

INSURANCE BROKERS OF TORONTO REGION

BY-LAW NUMBER 2020-1

A by-law relating generally
to the conduct of the affairs of
Insurance Brokers of Toronto Region

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WHEREAS by Letters Patent issued under the Act and dated the 7th day of December, 1983, the Corporation was incorporated for the following objects:

- (i) To protect the interest of the insuring public;
- (ii) To promote the growth and advancement of the insurance business generally and the independent agency and brokerage system in particular;
- (iii) To promote and protect the interest and well-being of its members;
- (iv) To provide educational programs;
- (v) To publish bulletins or newsletters in the interest of its members;
- (vi) And to enroll as members all insurance brokers who meet the standards of qualification.

AND WHEREAS it is considered expedient to enact a General By-Law relating generally to the conduct of the affairs of the Corporation;

BE IT THEREFORE ENACTED as a by-law of the Corporation as follows:

1. INTERPRETATION

1.1 Meaning of Words

In this by-law and all other by-laws and resolutions of the Corporation unless the context otherwise requires:

- 1.1.1 the singular includes the plural;
- 1.1.2 the masculine gender includes the feminine;
- 1.1.3 "Act" means the *Corporations Act*, R.S.O. 1990, Chapter C.38, and any statute amending or enacted in substitution therefor, from time to time;
- 1.1.4 "Board" means the Board of Directors of the Corporation;
- 1.1.5 "Chair" means the chair of meetings of the Corporation. The Chair shall be the President. In the event the President is not attending a meeting, the Chair shall be the First Vice-President, or the Second Vice president if the First Vice-President is not attending a meeting.
- 1.1.6 "Committee" means any Committee established by the Board pursuant to Article 11;
- 1.1.7 "Corporation" means Insurance Brokers of Toronto Region;
- 1.1.8 "documents", includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- 1.1.9 "Director" means a person who has been elected to the office of Director in accordance with Article 5, or appointed to fill a vacancy in the office of Director in accordance with Section 5.5;

1.1.10 "Executive Officers" means the persons who hold the offices enumerated in section 9.1;

1.1.11 "insurance broker" has the meaning given in the Registered Insurance Brokers Act (Ontario);

1.1.12 "Jurisdiction" means the area where the operations of the Corporation shall be confined to, within the Province of Ontario, that is defined by the Board of Directors of the Insurance Brokers Association of Ontario as territory 10, the Municipality of Metropolitan Toronto and the Regional Municipality of York Region, or as may be redefined from time to time.

1.1.13 "Past President" means the member who most recently finished his or her term as President of the Corporation.

1.1.14 "Special Resolution" means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a special general meeting of the members of the Corporation called for that purpose.

1.2 Corporations Act Terms

All terms defined in the Act have the same meanings in this by-law and all other by-laws and resolutions of the Corporation.

2. HEAD OFFICE

The head office of the Corporation shall be in the City of Vaughan, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

3. SEAL

The seal which is impressed in the margin hereon shall be the corporate seal of the Corporation.

4. MEMBERSHIP

4.1 Composition

Membership in the Corporation shall consist of such persons as are admitted as members by the Board.

4.2 Classes

There shall be three classes of membership in the Corporation:

4.2.1 Active Membership;

4.2.2 Associate Member; and

4.2.3 Honorary Life Membership.

4.3 Applications

Unless otherwise determined by the Board, applicants for the various classes of membership in the Corporation shall be admitted as a member upon payment of the prescribed fee and upon approval by the Board.

4.4 Active Membership

Any individual insurance broker who wishes to become a member of the Corporation who is of good character and reputation, who meets the standards of qualification, and whose principal place of business is within the area of jurisdiction described in 1.1.12 of these by-laws, may make application to the Corporation.

4.5 Associate Membership

Any person who is not eligible to become an active member but who has an interest in the business related to general insurance may apply to become an Associate Member of the Corporation. Associate members shall not have voting privileges nor shall they be elected or appointed Directors of the Corporation.

4.6 Honorary Life Membership

Honorary Life Membership may be conferred upon an active member of the Corporation in recognition of important or distinguished service to the Corporation. A member, upon being a Past President, shall have conferred upon him or her Honorary Life Membership. Honorary Life Membership shall be conferred upon an Active Member upon motion of a Director, and approved by a majority of the Active Members present at the annual general meeting or any special general meeting.

4.7 Voting Classes

A person who is not an Active Member shall not be entitled to vote in any proceedings of the Corporation.

4.8 Holding Office

A person who is not an Active Member shall not be qualified to act as a Director.

4.9 Transfer of Membership

Except for the transfer of membership from one class to another as otherwise provided in the by-laws of the Corporation, if at all, a membership in the Corporation is not transferable.

4.10 Revocation of Membership

Any member may be expelled from the Corporation for cause by a two-thirds (2/3) vote taken by ballot of the Active Members present and eligible to vote at an annual or other special general meeting of members.

4.11 Termination of Membership

A membership in the Corporation automatically terminates upon the happening of any of the following events:

- 4.11.1 if a person, in writing, resigns as a member of the Corporation;
- 4.11.2 if a member dies;
- 4.11.3 if a person is expelled from the Corporation pursuant to section 4.10; or
- 4.11.4 if an assessment under the authority of section 4.12 remains unpaid for more than sixty (60) days after notice of the assessment has been given to the member.

Notwithstanding termination of membership, a former member remains liable for any assessment levied under the authority of section 4.12 prior to termination of the membership.

4.12 Membership Dues

Membership dues, assessments and similar obligations ("assessments") may only be levied if authorized by Special Resolution.

Notice of an assessment shall be sent in accordance with Section 18 to each member, provided however, that no assessments may be levied against any Honourary Life Member.

4.13 Liability of Members

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

5. BOARD OF DIRECTORS

5.1 Board

Subject to the provisions of any Special Resolution changing the number of Directors, the affairs of the Corporation shall be managed by a Board composed of a minimum of 5 and a maximum of 12 Directors. The Board shall include the Past President of the Corporation.

5.2 Elected Directors

Elected Directors, subject to the provisions of section 5.3, shall be elected in the manner set out in Article 6 each of whom shall hold office until the next annual meeting after election to office or until the successor of the Director has been elected and qualified.

5.3 Qualifications

Each Director shall:

- 5.3.1 be at the date of his or her election as a Director, or shall become within ten (10) days after his or her election, and thereafter remain throughout the term of office, an Active Member of the Corporation who is qualified by the terms of this section 5.3 to hold office;
- 5.3.2 be at least eighteen (18) years of age; and
- 5.3.3 not be an undischarged bankrupt or a mentally incompetent person.

If a person ceases to satisfy such qualifications, the person thereupon ceases to be a Director, and the vacancy so created may be filled in the manner prescribed by section 5.5.

5.4 Quorum

A quorum for the transaction of business at meetings of the Board shall be the smallest whole number that is not less than two-fifths (2/5) of the number of Directors, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

5.5 Vacancies

So long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by the Directors from among the qualified Active Members of the Corporation. If no quorum of Directors exists, the remaining Directors shall forthwith call a special general meeting of the Active Members to fill the vacancies on the Board.

5.6 Removal of Directors

The members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a special general meeting of which notice specifying the intention to pass the resolution has been given, remove any Director before the expiration of the term of office, and may, by a majority of the votes cast at that meeting, elect any person in the place and stead of the person removed for the remainder of term of the removed Director.

5.7 Remuneration of Directors

The Directors of the Corporation shall serve without remuneration.

5.8 Responsibility for Acts

The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

6. ELECTION OF THE BOARD

6.1 Term of Office

The term of office of each Director shall be one (1) year.

6.2 Re-Election

A Director, if otherwise qualified, is eligible for election for an unlimited number of consecutive terms.

6.3 Nominations

Candidates for the office of Director shall include:

6.3.1 the slate of candidates for office proposed by the Nominating Committee, or if there is no Nominating Committee, by the Executive Committee (if any); and

6.3.2 the persons whose names are put in nomination by any member entitled to vote at any time before nominations are closed at the meeting of members at which the election of Directors is held.

6.4 Election Method

Where:

6.4.1 the number of candidates nominated is equal to the number of offices to be filled, the Secretary of the meeting shall cast a single ballot electing that number of candidates for the offices; and

6.4.2 the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.

6.5 Forms

The Board may prescribe the form of nomination paper and the form of a ballot.

7. MEETING OF DIRECTORS

7.1 Calling Meetings

Meetings of the Board may be held at any place within or outside Ontario, as designated in the notice calling the meeting. Meetings of Board may be called by the President, or by one of the Vice-Presidents.

7.2 Notice of Meetings

Subject to the provisions of section 7.3, notice of Board meetings shall be given to each Director by one of the following methods:

7.2.1 by facsimile, email or other electronic method not less than two (2) days before the meeting is to take place; or

7.2.2 by prepaid letter post not less than five (5) days before the meeting is to take place, the giving of which shall be in accordance with Section 18.1.

The statutory declaration of the Secretary or President that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

7.3 Regular Meetings

The Board may appoint one or more days in each year for regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given. The Board shall hold a meeting within seven (7) days following the annual meeting of the Corporation for the purpose of organization, the election and appointment of officers and the transaction of any other business.

7.4 Meetings by Electronic Conference

If all persons who are members of the Board or a Committee (as the case requires) consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board or Committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.

Provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

7.5 Voting

Motions arising at any meeting of the Board shall be decided by a majority vote. At all meetings of the Board, every motion shall be decided by a show of hands unless a poll on the motion is required by the Chair or requested by any Director. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

In the case of a tie vote, the Chair shall have a deciding or casting vote.

7.6 Written Resolutions

Subject to the Act, a resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or Committee of Directors, is as valid as if it had been passed at a meeting of Directors or Committee of Directors called, constituted and held for that purpose.

8. MEETINGS OF THE MEMBERS

8.1 Annual Meeting

The annual meeting of the members shall be held each year within Ontario, at a time, place and date determined by the Board, for the purpose of:

- 8.1.1 hearing and receiving the reports and statements required by the Act to be read at and laid before the Corporation at an annual meeting;
- 8.1.2 electing such Directors as are to be elected at such annual meeting;
- 8.1.3 appointing the auditor and fixing or authorizing the Board to fix the remuneration therefor; and
- 8.1.4 the transaction of any other business properly brought before the meeting.

8.2 Special General Meeting

The Board may at any time call a special general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A special general meeting of members may also be called by the members as provided in the Act.

8.3 Notice of Meetings

Notice of the time, place and date of meetings of members and the general nature of the business to be transacted shall be given at least ten (10) days before the date of the meeting to each member (and in the case of an annual meeting to the auditor of the Corporation) by sending notice by any one of the methods set out in section 18.1.

8.4 Quorum

A quorum for the transaction of business at meetings of the members shall be five (5) Active Members, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business;

8.4.1 Provided however that where:

8.4.1.1 less than five (5), but two (2) or more, persons are present in person after one-half hour after the commencement time specified in the notice calling the meeting of members; and

8.4.1.2 the business transacted is limited to the selection of a Chair and a Secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting,

then two (2) persons present in person constitute a quorum.

8.4.2 Provided further that at the meeting at the date, time and place specified in the motion to adjourn referred to in subsection 8.4.1.2, the number of persons present required for quorum shall be divided by two.

8.5 Voting by Members

Unless otherwise required by the provisions of the Act or the by-laws of the Corporation, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by members entitled to vote. In the case of an equality of votes, the question shall be deemed to have been lost.

8.6 Proxies

Every member including a corporate member, entitled to vote at meetings of members may by means of a proxy appoint a person, who need not be a member, as nominee for the member, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the member entitled to vote or the attorney of the member authorized in writing, or, if the member is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized, and ceases to be valid one (1) year from its date. Subject to the requirements of the Act, a proxy may be in such form as the Board from time to time prescribes or in such other form as the Chair of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

8.7 Show of Hands

At all meetings of members every motion shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a poll is required by the Chair or requested by any member entitled to vote. Upon a show of hands, every member entitled to vote, or proxyholder for a member entitled to vote, present in person shall have one (1) vote. Whenever a vote by show of hands has been taken upon a motion, unless a poll is requested, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

8.8 Chair

In the absence of the Chair, the members entitled to vote present at any meeting of members shall choose another Director as Chair and if no Director is present or if all the Directors present decline to act as Chair, the members present shall choose one of their number to be Chair.

8.9 Polls

If at any meeting a poll is requested on the election of a Chair or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

8.10 Adjournments

Any meeting of members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

8.11 Written Resolutions

Subject to the Act, a resolution in writing, signed by all the members entitled to vote on that resolution at a meeting of members or Committee of members, is as valid as if it had been passed at a meeting of members or Committee of members called, constituted and held for that purpose.

9. OFFICERS

9.1 Executive Officers

There shall be a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer. The President, First Vice-President, and Second Vice-President must be Directors and shall be filled by appointment of the Board. The offices of Secretary and the Treasurer shall also be filled by appointment of the Board, but there is no requirement for the Secretary or Treasurer to be Directors. One person may hold more than one office, except that the President shall not hold the office of President and Vice-President.

At least one of the President, First Vice-President, and Second Vice-President must be a member of the Insurance Brokers Association of Ontario.

9.2 Election/Appointment of Executive Officers

Executive Officers shall be elected or appointed by resolution of the Board at the first meeting of the Board following the annual meeting of members at which the Directors are elected.

9.3 President

The President shall, when present, preside at all meetings of the Board and of the members (and in the absence of the Chair of the Executive Committee, meetings of the Executive Committee). The President shall supervise the affairs and operations of the Corporation, sign all documents requiring the signature of the President, and have the other powers and duties from time to time prescribed by the Board or Executive Committee (if any) or incident to the office.

9.4 First Vice-President & Second Vice-President

During the absence or inability to act of the President, the duties and powers of the office may be exercised by the First Vice-President. The Second Vice-President shall assume the duties of the First Vice-President in the absence of the latter. If a Vice-President exercises any of those duties or powers, the absence or inability to act of the President shall be presumed with reference thereto. The Vice-President shall also perform the other duties from time to time prescribed by the Board or Executive Committee (if any) or incident to the office.

9.5 Secretary

The Secretary shall act as Secretary of each meeting of the Corporation, the Board or Executive Committee (if any); (or delegate those duties to another person); shall attend all meetings of the Board and of the Executive Committee (if any) to record all facts and minutes of those proceedings in the books kept for that purpose; shall give all notices required to be given to members and to Directors; shall be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation; and shall perform the other duties from time to time prescribed by the Board or Executive Committee (if any) or incident to the office. The Secretary shall be paid an honorarium as fixed by the Board, in equal monthly instalments through the Corporation's fiscal year for as many months as the Secretary remains in the Corporation's employ.

9.6 Treasurer

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account; shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board or Executive Committee (if any); shall disburse the funds of the Corporation under the direction of the Board or Executive Committee (if any), taking proper vouchers therefor; shall render to the Board or Executive Committee (if any), whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation; shall co-operate with the auditors of the Corporation during any audit of the accounts of the Corporation; and shall perform the other duties from time to time prescribed by the Board or Executive Committee (if any) or incident to the office.

9.7 Chair of the Executive Committee

Whenever there is an Executive Committee, the Chair of the Executive Committee shall preside at meetings of the Executive Committee, and in the absence or inability to act of the President and all of the Vice-Presidents, meetings of the Board and of members; if the Chair of the Executive Committee exercises any of those duties or powers, the absence or inability to act of the President and all of the Vice-Presidents shall be presumed with reference thereto. The Chair of the Executive Committee shall also perform the other duties from time to time prescribed by the By-Laws of the Corporation, the Board, Executive Committee or incident to the office.

9.8 Other Officers

The Board may appoint other officers, including without limitation, Honourary Officers, and agents (and with such titles as the Board may prescribe from time to time) as it considers necessary and all officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such officer or agent of the Corporation. The duties of all other officers of the Corporation appointed by the Board or Executive Committee (if any) shall be such as the terms of their engagement call for or the Board or Executive Committee (if any) prescribes.

10. **EXECUTIVE COMMITTEE**

10.1 Composition

The Board, whenever it consists of more than six (6), may from time to time elect from among its number an Executive Committee consisting of such number of members, not less than three (3), as the Board may by resolution determine; preferably though not necessarily the Executive Committee shall be composed of the chairs of the Standing Committees (if any), the Executive Officers and the Past President. Each member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only so long such member shall be a Director. The Board may fill vacancies in the Executive Committee by election from among its number. If and whenever a vacancy shall exist in the Executive Committee, the remaining members may exercise all its powers so long as a quorum remains in office.

10.2 Powers

During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations which the Board may from time to time impose) all the powers of the Board in the management and direction of the affairs and business of the Corporation in such manner as the

Executive Committee shall deem to be in the best interests of the Corporation in all cases in which specific directions shall not have been given by the Board.

10.3 Procedures

Subject to sections 10.4, 10.5 and 10.6 and to any regulations imposed from time to time by the Board, the Executive Committee shall have power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure from time to time. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and at least a summary thereof shall be submitted to the Board at least annually.

10.4 Quorum

No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum of the Executive Committee is present.

10.5 Place of Business

Meetings of the Executive Committee may be held at the head office of the Corporation or at any other place within or outside Ontario as specified in the notice calling the meeting.

10.6 Other Directors Present

Each Director shall be entitled to speak but not to vote at any meeting of the Executive Committee at which the Director is present. However, a Director who has not been elected to the Executive Committee shall not be entitled to notice of any meeting of the Executive Committee, and the presence of such Director shall not be included for the purpose of calculating a quorum.

11. **COMMITTEES**

11.1 Standing Committees

There shall be a Nominating Committee at any time that there is no Executive Committee, and there may be such other Standing Committees and for such purposes as the Board or the Executive Committee (if any) may determine from time to time by resolution.

11.1.1 Provided however that, until otherwise determined by the Board, there shall be the following Standing Committees:

11.1.1.1 Finance Committee;

11.1.1.2 Fund Raising Committee;

11.1.1.3 Personnel Committee;

11.1.1.4 Program Committee; and

11.1.1.5 Property Committee.

11.2 Combined and Inactive Committees

From time to time by resolution the Board may combine the work of two or more Standing Committees under such name as the Board shall select; and may permit any Standing Committee to be inactive.

11.3 Ad Hoc Committees

There may be such Ad Hoc Committees and for such purposes as the Board or the Executive Committee (if any) may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon:

11.3.1 the delivery of its report;

11.3.2 the completion of its assigned task;

11.3.3 a change in the membership of the Board or Executive Committee by which it was constituted; or

11.3.4 a resolution to that effect of the Board or Executive Committee by which it was constituted;

whichever first occurs.

11.3.5 Provided however that, in the case of termination pursuant to subsection 11.3.2, the Board or the Executive Committee (as the case may be) may by resolution continue such Ad Hoc Committee.

11.4 Nominating Committee

The Nominating Committee (when one exists) shall:

11.4.1 prepare a slate of one (1) or more candidates for each office which will be vacant and for which an election is to be held at or after the annual meeting;

11.4.2 accept any additional written nominations for elected office any time prior to the holding of annual elections, but this does not preclude the Chair of the annual meeting from accepting further nominations from the floor at the time of the election;

11.4.3 make recommendations to the Board of names of persons to fill vacancies in office or on the Board or on Committees that occur throughout the year.

11.5 Rules Governing Committees

Except as otherwise provided by by-law of the Corporation, all Committees other than the Executive Committee are subject to the following:

11.5.1 the Chair and members shall be appointed by the Executive Committee, if any, otherwise by the Board, from among the members of the Corporation who are qualified to hold office;

11.5.2 at least one member of Executive Committee, if any, shall be appointed to serve on each Committee;

11.5.3 in addition to the members of a Committee appointed pursuant to subsection 11.5.1, the Executive Committee, if any, otherwise the Board, may appoint to any Committee, persons who are not members of the Corporation who are qualified to hold office; provided that the total number of such persons shall at all times remain less than one-third of the total number of persons who are members of such Committee;

11.5.4 a member of a Committee shall serve for a term ending at the annual meeting of members following appointment, and is eligible for reappointment for one or more additional terms;

11.5.5 each Committee shall meet at least annually, and more frequently at the will of its Chair or as required by its terms of reference, and as requested by the Executive Committee, if any, otherwise by the Board;

11.5.6 each Committee shall be responsible to, and report after each meeting to, the Executive Committee (or if none, to the Board);

11.5.7 subject to any rules established by the Executive Committee (or if none, by the Board), each Committee may establish its own rules of procedure and may appoint subCommittees.

12. INSURANCE AND PROTECTION OF DIRECTORS AND OFFICERS

12.1 Insurance

The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each person acting or having previously acted in the capacity of a Director, officer or any other capacity at the request of or on behalf of the Corporation, which insurance shall include:

12.1.1 property and public liability insurance;

12.1.2 Directors' and officers' insurance;

and may include

12.1.3 such other insurance as the Board sees fit from time to time;

with coverage limits in amounts per occurrence, with an aggregate maximum limits and with insurers, all as deemed appropriate by the Board from time to time.

The Corporation shall ensure that each director and officer is added as a named insured to any policy of directors and officers insurance maintained by the Corporation.

No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.

It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to cooperate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

12.2 Directors and Officers Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past Director or officer of the Corporation shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Director or officer or of any other Director or officer or employee, servant, agent, volunteer or independent contractor arising from any of the following.

12.2.1 insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;

12.2.2 insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;

12.2.3 loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;

12.2.4 loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;

12.2.5 loss, damage or misfortune whatever which may occur in the execution of the duties of the Director's or officer's respective office or trust or in relation thereto; and

12.2.6 loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

12.3 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 12.4 herein, or purchasing insurance provided in section 12.1 herein, the Board shall consider:

- 12.3.1 the degree of risk to which the Director or officer is or may be exposed;
- 12.3.2 whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- 12.3.3 whether the amount or cost of the insurance is reasonable in relation to the risk;
- 12.3.4 whether the cost of the insurance is reasonable in relation to the revenue available; and
- 12.3.5 whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

12.4 Indemnification of Directors and Officers

Every person (in this section referred to as a “protected person”), including the respective heirs, executors and administrators, estate, successors and assigns of the person, who:

- 12.4.1 is a Director; or,
- 12.4.2 is an officer of the Corporation; or
- 12.4.3 is a member of a Committee; or
- 12.4.4 has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any Corporation controlled by the Corporation, whether in the person’s personal capacity or as a director or officer or employee or volunteer of such corporation;

shall be indemnified and saved harmless (including, for greater certainty, the right to receive the first dollar payout, and without deduction or any co-payment requirement) to a maximum limit per claim made as established by the Board of Directors from time to time, from and against all costs, charges and expenses which such protected person sustains or incurs:

- 12.4.5 in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such protected person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such protected person, in or in relation to the execution of the duties of such office or in respect of any such liability; or,
- 12.4.6 in relation to the affairs of the Corporation generally,

save and except such costs, charges or expenses as are occasioned by the failure of such protected person to act honestly and in good faith in the performance of the duties of office.

Such indemnity will only be effective:

- 12.4.7 upon the exhaustion of all available and collectible insurance provided to directors by the Corporation inclusive of whatever valid and collectible insurance has been collected; and
- 12.4.8 providing the director has carried out all duties assigned to him which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

The Corporation shall also, upon approval by the Board from time to time, indemnify any such protected person, firm or corporation in such other circumstances as any legislation or laws permit or require.

Nothing in this By-Law shall limit the right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by any legislation or law.

13. EXECUTION OF DOCUMENTS

13.1 Cheques, Drafts, Notes, Etc

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Board.

13.2 Execution of Documents

Documents requiring execution by the Corporation may be signed by any two (2) of the President, Vice-President, the Secretary, the Treasurer (or Secretary-Treasurer) or any one (1) of the foregoing together with any one (1) Director, and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

13.3 Books and Records

The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept.

14. BANKING ARRANGEMENTS

14.1 Board Designate Bankers

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to,

- 14.1.1 operate the Corporation's accounts with the banker;
- 14.1.2 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- 14.1.3 issue receipts for and orders relating to any property of the Corporation;
- 14.1.4 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- 14.1.5 authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

14.2 Deposit of Securities

The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

15. BORROWING BY THE CORPORATION

15.1 Board May Borrow

Subject to the limitations set out in the by-laws or in the Letters Patent of the Corporation, the Board may,

15.1.1 borrow money on the credit of the Corporation;

15.1.2 issue, sell or pledge securities of the Corporation; or

15.1.3 charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation,

15.1.4 Provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

15.2 Specific Borrowing Authority

From time to time the Board may authorize any Director, officer or employee of the Corporation or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

16. FINANCIAL YEAR

16.1 Financial Year Determined

The financial year of the Corporation shall terminate on the 31st day of December in each year or on such other date as the Board may from time to time by resolution determine.

17. AUDITOR

17.1 Appointed by Members

The members entitled to vote shall at each annual meeting appoint an auditor to audit the books of the Corporation, to hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the members entitled to vote or by the Board, if authorized to do so by the members entitled to vote.

18. NOTICE

18.1 Method of Notice

Except where otherwise provided in this By-law, notice shall be valid if given in writing:

18.1.1 by prepaid letter post;

18.1.2 by facsimile;

18.1.3 by e-mail; or

18.1.4 by other electronic method.

addressed to the person for whom intended at the last address shown on the Corporation's records; or in lieu of the foregoing whenever the number of members is not less than one hundred (100);

18.1.5 by posting such notice on the Web Site maintained by the Corporation.

Any such notice shall be deemed given:

18.1.6 in the case of letter post, on the third day after mailing;

18.1.7 in the case of posting on the Web Site, on the date of posting; and

18.1.8 in all other cases, when transmitted.

18.2 Computation of Time

In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, not included.

18.3 Omissions and Errors

The accidental omission to give notice of any meeting of the Board, a Committee or members or the non-receipt of any notice by any Director or member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, member or the auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

19. BY-LAWS AND AMENDMENTS, ETC.

19.1 Enactment

By-Laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the Act.

20. REPEAL OF PRIOR BY-LAWS

20.1 Repeal

Subject to the provisions of sections 20.2 and 20.3 hereof, all prior by-laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Law heretofore enacted or made are repealed.

20.2 Exception

The provisions of section 20.1 shall not extend to any by-law or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow.

20.3 Proviso

Provided however that the repeal of prior by-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law, resolution or other enactment.

21. EFFECTIVE DATE


21.1 Effective on Passing

This By-Law shall come into force when enacted by the Board in accordance with the Act.

ENACTED as a By-Law of the Insurance Brokers Toronto Region and sealed with the corporate seal this 25 day of February, 2020.


Darren Rodrigues 

President


Andrea Raspa 

Secretary

CONFIRMED by the Members in accordance with the *Corporations Act* on the 25 day of February, 2020.

Darren Rodrigues 

President

Andrea Raspa 

Secretary