



**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

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