

For Action

Allotment and Issuance of Shares to New Directors

Date: June 16, 2021

To: TTC Insurance Company Limited Board of Directors

From: Treasurer

Summary

The Board of Directors are required to approve the allotment and issuance of five common shares to each newly elected director in accordance with TTC Insurance Company Limited By-Law No. 1.

Recommendations

It is recommended that the Board of Directors:

1. Approve the allotment and issuance of five common shares to each newly elected director.

Financial Summary

There is no financial impact resulting from the adoption of the recommendations in this report.

Equity/Accessibility Matters

There are no accessibility or equity issues associated with this report.

Decision History

At the meeting of the first directors of TTC Insurance Company Limited (the Company), held on June 14, 1994, the directors passed a motion to allot 1,000 common shares in the capital stock of the Company for a total subscription price of \$100,000. The Subscribers and the number of shares subscribed for included 970 common shares to the Metropolitan Toronto Coach Terminal Inc., and 5 common shares to each of the six appointed directors.

Issue Background

TTC Insurance Company Limited's By-Law No. 1 states that each director shall hold in his or her own name and for his or her own and absolutely in his own right shares in the capital stock of the Company upon which at least \$500 has been paid into the capital account of the Company. Should a director resign or be replaced, his or her shares are cancelled and new shares are issued to the new director.

In addition, Section 286 of the Act stipulates that no person shall be a director of a corporation unless he or she is a shareholder or member of the corporation, and, if the person ceases to be a shareholder or member, he or she thereupon ceases to be a director.

Comments

Consistent with past practice, new Directors sign the back of the share certificate and return it to the Secretary for safekeeping.

Contact

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Signature

Alex Cassar, Treasurer, TTC Insurance Company Limited

Attachments

None