



On October 21, 2020, and acting on the advice of the Governance Committee, the Board of Directors passed a motion to recommend amendment of Bylaw 3.03 (Director Qualifications) to simplify Director Term Limits. The current bylaw contains an exception to allow for a potential sixth term:

**3.03 Qualifications**

No person shall be eligible to become a director unless such person:

- (a) is a resident of the Province of Ontario;
- (b) is at least eighteen (18) years of age, but no more than seventy (70) years of age, at the time of election to the board;
- (c) is not of unsound mind;
- (d) is not bankrupt;
- (e) is a member of the Corporation;
- (f) is not an agent or employee (excluding the President & CEO) of the Corporation or the Corporation's bankers.
- (g) No person may be elected more than five (5) times to serve a three (3) year term as a director of the Corporation. **Notwithstanding the foregoing, a serving Director may be elected to a sixth term with the consent of the majority of the other Directors where that Director is serving on the Board of an industry-related company, organization or committee, and the Bylaws or mandate of that entity require its Directors to be employees or Directors of a mutual insurance company.**

In the event that an existing director no longer qualifies, such director shall thereupon cease to be a director. A director attaining the age of sixty-five (65) years during a term of office may serve out such term.

The Board recommends removal of this exception, such that there is a clear and unambiguous 5 term limit. Accordingly, the Board of Directors recommends that Bylaw 3.03 be amended to read as follows:

[SEE NEXT PAGE]

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