KENT ESSEX MAPLE MUTUAL INSURANCE COMPANY

BY-LAW NO. 1-2027

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A By-Law relating generally to the transaction
of the business and affairs of
KENT ESSEX MAPLE MUTUAL INSURANCE COMPANY
(the "**Corporation**")

WHEREAS the Corporation will begin business January 1, 2027 as a result of the proposed amalgamation of Kent & Essex Mutual Insurance Company and Maple Mutual Insurance Company, by letters patent of amalgamation issued the provisions of Part V of the *Corporation Act*;

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

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this By-law the following words and phrases have the following meanings:

(i) "Act" or the "Corporations Act" means the *Corporations Act*, RSO 1990, c C.38.

(ii) "Board" means the Board of Directors of the Corporation.

(iii) "Corporation" means "KENT ESSEX MAPLE MUTUAL INSURANCE COMPANY"

(iv) "Insurance Act" means the *Insurance Act*, RSO 1990, c I.8;

(v) "Letters Patent" means the Letters Patent of Amalgamation issued January 1, 2027, as may be amended from time to time.

All other words have the meaning provided in the Act, and failing which the Insurance Act.

1.2 Interpretation

In this By-law (unless the context requires otherwise):

(a) words imparting the singular number include the plural.

(b) "person" shall include firms, partnerships, trustee boards and corporations.

(c) Legislative references include any regulations thereunder, and any amendments which are then in effect.

2. OBJECTS

Subject to the Letters Patent, the purpose and business of the Corporation shall be insuring, under any class of insurance for which a mutual of cash-mutual insurance company may be licensed in the Insurance Act, and the carrying on of or involvement in any business or activity which it is permitted under the Insurance Act, together with such other activities ancillary thereto.

3. HEAD OFFICE

The Head Office of the Corporation shall be located in the Municipality of Chatham-Kent, Ontario.

4. MEMBERSHIP

4.1 Insureds Deemed Members

(a) Any person insured under a policy issued by the Corporation shall from the date upon which the insurance is effective, be deemed a Member of the Corporation so long as such insurance remains in force. A person ceases to be a Member when such insurance policy is terminated or expires.

(b) Any member may withdraw from membership of the Corporation, subject to the provisions of the Insurance Act.

4.2 Members Liability.

No Member shall, in their capacity as a Member, be liable in respect of any claim or demand against the Corporation beyond the Member's unpaid premium.

5. MEETINGS OF MEMBERS

5.1 Notice of Meetings of Members

Notice of every meeting of Members of the Corporation shall be given to the Members of the Corporation upon such notice, and in the manner, prescribed by the Act.

5.2 Directors May Call Meetings

The Directors may call a meeting of Members at any time.

5.3 Annual General Meeting

(a) The Annual General Meeting of the Members for the election of Directors and the transaction of other business shall be held on such date and at such time and place as the Directors may determine in accordance with the Act.

(b) The Directors shall, prior to each Annual General Meeting, cause the Annual Statements for the year ending on the previous 31st of December to be made available to each Member in the manner prescribed by the Act, which statements shall be certified by the auditors and be in the form prescribed by the regulations made under the Insurance Act.

5.4 Quorum

Six (6) Members present shall constitute a quorum for the transaction of business at any meeting of Members, except:

(a) the quorum for a meeting of Members to approve demutualization, wind up, or any other form of dissolution of the corporation (except for the discontinuance of the Corporation as a result of its amalgamation with another), shall require no less than Fifty Percent (50%) of all Members, present in person.

(b) the quorum for a meeting of Members to approve the amalgamation or merger of the Corporation with another mutual insurance company shall require no less than Fifty (50) Members present in person or by proxy.

5.5 Voting at Meetings of Members

(a) At any meeting of Members, unless a poll is demanded, a declaration by the Chair that a resolution has been carried by show of hands, and an entry to that effect in the minutes is evidence the motion is carried.

(b) If a poll is demanded it shall be taken in such manner as the Chair directs consistent with these By-Laws.

(c) In the case of an equality of votes at any meeting of Members, the Chair shall have a casting vote (i.e. tie-breaking vote).

5.6 Members in Arrears

A member of the Corporation who is not in arrears for 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.

5.7 Joint Policies, Corporations, Partnerships, Trustees and Applicants

(a) 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 present, or, if not present to the one who stands second, and so on.

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

(c) No applicant for insurance is competent to vote or otherwise take part in the Corporation's proceedings until the applicant's application has been accepted.

5.8 Meeting Chair

The Chair of the Board, or in their absence the Vice-Chair (or First Vice-Chair if there is more than one Vice-Chair), shall act as Chair at meetings of the Members.

6. ELECTRONIC MEETINGS

6.1 Members Meetings

(a) The Board may determine that any meeting of Members may be held entirely in person, by one or more telephonic or electronic means, or by any combination of in-person attendance and telephonic or electronic means.

(b) If members are permitted to attend or participate by electronic means:

(i) the Corporation shall make available means that permit Members to communicate adequately with each other during the meeting and to reasonably participate; and

(ii) if there is to be an election of directors at such meeting, the Corporation has implemented a process by which votes may be verified as having been made by Members entitled to vote and the Corporation is not able to identify how each Member voted.

(c) Any member who participates in the meeting by telephonic or electronic means or votes shall be deemed to be present in person at the meeting.

6.2 Directors Meetings

(a) If all the Directors present at or participating in the meeting consent, a meeting of Directors or of a Committee of Directors may be held by such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in the meeting by those means is deemed to be present at the meeting.

(b) Directors may determine that any meeting be held entirely by telephonic or electronic means.

(c) If Directors are permitted to attend and participate by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

7. **DIRECTORS**

7.1 Number of Directors

(a) The affairs of the Corporation shall be managed by a Board consisting of no less than Six (6) and no more than Fifteen (15) Directors.

(b) Until changed in accordance with the Act, there shall be Thirteen (13) Directors. The number of Directors may from time to time be increased or decreased in accordance with the Act.

7.2 Qualifications of Directors

(a) Basic Qualifications

(i) A Director shall be no less than eighteen (18) years of age, and be a resident of the Province of Ontario.

(ii) No undischarged bankrupt shall be a Director.

(iii) Prior to election or appointment as a Director the person shall provide to the Board such satisfactory background information in order to facilitate checks as the Board may then require, which may include by way of example, a clear criminal record report.

(iv) The Director shall not be ineligible under Section 7.5 (Persons Ineligible as Directors).

(b) Membership

(i) There may be up to one (1) Director who is not a Member of the Corporation.

(ii) All other Directors shall either (i) be a Member of the Corporation or (ii) agree to become a Member of the Corporation no later than the first (1^{st}) anniversary of their election, and if the Director fails to become a Member, or ceases to be a Member, they shall automatically cease to be a Director.

(iii) The Corporation shall not terminate the policy of a Director, except where required under applicable laws and regulations, or with approval of the majority of the other Directors.

(c) Age Limit

(i) No person is qualified to be elected or re-elected as a Director if at the time of election or re-election the person has attained the age of Seventy (70) years.

(d) Term Limit

(i) No person is qualified to be elected or re-elected as a Director if at the time of election or re-election the person has served Twenty-One (21) years as a Director.

(ii) Provided that each year of service as a director of either amalgamating company shall be counted as One-Half (1/2) year of service for the purpose of this Section.

(e) Exceptions to Age & Term Limits

(i) If a Director who will not be eligible to be re-elected as a result of Section 7.2(c) (Age Limit) or Section 7.2(d) (Term Limit) is then the Chair or a Vice-Chair of the Board of the Farm Mutual Reinsurance Plan Inc., the Ontario Mutual Insurance Association, Collectivfide Insurance Group Inc., or is a Trustee of the Fire Mutuals Guarantee Fund, the Director may be re-elected for one further Three (3) year term so as to allow such Director to complete the Director's term on the executive of such organization.

7.3 Director Affiliated with Corporation, Partnership, Etc.

(a) Where a partnership or trustee board has the qualifications that would qualify an individual to be a Director of the Corporation, one Member of the partnership, trustee board that has the qualifications that would qualify an individual to be a Director is eligible to be a Director of the Corporation.

(b) A director or officer 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.

7.4 Nominations

(a) The Board shall annually appoint a Nomination Committee consisting of no less than four Members, all of whom need not be Directors.

(b) The mandate of the Nomination Committee is to each year compile a list of nominees for election to the Board from those persons who have filed notice of their intention to seek election in accordance with this Section, persons identified by the Committee as potential nominees, having regard to:

(i) the Board's skill set requirements and needs;

(ii) acceptable peer review feedback in relation to incumbent Directors as may be available and applicable;

(iii) the geographical diversity of the communities that the Corporation serves; and

(iv) any other factor which the Nomination Committee believes to be in the best interest of the Corporation.

(c) Any person wishing to seek election or re-election as a Director must file their intention in writing with the Chair of the Committee prior to the 1st day of December before the Annual General Meeting at which election or re-election as a Director is sought.

(d) The Committee shall consider all persons who have filed notice of their intention to seek election, including incumbent Directors who have filed a notice. The Committee shall conduct the following due diligence on each person seeking election or re-election as a Director:

(i) confirm each person's qualification to be elected as a Director;

(ii) evaluate each person in relation to the factors set out above;

(iii) 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 serve as a Board member; and

(iv) interview each person.

(e) No less than Sixty (60) days in advance of the meeting at which Directors are to be elected the Nomination Committee shall present to the Board the names of the nominees it, by majority vote, recommends for election as Directors.

(f) The names of those persons recommended by the Nomination Committee who are then approved by the Board shall be submitted to the Members with the notice of the Annual General Meeting. Those persons not recommended by the Nomination Committee and approved by the Board shall be so advised.

7.5 Persons Ineligible as Directors

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 and shall not interfere in the election of Directors:

(a) An Insurance Broker or Insurance Agent associated with the Corporation, or anyone having a financial interest in an insurance brokerage or insurance agency 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 a director who is an officer, such as Chair or Vice Chair to be compensated as a result of holding such office);

(d) An employee of the Corporation (including the President of the Corporation);

(e) An officer of the bankers of the Corporation;

(f) A Director or Officer of another Insurance Company which competes with or sells the same or similar insurance as the Corporation (other than an insurance company which is a subsidiary or affiliate of the Corporation or the Farm Mutual Reinsurance Plan Inc.);

(g) Any of the persons identified in paragraphs (a) through (d), above, for a period of Two (2) years thereafter;

(h) A "spouse" as defined in Section 29 the *Family Law Act (Ontario)* of:

(i) any of the persons identified in above paragraphs (a) through (e); or

(ii) a current Director of the Corporation.

7.6 Three Year Terms & One-Third Rotation

(a) The initial slate of Directors on amalgamation shall hold office for their respective terms set out in the Amalgamation Agreement.

(b) Thereafter, Directors shall be elected for terms of Three (3) years in length.

(c) The Directors shall be divided into Three (3) cohorts, and the term of one such cohort shall expire at each Annual General Meeting.

(d) If the number of Directors is divisible by three (3) each cohort shall be equal in number, otherwise no cohort shall exceed by more than one the number of Directors in any other cohort.

(e) Upon an increase or decrease in the number of Directors number, the length of their terms shall be determined in accordance with the Act.

7.7 Election at Annual General Meeting

An election shall be held at every Annual General Meeting for the positions of all Directors whose terms have expired, and to fill any vacancies.

7.8 Method of Election

(a) *Election in Person.* The election of Directors shall be held and made by such members as attend for that purpose in person, or in the case of a Corporation or partnership or trustee board, by a Director, officer or member authorized in writing to represent it.

(b) *Election by Ballot*. The Election shall be Members may vote for up to the number of directors as there are positions to be filled but need not vote for all positions available and may only cast one vote per candidate on a ballot.

(c) *Equality of Votes.* If two or more candidates 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 Chair of the meeting shall have a casting vote (i.e. tie breaking vote).

7.9 Removal of Directors

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 the Director by at least Two- Thirds (2/3rds) of the votes cast at a meeting of Members of which notice specifying the intention to pass such a resolution was properly given.

7.10 Interim Vacancies on Board

(a) If a vacancy occurs among the Directors, during the term for which they have been elected, by death, resignation, ceasing to have the prescribed qualifications, or as a result of a Director being removed from office, the vacancy may be filled, until the next Annual General Meeting, by any person duly qualified, chosen by a majority of the remaining Directors as soon as may be, after the vacancy occurs, and at the next Annual General Meeting the vacancy shall be filled for the portion of the term still unexpired.

(b) Where a Director without leave of the Board is absent from three (3) successive regular meetings, the Board may by resolution deem the position to be vacant.

(c) Where an election is held to fill a vacancy, the election shall be held by separate vote and, when filing notice of their intention to seek election as a Director, prospective candidates shall specify if they are seeking election to fill the remainder of the vacancy, or seeking election for a Three (3) year term.

7.11 Remuneration of Directors

(a) Directors may set their own remuneration by a policy adopted resolution of the Directors.

(b) Remuneration may include per-diem fees, fixed honorariums, participation in benefit plans, or other remuneration. Additional remuneration may be provided for sitting on a committee, acting as Chair, Vice-Chair, Committee Chair, or other office.

(c) In addition, the Directors shall be reimbursed for their reasonable expenses, in accordance with the policy adopted by the Board.

8. MEETINGS OF DIRECTORS

8.1 Time and Place of Meeting

(a) All meetings of the Directors shall be held at the head or other office of the Corporation, or at such other place as the Board may determine from time to time, at the call of the Chair.

(b) Regular meetings may be scheduled for such day and time and place as the Board may determine.

(c) 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.

8.2 Notice of Directors Meetings

No notice need be given for regularly scheduled meetings of the Board. Notice of all other meetings shall be mailed, delivered, sent by e-mail or other electronic transmission, or otherwise given to each Director not later than the third (3^{rd}) business day preceding the date of the meeting.

8.3 Quorum.

A majority of the Directors shall constitute a quorum for the transaction of business.

8.4 Voting

A motion shall be carried by a majority vote of the Directors. In the case of an equality of votes at any meeting of the Directors, the motion fails.

8.5 Dissent

A Director disagreeing with the majority at a meeting may have the Director's dissent recorded with their reasons therefor.

8.6 Conflicts of Interest

(a) The Board shall adopt a Conflicts Policy in compliance with the Insurance Act, which shall:

(i) establish procedures to resolve Conflicts of Interest, including procedures for the identification of potential conflict situations and perceived conflict situations where no actual conflict may exist; and

(ii) establish or designate a Committee to monitor the application of the procedures and the results of their application.

(b) A Director who has, or may have, a Conflict of Interest shall:

(i) Disclosure such conflict and reasonable particulars thereof; and

(ii) shall not attend any part of a meeting of directors during which the issue in question is discussed; and

(iii) shall not vote on any resolution to approve the contract or transaction.

(c) A "**Conflict of Interest**" has the meaning set out in the Conflicts Policy, and shall include any transaction where the Director has a material interest, or the Director has a material interest in the other party, or is a director or officer of that party.

(d) A Director shall not have a Conflict of Interest by reason of:

(i) the mere fact that the Director is also a policyholder and Member (or is an officer, director, or shareholder of a corporation policyholder or Member); or

(ii) the matter affects the Director, in their capacity as a Director generally.

9. OFFICERS

9.1 Chair and Vice-Chairs.

(a) The Directors shall at their first meeting held after each Annual General Meeting of the Corporation, from among themselves elect a Chair and one or more Vice-Chair(s). The Secretary shall preside at such elections. They shall hold office for one (1) year, or until their successors are elected.

(b) The Chair shall preside at all meetings of the Directors and Members, and shall perform other duties as may pertain to the office of the Chair.

(c) In the absence of the Chair, the Vice-Chair (or first Vice-Chair if there is more than one) shall perform the duties of the Chair.

(d) In the case of the absence or inability of the Chair or a 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.

9.2 President

A President shall be appointed by the Board, who may also be known as the Chief Executive Officer, and who shall be the chief executive responsible to the Board for the overall operation of the Corporation, and shall report to the Board at meetings of Directors.

9.3 Other Officers.

The other officers of the Corporation, who shall be appointed by the Board, shall be:

(a) the Secretary;

(b) the Treasurer (who may also be known as the Chief Financial Officer); and

(c) such other officers as the Board deem necessary from time to time.

9.4 Duties of Officers

The Officers appointed by the Board shall have such duties and be entitled to such remuneration as specified by the Board, and they shall hold office at the pleasure of the Board.

9.5 Bonds

The Officers may be required to provide such security or bonding as the Corporation may require, as may be required under applicable law or by regulatory authority, or by the Corporation's bank.

10. COMMITTEES

10.1 Establishment of Committees

(a) The Board may establish such committees as it sees fit from time to time (a "**Committee**").

(b) The Board may charge such Committees with terms of reference set by the Board from time to time, vary such terms, and disband such Committees.

(c) A Committee may include Directors and such other persons as provided in the Terms of Reference.

(d) Each Committee shall report to the Board.

10.2 Required Committees

The Board shall establish the following Committees:

(a) Nomination Committee (as described in Section 7.4); and

(b) the Committees required under the Insurance Act, including an Audit Committee and a Conduct Review Committee, which shall be comprised of such persons, and be charged with such terms, as required under the Insurance Act.

10.3 Executive Committee

In addition, an Executive Committee may be formed composed of the Chair and Vice-Chair, and one or more other Directors, which may meet at the call of the Chair to advise and assist the President and other Officers in dealing with emergency business, and to dispose of routine business, subject to the instructions of the Board.

11. EXECUTION OF DOCUMENTS, BANKING, AND INVESTMENTS

11.1 Execution of Documents

Such person or persons as are designated by the Board from time to time are hereby authorized and shall have power to execute and deliver all policies of insurance, deeds, mortgages, leases, contracts, cheques, or other documents whatsoever requisite or expedient to be executed on behalf of the Corporation.

11.2 Seal

The Corporation shall not be required to adopt a corporate seal.

11.3 Banking

(a) The bank of the Corporation shall be such Canadian bank or credit union as the Directors may from time to time appoint.

(b) The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

11.4 Borrowing

Without limiting the borrowing powers of the Corporation as set forth in the Act, the Directors of the Corporation may, from time to time, without the authorization of the Members:

(a) borrow money on the credit of the Corporation; and

(b) charge, mortgage, hypothecate or pledge or otherwise create a security interest in all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any present or future indebtedness, liabilities or other obligations of the Corporation.

11.5 Investments

(a) The Corporation shall invest its funds in any securities and other investments in which, under the Insurance Act as may be amended from time to time, the Corporation may invest its funds.

(b) 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.

(c) Such person or persons as are authorized by the Board from time to time, 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.

12. REFUNDS FROM SURPLUS

The Directors may declare a refund from surplus upon such terms and subject to such conditions as the Board may determine.

13. LIMITATION OF LIABILITY

(a) No Director or Officer or past Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, 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 acts or 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 judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto, unless the same are occasioned by their own willful neglect or default; but that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act, the Insurance Act or any other pertinent legislation affecting the Corporation or from liability for any breach thereof.

(b) Except as provided in the Act or the Insurance Act, every Director and Officer of the Corporation, every former Director or Officer of the Corporation, or a person who acts or acted at the Corporation's request as a Director or Officer of the Corporation or as a Director or Officer of a corporate body of which the Corporation is or was a shareholder or creditor, and their legal representatives shall, from time to time be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment reasonably incurred by them in respect of any civil, criminal or administrative act or proceeding to which they are made a party by reason of being or having been a Director or Officer of the Corporation if, they acted honestly and in good faith with a view to the best interest of the Corporation; and in the case of a criminal or administration action or proceeding as enforced by monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

(c) Subject to the limitations contained in the Act and the Insurance Act, the Corporation may purchase and maintain such insurance for the benefit of its Directors and Officers as such, as the Board may from time to time determine.

14. AUDITORS

(a) The Members shall at each Annual General Meeting appoint Auditors to hold office until the next Annual General Meeting, or until removed in accordance with the Act.

(b) If an appointment is not made, the Auditor in office shall continue in office until a successor is appointed.

(c) If authorized by the Members, the remuneration of the Auditors may be fixed by the Directors.

(d) The Auditors shall perform all duties required of an Auditor under the Act, including the preparation of their Report.

15. GENERAL

15.1 Effective Date

This By-law shall be effective upon the amalgamation of the predecessor corporations as set out in the recitals to this By-law, and upon amalgamation all By-laws of each predecessor corporation are repealed.

15.2 Amendment.

This By-law and any other by-laws of the Corporation, may from time to time be amended, repealed, varied or otherwise dealt with in accordance with the provisions of the Act.

15.3 Errors or Omissions Notices

The accidental omission to give any notice to any Member, Director, officer, Auditor or the non-receipt of any notice by any person where the Corporation has provided notice in accordance with the By-law, or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or was otherwise founded on such notice.

15.4 Invalidity of any Provision of This By-Law.

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

[*SIGNATURE PAGE IMMEDIATELY FOLLOWS*]

ENACTED by the Boards of Directors of the amalgamating Corporations.

KENT & ESSEX MUTUAL INSURANCE COMPANY

DATE: __________________, 2026

Chair	Secretary

MAPLE MUTUAL INSURANCE COMPANY

DATE: __________________, 2026

Chair	Secretary

CONFIRMED by the Members of the Amalgamating Corporations.

KENT & ESSEX MUTUAL INSURANCE COMPANY

DATE: __________________, 2026

Chair	Secretary

MAPLE MUTUAL INSURANCE COMPANY

DATE: __________________, 2026

Chair	Secretary