



## **SPECIAL CITY COUNCIL MINUTES 15-028**

10:01 a.m.

Thursday, December 10, 2015

Council Chamber

Hamilton City Hall

71 Main Street West

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**Present:** Mayor F. Eisenberger (Chair)  
Councillors C. Collins, M. Green, J. Farr, A. Johnson, D. Conley,  
M. Pearson, B. Johnson, R. Pasuta, J. Partridge

**Absent  
with Regrets:** Councillors A. VanderBeek, L. Ferguson, S. Merulla, T. Jackson  
and T. Whitehead

### **APPROVAL OF THE AGENDA**

There were no changes to the agenda.

**(Collins/Pasuta)**

That the agenda for the December 10, 2015 Special meeting of Council be approved,  
as presented.

**CARRIED**

### **DECLARATIONS OF INTEREST**

There were no declarations of interest.

### **SHAREHOLDER RESOLUTIONS**

#### **3.1 The Hamilton Street Railway Company (Corporation) Shareholder Resolution**

**(Conley/Pearson)**

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 has resigned as of October 28, 2015 and the said member will be removed as a director of the Corporation until a successor is elected or appointed; and,

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

NOTICE

THEREFORE 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.

REMOVAL OF DIRECTOR

THEREFORE BE IT RESOLVED:

2. That the following person is removed as a director of the Corporation effective immediately until their respective successors are elected or appointed subject to the by-laws of the Corporation:

Scott Duvall

AUDIT EXEMPTION

THEREFORE BE IT RESOLVED:

3. 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, 2016.

**CARRIED**

**3.2 Hamilton Renewable Power Inc. (Corporation) Shareholder Resolution**

**(Conley/Pearson)**

WHEREAS, the Council of the City of Hamilton are sitting as representatives of the beneficial Shareholder (City of Hamilton) for Hamilton Renewable Power Inc. (the "Corporation");

WHEREAS, by Section 203 (1) of the *Municipal Act, 2001*, S.O. 2001, c. 25, as amended, the City of Hamilton is authorized to hold the shares in the Corporation and to exercise the rights attributed thereto; and,

WHEREAS the City of Hamilton is the sole shareholder of the Corporation;

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

- (a) That, in accordance with the provisions of the *Business Corporations Act*, R.S.O. 1990, c.B.16 and Section 12.07 of By-law no. 1 of 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) That all by-laws, resolutions, contracts, acts, and proceedings of the Board of Directors, Shareholder and Officers of the Corporation enacted, passed, made, done or taken since the last meeting of the Shareholder as the same are set forth or referred to in the minutes of the Corporation or in the financial statements submitted to the Shareholder of the Corporation are hereby approved, ratified, sanctioned and confirmed;
- (c) That the auditors for the Corporation for the 2015 Financial Year shall be the same auditors as appointed by the City of Hamilton and said auditors shall continue as auditors for the Corporation until such time as their successors are appointed by a resolution of the Shareholder;
- (d) That the following people are removed as directors of the Corporation, effective immediately:  
  
Bob Bratina;  
Russ Powers; and  
Brian McHattie;
- (e) That the following people are appointed as directors of the Corporation, effective immediately:  
  
Fred Eisenberger;  
Maria Pearson; and  
Matthew Green; and,

- (f) That the President and Secretary of the Corporation are hereby authorized and directed to sign this Resolution of the Shareholder in writing formalizing the items contained herein.

**CARRIED**

<b>BY-LAW</b>
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**(Conley/Pearson)**

That Bill No. 301 be passed, and that the Corporate Seal be affixed thereto, and that the By-laws be renumbered and signed by the Mayor and the City Clerk to read as follows:

**By-law No.**

**301**            To Confirm Proceedings of City Council

**CARRIED**

**(Green/Pearson)**

That, there being no further business, the City Council meeting be adjourned at 10:05 a.m.

**CARRIED**

Respectfully submitted,

Mayor Fred Eisenberger

Janet Pilon  
Acting City Clerk