



City of Hamilton

HAMILTON STREET RAILWAY COMPANY BOARD OF DIRECTORS AGENDA

Meeting #: 22-001
Date: September 13, 2022
Time: 9:30 a.m.
Location: Council Chambers
Hamilton City Hall
71 Main Street West

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

1. APPROVAL OF AGENDA
2. DECLARATIONS OF INTEREST
3. APPROVAL OF MINUTES OF PREVIOUS MEETING
 - 3.1. September 13, 2021
4. PRESENTATIONS
5. BOARD RESOLUTIONS
 - 5.1. Resignation of Officer, Appointment of Officer and Confirmatory Actions
6. MOTIONS
7. NOTICES OF MOTION
8. PRIVATE AND CONFIDENTIAL
9. ADJOURNMENT



**HAMILTON STREET RAILWAY COMPANY
BOARD OF DIRECTORS
MINUTES**

9:30 a.m.

Monday, September 13, 2021

Due to COVID-19 and the Closure of City Hall, this meeting was held virtually.

Stephanie Paparella, Legislative Coordinator 905 546-2424 x3993

Present: Deputy Mayor T. Jackson (Chair)
Councillors M. Wilson, J. Farr, N. Nann, E. Pauls, J. P. Danko,
B. Clark, B. Johnson, M. Pearson, L. Ferguson, A. VanderBeek,
J. Partridge

Absent: Councillor T. Whitehead – Leave of Absence
Mayor F. Eisenberger, Councillors C. Collins and S. Merulla – Personal

**THE FOLLOWING ITEMS WERE REFERRED TO THE HAMILTON STREET
RAILWAY SHAREHOLDER FOR CONSIDERATION:**

**1. Resignation of Officer; Appointment of Officer; and, Confirmatory Actions
(Item 4.1)**

(Pearson/Johnson)

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;

THEREFORE, BE IT RESOLVED:

- (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, 2020;
- (b) That, 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;
- (c) 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,
- (d) 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.

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

Absent	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Jason Farr
Yes	-	Ward 3 Councillor Nrinder Nann
Absent	-	Ward 4 Councillor Sam Merulla
Absent	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson, Deputy Mayor
Yes	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Yes	-	Ward 11 Councillor Brenda Johnson
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/Nann)

That the agenda for the September 13, 2021 Hamilton Street Railway Company Shareholder, be approved, as presented.

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

Absent	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Jason Farr
Yes	-	Ward 3 Councillor Nrinder Nann
Absent	-	Ward 4 Councillor Sam Merulla
Absent	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson, Deputy Mayor
Yes	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Yes	-	Ward 11 Councillor Brenda Johnson
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)

(Partridge/Wilson)

That the Minutes of the October 16, 2019 Hamilton Street Railway Company Board of Directors, be approved, as presented.

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

Absent	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Jason Farr
Yes	-	Ward 3 Councillor Nrinder Nann
Absent	-	Ward 4 Councillor Sam Merulla
Absent	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson, Deputy Mayor
Yes	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Yes	-	Ward 11 Councillor Brenda Johnson
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 5)

(VanderBeek/Farr)

That, there being no further business, the Hamilton Street Railway Company Board of Directors meeting, be adjourned at 9:39 a.m.

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

Absent	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Jason Farr
Yes	-	Ward 3 Councillor Nrinder Nann
Absent	-	Ward 4 Councillor Sam Merulla
Absent	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson, Deputy Mayor
Yes	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Yes	-	Ward 11 Councillor Brenda Johnson
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,

Tom Jackson, Deputy Mayor
Chair, Hamilton Street Railway
Company Board of Directors

Stephanie Paparella
Legislative Coordinator
Office of the City Clerk

THE HAMILTON STREET RAILWAY COMPANY
(the "Corporation")

RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE CORPORATION

1. RESIGNATION OF OFFICER

BE IT RESOLVED that the following person has resigned the office set opposite their name:

DAN MCKINNON – President

2. APPOINTMENT OF OFFICER

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

CARLYLE KHAN – President

3. CONFIRMATORY ACTIONS

BE IT 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.

[SIGNATURE PAGE TO FOLLOW]

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 13th day of September, 2022.

Brenda Johnson

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

Russ Powers