

INSURANCE BROKERS ASSOCIATION OF ALBERTA  
("IBAA")

CERTIFIED COPY OF A SPECIAL RESOLUTION IN  
WRITING OF THE MEMBERS OF IBAA DATED FOR  
REFERENCE APRIL 10, 2024.

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WHEREAS the members of IBAA voted to amend the bylaws of IBAA at its annual general meeting on April 10, 2024;

IT IS RESOLVED AS A SPECIAL RESOLUTION THAT:

1.) Replace the definition of "Broker" in Section 1.1(b) with the following:

b. "Broker" means an individual employee, manager or principal of a Brokerage who holds a Certificate of Authority.

2.) Change Section 3(f)(2)(ii) to add the following as the last bullet:

- Will serve as IBAA's delegate at IBAC's annual general meeting and at IBAC's special general meetings, and will present IBAA's interests at such meetings. Should the President not be able to attend any such meetings for any reason, either the Chief Executive Officer of IBAA or another Executive Officer or Director of IBAA will attend on the President's behalf and vote in accordance with instructions from IBAA's Board of Directors.

3.) Change Section 3(f)(2)(v) to add the following as the last bullet:

- Will represent IBAA at IBAC's Chief Staff Executive (CSE) meetings and at IBAC's national meeting.

4.) Replace Section 4(d) with the following:

*d. Insurance Brokers Association of Canada (IBAC) Board Director*

- The IBAC Board Director will be elected by the IBAA Board of Directors to a two (2) year term on the IBAC Board of Directors. The first election will be held at the IBAA Board of Directors' meeting scheduled for May 2024;
- The IBAC Board Director can serve a maximum of two (2) consecutive two (2) year terms on the IBAC Board of Directors, but may serve a further maximum(s) of two (2) consecutive two (2) year terms on the IBAC Board of Directors after not serving on the IBAC Board of Directors for at least a two (2) year term;
- If the IBAC Board Director is unable or unwilling to serve the full two (2) years on the IBAC Board, the IBAA Board of Directors may appoint a replacement IBAC Board Director at any time;
- The IBAC Board Director must have served on the IBAA Board of Directors within the ten (10) years immediately prior to his or her election as the IBAC Board director;
- The IBAC Board Director will not be a voting member of the IBAA Board of Directors, but may be an observer at the IBAA Board of Directors' meetings.

I, Jonathan Brown, being the President of IBAA, do hereby certify that the foregoing is a true and correct copy of a Special Resolution passed at the annual general meeting of IBAA on April 10, 2024.

DATED April 10, 2024.

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Jonathan Brown, President