

**2020 VIRTUAL ANNUAL MEETING OF
HAMILTON TOWNSHIP MUTUAL INSURANCE COMPANY
HELD MARCH 13, 2021**

The virtual meeting was called to order by Chairman, Allan Sheppard.

Quorum

Warren Ting was called on to review some of the features of the software used for the meeting. The voting process was reviewed.

Barbara Dinnage was appointed secretary of the meeting. Allan confirmed that all attendees in the meeting had pre-registered to enter the virtual meeting. The Chairman declared a quorum being that more than 12 policyholders were present. The meeting was regularly constituted.

Stephen Grant of Madorin Snyder was appointed parliamentarian of the meeting.

Notice of Meeting and Approval of Agenda

The notice of meeting dated February 11, 2021 was read.

Agenda was read and adopted.

Mr. Sheppard introduced the Speakers: Alec Harmer (CEO/President), Barbara Dinnage (Acting Secretary), Donna White (VP Finance), Nancy Brown (2nd Vice Chair), Van Darling (Director, Former Chair), Brian Kehoe (Wilkinson & Company), Stephen Grant (Madorin Snyder)

Chairman's Remarks

Allan Sheppard read the chairman's report and welcomed all the policyholders to the Annual General Meeting. Mr. Sheppard commented on the challenges of the past year during a Pandemic. Many changes were felt by business as well as with staff and their families.

Minutes of the 2019 Annual Meeting

The 2019 minutes were emailed to registered policyholders prior to the start of the meeting. Minutes accepted as presented.

Motion: To approve the minutes.

Moved by Richard Barrett

Seconded by Bob Burley

Motion Carried

2019 FINANCIAL STATEMENT AND AUDITOR'S REPORT

Brian Kehoe of Wilkinson & Co. presented the auditor's report, for the year ended December 31, 2020. Mr. Kehoe stated that, in his opinion, the statements were fairly presented in accordance with International Financial Reporting Standards.

Donna White, VP Finance reviewed the highlights of the financial statements. 2020 was a very good year for the company with premium growth over 8% and an underwriting profit in excess of \$2 million. With investment income and after taxes were deducted, over \$4 million was added to the surplus of the company.

Section 24 of Company's Bylaw #4

Nancy Brown reviewed the process that has been undertaken by the nominating committee in order to fill a vacancies on the Board of Director. The process involves being in receipt of a letter of interest and resume followed by an interview process. The nominating committee uses a skills matrix to guide the selection process. Van Darling read the bylaw change. To consider the following amendments to section 24 of the Company's By-law #4, passed by the Board of Directors January 14th, 2021:

Amend section 24(a) to provide that to be eligible to be elected a person must be a member of the corporation for a minimum of thirty days prior to being elected; and to add a new section to provide that notwithstanding section 24(a) of the By-law, with his consent in writing, a person who is not a member may be a director if he becomes a member of the Corporation at least thirty days prior to time of his first election as a director.

Moved by: Van Darling

Seconded by: Nancy Brown

Discussion:

Van addressed the reason for the proposed change. Currently, one of the conditions of becoming a board member is to be a policy holder in good standing for 3 years prior to their 1st election and to maintain a policy in good standing thereafter. The amendment to the bylaw will simply allow greater opportunity for the company (HTM) to secure the most valuable individuals as board members by reducing this period to 30 days prior to election and during their term as director.

Steve Grant presented the by law amendment:

Steve advised that a further amendment had been received from a policyholder to the bylaw change.

Amendment

Amend section 24(a) to provide that to be eligible to be elected a person must be a member of the corporation for a minimum of thirty days prior being elected; and/or thirty days prior to appointment to the board of the corporation to act in the capacity of a director, or to be allowed to sit in, at or on regular board meetings as an observer at any regular meeting of the board of directors of the corporation; and

To add a new section to provide that notwithstanding section 24(a) of the By-law, with his consent in writing, a person must be a policyholder at this period of no less than thirty days prior to appointment to the corporation or being allowed to sit in on a regular board meeting as an observer, without first becoming a member of the corporation duly appointed or elected thirty days prior.

Moved by: Gary Newman

Seconded by: Allen Kerr

Gary Newman addressed the amendment put forward. He felt that possible concerns could come up after an appointment such as underwriting concerns,

claims or NSF payments. He felt it was prudent for a candidate to be a policyholder 30 days prior to any appointment.

Steve instructed the meeting attendees that the amendment from the policyholder would be voted on first.

Policyholders were then split into virtual rooms in order to accommodate some policyholders that had multiple votes.

The votes were counted and there were 15 in favour and 30 against.

The Amendment was defeated

Steve then instructed that a vote would take place on the original By law change.

Votes were counted and there were 30 in favour and 13 against.

Allan declared the motion was approved.

Election of Directors

As per company bylaws, 1/3 of the directors retire annually.

This year Van Darling, Bill Dorland, Dave Rutherford were the only candidates that filed their Notice of Intention for election in accordance with the Company's By-laws.

Allan Sheppard read the three Directors who were elected. Van Darling, Bill Dorland and Dave Rutherford thanked their nominators and gave a thank you speech.

CEO/President's Report

Alec Harmer presented his report. Alec welcomed new staff. Alec recognized the CIP graduate Tiffany Gibbs, also Barb Dinnage for obtaining her Commercial Insurance Certificate. Alec updated the policyholders with the following topics:
Pandemic and Technology

Appointment of Auditors

The Board of Directors recommended Wilkinson & Company.

Motion to approve the appointment of Auditors.

Motion carried.

Other Business

No other business.

Adjournment.

Respectfully Submitted

Mr. Allan Sheppard

Chairman

Ms. Barbara Dinnage

Recording Secretary