



By-Law 2017-1

As amended by By-Law 2019-1, 2020-1, & 2022-1

Paragraph 3.04 Qualifications

A By-Law relating generally to the transaction of
the business affairs of

MIDDLESEX MUTUAL INSURANCE CO.

3.04 **Qualifications**

No person shall be eligible to be or shall act as a director of the Corporation, unless such person:

- (a) is a resident of the Province of Ontario;
- (b) is at least (18) years of age;
- (c) is of sound mind;
- (d) is not bankrupt;
- (e) is a member of the Corporation or if not a member of the Corporation, consents to acting as a director and becomes a member of the Corporation within one year of being elected;
- (f)
 - (i) is not an agent, or broker or employee of the Corporation,
 - (ii) has not been an employee of the Corporation for a period of 2 years prior to the date of the meeting at which directors are to be elected, and (*Amended by By-law 2022-1*)
 - (iii) is not an employee of an agent or broker of the Corporation, or an employee of the Corporation's bankers;
- (g) is not directly or indirectly engaged in any occupation or trade in competition with the business of the Corporation;
- (h) does not directly or indirectly have any ownership interest in any organization in competition with the Corporation, other than securities of a publicly traded company of which the person controls less than 10% of the voting shares. This restriction does not apply to an ownership interest in a co-operative, credit union or other mutual organization where the person's ownership interest arises from membership in such organization;
- (i) complies with the "New Director Screening Policy" of the Corporation as established by the Board of Directors, and as may be amended from time to time, a copy of which is available to any Member;
- (j) is not director or officer of another Insurance Company other than an insurance company which is a subsidiary or affiliate of the Corporation or the Farm Mutual Reinsurance Plan Inc.;
- (k) is not a relative, as defined in the "Nepotism Policy" of the Corporation as established by the Board of Directors, and as may be amended from time to time, a copy of which

is available to any Member; or is not otherwise ineligible to be elected or act as a director pursuant to the "Nepotism Policy";

- (l) is not 75 year of age or older, provided that a director who attains the age of 75 while serving as a director shall be eligible to complete the term for which he was elected or appointed. *(Amended by By-law 2022-1)*