


MINUTES of the members of **REGISTERED INSURANCE BROKERS OF ONTARIO** (the "Corporation") held in person at Toronto, Ontario, on the 9th day of April 2024. *virtually* 

(1) Confirmation of Transition

At a special meeting of the Board of Directors held on March 6, 2024, it was determined to be in the best interest of the Corporation to transition under the provisions of the *Not-for-profit Corporations Act*, 2010 (Ontario) ("ONCA"), and authorizing the directors to apply for a Certificate of Amendment as issued by the Ministry of Public and Business Service Delivery.

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The Corporation is authorized to file Articles of Amendment to the Director under ONCA, for a Certificate of Amendment, transitioning the Corporation as if it had been incorporated under ONCA.
2. Any officer or director of the Corporation is authorized and directed on behalf of the Corporation to execute and deliver the application for authorization to continue in another jurisdiction, in duplicate, to the Director under the *Corporations Act* (Ontario) and articles of continuance, in duplicate, to the Director under the ONCA and to execute all documents and to do all such acts and things as in the opinion of such person may be necessary or desirable to carry out the foregoing.

(2) By-Laws

To conform to the provisions of the ONCA, modernize its governance structure and update the regulatory and administrative practices relating to the administration of the *Registered Insurance Brokers Act*, R.S.O. 1990, c. R.19, it was also determined to be in the best interest of the Corporation to repeal its existing by-laws and enacting the New By-Laws. The New By-Laws are annexed hereto as Schedules 1-3.

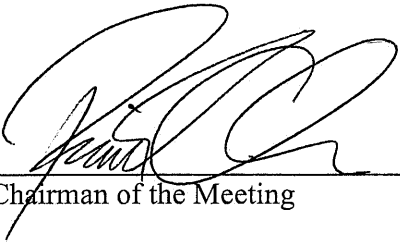
BE IT FURTHER RESOLVED AS A SPECIAL RESOLUTION THAT:

3. All existing by-laws are hereby repealed and replaced by the New By-Laws effective immediately upon confirmation by the members of the Corporation..


TERMINATION OF MEETING

There being no further business, the special meeting then terminated.

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Chairman of the Meeting



Secretary of the Meeting