

**BY-LAW NO. 2**

A by-law relating to the nomination and election of Directors

**REGISTERED INSURANCE BROKERS OF ONTARIO**

**March 2024**

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## **BY-LAW NO. 2**

**BE IT ENACTED** as a By-law of the Registered Insurance Brokers of Ontario (the “**Corporation**”), which amends and restates By-law No. 21 relating to the composition and election of Council, as follows:

### **ARTICLE 1 INTERPRETATION**

#### **1.1 Definitions**

Unless otherwise specified or the context requires, terms defined in By-law No. 1 shall have the same meaning in this By-law No. 2.

#### **1.2 Interpretation**

Unless otherwise specified or the context requires, the rules of interpretation set out in By-law No. 1 shall apply in this By-law No. 2.

#### **1.3 Severability and Precedence**

The invalidity or unenforceability of any provision of this By-law No. 2 shall not affect the validity or enforceability of the remaining provisions of this By-law No. 2. If any of the provisions contained in the By-law No. 2 are inconsistent with those contained in the Articles, the Act or the ONCA, the provisions contained in the Articles, the Act or the ONCA, as the case may be, shall prevail.

### **ARTICLE 2 NOMINATION**

#### **2.1 Nomination Procedures**

Except as otherwise provided by the Act, the ONCA and the Articles, only persons who are nominated in accordance with the procedures set out in this By-law No. 2 will be eligible for election as a Director of the Corporation.

#### **2.2 Solicitation of Candidates**

- (a) Not less than three (3) months prior to each meeting at which Directors are to be elected, in consultation with the Council, the Governance and Nominating Committee will set dates that mark the opening and close of the nomination period. The nomination closing date must be not less than forty-five (45) calendar days before the date set for the meeting and the nomination period must not be less than twenty one (21) days in total.
- (b) On the date set to open nominations, the Governance and Nominating Committee will circulate to all Directors and members a request for nominations, including but not limited to:

- (i) the number of Director positions expected to be filled at the meeting;
- (ii) the term of each position to be filled;
- (iii) a summary of the skill sets and other qualifications needed to match the approved Director profile;
- (iv) application form;
- (v) the date of close of nominations.

### **2.3 Submissions to the Governance and Nominating Committee**

- (a) A Director or an Individual Member may apply or make a proposal to nominate another Individual Member in accordance with the ONCA to become a Governance and Nominating Committee Nominee [term is further defined in Subsection 2.4(b)] for election as a Director if the Individual Member reasonably believes that the individual:
  - (i) meets qualification requirements set out in Section 6.2 of By-law No. 1; and
  - (ii) possesses skills and expertise that is a significant match, as determined by the Governance and Nominating Committee, for the preferred skill profile set out in the request for nominations package.
- (b) For a candidate to be considered as a Governance and Nominating Committee Nominee, a Director or Individual Member must provide to the Governance and Nominating Committee within the time period specified by the Committee with the following:
  - (i) a dated and signed application form;
  - (ii) written consent of the candidate to hold office for the elected term for the position of a Director; and
  - (iii) a copy of the candidate's most recent resume along with a cover letter explaining how the candidate's profile matches the approved Director profile.
- (c) All nominations must be received by the Governance and Nominating Committee (at the address specified in the request for nominations) in writing before 4:00 p.m. EST on the date selected for close of nominations. Any nomination received after this time will not be entitled to be reviewed.
- (d) As soon as practicable after the receipt of a nomination, the Governance and Nominating Committee shall notify the candidate in writing that a nomination has been received, whether or not the nomination is in order and, where the nomination is not in order, where it is deficient.

- (e) The failure of the Governance and Nominating Committee to notify a candidate as required under Subsection 2.3(d) or the non-receipt of such a notification by a candidate does not invalidate the election.

## 2.4 Nomination by the Governance and Nominating Committee

- (a) Qualified candidates for election as Directors shall be determined and identified in accordance with the Director Criteria and in the manner provided in the Governance and Nominating Committee Charter.
- (b) The Governance and Nominating Committee will, prior to each meeting of members at which Directors are to be elected, recommend to the Council qualified candidates to stand for election as Directors, selected in accordance with Subsection 2.4(a). These candidates shall be the Governance and Nominating Committee Nominees.
- (c) The Governance and Nominating Committee will notify each candidate whether the candidate has been selected as a Governance and Nominating Committee Nominees, and if not, the reason why not.
- (d) Not less than 21 days prior to such meeting, the Council shall by notice advise the members of its proposed nominees and provide biographical profiles of such nominees.

## 2.5 Nomination from the Floor

- (a) An Individual Member may nominate another Individual Member to stand for election as a Director from the floor at a members meeting (“**Nominating Member**”), provided the Nominating Member complies with the following requirements:
  - (i) *Entitled to Vote:* A Nominating Member, at the close of business on the date of the giving of the notice pursuant to Subsection 2.5(a)(ii) and on the record date for notice of such meeting, is entered in the Corporation’s membership records being entitled to vote at such meeting in accordance with Subsection 3.5(b)**Error! Reference source not found.;**
  - (ii) *Timely Notice:* In addition to any other applicable requirements set out in this By-law No. 2 as well as By-law No. 1, for a nomination to be made by a Nominating Member pursuant to this Section 2.5, the Nominating Member must have given timely notice (the “**Notice**”) not less than seven (7) days prior to the date of the meeting of members in proper written form to the Chair of the Governance and Nominating Committee at the registered office of the Corporation.
  - (iii) *Proper Form:* To be in proper written form, the Notice must set forth the (i) the name, address, occupation of the nominee, (ii) a brief description of how the nominee meets all of the qualification requirements of Directors;

and (iii) the name and address of the Nominating Member giving the Notice and confirmation that the person has the right to vote at the meeting of members where election is to be held. The Notice must also include written consent of the nominee to hold office for the elected term for the position of a Director. The Governance and Nominating Committee may also require any proposed nominee to furnish such other information, as may reasonably be required by the Governance and Nominating Committee to determine the eligibility of such proposed nominee to serve as a Director.

- (iv) *Eligibility:* No person shall be eligible for election as a Director unless nominated in accordance with the provisions of this Section 2.5. The Chair of the Governance and Nominating Committee shall have the power and duty to determine whether a nomination was made in accordance with the procedures set out in this Section 2.5 and, if any proposed nomination is not in compliance, to declare that such defective nomination shall be disregarded.
- (v) Notwithstanding the foregoing, the Governance and Nominating Committee may, in its sole discretion, waive any requirement in this Section 2.5.

### **ARTICLE 3 ELECTION**

#### **3.1 Timing of Election**

An election of Directors shall take place as determined by the CEO from time to time but not later than fifteen (15) months after holding the preceding annual meeting.

#### **3.2 Eligibility to Vote**

Every Individual Member who is,

- (a) Registered under the Act; and
- (b) not in default of payment of any prescribed fee,

is qualified to vote at an election of Directors.

#### **3.3 Staggering of Vacancies**

The Council will strive to stagger the terms of its Directors such that at least two persons are coming up for election at each annual general meeting. However, due to circumstances beyond control, it is possible that a situation may arise where there are no Director positions up for election in a given year. In such a case, there is no need to hold an election at the annual general meeting.

### **3.4 Acclamation**

Where the number of persons nominated as Governance and Nominating Committee Nominees for election to the Council is equal to or less than the number to be elected in that year and there are no nominations from the floor for which the Notice is received pursuant to Subsection 2.5(a)(ii), the persons so nominated shall be deemed to be elected as Directors in that year and there shall be no poll.

### **3.5 Election Process**

- (a) Where the total number of persons nominated as candidates for election to the Council at an election is greater than the number to be elected in that year, there shall be a vote. For clarity, the total number of persons nominated as candidates include Governance and Nominating Committee Nominees and nominations from the floor for which the Notice is received pursuant to Subsection 2.5(a)(ii), if any.
- (b) Prior to the election, the CEO or his or her designate shall compile and sign an alphabetical list of Individual Members who are qualified to vote at the election and provide the timing and instructions for accessing the electronic voting platform, acquiring all information relevant to the election, and participating in the election of the Directors.
- (c) The list referred to in Subsection 3.5(b) may be examined by any Individual Member during normal business hours of the Corporation or online at the Corporation's electronic voting platform, if available.
- (d) Where an Individual Member submits in writing to the CEO or his or her designate, in advance of the voting, of the improper omission from or insertion of any name on the list referred to in Subsection 3.5(b), the CEO shall forthwith examine the complaint and rectify any error he or she may find.
- (e) Every election of Directors shall be presided over and conducted by the CEO. The CEO may enter into an agreement or agreements for the purpose of the election, including, without limitation, for the purpose of using electronic means for voting and for counting and recounting results. Where such an agreement has been entered, voting shall be performed through the Corporation's electronic voting platform.
- (f) The accidental omission to give any notice or send any document required by this By-law to be sent to any Individual Member or Director or the non-receipt of any notice or document required by this By-law by any such person or any error in any notice or document required by this By-law not affecting the substance of the notice or document does not invalidate any action taken pursuant to the notice or document or invalidate any action taken at any meeting held pursuant to the notice or any action that results from any such meeting.

## **ARTICLE 4 VOTING**

### **4.1 Voting at Election**

- (a) A vote at a meeting of the members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person;
- (b) Voting shall be by secret ballot and be conducted such that reasonable efforts are made to ensure that any records that connect the name of an Individual Member who casts a vote and the vote(s) cast by the Individual Member remain confidential and are only used to the extent necessary for the purposes of voting and counting the results.
- (c) An Individual Member who is qualified to vote at an election of the Directors shall be entitled to one vote and may vote for a maximum of the number of vacant positions to be elected in that year whose names are on a ballot but where the member votes for more than the number of candidates to be elected in that year the ballot is invalid.
- (d) An Individual Member entitled to vote at a meeting of members may vote by proxy in accordance with the requirements set out in Section 5.13 of By-law No. 1.
- (e) If a candidate, who was eligible for election at the time of nomination, ceases to be eligible for election or withdraws from the election on or prior to the date of the election, all votes cast for that candidate are void and shall be deemed to be rejected.
- (f) The CEO has authority to take such actions as are reasonably necessary in the circumstances to conduct the election and resolve any matters that may arise.

### **4.2 Counting of Ballots and Announcement of Results**

- (a) Following the conclusion of the voting process, the CEO or his or her representative shall receive the total amount of ballots cast for each nominee.
- (b) The candidates who shall be certified forthwith by the CEO as being elected as a Director are the candidates that receive the highest number of votes necessary to fill vacancies.
- (c) Where two or more candidates receive an equal number of votes such that the election of one or more Directors is undecided, the CEO and the Chair of the Governance and Nominating Committee shall put into a box one paper for each candidate and having the name of each candidate written on it. The CEO shall draw by chance from the box one or more of such papers sufficient to make up the required number of Directors. The CEO shall declare the person whose name appears on the paper so drawn, as the nominee for the Director position at issue.



- (d) The CEO shall after making the certification referred to in Subsection 4.2(b)
  - (i) report the results of the election to the meeting; and
  - (ii) inform each Individual Member who is elected to the Council of the time and place of the first regular meeting of the Council following the election.

### **4.3 Destruction of Ballots**

Unless an Individual Member requests a recount or confirmation of his or her vote or petitions against the election in accordance with Article 5, the CEO shall ensure that all ballots and any record thereof are destroyed after thirty-one (31) days have expired following the report to the members of the results of an election.

## **ARTICLE 5**

### **APPEAL AND RECOUNT OF BALLOTS AND PETITION AGAINST THE ELECTION**

#### **5.1 Appeal and Recount of Ballots**

- (a) An Individual Member who is qualified to vote at an election of the Directors may, within fourteen (14) days after the date of the election, submit to the Chair of the Governance and Nominating Committee a request in writing for a recount of ballots cast at the election if the Individual Member reasonably believes there was an error.
- (b) Upon receipt of a request referred to in Subsection 5.1(a), the Chair of the Governance and Nominating Committee shall, within thirty (30) days of the election, where in the Chair's opinion the request is reasonable having regard to the number of votes separating the candidates at the election, receive the list of all ballots cast in the election, with such list specifically excluding the name of or any identifying information about the Individual Member who cast the ballot, and cause a recount of the ballots to determine if the count was correct.
- (c) If, in the opinion of the Chair of the Governance and Nominating Committee, the electronic voting platform, for any reason, failed to accurately receive the ballots cast on the day of the election, the Chair of the Governance and Nominating Committee may, in his or her absolute discretion, cause a revote to be held within thirty (30) days from the day of the election.
- (d) A recount or a revote, as the case may be, shall be presided over by the Chair of the Governance and Nominating Committee who,
  - (i) shall set a date for the recount or revote;
  - (ii) shall give notice in writing to all candidates at least fifteen (15) days before the date set for the recount or revote that a recount or revote has been required and the date on which it will be held;

- (iii) shall ensure that all ballots and any record thereof are destroyed after thirty-one (31) days have expired following the report to the members of the results of the recount or revote;
  - (iv) shall declare the results of the recount or revote in the same manner as set out in Section 4.2; and
  - (v) report the results of the recount or revote to the members as soon as is practicable.
- (e) Where two or more candidates receive an equal number of votes on the recount or revote, the Chair of the Governance and Nominating Committee and the CEO shall repeat the procedure referred to in Subsection 4.2(c) unless such procedure was followed on the original ballot count, in which event the Chair of the Governance and Nominating Committee shall certify that the candidate originally certified by the CEO to be elected under the procedure set out in Subsection 4.2(c) is elected.

## **5.2 Petition Against the Election**

- (a) An Individual Member who is qualified to vote at an election of Directors may, where the Individual Member files a petition in accordance with Subsection 5.2(b), petition the Council against the election of any Director as not being duly elected or qualified to stand for election.
- (b) A petition shall,
  - (i) be filed with the Chair of the Governance and Nominating Committee within fourteen (14) days following the day on which the results of the election certified by the CEO under Subsection 4.2(b) are announced to the members; and
  - (ii) contain a statement, signed by an Individual Member qualified to vote at an election of the Directors, of the grounds on which the election is disputed.
- (c) A copy of the petition shall be delivered within fourteen (14) days of the filing of the petition with the Chair of the Governance and Nominating Committee to the Director whose election or qualification is being disputed.
- (d) Where a petition is filed with the Chair of the Governance and Nominating Committee and the Chair is of the opinion that the petition sets out grounds that indicate that the election was not held in accordance with this By-law, the Chair of the Governance and Nominating Committee shall so inform the Council and the Council shall appoint a committee to inquire into the matters raised in the petition and the committee shall report thereon to the Council as soon as is practicable.
- (e) The committee that is appointed under Subsection 5.2(d) shall appoint a day, time and place for the hearing of the petition and give notice thereof to the petitioner and the person who is the subject matter of the petition.

- (f) Upon receipt of a report of the committee appointed under Subsection 5.2(d), the Council shall determine whether the person who is the subject matter of the petition was duly elected or not or if the person was qualified to stand for election.
- (g) Where the person who is the subject matter of the petition is found to be not duly elected or not qualified to stand for election, the person shall be deemed to no longer be a Director and his or her place on the Council shall be considered to be vacant and shall be filled in accordance with Section 6.7 of By-law No. 1.
- (h) Where there has been a petition against the election of any Director as not being duly elected or qualified to stand for election, the Chair of the Governance and Nominating Committee shall ensure that all ballots and any record thereof are destroyed after thirty-one (31) days have expired following the determination of the Council under Subsection 5.2(g).

## **ARTICLE 6 EFFECTIVE DATE AND REPEAL**

### **6.1 Effective Date**

This By-law No. 2 shall be enacted by the Directors and confirmed, with or without variation, by the members at an annual or special meeting of members duly called for the purpose and shall come into effect upon confirmation by the members of the Corporation.

### **6.2 Repeal**

- (a) By-law No. 21 relating to the composition and election of Council is hereby repealed and replaced by By-law No. 2 herein effective as of the date stated in Subsection 6.1.
- (b) The said repeal of By-law No. 21 shall not affect the previous operations of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-law prior to its repeal, except to the extent inconsistent with this By-law, and until amended or repealed.

**ENACTED** by the Directors of the Corporation this 6<sup>th</sup> day of March 2024.

\_\_\_\_\_  
President of the Council

\_\_\_\_\_  
Secretary

**CONFIRMED** by the Individual Members of the Corporation this \_\_\_\_\_ day of \_\_\_\_\_.

\_\_\_\_\_  
Chair of the Meeting

\_\_\_\_\_  
Secretary