



**Ayr Farmers  
Mutual**  
Insurance Company

**BYLAW #5**

**Approved by the Board of Directors  
Wednesday, December 17<sup>th</sup>, 2008**

**Ratified by the Policyholders at the  
Annual and Special General Meeting held on the  
20<sup>th</sup> day of February, 2009.**

**Article 20e; Article 34a; and Article 34b  
Amended and Approved by the Board of Directors  
Wednesday, October 17<sup>th</sup>, 2012.**

**Ratified by the Policyholders at the  
Annual and Special General Meeting held on the  
1<sup>st</sup> day of March 2013.**

**Article 20e  
Amended and Approved by the Board of Directors  
Tuesday, April 11<sup>th</sup>, 2017.**

**Ratified by the Policyholders at the  
Annual General Meeting held on the  
2<sup>nd</sup> day of March 2018.**

**Article 20e  
Amended and Approved by the Board of Directors  
Wednesday, December 12<sup>th</sup>, 2018.**

**Ratified by the Policyholders at the  
Annual General Meeting held on the  
1<sup>st</sup> day of March 2019.**

# **Ayr Farmers Mutual Insurance Company**

**WHEREAS** the Ayr Farmers Mutual Insurance Company (hereinafter referred to as the "Corporation") was organized on the 13th day of December, 1893 and commenced business on the 13th day of December 1893, under and pursuant to the provisions of "An Act respecting Mutual Insurance Companies" being chapter 18 of the Consolidated Statutes of Upper Canada;

**AND WHEREAS** the Corporation is now carrying on business by License issued under the Insurance Act, being Chapter 1.8 of the Revised Statutes of Ontario 1990 as amended, and is subject to the provisions of Part V of the Corporations Act, being Chapter C.38 of the Revised Statutes of Ontario 1990 as amended;

**AND WHEREAS** the directors and members of the Ayr Farmers Mutual Insurance Company deem it advisable to revise the existing general by-laws of the Corporation, and to enact certain revised and consolidated general by-laws in lieu thereof;

## **INTERPRETATION**

In this By-law and in all other By-laws of the Corporation hereafter passed, words importing the singular number or the masculine gender shall, unless the context otherwise requires, include the plural number or the feminine gender, as the case may be, and persons shall include firms and corporations.

**NOW THEREFORE BE IT ENACTED**, and it is hereby enacted, as follows:

## **OBJECT**

1. Subject to the power granted under the charter, the purpose and business of the Corporation shall be insuring, under any class of insurance for which a Company may be licensed in Ontario, as provided in Part V of the Corporations Act of Ontario.

## **SEAL**

2. The seal, an impression whereof is stamped on the margin hereof, shall be the seal of the Corporation.

## **HEAD OFFICE**

3. The head office of the Corporation shall be located in the Township of North Dumfries, Ontario (See the Insurance Act, S.1)

## MEMBERSHIP

4. Any person, Trustee Board, Partnership or Corporation insured under a policy issued by the Corporation shall, from the date upon which the insurance becomes effective, be deemed a member of the Corporation so long as such insurance remains in force, and shall cease to be a member when such insurance is terminated or expires. (See the Corporation Act S. 158 (1)). A subscription policy where the Corporation is not the first listed insurer on the schedule of insurers shall not qualify the insured as a member or any representative of it for membership in the Corporation.
5. **Members' Liability.** No member shall be liable in respect of any loss or claim or demand against the Corporation, beyond the amount of his unpaid premium, if any. (See the Corporations Act, S. 158 (2)).

## ANNUAL MEETING

6. The Annual Meeting of the members for the election of Directors and the transaction of other business shall be held at the head office of the Corporation or at such other location as the Directors may determine, on such date and at such time as set by the Directors, in accordance with the Corporations Act.
7. Before the election of Directors, the financial statement for the year ending on the previous 31st of December shall be presented to the meeting. (See the Corporations Act S. 159 (2)).
8. If an election of Directors is not made on the day on which it ought to have been made, the Corporation shall not for that cause be dissolved, but the election may be held on a subsequent day at a meeting to be called by the Directors, or as otherwise provided by the By-laws of the Corporation, and in such case the Directors then in office shall continue to hold office until their successors are elected. (See the Corporations Act, S.160)

## NOTICE OF MEMBERS MEETINGS

9. Notice of every annual or special general meeting of the Corporation shall be given to the members of the Corporation in the manner prescribed by the Corporations Act.
10. a) The Directors may call a special general meeting of the Corporation at any time. (See the Corporations Act, S. 161(2))

b) One-tenth of the members of the Corporation entitled to vote at members meetings may request the Directors to call a general meeting of the members, by depositing at the head office of the Corporation a requisition signed by at least one-tenth of the voting members, stating the general nature of the business to be presented at the meeting, in which case the Directors shall forthwith call a general meeting of the members. (See the Corporations Act, S. 295)

11. The Directors shall provide to, or cause to be provided to, each member, in the manner prescribed by the Corporations Act, a copy of the financial statement for the year ending on the previous 31st day of December, which statement shall be in the form prescribed by the regulations made under the Insurance Act.

## **QUORUM**

12. Five (5) members present in person shall constitute a quorum for the transaction of business at a general meeting other than a meeting to vote on demutualization, wind up or any other form of dissolution of the Corporation. The quorum for a meeting called to vote on demutualization, wind up or any other form of dissolution of the corporation shall require a quorum equaling at least fifty percent (50%) of all members.

## **VOTING AT GENERAL MEETINGS**

13. At any general meeting, unless a poll is demanded, a declaration by the chairperson of the meeting that a resolution has been carried, and an entry to that effect in the minutes, shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. If a poll is demanded, it shall be taken in such manner as the chairperson directs consistent with these By-laws. (See the Corporations Act, S. 93 (1) (f) and S. 93 (3)).
14. In the case of an equality of votes at any general meeting of the Corporation, the chairperson of the meeting shall be entitled to a second or deciding vote. (See the Corporations Act, S. 93 (1) (c))
15. A member of the Corporation (as defined in Article 4 hereof) who is not in arrears for any cash payment due by the member to the Corporation is entitled at all meetings of the Corporation to one vote if the amount of premium paid by the member annually is in excess of \$25.00; and no member is entitled to more than one vote. (See the Corporations Act, S. 162 (1))
16. Where a policy is made to two or more persons, one only is entitled to vote, and the right of voting belongs to the one first named on the register of policyholders, if that

person is present, or, if not present, to the one who stands second, and so on. (See the Corporations Act, S. 162 (2))

17. a) Where property is insured by a trustee board, any member of the board or its secretary-treasurer duly appointed in writing pursuant to its resolution may vote on its behalf. (See the Corporations Act, S. 162 (3))

b) Where property is insured by a partnership or a corporation, any one member of the Partnership or any one director of the corporation who is duly appointed and authorized in writing pursuant to a resolution of the partnership or corporation may vote on behalf of the partnership or corporation.

18. No applicant for insurance is competent to vote or otherwise take part in the Corporation's proceedings.

## **DIRECTORS**

### **19. Number of Directors**

The business of the Corporation shall be conducted by six (6) Directors. (See the Corporations Act, S. 165 (1))

### **20. Qualifications of Directors:**

a) A Director shall be eighteen (18) or more years of age, and be a resident of the Province of Ontario;

b) No person is eligible to be or shall act as a Director unless he is a member of the Corporation and insured therein for the time he holds office and is entitled to vote;

c) Notwithstanding any other provisions in the By-laws of the Corporation, no person shall be eligible for election as a director unless he has been a member of the Corporation and insured therein for a minimum period of three consecutive years prior to the time of seeking office;

d) No undischarged bankrupt shall be a Director, and if a Director becomes a bankrupt he shall thereupon cease to be a Director;

e) The Board shall annually appoint a Nomination Committee consisting of not less than three Members, all of whom need not be directors. The mandate of the Committee will each year compile a list of nominees for election to the Board, having regard to the Board's skill set requirements and needs.

Any person wishing to seek election or re-election as a Director must file no less than 90 days in advance of the meeting at which directors are to be elected notice of their intention in writing with the Chair of the Committee, care of the Head Office of the Corporation, using the Corporation's Nomination form which will be provided by the Corporation upon request.

No person shall seek election to fill a vacancy on the Board under section 27 if he or she seeks election to a three (3) year term. If pursuant to section 27 hereof there is to be a separate election to fill the remaining portion of a vacancy on the Board, when filing notice of his or her intention to seek election, such notice shall specify if he or she is seeking election to fill the remaining portion of the vacancy or seeking election for a three year term.

The Committee shall consider all persons who have filed notice of their intention to seek election, including incumbent directors who have filed notice of their intention to seek re-election, having regard to the provisions of this By-law and the Terms of Reference of the Committee as set by the Board from time to time. In considering such persons the Committee:

- (a) shall confirm each person's qualification to be elected as a director;
- (b) shall assess each person's personal and professional integrity and commitment to promote the long term interests of the Corporation, and each person's commitment to devote adequate time to service as a Board member;
- (c) may interview any person.

No less than 45 days in advance of the meeting at which directors are to be elected the Nomination Committee shall present to the Board the names of those persons it recommends for election as directors, who shall be the nominees for election to the Board. The list of nominees shall be submitted to the Members with the notice of the annual meeting.

- f) Where a partnership has the qualifications that would qualify an individual to be a Director of the Corporation, one member of the partnership is eligible to be a Director of the Corporation. (See the Corporations Act, S. 164(4));
- g) The president or director of a member corporation that has the qualifications that would qualify an individual to be a director is eligible to be a Director of the Corporation.

21. Notwithstanding any other provision of the By-laws of the Corporation, the following persons are not eligible to be elected as a Director of the Corporation, shall not interfere in the election of Directors, and shall not at the same time be a Director of the Corporation:

- a) An insurance broker or insurance agent associated with the Corporation;

- b) A director, officer, shareholder, employee or agent of an insurance brokerage or insurance agency business associated with the Corporation;
- c) An agent or paid officer of the Corporation, (subject to the right of the Chair and Vice-Chair to be compensated as a result of their holding those offices, as is referred to in section 31(b) hereof);
- d) An officer of the bankers of the Corporation;
- e) An employee of the Corporation;
- f) A director or officer of another Insurance Company;
- g) The President of the Corporation;
- h) A spouse, child, parent or sibling of any of the persons identified in subsections (a) through (g) inclusive.

22. **Retirement of Directors in Rotation.** One-third of the directors shall retire annually in rotation. (See the Corporations Act, S. 167)

23. a) **Annual Election to Fill Vacancies.** At every annual general meeting one-third of the total number of directors shall be elected for a period of three (3) years to fill the places of the retiring directors. Retiring directors are eligible for re-election. (See the Corporations Act, S. 168)

b) A director may be removed from office and shall thereupon cease to be a director of the Company, upon a resolution being passed to remove him as a director by at least 2/3 of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution was properly given.

24. **Election of Directors.** The election of Directors shall be held and made by such members as attend for that purpose in person, or in the case of corporation, partnership, or trustee board (as is referred to in Article 17 hereof) by a director, officer or member authorized in writing to represent it. (See the Corporations Act, S.171 (1))

25. **The Election** shall be by ballot. (See the Corporations Act, S. 171 (2))

26. If two or more members have an equal number of votes, so that less than the whole number to be elected appear to have been chosen directors by a majority of votes, the members present shall proceed to ballot until it is determined which of the persons so having an equal number of votes shall be the director, or directors. (See the Corporations Act, S. 171 (3)) (See Article 8, supra)

27. If a vacancy occurs among the directors, during the term for which they have been elected, by death, resignation, ceasing to have the prescribed qualification, insolvency, being removed from office by a resolution passed pursuant to subparagraph 23(b), or by absence without previous leave of the directors from three successive regular meetings, which shall ipso facto create such vacancy, and a quorum of directors remains, the vacancy shall be filled until the next annual general meeting by any person duly qualified and chosen by a majority of the remaining directors as soon as may be after the vacancy occurs; and at the next annual general meeting (Corporations Act, S. 172) an election separate from the election referred to in Article 23(a) hereof shall be held to fill the vacancy so created, shall be filled for the portion of the term still unexpired and the provisions of this By-law relating to the qualifications of a Director and the conduct of Director elections shall apply mutatis mutandis to any election to be held for the purpose of filling such vacancies. If no quorum of directors remains as a result of the vacancy on the Board created as is herein referred to, a general meeting of the members shall be called to fill the vacancies.

27. **Meetings.** All meetings of the Directors shall be held at the call of the Chair or according to the adjournment of the previous meeting at the head office of the Corporation, or at such other place in or outside Ontario as the Directors may determine. The first meeting is to be held immediately after the annual general meeting. A special meeting of the Directors may be called at any time by the Chair, and shall be called at any time when required by three (3) Directors. Notice of all meetings shall be given to each director no later than the seventh day before the meeting.

With the unanimous consent of all of the Directors present at or participating in the meeting, a director may participate in a meeting the Board of Directors or in a meeting of a committee of directors by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed for the purposes of the Act and this by-law to be present at that meeting. A consent pursuant to this provision may be given before or after the meeting to which it relates and may be a "blanket" consent, relating to all meetings of the board and/or committees of the board.

28. **Quorum.** A majority of the directors shall constitute a quorum for the transaction of business, and in the case of an equality of votes at any meeting the question passes in the negative. (See the Corporations Act, S. 173 (1))

29. **Remuneration of Directors:**

The remuneration to be paid to the Directors of the Corporation shall be such amount or amounts as may be approved by the members at the annual general



meeting and those amounts shall be adjusted in January of each year to reflect the change in the Canadian consumer price index in the previous year.

In addition, Directors shall be paid such sums in respect of their out-of-pocket expenses received in attending board, committee or members meetings, or otherwise in respect of the performance by them or their duties as the board may from time to time determine.

## OFFICERS

30. a) **Chair and Vice-Chair.** The Directors shall, at their first meeting held after each annual general meeting of the Corporation, elect by ballot from among themselves a Chair and Vice-Chair, and the Corporate Secretary shall preside at such elections. They shall hold office for one year or until their successors is elected. The Chair shall preside at all meetings of the Directors, and shall perform other duties as may pertain to the office of Chair. In the temporary absence or inability to act of the Chair, the Vice-Chair shall perform the duties of the Chair. In the event a vacancy occurs in the office of the Chair due to any of those causes referred to in Article 27 hereof, the remaining Directors shall elect from among themselves a replacement Chair;
- b) The remuneration, if any, to be paid to the Chair and the Vice-Chair as a result of holding those offices, shall be such amount or amounts as the Board of Directors may from time to time determine.
- c) The other officers of the Corporation shall be the President, the Corporate Secretary, the Treasurer and such officers as the Directors may from time to time deem necessary. The President shall be the Chief Executive Officer responsible to the Board of Directors for the overall operation of the Corporation.
- d) Such other officers of the Corporation shall be appointed by the Directors, who shall specify their duties and remuneration and they shall hold office at the pleasure of the Directors.
- e) **Delegation of Duties.** In the case of the absence or inability to act of the Vice-Chair, or any other officer of the Corporation, a majority of the remaining directors may delegate the powers and duties of such officers to any other officer or to any director for the time being.
32. The security given by the treasurer or other officer having charge of the money of the corporation shall not be less than \$10,000 or such greater amount as may be required by the Superintendent. (See the Corporations Act, S. 174 (2)).

## COMMITTEES OF THE BOARD

33. a) The Chair, Vice-Chair and one other director elected by the Directors at their first meeting following each annual general meeting of the members shall constitute the Executive Committee of the Corporation, and shall meet at the call of the Chair to advise and assist the President, the Corporate Secretary, or the Treasurer in dealing with emergency business during the intervals between meetings of the Directors, or to dispose of routine business in accordance with instructions of the Directors. During the absence or inability of a member of the Executive Committee, another director shall be invited to act on the Executive Committee in his place and stead.
- b) The Board shall constitute an "Audit Review Committee and a Conduct Review Committee" and such other committees as are required by the Act or as it from time to time deem appropriate.

## PROTECTION OF DIRECTORS AND OFFICERS

34. (a) **Limitation of Liability.** No director or officer or member of a committee of the Board shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or member of a committee of the Board or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of holding the office or in relation thereto, unless the same are occasioned by his own willful neglect or default; provided that nothing herein shall relieve any director or officer or member of a committee of the Board from the duty to act in accordance with the Corporations Act, the Insurance Act, or any other pertinent legislation affecting the Corporation (hereinafter referred to in this Article as the "Acts") or from liability for any breach thereof;

(b) **Indemnity of Directors and Officers and Others.** Except as provided for in the Acts, every director and officer of the Corporation, every former director and officer of the Corporation, a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, every member or past member of a committee of the

Board, and his heirs and legal representatives shall, from time to time, be indemnified and saved harmless by the Corporation from costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director, officer of such corporation or body corporate, or a member of a committee of the Board, if:

- i. he acted honestly in good faith with a view to the best interests of the Corporation; and
- ii. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful;
- iii. Insurance. Subject to the limitations contained in the Acts, the Corporation may purchase and maintain such insurance for the benefit of its directors, officers, and members of committees of the Board as the board may from time to time determine.

## **EXECUTION OF DOCUMENTS**

35. Subject to the execution of those specific documents referred to in Article 37 and 39 hereof, the Chair or the Vice-Chair, or the President, or the Treasurer, together with the Corporate Secretary are hereby authorized and shall have power to execute and deliver deeds, mortgages, leases or other documents whatsoever requisite or expedient to be executed on behalf of the Corporation, and to attach the Corporate seal of the Corporation to any of such documents as executed aforesaid and these shall be binding upon the Corporation.

In the event of the absence or inability to act of any two (2) of the above-named officers, then all of the said documents shall be signed by such of the Directors as may be appointed by the Directors to act for such purpose.

All other documents not requiring the seal of the Corporation may be signed by such person or persons as the Directors may from time to time designate, and any such documents so executed shall be binding on the Corporation.

## MINUTES

36. Minutes of all the meetings of the Directors and the Committees of the Board shall be recorded by the Corporate Secretary or such other person as is appointed by the Board from time to time. Such minutes shall be open for inspection by any Director.

## BANK AND BANKING

37. a) The bank of the Corporation shall be a registered Canadian bank as the directors may from time to time appoint;
- b) All monies received by the Corporation shall be deposited forthwith in the name of the Corporation in the said bank;
- c) All cheques, drafts, withdrawals from the Corporation's bank account(s), orders for payment of money, and all notes, acceptances and bills of exchange shall be supported in each case by proper receipts and each withdraw from the Corporation's bank account(s) shall be authorized by an individual or individuals in such manner as the Directors may from time to time designate;
- d) All cheques and post office or money orders in favour of the Corporation shall be receipted for or endorsed for deposit to the credit of the Corporation by such person or persons as are authorized by the President;
- e) Such person or persons as may from time to time be authorized by the President to do so, on behalf of the Corporation, may grant receipts for the payment of interest or rents due;
- f) Subject to the foregoing Articles and any applicable legislation, but without limiting the borrowing powers of the Corporation as set forth in the Corporations Act, the Directors of the Corporation may, from time to time;
- i. borrow money on the credit of the company without the authorization of the members; or,
  - ii. issue, sell or pledge securities of the company, without the authorization of the members; or,
  - iii. with the authorization of the members, charge, mortgage, hypothecate or pledge all or any of the real or personal property of the company, including book debts and unpaid calls, rights, powers, franchises and undertaking, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the company;

## INVESTMENTS

38. The Corporation shall invest its funds in such securities and other investments in which, under the Insurance Act, Mutual Insurance Companies may invest funds.

The Directors shall formulate policies, standards and procedures for the investment of the funds of the Corporation, which policies, standards and procedures shall be reviewed no less than annually and revised as necessary. Full particulars of all purchases, sales and transfers of securities shall be reported to the next meeting of the Directors.

39. The Chair or Vice-Chair together with the President or Corporate Secretary or Treasurer may give, on behalf of the Corporation and on payment of the money at maturity, a legal discharge of any security for money held by the Corporation.

## CONTRACTS OF INSURANCE

40. **Limit of Liability.** The Corporation shall not undertake any risk which is beyond the limits permitted by the Insurance Act.

41. A risk subject to the hazard of a single loss shall include such total insured value which is deemed to be included pursuant to Insurance Act and its regulations, as may be amended from time to time.

## REFUNDS FROM SURPLUS

42. a) The Directors may declare a refund from surplus at the end of a fiscal year;
- i. if, except as hereinafter provided, the refund applies on all direct policies in force on the effective date thereof, in such classes of business as designated by the Board of Directors, and
  - ii. if the refund on each policy is in the same ratio to the total refund as the annual premium is to the total annual premiums in force on the effective date;
- b) The effective date of the refund shall be the 31st day of December in the current year;

- c) The refund shall be paid by cheque, or as a credit on the premium next due in each policy or renewal thereof, except that in the case of cancellation or non-renewal of the policy it shall be paid by cheque;
- d) Refunds shall be credited or paid only on policies of members insured continuously in the Corporation one complete year preceding the effective date of the refund.

## **AUDITORS**

43. The members entitled to vote thereat shall at each annual meeting appoint an auditor to hold office until the next annual general meeting, and if an appointment is not so made, the auditor in office shall continue in office until a successor is appointed. (See the Corporations act, S. 94 (2))

The remuneration of an auditor so appointed by the members shall be approved by the Directors. (See the Corporations Act, S. 94 (5))

It shall be the duty of the auditor to examine all books, vouchers, and accounts for the Corporation and all documents having reference to the business thereof, at least once in each year.

The auditor shall make a report to the members of the accounts examined by him and the balance sheet and other statements shall be in the form prescribed by the Superintendent of Insurance. (See the Insurance Act, S. 104)

The auditor shall sign a certificate attached to the annual financial statements stating that the auditor verifies the assets and liabilities of the Corporation as at the date thereof; that it is in accordance with the books and information given to him, and that, in his opinion, it sets out truly and correctly the financial position of the Corporation as on the date thereof.

## **AMENDMENTS OF BY-LAWS**

44. Any By-laws, other than these which are restatements of statutory provisions, may from time to time be repealed, amended, varied or otherwise dealt with at a special general meeting of the Corporation, called by the Chair for the purpose, or at an annual general meeting, if notice in writing of the intention to propose such repeal, amendments or variations at such meeting is given to the Corporate Secretary at least one month before the holding of the meeting. Where such notice has been given to the Corporate Secretary, particulars of such proposal shall be stated in the notice of the meeting.

Any relevant amendment to the Insurance Act, R.S.O. 1990, Chapter I.8 or the Corporations Act, R.S.O. 1990 Chapter C.38, enacted after the date on which these By-laws are approved by the members of the Corporation, shall be amendments to these By-laws on and after the day on which they received Royal assent.

## **REPEAL**

45. Upon this By-law coming into force, By-law Number #1A, By-law #3 and By-law #4 of the Corporation as amended from time to time are repealed provided that such repeal shall not affect the previous operation of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or insured under the validity of any contract or agreement made pursuant to any such By-law prior to its repeal.

ENACTED this 17<sup>th</sup> day of December, 2008.

Signed: *Robert Gurney*  
Chairman of the Board

Signed: *Donald J. Davidson*  
Corporate Secretary

RATIFIED this 20<sup>th</sup> day of February, 2009

Signed: *Mike Murdoch*  
Chairman of the Board

Signed: *Donald J. Davidson*  
Corporate Secretary

ENACTED this 17<sup>th</sup> day of October, 2012

Signed: *Brian Sayles*  
Chairman of the Board

Signed: *Donald J. Davidson*  
Corporate Secretary

RATIFIED this 1st day of March, 2013

Signed: *Brian Sayles*  
Chairman of the Board

Signed: *Donald J. Davidson*  
Corporate Secretary

ENACTED this 11<sup>th</sup> day of April, 2017

Signed: *Brian Sayles*  
Chairman of the Board

Signed: *Dave Paterson*  
Corporate Secretary

RATIFIED this 2<sup>nd</sup> day of March, 2018

Signed: *Brian Sayles*  
Chairman of the Board

Signed: *Dave Paterson*  
Corporate Secretary

ENACTED this 12<sup>th</sup> day of December 2018

Signed: *Cathy Formica*  
Chair of the Board

Signed: *Dave Paterson*  
Corporate Secretary

RATIFIED this 1<sup>st</sup> day of March 2019.

Signed: *Cathy Formica*  
Chair of the Board

Signed: *Dave Paterson*  
Corporate Secretary