



**SPECIAL CITY COUNCIL
HAMILTON STREET RAILWAY COMPANY (CORP.) AGM
MINUTES 16-022**

9:38 a.m.

Tuesday, November 22, 2016

Council Chamber

Hamilton City Hall

71 Main Street West

Present: Mayor F. Eisenberger (Chair)
Councillors T. Jackson, C. Collins, S. Merulla, M. Green, J. Farr,
D. Conley, M. Pearson, B. Johnson, L. Ferguson, A. VanderBeek

**Absent with
Regrets:** Councillors A. Johnson, D. Skelly, T. Whitehead, R. Pasuta,
J. Partridge – Personal

Mayor Eisenberger called the meeting to order.

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| APPROVAL OF THE AGENDA |
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There were no changes to the agenda.

(Pearson/B. Johnson)

That the agenda for the November 22, 2016 meeting of Special Council be approved,
as presented.

CARRIED

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| DECLARATIONS OF INTEREST |
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There were no declarations of interest.

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| MOTIONS |
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1. The Hamilton Street Railway Company (the “Corporation”) - Resolutions of the Sole Shareholder

(B. Johnson/VanderBeek)

WHEREAS, by section 11.9, subsection (1) of the *City of Hamilton Act, 1999*, S.O. 1999, c.14, the City of Hamilton is authorized to hold the shares in the Corporation and to exercise the rights attributed thereto;

WHEREAS, by subsection (2) of the aforesaid subsection of the said Act, the City of Hamilton is mandated to manage the affairs of the Corporation;

WHEREAS, the City of Hamilton is the sole Shareholder of the Corporation (“Sole Shareholder”);

WHEREAS, by way of a resolution of the sole Shareholder dated December 17, 2014, 16 members of Council for the City of Hamilton (“**Council**”) were appointed as directors of the Corporation and their terms of appointment are coterminous with the term of Council;

WHEREAS, a single member of Council resigned in 2015, and said member was removed as a Director, and shall be replaced with a successor elected and appointed by the Corporation;

WHEREAS, an officer of the Corporation rendered his resignation to the Secretary of the Corporation and is replaced by a successor; and,

WHEREAS the Corporation is not an offering Corporation within the meaning ascribed to that term in the *Business Corporations Act* (Ontario) (“OBCA”);

NOTICE

BE IT RESOLVED:

1. That the sole Shareholder hereby waives its right to receive general or special notice of an annual meeting of the Shareholders of the Corporation.

RESIGNATION OF OFFICERS

BE IT RESOLVED:

2. That the following person has resigned as Vice President of the Corporation, effective immediately:

Gerry Davis

3. That the following person has resigned as General Manager of the Corporation, effective immediately:

David Dixon

APPOINTMENT OF OFFICERS

BE IT RESOLVED:

4. That the following person be appointed as Vice President of the Corporation, effective immediately:

Dan McKinnon

5. That the following person be appointed as the General Manager of the Corporation, effective immediately:

Debbie Dalle Vedove

ELECTION AND APPOINTMENT OF DIRECTOR

BE IT RESOLVED:

6. That the following person is elected and appointed as a Director of the Corporation, by the Corporation effective October 27, 2016:

Donna Skelly

AUDIT EXEMPTION

BE IT RESOLVED:

7. That the undersigned, being the Sole Shareholder hereby consents, pursuant to section 148 of the OBCA, to the Corporation being exempt from the requirements of Part XII of the OBCA regarding the appointment and duties of an auditor for the financial year of the Corporation ending December 31, 2017.

CARRIED

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| BY-LAWS |
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(Pasuta/Pearson)

That Bill No. 16-303 be passed, and that the Corporate Seal be affixed thereto, and that the By-law, be numbered and signed by the Mayor and the City Clerk to read as follows:

By-law No.

303 To Confirm the Proceedings of City Council

CARRIED

(Ferguson/Pearson)

That, there being no further business, City Council be adjourned at 9:43 a.m.

CARRIED

Respectfully submitted,

Mayor Fred Eisenberger

Rose Caterini
City Clerk