



City of Hamilton

HAMILTON STREET RAILWAY COMPANY SHAREHOLDER

Meeting #: 19-002
Date: October 16, 2019
Time: 4:00 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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7.1 Special Resolution of the Sole Shareholder of the Corporation
(Distributed under separate cover)

Pursuant to Section 8.1, Sub-sections (c) and (f) of the City's Procedural By-law 18-270, and Section 239(2), Sub-sections (c) and (f) of the Ontario Municipal Act, 2001, as amended, as the subject matters pertain to a proposed or pending acquisition or disposition of land by the municipality or local board; and the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose.

8. ADJOURNMENT



**HAMILTON STREET RAILWAY COMPANY
SHAREHOLDER
MINUTES**

**7:07 p.m.
Monday, July 8, 2019
Council Chambers
Hamilton City Hall
71 Main Street West**

Present: Mayor F. Eisenberger (Chair)
Councillors M. Wilson, J. Farr, N. Nann, C. Collins, T. Jackson, E. Pauls,
J. P. Danko, B. Clark, B. Johnson, J. Partridge

Absent: Councillors S. Merulla, M. Pearson, L. Ferguson, T. Whitehead – Personal
Councillor A. VanderBeek – Other City Business

THE FOLLOWING ITEMS WERE REFERRED TO COUNCIL FOR CONSIDERATION:

1. Shareholder Resolution (Item 4.1)

(Collins/Danko)

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

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

WHEREAS, the City of Hamilton has a duty to manage the affairs of the Corporation, pursuant to Sub-section 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;

THEREFORE, BE IT RESOLVED:

That 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 *Ontario Business Corporations Act*, R.S.O., 1990, 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 be reappointed to the following positions as officers of the Corporation effective December 1, 2019 and shall continue to hold office until November 30, 2020 or until their respective successors are elected or appointed subject to the by-laws of the Corporation:
 - (i) Vice-President, Dan McKinnon; and,
 - (ii) 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; and,
4. That, in accordance with the provisions of the *Ontario Business Corporations Act*, R.S.O. 1990 (OBCA), the Shareholder hereby consents, to the Hamilton Street Railway Company 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, 2018.

The foregoing resolutions are passed as a resolution of the *Ontario Business Corporations Act*, by signature below of the Sole Shareholder of the Hamilton Street Railway Company who is entitled to vote on such resolutions at an annual and special meeting of the Sole Shareholder.

Result: Motion CARRIED by a vote of 11 to 0, as follows:

YES - Councillor Maureen Wilson
YES - Councillor Jason Farr
YES - Councillor Nrinder Nann
NOT PRESENT - Councillor Sam Merulla
YES - Councillor Chad Collins
YES - Councillor Tom Jackson

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YES - Councillor Esther Pauls
 YES - Councillor John-Paul Danko
 NOT PRESENT - Deputy-Mayor Lloyd Ferguson
 YES - Mayor Fred Eisenberger
 YES - Councillor Judi Partridge
 NOT PRESENT - Councillor Terry Whitehead
 NOT PRESENT - Councillor Arlene VanderBeek
 YES - Councillor Brenda Johnson
 NOT PRESENT - Councillor Maria Pearson
 YES - Councillor Brad Clark

FOR INFORMATION:

(a) APPROVAL OF THE AGENDA (Item 1)

The Committee Clerk advised that there were no changes to the agenda.

(Pauls/Nann)

That the agenda for the July 8, 2019 Hamilton Street Railway Company Shareholder be approved, as presented.

Result: Motion CARRIED by a vote of 11 to 0, as follows:

YES - Councillor Maureen Wilson
 YES - Councillor Jason Farr
 YES - Councillor Nrinder Nann
 NOT PRESENT - Councillor Sam Merulla
 YES - Councillor Chad Collins
 YES - Councillor Tom Jackson
 YES - Councillor Esther Pauls
 YES - Councillor John-Paul Danko
 NOT PRESENT - Deputy-Mayor Lloyd Ferguson
 YES - Mayor Fred Eisenberger
 YES - Councillor Judi Partridge
 NOT PRESENT - Councillor Terry Whitehead
 NOT PRESENT - Councillor Arlene VanderBeek
 YES - Councillor Brenda Johnson
 NOT PRESENT - Councillor Maria Pearson
 YES - Councillor Brad Clark

(b) DECLARATIONS OF INTEREST (Item 2)

There were no declarations of interest.

(c) APPROVAL OF MINUTES OF PREVIOUS MEETING (Item 3)

(i) January 17, 2018 (Item 3.1)

(Partridge/Collins)

That the January 17, 2018 Minutes of the Hamilton Street Railway Company Shareholder meeting, be approved as presented.

Result: Motion CARRIED by a vote of 11 to 0, as follows:

- YES - Councillor Maureen Wilson
- YES - Councillor Jason Farr
- YES - Councillor Nrinder Nann
- NOT PRESENT - Councillor Sam Merulla
- YES - Councillor Chad Collins
- YES - Councillor Tom Jackson
- YES - Councillor Esther Pauls
- YES - Councillor John-Paul Danko
- NOT PRESENT - Deputy-Mayor Lloyd Ferguson
- YES - Mayor Fred Eisenberger
- YES - Councillor Judi Partridge
- NOT PRESENT - Councillor Terry Whitehead
- NOT PRESENT - Councillor Arlene VanderBeek
- YES - Councillor Brenda Johnson
- NOT PRESENT - Councillor Maria Pearson
- YES - Councillor Brad Clark

(d) ADJOURNMENT (Item 6)

(Collins/Jackson)

That, there being no further business, the Hamilton Street Railway Company Shareholder meeting, be adjourned at 7:10 p.m.

CARRIED

Respectfully submitted,

Mayor Fred Eisenberger

CONSENT TO ACT AS OFFICER

TO: THE HAMILTON STREET RAILWAY COMPANY

(the "Corporation")

AND TO: The Directors thereof

The undersigned hereby consents to act as Secretary of the Corporation, effective as of the date hereof.

I (a) certify that I am (i) a citizen or permanent resident of Canada, and (ii) ordinarily resident in Canada, (b) acknowledge that the Corporation is relying upon this certificate for the purpose of ensuring compliance by the Corporation with the provisions of the Business Corporations Act and (c) agree to advise the Corporation immediately by an instrument in writing delivered to the Corporation of any change in my citizenship or place of residence.

I declare that my home address is:

DATED the ____ day of _____, 2019.

Andrea Holland

THE HAMILTON STREET RAILWAY COMPANY
(the "Corporation")

RESOLUTION OF THE BOARD OF DIRECTORS OF THE CORPORATION

1. APPOINTMENT OF OFFICER

RESOLVED that the following person is appointed to hold the office set opposite her name with all rights and obligations associated therewith, until such time as said person resigns or is replaced by the Board:

ANDREA HOLLAND – Secretary

THE FOREGOING RESOLUTIONS are hereby consented to by all of the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario), R.S.O. 1990, c. B.16, as evidenced by such directors' signatures hereto.

DATED the 16th day of October, 2019.

Brenda Johnson

Chad Collins

Terry Whitehead

Tom Jackson

John Paul Danko

Esther Pauls

Fred Eisenberger

Brad Clark

Maureen Wilson

Maria Pearson

Jason Farr

Lloyd Ferguson

Nrinder Nann

Arlene VanderBeek

Sam Merulla

Judi Partridge