

**Notice of Annual Meeting of Members**  
**Canadian Association of Financial Institutions in Insurance**

Notice is hereby given to all Members of the Canadian Association of Financial Institutions in Insurance that the Annual Meeting of Members will be held as a virtual-only meeting, via MS Teams, on Tuesday, June 8, 2021 at 2:00 p.m. EDT to transact the following business:

1. Call to Order; Welcome; and Opening Remarks
2. Declaration of Meeting Properly Called and Constituted
3. Approval of the Agenda
4. Approval of the Minutes of the CAFII Annual Meeting of Members held June 9, 2020
5. Approval of the CAFII 2020 Audited Comparative Financial Statements and Auditor's Report Thereon
6. Appointment of KPMG as CAFII's Auditor for the Ensuing Year
7. Special Resolution of Foundation Members (BMO Insurance; CIBC Life Insurance; National Bank Insurance; RBC Insurance Holdings; ScotiaLife Financial; and TD Life Insurance Only) to Confirm Bylaw Amendment Made by Board of Directors on December 1, 2020 (See Appendix A to Agenda)
8. Election of the following as members of the CAFII Board of Directors for 2020-2021:
  - Paul Cosgrove, Assurant
  - Peter McCarthy, Bank of Montreal, BMO Insurance
  - Rob Robinson, Canadian Premier Life Insurance Company
  - Mica Sweet, CIBC Life Insurance Company Ltd.
  - Kelly Tryon, CUMIS Services Incorporated
  - Chantal Gagné, Desjardins Insurance
  - Wally Thompson, Manulife
  - Peter Thompson, National Bank Insurance
  - Chris Lobbezoo, RBC Insurance Holdings Inc.
  - Zack Fuerstenberg, ScotiaLife Financial
  - Sophie Ouellet, Sun Life
  - Janice Farrell Jones, TD Life Insurance Company
  - Louie Georgakis, The Canada Life Assurance Company
  - Nicole Benson, Valeyo
9. Approval of Decisions and Actions of the Corporation
10. Transaction of Such Other Business as May Properly Be Brought Before the Meeting
11. Termination

Members are entitled to vote by proxy at the Annual Meeting of Members. A written proxy must be received at the CAFII office by email ([albert.lin@cafii.com](mailto:albert.lin@cafii.com)) before 2 p.m. on **Friday, June 4, 2021** in order to be valid at this meeting. The Annual Meeting of Members is expected to last approximately 15 minutes. The first meeting of the 2021-2022 CAFII Board of Directors will begin immediately thereafter.

Dated this 18<sup>th</sup> day of May, 2021, Rob Dobbins, CAFII Board Secretary

## CAFII Annual Meeting of Members

**Date: Tuesday June 8, 2021**

**Location: Virtual Meeting Via Microsoft Teams**

**2:00 p.m. EDT**

[Virtual MStTeams Meeting](#)

**Dial-In: 437-703-4263; Phone Conference ID: 965 295 258#**

### AGENDA

1. Call to Order; Welcome; and Opening Remarks
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7. Special Resolution of Foundation Members (BMO Insurance; CIBC Life Insurance; National Bank Insurance; RBC Insurance Holdings; ScotiaLife Financial; and TD Life Insurance Only) to Confirm Bylaw Amendment Made by Board of Directors on December 1, 2020 (See Appendix A, page 2)
8. Election of the following as members of the CAFII Board of Directors for 2021-2022:
  - Paul Cosgrove, Assurant
  - Peter McCarthy, Bank of Montreal, BMO Insurance
  - Rob Robinson, Canadian Premier Life Insurance Company
  - Mica Sweet, CIBC Life Insurance Company Ltd.
  - Kelly Tryon, CUMIS Services Incorporated
  - Chantal Gagné, Desjardins Insurance
  - Wally Thompson, Manulife
  - Peter Thompson, National Bank Insurance
  - Chris Lobbezoo, RBC Insurance Holdings Inc.
  - Zack Fuerstenberg, ScotiaLife Financial
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  - Janice Farrell Jones, TD Life Insurance Company
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At its meeting on December 1, 2020, the CAFII Board of Directors unanimously passed the following Resolution:

**That clause 7.2(d) of By-Law No. 1 of the Canadian Association of Financial Institutions in Insurance (CAFII) be amended as follows:**

*Secretary: The Secretary, or his or her delegate, shall give or cause to be given notice of all meetings of the Board and of the Members, have custody of the seal, minute books, registers and other corporate documents of the Corporation, cause to be kept a record of the minutes of all meetings of the Board and its committees, attend to correspondence and shall have such other duties as may from time to time be assigned to him or her by the Board. The Secretary ~~must be appointed from a Foundation Member organization and~~ will also serve as the chair of the Executive Operations Committee (EOC).*

The aforementioned By-Law amendment was necessary to allow the Board to appoint a highly recommended candidate, Rob Dobbins of Assurant Canada, as the Association's new Board Secretary and Executive Operations Committee Chair.

Now, in keeping with clause 13.1 Bylaws, Amendment or Repeal of CAFII By-Law No. 1, which reads as follows:

*"the Directors may, by resolution, make, amend or repeal any by-law that regulates the activities or affairs of the Corporation. Subject to the Act (i.e. the Canada Non-Profit Corporations Act) and the articles, any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of members where it may be confirmed, rejected or amended by the Foundation Members by Special Resolution,"*

it is necessary for CAFII's Foundation Members (BMO Insurance; CIBC Life Insurance; National Bank Insurance; RBC Insurance Holdings; ScotiaLife Financial; and TD Life Insurance Only) to pass a Special Resolution to confirm the By-Law amendment passed by the Board of Directors on December 1, 2020.

**MINUTES OF THE ANNUAL MEETING OF MEMBERS OF  
THE CANADIAN ASSOCIATION OF FINANCIAL INSTITUTIONS IN INSURANCE  
TELECONFERENCE ONLY  
June 9, 2020**

**1. Call to Order**

The meeting was called to order at 2:02 p.m. Nicole Benson acted as Chair; Martin Boyle acted as Secretary; and Albert Lin acted as Recording Secretary. The Secretary confirmed that twelve (12) of thirteen (13) Members were present on the phone.

**2. Declaration of Meeting Properly Called and Constituted**

Secretary Martin Boyle confirmed that Notice of this Annual Meeting had been duly communicated to Members, via electronic mail, within the notice period specified in the Association's By-law; and that a quorum of Members was present. Chair Nicole Benson therefore declared that this Annual Meeting of Members of the Canadian Association of Financial Institutions in Insurance properly called and duly constituted for the transaction of business.

**3. Approval of the Agenda**

On a motion duly made, seconded, and unanimously carried

**IT WAS RESOLVED that**

The agenda be approved as presented.

**4. Approval of the Minutes of the Annual Meeting of Members Held June 4, 2019**

The minutes of the Annual Meeting of Members held June 4, 2019 had been circulated to Members. Chair Nicole Benson asked if there were any amendments, additions or deletions to the minutes.

On a motion duly made, seconded, and unanimously carried

**IT WAS RESOLVED that**

The minutes of the Annual Meeting of Members held June 4, 2019 be and are hereby adopted in the form presented, and that a copy of those minutes be signed and placed in the minute book of the Corporation.

**5. Approval of CAFII's 2019 Audited Comparative Financial Statements and Auditor's Report Thereon**

CAFII's audited comparative financial statements and auditor's report thereon for the year ended December 31, 2019 had been approved at the Board of Directors' meeting on April 7, 2020; and then circulated to the membership.

Hudson Lopez, partner with auditor KPMG, reported on the Corporation's comparative financial statements for fiscal year ended December 31, 2019 and the auditor's report thereon; and answered members' questions.

On a motion duly made, seconded, and unanimously carried

**IT WAS RESOLVED that**

The Members of the Corporation approve the Corporation's audited comparative financial statements for the year ended December 31, 2019, together with the report of the auditors thereon.

**6. Appointment of Auditor for the Ensuing Year**

On a motion duly made, seconded, and unanimously carried

**IT WAS RESOLVED that**

The Members of the Corporation appoint KPMG as auditor of the Corporation for the ensuing year or until a successor is appointed, at such remuneration as shall be fixed by the Directors of the Corporation.

**7. Election of Directors**

On a motion duly made, seconded, and unanimously carried

**IT WAS RESOLVED that**

The following individuals be elected as Directors of the Corporation for a one-year term, concluding with the 2021 Annual Meeting of Members:

- Paul Cosgrove, Assurant
- Peter McCarthy, Bank of Montreal, BMO Insurance
- Nicole Benson, Valeyo (Canadian Premier Life Insurance Company)
- Mica Sweet, CIBC Life Insurance Company Ltd.
- Kelly Tryon, CUMIS Services Incorporated
- André Langlois, Desjardins Insurance
- Wally Thompson, Manulife
- Peter Thompson, National Bank Insurance
- Chris Lobbezoo, RBC Insurance Holdings Inc.
- Zack Fuerstenberg, ScotiaLife Financial
- Sophie Ouellet, Sun Life
- Janice Farrell Jones, TD Life Insurance Company
- Louie Georgakis, The Canada Life Assurance Company

**8. Approval of Decisions and Actions of the Corporation**

On a motion duly made, seconded, and unanimously carried

**IT WAS RESOLVED that**

The Members of the Corporation approve, ratify, sanction and confirm all by-laws, resolutions, terms of reference, rules and regulations, contracts, acts and proceedings of the Board of Directors, Members, and Officers of the Corporation enacted, passed, made, done or taken since June 4, 2019, as the same are set forth or referred to in the minutes of the Corporation or in the financial statements submitted to Members of the Corporation as of this date.

**9. Motion to Terminate**

On a motion duly made, seconded, and unanimously carried

**IT WAS RESOLVED that**

*This Annual Meeting of Members of the Canadian Association of Financial Institutions in Insurance be terminated at 2:17 p.m.*

\_\_\_\_\_  
Date

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Recording Secretary

**CANADIAN ASSOCIATION OF FINANCIAL INSTITUTIONS IN INSURANCE  
L'ASSOCIATION CANADIENNE DES INSTITUTIONS FINANCIÈRES EN ASSURANCE**

(the "Corporation")

**PROXY**

I appoint Chris Lobbezoo, Board Chair, or failing him, \_\_\_\_\_, an officer or employee of my CAFII member company, as my proxy holder, with power of substitution, to attend the Annual Meeting of Members of the Corporation to be held via Microsoft Teams on Tuesday, June 8, 2021 at 2:00 p.m. EDT, and any and all adjournments of the meeting, and to vote on my behalf, as follows:

Approval of the Agenda

FOR	AGAINST

Approval of the Minutes of the Annual Meeting of Members held June 9, 2020

FOR	AGAINST

Approval of CAFII's 2020 Audited Comparative Financial Statements and Auditor's Report Thereon

FOR	AGAINST

Appointment of KPMG as Auditor for the Ensuing Year

FOR	AGAINST

Special Resolution of Foundation Members (BMO Insurance; CIBC Life Insurance; National Bank Insurance; RBC Insurance Holdings; ScotiaLife Financial; and TD Life Insurance Only) to Confirm Bylaw Amendment Made by Board of Directors on December 1, 2020

FOR	AGAINST

Election as a member of Board of Directors for 2021-2022:

- Paul Cosgrove, Assurant
- Peter McCarthy, Bank of Montreal, BMO Insurance
- Rob Robinson, Canadian Premier Life Insurance Company
- Mica Sweet, CIBC Life Insurance Company Ltd.
- Kelly Tryon, CUMIS Services Incorporated
- Chantal Gagné, Desjardins Insurance
- Wally Thompson, Manulife
- Peter Thompson, National Bank Insurance
- Chris Lobbezoo, RBC Insurance Holdings Inc.
- Zack Fuerstenberg, ScotiaLife Financial
- Sophie Ouellet, Sun Life
- Janice Farrell Jones, TD Life Insurance Company
- Louie Georgakis, The Canada Life Assurance Company
- Nicole Benson, Valeyo

FOR	AGAINST

This proxy will be voted as indicated above. If no choice is indicated with respect to the above matters, the proxy will be voted FOR the sanction of the resolution. My proxy holder has discretionary authority with respect to amendments to the matters set out above and any other matters that properly come before the meeting or any adjournment of the meeting. I ratify all actions my proxy holder may take under this proxy.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2021

\_\_\_\_\_  
Name of Member (please print)

\_\_\_\_\_  
Signature of Member

Members voting by proxy must complete the proxy form and return it by email or fax to:

CAFII Office: Email: [albert.lin@cafii.com](mailto:albert.lin@cafii.com)

Proxies must be received by **2:00 p.m. on Friday, June 4, 2021**