

Delivered via email

March 12, 2024

Dear Registered Member,

On behalf of the Council of the Registered Insurance Brokers of Ontario (“RIBO” or the “Corporation”), I would like to invite you to attend a special meeting of the members that is being held in accordance with By-Law 1, part 7, section 7.2. **The meeting will be held online via the Microsoft Teams platform on April 9, 2024, and is scheduled to begin promptly at 1:00 pm EST.**

The purpose of this meeting is to seek the membership’s approval of new corporate by-laws that ensure both that RIBO complies with the Ontario *Not-for-Profit Corporations Act*, 2010, S.O. 2010, c. 15 (“ONCA”), in advance of the October 19, 2024 deadline, and establishes a modernized set of governance practices.

You will find attached an information package including the new by-laws along with an explainer document summarizing the proposed changes.

Please read below for more information on how to attend the meeting or assign a proxy to attend and vote in your place.

What Are the Changes?

ONCA came into force on October 19, 2021, and provided three years for Ontario not-for-profit corporations – such as RIBO – to review their by-laws and incorporate documents and ensure compliance with the new legislation. Any provisions in a corporation’s governing documents that are inconsistent with ONCA will continue to apply and take precedence during the three-year transition period; however, such provisions will be deemed to be amended to comply with ONCA on October 20, 2024 (subject to a few exceptions). For corporations that do not formally amend their governing documents to ensure compliance prior to that date, deemed amendment will make it difficult and, in some cases, costly to identify which provisions are deemed to be amended and to comply with the amended provisions.

RIBO Council identified several areas that required updates to existing by-laws to ensure RIBO is compliant with the legislation. In conducting this review, we have also identified other opportunities to update the by-laws to modernize and improve them to recognize RIBO’s unique nature as a self-regulatory organization.

Our proposal revokes all existing by-laws and replaces them with a set of three new by-laws:

- By-Law No. 1 establishes the foundation for all other by-laws and relates generally to the conduct of the affairs of RIBO as an Ontario not-for-profit corporation that is subject to ONCA. For the most part, this by-law addresses corporate governance and administrative matters that relate to the Corporation, including but not limited to classes of corporate membership, members meetings, Council and Council meetings.
- By-Law No. 2 relates to nomination and election of Council members and addresses nomination procedures, voting powers, election of directors, among other matters.
- By-Law No. 3 relates to licensees and sets out, among others, the registration and qualification requirements for both firms and individuals, including license classes, principal broker, deputy principal broker and supervising broker requirements, continuing education requirements and administration of registration.

Please refer to the attached Appendix that contains further details, including explanatory notes and key changes in the new by-laws.

Impact of Changes

The proposed by-laws predominantly deal with the Corporation governance matters required to ensure conformance with ONCA. There are no material or substantial changes. The new by-laws do not create any new regulatory requirements for individuals or firms in connection with obtaining and maintaining their licenses. Rather, they document existing regulatory and administrative practices in a comprehensive and transparent manner. The changes have no impact on the daily activities of brokers or brokerages nor their interactions with RIBO.

Confirmation of the proposed by-laws at the Special Members' Meeting will ensure that RIBO complies with ONCA prior to the October 19, 2024 transition deadline for all Ontario Not-for-Profit Corporations. Failure to do so could result in potentially negative impacts on members and/or the Corporation. We ask for your support in confirming the by-laws, providing for a smooth and predictable transition.

What is Next?

The Council met on March 6, 2024 and approved the new by-laws. Now, the new by-laws are being presented to the members for their consideration. At the Special Members' Meeting, on April 9, 2024, the members will be asked to:

- i. Confirm the new by-laws in the form they are submitted, or
- ii. Propose any amendments thereto, or
- iii. Reject the proposal to adopt new by-laws.

Voting Information

This is a very important milestone in the corporation's history, and we strongly encourage you to make every effort to attend the Special Members' Meeting to cast your vote.

If you are unable to attend the meeting, you may assign a proxy for another person to vote on your behalf. All proxy assignments must be completed on or before **April 8, 12:00 pm EST**.

Information on how to register to attend the online meeting and assign a proxy will be included in the March edition of the *RIBO Review* newsletter.

Questions

If you have any questions about the proposal or the meeting, including accessibility needs that require accommodating, please send them to info@ribo.com in advance of the meeting.

I'd like to thank you once again for your support. I hope you will join me and other RIBO Council members in participating in the Special Members' Meeting next month.

Please read the upcoming *RIBO Review* newsletter later this month for registration and proxy instructions.

Sincerely,

A handwritten signature in black ink, appearing to read 'Rick Orr', written in a cursive style.

Rick Orr

President, RIBO Council