



## City of Hamilton

# HAMILTON STREET RAILWAY COMPANY SHAREHOLDER AGENDA

**Meeting #:** 21-001  
**Date:** September 13, 2021  
**Time:** 10:00 a.m.  
**Location:** Due to the COVID-19 and the Closure of City Hall (CC)

All electronic meetings can be viewed at:

City's Website:

<https://www.hamilton.ca/council-committee/council-committee-meetings/meetings-and-agendas>

City's YouTube Channel:

<https://www.youtube.com/user/InsideCityofHamilton> or Cable 14

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

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**HAMILTON STREET RAILWAY COMPANY  
SHAREHOLDER  
ANNUAL GENERAL MEETING  
MINUTES**

**10:30 a.m.**

**Monday, September 14, 2020**

Due to COVID-19, this meeting was held virtually.

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- Present:** Mayor F. Eisenberger, Deputy Mayor B. Johnson (Chair)  
Councillors M. Wilson, J. Farr, S. Merulla, T. Jackson, J. P. Danko,  
B. Clark, M. Pearson, L. Ferguson, A. VanderBeek, J. Partridge
- Absent:** Councillors N. Nann, E. Pauls, T. Whitehead, C. Collins – Other City Business
- 

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

**1. Resolutions of the Shareholder (Item 4.1)**

**(Ferguson/Danko)**

WHEREAS, the City of Hamilton is the sole and beneficial Shareholder of the Corporation;

WHEREAS, the 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”);

WHEREAS, the 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:

- (a) 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, 2019; and,

- (b) 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.

**Result: Motion CARRIED by a vote of 12 to 0, as follows:**

Yes	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Jason Farr
Absent	-	Ward 3 Councillor Nrinder Nann
Yes	-	Ward 4 Councillor Sam Merulla
Absent	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor John-Paul Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Yes	-	Ward 11 Councillor Brenda Johnson, Deputy Mayor
Yes	-	Ward 12 Councillor Lloyd Ferguson
Yes	-	Ward 13 Councillor Arlene VanderBeek
Absent	-	Ward 14 Councillor Terry Whitehead
Yes	-	Ward 15 Councillor Judi Partridge

**FOR INFORMATION:**

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

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

**(Partridge/Pearson)**

That the agenda for the September 14, 2020 Hamilton Street Railway Company Shareholder be approved, as presented.

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

Yes	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Absent	-	Ward 2 Councillor Jason Farr
Absent	-	Ward 3 Councillor Nrinder Nann
Yes	-	Ward 4 Councillor Sam Merulla
Absent	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls

Yes	-	Ward 8	Councillor John-Paul Danko
Yes	-	Ward 9	Councillor Brad Clark
Yes	-	Ward 10	Councillor Maria Pearson
Yes	-	Ward 11	Councillor Brenda Johnson, Deputy Mayor
Yes	-	Ward 12	Councillor Lloyd Ferguson
Yes	-	Ward 13	Councillor Arlene VanderBeek
Absent	-	Ward 14	Councillor Terry Whitehead
Yes	-	Ward 15	Councillor Judi Partridge

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

There were no declarations of interest.

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

**(i) October 16, 2019 (Item 3.1)**

**(Ferguson/Danko)**

That the October 16, 2020 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	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Absent	-	Ward 2 Councillor Jason Farr
Absent	-	Ward 3 Councillor Nrinder Nann
Yes	-	Ward 4 Councillor Sam Merulla
Absent	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor John-Paul Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Yes	-	Ward 11 Councillor Brenda Johnson, Deputy Mayor
Yes	-	Ward 12 Councillor Lloyd Ferguson
Yes	-	Ward 13 Councillor Arlene VanderBeek
Absent	-	Ward 14 Councillor Terry Whitehead
Yes	-	Ward 15 Councillor Judi Partridge

**(d) ADJOURNMENT (Item 6)**

**(Farr/Wilson)**

That, there being no further business, the Hamilton Street Railway Company Shareholder meeting, be adjourned at 10:44 a.m.

**Result: Motion CARRIED by a vote of 12 to 0, as follows:**

Yes	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Jason Farr
Absent	-	Ward 3 Councillor Nrinder Nann
Yes	-	Ward 4 Councillor Sam Merulla
Absent	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor John-Paul Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Yes	-	Ward 11 Councillor Brenda Johnson, Deputy Mayor
Yes	-	Ward 12 Councillor Lloyd Ferguson
Yes	-	Ward 13 Councillor Arlene VanderBeek
Absent	-	Ward 14 Councillor Terry Whitehead
Yes	-	Ward 15 Councillor Judi Partridge

Respectfully submitted,

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Deputy Mayor Brenda Johnson

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Stephanie Paparella  
Legislative Coordinator  
Office of the City Clerk

**THE HAMILTON STREET RAILWAY COMPANY**  
(the "Corporation")

**RESOLUTIONS OF THE SOLE SHAREHOLDER OF THE CORPORATION**

**WHEREAS** City of Hamilton is the sole and beneficial Shareholder of 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:**

1. 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, 2020.

**2. NOTICE REQUIREMENT**

In accordance with the provisions of the *Business Corporations Act*, R.S.O. 1990, c.B.16, 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.

**3. APPROVAL OF MINUTES**

RESOLVED that the following Minutes of the Hamilton Street Railway Company Shareholder, be approved:

September 14, 2020

**4. CONFIRMATORY ACTIONS**

RESOLVED that the officers of the Corporation are, and each acting alone is, hereby authorized to do and perform any and all such acts, including execution of any and all documents and certificates, as

such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolutions.

BE IT FURTHER RESOLVED that any actions taken by such officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of the Corporation.

**THE FOREGOING RESOLUTIONS** are hereby consented to by the sole shareholder of the Corporation pursuant to the provision of the OBCA.

**DATED** the 13th day of September 2021.

CITY OF HAMILTON

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Fred Eisenberger  
President

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Andrea Holland  
Secretary