

ANTHONY CLARK INTERNATIONAL INSURANCE BROKERS LTD.
(the “Company”)

CHAIRMAN OF THE BOARD

POSITION DESCRIPTION

(Adopted by the Board of Directors on July 4, 2006)

A. INTRODUCTION

The Chairman of the Board is responsible for the management, the development and the effective performance of the Board of Directors and provides leadership to the Board for all aspects of its work. The Chairman acts in an advisory capacity to the President, the Chief Executive Officer ("CEO"), the Chief Financial Officer (“CFO”), the Chief Operating Officer ("COO") and to other officers on all matters concerning the interests and management of the Company and, in co-ordination with the President the CEO, the CFO and the COO, may play a role in the Company's external relationships.

B. DUTIES AND RESPONSIBILITIES

The Chairman of the Board's primary duties and responsibilities are to:

- (a) preside at meetings of the Board and the shareholders of the Company;
- (b) provide leadership to the Board and assist the Board in reviewing and monitoring the strategy, goals, objectives and policies of the Company;
- (c) establish procedures to govern the Board's work (or, if also serving as the President and/or the CEO, to abide by such procedures as set out by non-management directors);
- (d) ensure the Board is alert to its obligations and responsibilities and fully discharges its duties;
- (e) schedule meetings of the full Board and work with committee chairs to co-ordinate the schedule of meetings for committees;
- (f) organize and present agendas for regular or special Board meetings;
- (g) communicate with the Board to keep it up to date on all major developments and ensure the Board has sufficient knowledge and adequate material on a timely basis to permit it to make informed decisions;
- (h) identify guidelines for the conduct of the directors and encourage each director to make a significant contribution;
- (i) liaise with and, where appropriate, provide direction to the activities of the Corporate Secretary;
- (j) act as liaison between the Board and management (or, if also serving as President and/or CEO, delegate this duty to the Corporate Governance Committee);

- (k) where appropriate, and in co-ordination with the CEO, assist in representing the Company to external groups such as shareholders, creditors, consumer groups, local communities and federal, provincial and local governments;
- (l) work with the Corporate Governance Committee in constituting the Board and ensuring a proper committee structure including the assignment of committee members and chairs; and
- (m) carry out other duties as requested by the Board as a whole, depending on need and circumstance.