole discretion the Board of Directors deems advisable. For clarity, an individual may hold an Honorary Membership and another class of membership of the Corporation, which such other class of membership provides the individual with voting privileges.

7. QUALIFICATION FOR MEMBERSHIP

- (a) Any insurance brokerage, the members of which are of good character and reputation, that meets the standards of qualification and subscribes to the Code of Ethics, and whose place of business is located in an area served by an Affiliate Association, and which wishes to become a member of the Corporation, shall make application to the Corporation. Upon acceptance by the Corporation, such insurance brokerage shall, subject to approval by the Board of Directors of the Corporation, and payment of the Corporation's applicable membership fee and assessment, if any, become an active member of the Corporation (an “**Active Member**”).

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A condition precedent to such brokerage continuing its membership in the Corporation is that the brokerage continues as a member in good standing of the Affiliate Association serving the area in which the brokerage is located and that such brokerage be up-to-date and in good standing in the payment of all fees and assessments, if any, imposed by the Corporation. **The Affiliate Association must meet the requirements set out in Article 27.**

- (b) Notwithstanding Article 7(a) above, any insurance brokerage, the members of which are of good character and reputation, and which meet the standards of qualification and subscribes to the Code of Ethics, and which is furthermore a member of a member association of the Insurance Brokers Association of Canada (“**IBAC**”), may make application to the Board of Directors for membership in the Corporation. Such applicant is not required to be or become a member of an Affiliate Association.

Upon fulfillment of the other requirements enumerated in this Article 7(b), and upon approval by the Board of Directors, payment of the membership fee and assessment of the Corporation, if any, such insurance brokerage shall become an Active Member of the Corporation. A condition precedent to such brokerage continuing its membership in the Corporation pursuant to this Article 7(b) is that the brokerage continues as a member in good standing of a member association of IBAC, and that such brokerage be up-to-date and in good standing in the payment of all fees and assessments, if any, imposed by the Corporation.

- (c) Any individual insurance broker who is of good character and reputation, who subscribes to the Code of Ethics, who holds the designation of CAIB and/ or CCIB and/or CPIB, who is a registered broker with RIBO and who works for (but has no beneficial interest in) a partnership or corporation which is not a member of the Corporation may make application for non-active membership to the Corporation. Upon fulfillment of the requirements enumerated in this Article 7(c), upon approval by the Corporation, and upon payment of the Corporation’s applicable membership fee and assessment, if any, the applicant shall become a non-active member of the Corporation (a “**Non-Active Member**”). A condition precedent to such individual continuing his or her membership in the Corporation is that he or she be up-to-date and in good standing in the payment of all fees and assessments, if any, imposed by the Corporation.

Any individual who (i) does not hold an active RIBO license or any other insurance intermediary license, (ii) does not have an assigned RIBO number, (iii) is not employed by an insurance brokerage or agency, and (iv) was a member in good standing of the Corporation in at least five of the 10 years immediately prior to the occurrence of (i), (ii), or (iii), whichever occurred later, (a “**Retired Broker**”) may make application for non-active membership to the Corporation as a “**Retired Member**”. Retired Members shall not be entitled to vote and shall fall under the classification of Non-Active Members. A condition precedent to such individual continuing his or her membership in the Corporation is that he or she be up-to-date and in good standing in the payment of all fees and assessments, if any, imposed by the Corporation. Notwithstanding any of the foregoing and subject to Article 25, the Board of Directors of the Corporation, acting in the best interests of the Corporation, shall have complete discretion to admit or remove any individual as a Retired Member.

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- (d) [INTENTIONALLY DELETED]
- (e) A condition precedent to membership in the Corporation is that each insurance brokerage shall advise the Corporation in writing at the time of membership application and/or renewal of membership, as the case may be, of the names of all of the individual brokers of the insurance brokerage who are licensed brokers pursuant to the *Registered Insurance Brokers Act* (Ontario).
- (f) Notwithstanding anything to the contrary in this Article and subject to Article 25 of these Bylaws, the Board of Directors of the Corporation, acting in the best interests of the Corporation, shall have complete discretion to admit to or remove any individual, person, brokerage or entity from membership in the Corporation.
- (g) Each Active Member shall, by notice in writing to the Corporation, appoint an Officer, Director, Shareholder or employee of each applicable member (a “**Nominee**”) who shall be:
 - (i) Entitled to vote on behalf of such Active Member at all Annual Meetings and all Special Meetings of the Corporation;
 - (ii) Eligible to be elected to the Board of Directors of the Corporation; and
 - (iii) If such Nominee is a member of the Board of Directors of the Corporation, be eligible for appointment to any committee of the Board of Directors of the Corporation.

Each Nominee shall remain as Nominee until such time as he or she is no longer an officer, director, shareholder or employee of the respective member or until such time as notice is delivered to the Corporation revoking such Nominee’s appointment. For clarity, a Nominee’s entitlement to vote and eligibility to be appointed or elected, as outlined in this Article 7(g) shall be subject to any other applicable requirements set forth in this Bylaw.

8. PRIVILEGES

- (a) Subject to Article 8(d) and Article 18(a), all Active Members, being all of the insurance brokerages which are members of the Corporation, shall be entitled, in accordance with the provisions of Article 18, to vote at all meetings of the members of the Corporation.
- (b) Honorary Members shall not be eligible to be Directors of the Corporation and shall not have voting privileges.
- (c) Non-Active Members of the Corporation shall not be eligible to any rights or privileges as a member of the Corporation and shall not have any voting privileges, save and except that they shall be entitled to use their professional designation of CAIB and/or CCIB and/or CPIB (provided that such Non-Active Member continuously meets all other requirements imposed with respect to the holding and use of the CAIB and/or CCIB and/or CPIB designations).

9. TERRITORIES AND ELIGIBLE MEMBER NOMINEE DIRECTORS

- (a) The Board of Directors shall divide the membership of the Corporation into territories (the “**Territories**”) on the basis of the location of the place of business of each member. A schedule of Territories is annexed hereto as Schedule “A”. The Board of Directors of the Corporation may, by resolution, redefine and/or change the boundaries of any Territory or Territories at any time and from time to time. Each Territory, through its Affiliate Associations, shall hold Territory meetings (“**Territory Meetings**”) from time to time to name as many persons as it wishes to be eligible for election as a Director of the Corporation to represent such Territory (the “**Eligible Member Nominee Director(s)**”).
- (b) The Territory Meeting for the selection of the Eligible Member Nominee Director(s) shall be held at a General Meeting of the members of the applicable Territory called for that purpose. Such duly called and constituted meeting shall take place prior to the holding of the Annual Meeting of the Corporation. If the validity of the selection of the Eligible Member Nominee Director(s) is questioned, such challenge shall be in writing and submitted to the Chief Executive Officer within forty-eight (48) hours after the date on which such selection took place. Upon such challenge being submitted, all of the ballots at such selection meeting, together with all proxies, shall be forwarded to the Chief Executive Officer for tabulation and the decision of the Chief Executive Officer shall be considered final and binding on all parties.
- (c) To be eligible to vote at the Territory Meeting held to select the Eligible Member Nominee Director(s), each member from the Territory electing such person(s) must be represented at the Territory Meeting when the vote is taken by either (i) the member’s Nominee (either in person or by such Nominee’s mail-in or electronic vote) or (ii) an individual designated in a special proxy for use at that Territory Meeting only, in a form designated and approved by the Board of Directors pursuant to Section 64 of the Act.
- (d) The nomination of the Eligible Member Nominee Director(s) shall be made by petition in writing signed by at least five (5) Nominees of five (5) different members from the Territory nominating such person(s) as the Eligible Member Nominee Director(s) for that Territory and must be received by the Chief Executive Officer of the Corporation at least sixty (60) days prior to the Annual Meeting of the Corporation.
- (e) The Board of Directors may by resolution fix a time not exceeding 48 hours, excluding Saturdays, Sundays, and holidays, preceding any meeting or adjourned meeting of Territory members before which time proxies to be used at the Territory Meeting to select such Eligible Member Nominee Director(s) must be deposited with the Chief Executive Officer of the Corporation, and any period of time so fixed shall be specified in the Notice calling the Territory Meeting or in the information circular relating thereto.
- (f) No person shall be nominated or selected as an Eligible Member Nominee Director at the Territory Meeting under clause (b) of this Article if that person is nominated as an Officer of the Corporation for election at the next Annual Meeting or Special Meeting to be held after the Territory Meeting. Likewise, no person shall be nominated or elected as an Officer of the Corporation at such Annual Meeting or Special Meeting if that person was selected as an Eligible Member Nominee Director at the Territory Meeting under clause (b) of this Article.

10. DIRECTORS, OFFICERS AND COUNCIL

- (a) The affairs of the Corporation shall be managed by a Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the by-laws or by statute expressly directed or required to be done in some other manner. The Corporation must have at least three (3) directors. Until changed in accordance with the Act, the board shall consist of not fewer than the minimum number and not more than the maximum number of directors provided in the Articles. Until changed in accordance with the Act, the Board of Directors shall be comprised of eleven (11) persons, being six (6) Member Nominee Directors and five (5) Director Nominee Directors (both defined below).
- (b) No person shall be a Director who is not a Member Nominee Director or a Director Nominee Director, and a person shall cease forthwith to be a Director upon ceasing to be a member or an employee of a member. Each director must consent to hold office as a director within 10 days after the election or appointment except a director who is re-elected or re-appointed and there is no break in such director's term of office.

Except as specifically provided in this Article 10(b), no two (2) Directors may be directors, officers or otherwise employed by the same member of the Corporation. If during the term of office of a Director, a transaction involving a member (such as a merger of two (2) members or an acquisition of one (1) member by another) results in two (2) Directors being employed by the same member of the Corporation, then those two (2) Directors may each serve out their remaining term provided that at least one of the two (2) Directors recuses themselves from any vote that may be deemed a conflict of interest by the remaining Directors.

- (c) There shall be four (4) Officers of the Corporation; namely, President, Chair of the Board, Secretary and Chief Executive Officer. An Officer, except the Chief Executive Officer (and any other officer role the Chief Executive Officer may also hold simultaneously with their role as the Chief Executive Officer) who is not required to be employed by a member of the Corporation, shall cease forthwith to hold such office upon ceasing to be employed by a member of the Corporation. No such officers, except the Chair of the Board and the President, need be Directors.
- (d) To be eligible for the roles of President or Chair of the Board, an individual shall have at least one-year's experience as a Director of the Corporation or equivalent experience as determined by the Board of Directors. One individual may hold up to two (2) such officer roles.
- (e) The Board of Directors shall select for the approval of the Corporation's membership up to five (5) Directors of the Corporation from a list of member nominees selected by the Board of Directors, after the Board of Directors (i) considers each such nominee's history and proficiency in respect to certain criteria, which may include consideration of each of the below-listed items (a to f) as they relate to the purposes of the Corporation as provided in its Articles, and (ii) finalizes such list at least thirty (30) days prior to the next Annual Meeting (collectively, the "**Director Nominee Directors**" and each a "**Director Nominee Director**"):

- a. Corporate strategy.
- b. Business achievements.

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- c. Broker Consolidation.
- d. Technology and digital aspects of the insurance business.
- e. Governmental relations.
- f. Education.

30 days prior to each Annual Meeting, the Board of Directors shall submit nominations for the election of up to five (5) Director Nominee Directors. One Director Nominee Director will be elected to serve a term of one year and that individual will also hold the office of Chair. A second Director Nominee Director will be elected to serve for a term of two years and will also hold the office of President during their first year, and then transition to the office of Chair during their second year as a Director Nominee Director. All remaining Director Nominee Directors will serve for a term of three years and will be eligible to serve subsequent three-year terms from time to time. If it is desired that a Director Nominee Director who is currently serving a three-year term be appointed to hold the office of President or Chair, then that Director Nominee Director will resign and be immediately re-elected as a Director Nominee Director to serve for either a term of one year or two years, as the case may be.

- (f) The Board of Directors shall, from the Eligible Member Nominee Director(s), select for the approval of the Corporation's membership one (1) Director for each Territory, for a total of up to six (6) Directors. Expired terms will be filled annually by elections for up to three-year terms. Such Directors shall be known as "**Member Nominee Directors**".
- (g) The offices of Secretary and of Chief Executive Officer shall be filled by appointment by the Board of Directors. In its discretion the Board of Directors may appoint as Secretary or Chief Executive Officer a person who holds another office of the Corporation. The Board of Directors may appoint the same person to the offices of Secretary and Chief Executive Officer. If the Board of Directors do not fill the office of Secretary, the Chief Executive Officer so appointed shall also be appointed Secretary, and in such case the Secretary is not required to be a member of the Corporation.
- (h) The Council is made up of the following: (i) the Board of Directors, (ii) the Presidents or other appointees of Affiliate Associations as approved by the Corporation's Board of Directors, and (iii) up to two appointees of each territory as approved by the Corporation's Board of Directors.
- (i) The Past Presidents of the Corporation shall constitute the Past Presidents Council.
- (j) Every Director and Officer of the Corporation, such person's heirs, executors, administrators and estate shall from time-to-time and at all times be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses whatsoever that such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such person for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such person, in or about the execution of the duties of such person's office; and from and against all other costs, charges and expenses that such person sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by such person's own willful neglect or default.

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- (l) The Board of Directors may meet by telephonic or other electronic means that permit each Director to communicate with each other simultaneously and instantaneously, provided that:
 - (i) The notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
 - (ii) Meetings of directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means.

11. DUTIES OF OFFICERS AND DIRECTORS

- (a) The President shall submit a report of the year's activities at each Annual Meeting of the Corporation.
- (b) The Chair of the Board shall preside at all meetings of the Board of Directors. In the absence of the Chair, the President or such Director appointed by the President shall preside at meetings of the Board of Directors.
- (c) Any Officer of the Corporation, as designated by the Board of Directors, shall preside at all other meetings of the Corporation.
- (d) The Member Nominee Directors shall each be responsible within their own territory for implementing the objectives and policies of the Corporation as may, from time to time, be decided by the Board of Directors.
- (e) The Chief Executive Officer shall be a person so appointed by the members of the Board of Directors and shall always be a person in respect of whom the Corporation can obtain a surety bond guaranteeing such person's favourable performance in all financial matters in which the Corporation shall be obliged. Such person shall perform such duties as may be assigned by the Board of Directors and shall cause the minutes of all meetings, including all meetings of Committees of the Corporation, to be kept, shall collect all monies due to the Corporation and shall act as Secretary of all Committees of the Corporation. Such person shall be responsible to the Board of Directors for and have charge of all matters not otherwise provided for and shall perform all other duties incidental to such person's office. Such person shall submit to each Annual Meeting of the Corporation financial statements signed by the chartered accountant or certified public accountant as having been audited.
- (f) In case of a tie in voting on the Board of Directors, the President shall be entitled to cast a second and deciding vote.
- (g) Notwithstanding anything to the contrary in these Bylaws, no Director shall vote on any motion, resolution, appointment or other matter voted upon at any meeting of the Board of Directors, the Council, the Past Presidents Council or at any other meeting at which such Director would, absent this Article 11(g), be entitled to vote, with respect to which such Director has a conflict of interest, including, but not limited to, where the motion, resolution, appointment or other matter voted upon

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concerns a Financial Institution that controls a member of which the Director is a Nominee.

- (h) Each Director who is in any way directly or indirectly interested in a proposed contract or a contract with the Corporation, shall declare his or her interest at a meeting of the Board of Directors of the Corporation.

In the case of a proposed contract, the declaration required shall be made at the meeting of the Board of Directors at which the question of entering into the contract is first taken into consideration or, in the event that the Director is not at the date of that meeting interested in the proposed contract, at the next meeting of the Board of Directors held after he or she becomes so interested.

In the case where the Director becomes interested in a contract after it is made, the declaration shall be made at the first meeting of the Board of Directors held after he or she becomes so interested.

For the purposes of this Article 11(h), a general notice provided to the Board of Directors of the Corporation by a Director to the effect that he or she is to be regarded as interested in any contract, shall include the nature of such interest, and be deemed to be a sufficient declaration of interest in relation to a contract so made, but no such notice is effective unless it is given at a meeting of the Board of Directors or the Director takes reasonable steps to ensure that it is brought up and read at the next meeting of the Board of Directors after it is given.

For greater certainty, the obligation in this Article 11(h) of a Director to declare his or her interest in a proposed contract or a contract shall be in addition to such Director's obligation in Article 11(g) to not vote in respect of the approval of such contract.

- (i) Each Director, in exercising his or her powers and discharging his or her duties to the Corporation, shall act honestly, in good faith, and in accordance with the Corporation's Code of Ethics, all with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- (j) If any one or more Directors (each, a "**Concerned Director**") considers any other Director (an "**Accused Director**") to have acted in a manner contrary to any of their obligations provided in clause 11(i) above, the Concerned Director shall inform the Chair of the Board of this concern and request, as a point of agenda of a special meeting of the Board of Directors called for this purpose or otherwise, that the Board of Directors discuss the issue. After such discussion, the Accused Director and any other Director with a deemed conflict of interest in the matter shall recuse themselves from the meeting. After such Directors recuse themselves from the meeting, all remaining Directors shall vote on whether to remove the Accused Director from their role as Director of the Corporation. If the Directors voting on such motion have voted unanimously to remove the Accused Director from their role as Director of the Corporation, such Accused Director shall cease to be a Director of the Corporation immediately.

12. THE COUNCIL

The Council or Past Presidents Council or both shall be called into session as considered necessary by the Board of Directors to deal with all such matters as may be referred to them by the Board.

13. COMMITTEES

- (a) Standing and special committees shall be such as may be appointed from time to time by the President or the Board of Directors.
- (b) The Board of Directors shall, prior to March 31 each year, appoint a Nominating Committee composed of the Immediate Past-President as Chairperson and three (3) Member Nominee Directors who are not seeking election or appointment as an Officer of the Corporation in the coming year.

14. NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

- (a) The Nominating Committee shall, prior to March 1st of each year, submit to the Board of Directors its written list of Nominees as candidates for the office of President who must also be a director of the Corporation. The Board of Directors shall review such recommendations and shall, at least thirty (30) days prior to the Annual Meeting, make a final determination of the candidates to be nominated for approval by the members of the Corporation at the next Annual Meeting.
- (b) Additional nominations of Nominees who are also directors, as candidates for election to this office, may be made by petition in writing signed by at least thirty (30) individuals from, and on behalf of at least thirty (30) insurance brokerages that are, members of the Corporation. Said petition must be received by the Chief Executive Officer at least sixty (60) days prior to the Annual Meeting. The petition shall be in the form approved by the Chief Executive Officer for the Corporation.
- (c) The President shall be elected at each Annual Meeting to serve for a term of one (1) year. No person shall be elected as President unless such person has been a member of the Board of Directors for at least one (1) year or has, in the reasonable determination of the Board, satisfactory equivalent experience. After the expiration of the President's one-year term, the President will transition to the office of Chair of the Board at the next Annual Meeting and such appointment will be confirmed by the Board of Directors at the said next Annual Meeting.
- (d) Retiring Officers shall be eligible for immediate re-election as Officers of the Corporation except for the office of Chair of the Board. Retiring Member Nominee Directors shall not be eligible for immediate re-election as Member Nominee Directors, unless a retiring Member Nominee Director was filling a vacancy as provided for in clause (e) of this article, or has obtained prior written consent from the Board of Directors in which case that Member Nominee Director shall be eligible for immediate re-election for one further three-year term. Retiring Member Nominee Directors shall be eligible for immediate election as Officers of the Corporation.
- (e) If any Officer or Director dies or becomes unable to fulfill the duties of office or if any Director ceases to be an employee of a member of the Corporation, the term of office for such Officer or Director shall terminate immediately, and the Board of

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Directors will fill the vacancy resulting thereby for the balance of the unexpired term by appointment. If the person so ceasing to be a Director is a Member Nominee Director, such person's place shall be filled by a Nominee of a member of the Corporation from the same territory.

- (f) If more than one (1) year elapses between any two (2) Annual Meetings, the Officers and other Directors shall continue to hold office until the day of the later of such Annual Meetings.
- (g) At an Annual Meeting or a Special Meeting called for the purpose of the election of Officers of the Corporation, the Chairperson of the Nominations Committee shall present the nominations for office as determined, pursuant to Article 14(a). If an election by ballot is required, the Chief Executive Officer shall conduct the election and shall have the authority to engage such assistance as reasonably may be necessary to so conduct the election in an efficient and orderly manner. Each candidate for election shall be allowed a scrutineer for the counting of the ballots. Each candidate will be allowed a maximum of fifteen (15) minutes for a presentation and / or address to the members assembled.

15. MEETINGS

- (a) The Corporation's Annual Meeting shall be held in or about the month of April, on such days and at such place in Ontario as may be determined by the Board of Directors and in any event within such period after the end of the Corporation's fiscal year as may from time-to-time be prescribed by law.
- (b) Special Meetings may be called at any time by the Board of Directors of the Corporation or shall be called by them upon written request of ten (10) members of the Council or one hundred (100) members of the Corporation, said meeting to be called as promptly as possible, but within thirty (30) days after receipt of such request.
- (c) Meetings of the Board of Directors, Council or Committees shall be held when and where it shall be deemed advisable by the Board, Council or Committee, as the case may be.
- (d) At its discretion, the Board of Directors may cause to be paid expenses properly incurred by a member on behalf of the Corporation, or in and about its business.
- (e) Ten (10) days' notice, inclusive of the day of the notice and day of the meeting, shall be given in writing to all Officers or members, (except for Annual Meetings or Special Meetings, notice of which is to be pursuant to Article 17(a) herein) to which they may be called and the purpose of the meeting shall be stated in the Notice calling the meeting. Accidental error or omission in giving notice of any meeting shall not invalidate any action or proceeding founded on such notice.
- (f) All meetings of the Corporation, including meetings of the Board of Directors, Council or Committees, shall be conducted in accordance with the most recent edition of Robert's Rules of Orders or any successor publication, unless inconsistent with these Bylaws.
- (g) Meetings of the Board of Directors shall be held from time-to-time at such place, at such time and on such day as the Chief Executive Officer or the Chair of the

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Board or the President or any three (3) Directors may determine, and the Secretary shall call meetings when directed or authorized by the Chief Executive Officer or the Chair of the Board or the President or any three (3) Directors. Notice of every meeting so called shall be given to each Director not less than forty-eight (48) hours before the time when the meeting is to be held, except that no notice of a meeting shall be necessary if all of the Directors are present, or if those absent have waived notice of or otherwise signify their consent to the holding of such meeting. A notice need not specify the purpose of the business to be transacted at a meeting except where the *Not-for-profit Corporations Act* (Ontario) requires such purpose or business to be specified.

- (h) Any meeting of members may be held by telephonic or other electronic means that permits each member to reasonably participate in the meeting, provided that:
 - (i) The notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
 - (ii) Meetings of members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means.

16. QUORUM

10% of the members duly represented shall constitute a quorum at all meetings of the members of the Corporation. Five (5) Directors shall constitute a quorum at all meetings of the Board of Directors. Fifteen (15) members of Council shall constitute a quorum of all meetings of the Council.

17. NOTICE OF MEETINGS OF THE MEMBERSHIP

- (a) Notice of the time and place for the holding of an Annual Meeting, a General Meeting or a Special Meeting of the members shall be given to each member by sending notice of the meeting by prepaid mail or by delivery by courier or by any means of pre-paid, transmitted or recorded communication, not less than ten (10) days or more than 50 days before the date of the meeting, to the member's last address (physical or electronic, as the case may be) as shown on the books of the Corporation. A notice so delivered shall be deemed to have been given when it is delivered by courier to the recorded address; a notice so mailed shall be deemed to have been given when deposited in a post office or public mail box; and a notice so sent by means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. Notice of each meeting must remind the member that he or she has the right to vote by proxy; provided such proxy is in the form of, and conforms to the provisions of Part VI of the Act and Section 3 of the Regulations thereto.
- (b) The Notice calling the meeting shall incorporate the full text of all Bylaws or special resolutions to be placed before the membership for confirmation, together with the names of all candidates nominated to any position for which an election is to be held at the meeting.

18. VOTING AT MEETINGS OF THE MEMBERSHIP

- (a) Each Active Member in good standing with the Corporation may cast the corresponding number of votes on each motion, resolution, election or other matter voted upon at a meeting of the membership as corresponds with the respective number of RIBO licensed insurance brokers associated with such brokerage (either through employment or as an independent contractor) as are recorded on the books and records of the Corporation on the date of the meeting.

NUMBER OF RIBO LICENSED BROKERS	NUMBER OF VOTES
From 1 to 10 Licensed Brokers	1
From 11 to 30 Licensed Brokers	2
From 31 to 100 Licensed Brokers	3
Greater than 100 Licensed Brokers	4

By way of example, in the event that, according to the books and records of the Corporation on the day of the meeting, an Active Member of the association employs fifteen (15) RIBO licensed insurance brokers, the member, acting through its Nominee, shall be entitled to two (2) votes at such meeting of the membership.

- (b) Each individual who is an Honorary Lifetime Member, but not an individual who is an Honorary Member, may cast one (1) vote on each motion, resolution, election or other matter voted upon at any Annual Meeting, General Meeting, or Special Meeting of the Corporation.
- (c) To be eligible to vote at an Annual Meeting, General Meeting, or Special Meeting of the Corporation, each Honorary Lifetime Member must either:
 - (i) Be personally present at the meeting when the vote is taken; or
 - (ii) Be represented by a proxy provided that such proxy is in the form of, and conforms to the provisions of Part VI of the Act and Section 3 of the Regulations thereto.
- (d) To be eligible to vote at an Annual Meeting, General Meeting, or Special Meeting of the Corporation, each Active Member must either:
 - (i) Be represented at the meeting by its Nominee (within the meaning of clause 7(g) of these Bylaws); or
 - (ii) Be represented at the meeting by an individual appointed by proxy provided that such proxy is in the form of, and conforms to the provisions of Part VI of the Act and Section 3 of the Regulations thereto.
- (e) Voting shall be by show of hands unless a ballot is demanded by a member or individual entitled to vote on that matter, prior to the vote being taken.
- (f) Notwithstanding anything to the contrary in this Article 18, no member, Nominee or individual appointed by proxy of a member shall vote on any motion, resolution, election, or other matter voted upon at any Annual Meeting, General Meeting, or Special Meeting of the Corporation with respect to which such member has a conflict of interest, including, but not limited to, where the motion, resolution,

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election or other matter voted upon concerns a Financial Institution that controls such member.

- (g) In accordance with Part VI of the Act and Section 3 of the Regulations with respect thereto, a member entitled to vote at a members' meeting may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with authority conferred by it subject to the following:
- (i) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
 - (ii) a member may revoke a proxy by depositing an instrument in writing executed by the member in accordance with the Act and Section 3 of its Regulations;
 - (iii) a proxyholder or an alternative proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a members' meeting in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or alternative proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
 - (iv) a proxy shall be in writing and shall be signed by the member or such member's authorized representative;
 - (v) any form of proxy which is created by a person other than the member by or from whom it is executed shall conform to the requirements set out in the Act and Section 3 of its Regulations; and
 - (vi) votes by proxy shall be collected, counted and reported in such manner as the chair of the meeting directs.

19. MEMBERSHIP FEES AND ASSESSMENTS

- (a) The annual active membership fee and any assessment to be levied on the members of the Corporation shall be such amounts as shall be from time-to-time approved at an Annual Meeting or a Special Meeting of the Corporation. Notice of any proposed change in membership fees or assessments shall be given to the members a minimum of thirty (30) days prior to any Annual Meeting or Special Meeting.
- (b) Notwithstanding the foregoing, should the Board of Directors decide, unanimously in writing, or by a two-thirds majority of those present at a duly constituted meeting of the Board of Directors, that for special reason there shall be an increase (for example, an inflationary increase) or decrease in membership fees or the levying of an assessment, it may so order; and such order shall be effective immediately and shall stand until the next Annual Meeting or Special Meeting called for the purpose of considering it.

20. FISCAL YEAR

The fiscal year of the Corporation shall be from the first day of January to the last day of December of the same year.

21. MEMBERSHIP YEAR

The Membership Year shall be concurrent with the fiscal year of the Corporation.

22. PAYMENT OF MEMBERSHIP FEES OR DUES

- (a) A member may pay for annual membership fees or dues in accordance with any payment plan which may, from time-to-time, be approved by the Board of Directors.
- (b) Any member who is thirty (30) days in arrears in payment of any assessment, or in payment of any annual membership fees where such member pays on a once-yearly basis, shall be so notified by the Chief Executive Officer, and thirty (30) days after date of mailing or delivery by courier to member of notification of arrears, such member shall cease to be a member of the Corporation and the Chief Executive Officer shall cause such member's name to be struck from the roll of members of the Corporation.
- (c) Any member who is fourteen (14) days in arrears in payment of annual membership fees where such member pays membership fees under any payment plan other than once yearly as approved by the Board of Directors, shall be so notified by the Chief Executive Officer and fourteen (14) days after date of mailing by registered mail or delivery by courier to the member of notification of arrears, such member shall cease to be a member of the Corporation and the Chief Executive Officer shall cause such member's name to be struck from the roll of members of the Corporation.

23. BANKING

- (a) All funds of the Corporation shall be deposited to the credit of the Corporation in a banking institution to be named by the Board of Directors and shall be withdrawable in accordance with such means as is permissible by the banking institution where such withdrawal is authorized by two (2) persons authorized by the Corporation to complete such withdrawal in accordance with such banking practices as are required by the Corporation's banking institution.
- (b) The persons authorized to sign for such withdrawals, including cheques, for the Corporation shall be those persons authorized for the purpose from time-to-time by resolution of the Board of Directors.

24. BORROWING

The Directors of the Corporation are hereby authorized from time-to-time:

- (a) To borrow money upon the credit of the Corporation in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;

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- (b) To issue debt obligations of the Corporation;
- (c) To pledge or sell such debt obligations for such sums and at such prices as may be deemed expedient;
- (d) To mortgage, hypothecate, charge or pledge or give security in any manner whatsoever upon all or any currently owned or subsequently acquired property, real and personal, immovable and movable, undertaking, book debts, powers, franchises and rights of the Corporation, to secure any debt obligations of the Corporation, present or future, or any money borrowed or to be borrowed or any other debt or liability of the Corporation, present or future; and
- (e) To delegate to such Officer(s) or Director(s) of the Corporation as the Directors may designate all or any of the foregoing powers to such extent and in such manner as the Directors may determine.

25. SUSPENSION OF MEMBERS

- (a) In the event that an act of or the general conduct of a member be detrimental to or generally contrary to the interest and welfare of the Corporation or of the insuring public, membership may be terminated by the Board of Directors in the following manner.
- (b) After the Board has made due investigation of the matter and has afforded the member an opportunity to be heard, the Chief Executive Officer shall notify the member by registered mail or by courier of the Board's decision.
- (c) Should the member wish to appeal that termination of membership, such member shall so notify the Chief Executive Officer in writing not more than fourteen (14) days after the date of the said notice, and if no such notice of appeal be received within the said fourteen (14) days, the membership shall terminate, with no right to refund of all or part of any fee or assessment paid, with effect on and from the date of the said notice.
- (d) If such notice of appeal be received within the said fourteen (14) days, the Board shall appoint a Special Committee of five (5) persons, two (2) of whom shall be Past Presidents and none of whom shall be a member of the Board, to deal with the appeal. The member shall be afforded an opportunity to be heard before the said Committee and may on such occasion be represented by legal counsel if such person so desires and may present the evidence of witnesses.
- (e) The decision of that Special Committee shall be final.

26. PAST PRESIDENTS

All Past Presidents of the Corporation shall automatically become Honorary Lifetime Members.

27. AFFILIATE ASSOCIATIONS

- (a) The Board of Directors may, by resolution, recognize as an Affiliate Association a body corporate which meets the requirements to be an Affiliate Association.

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- (b) The Board of Directors shall, in a resolution passed pursuant to subparagraph (a), specify the territory boundaries of the Affiliate Association.
- (c) The requirements to be an Affiliate Association are:
 - (i) The Affiliate Association must be incorporated pursuant to the *Corporations Act* (Ontario), the *Not-for-profit Corporations Act* (Ontario) or the *Canada Not-for-profit Corporations Act*; and
 - (ii) The Affiliate Association must provide in its Articles or Bylaws that a brokerage may be a member of an Affiliate Association where such entity has:
 - a) Places of business within the territory over which the Affiliate Association has responsibility,
 - b) Places of business within a territory over which their closest Affiliate Association is dormant or inactive, and/or
 - c) Joined the Affiliate Association on the basis of the number of licensed brokers employed by such entity within the territory of such Affiliate Association so joined.

28. AUDITORS

The members of the Corporation entitled to vote shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Board of Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors. The auditor shall be entitled to receive all notices and other communications relating to meetings of members that any member is entitled to receive and to attend, but not vote, at all such meetings. The members may by a resolution passed by a majority of the votes cast at a special meeting, remove an auditor before the expiration of such auditor's term and may appoint another auditor for the remainder of the term.

Dated

Chief Executive Officer: Colin Simpson

SCHEDULE "A"
IBAO TERRITORIES

TERRITORY 1 North West and North East Ontario

Comprised of the following:

- Insurance Brokers Association of Northern Ontario
- Sudbury & District Insurance Brokers Association
- Sault Insurance Brokers Association
- Timmins-Porcupine Insurance Brokers Association

TERRITORY 2 Central East Ontario.

Comprised of the following:

- Muskoka Parry Sound Insurance Brokers Association
- Barrie Simcoe Insurance Brokers Association
- Peterborough Insurance Brokers Association
- Northumberland County Insurance Brokers Association
- Lindsay & Victoria County Insurance Brokers Association
- Insurance Brokers Association of Durham Region

TERRITORY 3 South West Ontario.

Comprised of the following:

- St. Thomas – Elgin Insurance Brokers Association
- London Insurance Brokers Association
- Central Erie Insurance Brokers Association
- Oxford County Insurance Brokers Association
- Lambton Insurance Brokers Association
- Windsor/Essex County Insurance Brokers Association
- Chatham Kent Insurance Brokers Association
- Perth Huron Insurance Brokers Association
- Grey Bruce Insurance Brokers Association

TERRITORY 4 Central West Ontario.

Comprised of the following:

- Niagara South Insurance Brokers Association Inc.
- Insurance Brokers Association of Hamilton
- Haldimand Insurance Brokers Association
- Insurance Brokers Association of St. Catharines
- Insurance brokers Association of Niagara Falls
- Insurance Brokers Association of Waterloo Region
- Guelph and District Insurance Brokers Association
- Insurance Brokers Association of Brant County
- Insurance Brokers Association of Halton Hills
- Central Insurance Brokers Association

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TERRITORY 5 Toronto/York/Peel
Comprised of the following:

- Insurance Brokers Association of Mississauga
- Oakville Insurance Brokers Association
- Insurance Brokers Association of Burlington
- Insurance Brokers Association of Toronto Region

TERRITORY 6 East Ontario.

Comprised of the following:

- Kingston Insurance Brokers Association
- Leeds & Grenville Insurance Brokers Association
- Insurance Brokers Association of Stormont, Dundas & Glengarry
- Renfrew County Insurance Brokers Association
- Ottawa Insurance Brokers Association
- Hastings County Insurance Brokers Association



IBAO CODE OF ETHICS

1. I will discharge my responsibilities to the public, fellow members, insurers and others in an honest, conscientious and diligent manner.
2. I will endeavour to provide quality service and perform in a professional and competent manner.
3. I will endeavor to serve my clients' interests with insurance coverages best suited to their needs, uninfluenced by my basis of remuneration.
4. I will hold in strict confidence all information acquired in my professional capacity and will not divulge it or any portion of it unless so authorized or so required by law.
5. I will endeavour to keep myself knowledgeable and proficient in my vocation.
6. My conduct toward others shall be characterized by courtesy and utmost good faith in such a way as to enhance public respect and improve the practice of my vocation.