



## City of Hamilton

# HAMILTON STREET RAILWAY COMPANY SHAREHOLDER

**Meeting #:** 19-001  
**Date:** July 8, 2019  
**Time:** 3:00 p.m.  
**Location:** Council Chambers, Hamilton City Hall  
71 Main Street West

Stephanie Paparella, Legislative Coordinator (905) 546-2424 ext. 3993

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1. APPROVAL OF AGENDA	
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**HAMILTON STREET RAILWAY COMPANY  
SHAREHOLDER  
MINUTES**

**5:19 p.m.**

**Wednesday, January 17, 2018**

**Council Chambers**

**Hamilton City Hall**

**71 Main Street West**

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

**Absent with  
Regrets:** Councillors R. Pasuta, M. Green – Personal

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**THE FOLLOWING ITEMS WERE REFERRED TO COUNCIL FOR CONSIDERATION:**

**1. Shareholder Resolution (Item 5.1)**

**(Jackson/Skelly)**

**(a) NOTICE REQUIREMENT**

- (i) In accordance with the provisions of the *Business Corporations Act*, R.S.O. 1990, c.B.16, the Shareholder for the Corporation (the “Shareholder”) hereby waives any notice requirement for the manner or time of notice required to be given under any provision of any Act, any regulations thereunder, the articles, the by-laws or otherwise and such waiver shall cure any default in the manner or time of such notice, as the case may be.

**(b) RESIGNATION OF OFFICERS**

- (i) That the following persons resigned the following positions as officers of the Corporation effective November 22, 2016:
- (1) Vice-President, Gerry Davis; and,
  - (2) General Manager, David Dixon.

**(c) APPOINTMENT OF OFFICERS**

- (i) That the following persons were appointed to the following positions as officers of the Corporation effective November 22, 2016 and shall hold office until November 30, 2018 or until their respective successors are elected or appointed subject to the by-laws of the Corporation:
- (1) Vice-President, Dan McKinnon; and,
  - (2) General Manager, Debbie Dalle Vedove.

**(d) BY-LAW**

- (i) That By-law No. \_\_\_\_, in the form presented to the Shareholder, be hereby approved;
- (ii) That the Mayor and City Clerk be authorized and directed to execute the approved by-law to certify such approval; and,
- (iii) That any Officer of the Corporation be hereby authorized and directed to do all acts and things necessary or desirable to give full effect to the foregoing resolutions.

**CARRIED**

**FOR THE INFORMATION OF THE SHAREHOLDER:**

**(a) APPROVAL OF THE AGENDA (Item 1)**

The Committee Clerk advised of the following change to the agenda:

Item 5.1 – the words “Board of Directors” should be replaced with “Shareholder” in all instances on the agenda, as it was a typographical error that has been corrected in the official copy.

**(Conley/Merulla)**

That the agenda for the January 17, 2018 Hamilton Street Railway Company Shareholder be approved, as amended.

**CARRIED**

**(b) DECLARATIONS OF INTEREST (Item 2)**

There were no declarations of interest.

**(c) ADJOURNMENT (Item 6)**

**(Jackson/Farr)**

That, there being no further business, the Hamilton Street Railway Company Shareholder meeting, be adjourned at 5:23 p.m.

**CARRIED**

Respectfully submitted,

Mayor Fred Eisenberger

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Stephanie Paparella  
Legislative Coordinator  
Office of the City Clerk

**THE HAMILTON STREET RAILWAY COMPANY**

**RESOLUTIONS OF THE SHAREHOLDER**

**WHEREAS** City of Hamilton is the sole and beneficial Shareholder of the Hamilton Street Railway Company (the "**Corporation**");

**AND WHEREAS** City of Hamilton is authorized to hold shares in the Corporation and to exercise the rights attributed thereto, pursuant to Subsection 11.9(1) of the *City of Hamilton Act*, 1999, S.O. 1999, c.14, Sched. C ("**Act**"), but the Corporation is not an Offering Corporation within the meaning ascribed to that term in the *Business Corporations Act*, R.S.O. 1990, c. B.16 ("**OBCA**");

**AND WHEREAS** City of Hamilton has a duty to manage the affairs of the Corporation, pursuant to Subsection 11.9(2) of the Act;

**AND WHEREAS** the Council of the City of Hamilton are sitting as representatives of the Shareholder (City of Hamilton) for the Corporation;

**NOW THEREFORE** the Council of the City of Hamilton, acting in its capacity as representative of the Shareholder (City of Hamilton) of the Corporation, **RESOLVES AS FOLLOWS:**

**NOTICE REQUIREMENT**

1. That, in accordance with the provisions of the OBCA, the Shareholder hereby waives any notice requirement for the manner or time of notice required to be given under any provision of any Act, any regulations thereunder, the articles, the by-laws or otherwise and such waiver shall cure any default in the manner or time of such notice, as the case may be.

**APPOINTMENT OF OFFICERS**

2. That the following persons were appointed to the following positions as officers of the Corporation effective November 22, 2016 and shall continue to hold office until November 30, 2019 or until their respective successors are elected or appointed subject to the by-laws of the Corporation:

Vice-President, Dan McKinnon  
General Manager, Debbie Dalle Vedove

3. That any Officer of the Corporation be hereby authorized and directed to do all acts and things necessary or desirable to give full effect to the foregoing resolutions.
  
4. That, in accordance with the provisions of the OBCA, the Shareholder hereby consents, 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, 2016.

The foregoing resolutions are passed as a resolution of the OBCA, by signature below of the Sole Shareholder of the Corporation who is entitled to vote on such resolutions at an annual and special meeting of the Sole Shareholder.

DATED as of this \_\_\_ day of July, 2019.

City of Hamilton

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Fred Eisenberger  
President

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Janet Pilon  
Acting City Clerk