



City of Hamilton
HAMILTON STREET RAILWAY COMPANY SHAREHOLDER
AGENDA

Meeting #: 24-001
Date: September 24, 2024
Time: 10:30 a.m.
Location: Council Chambers
Hamilton City Hall
71 Main Street West

Angela McRae, Legislative Coordinator (905) 546-2424 ext. 5987

	Pages
1. APPROVAL OF AGENDA	
2. DECLARATIONS OF INTEREST	
3. APPROVAL OF MINUTES OF PREVIOUS MEETING	
3.1 October 23, 2023	2
4. PRESENTATIONS	
5. SHAREHOLDER RESOLUTIONS	
5.1 Audit Exemption; and Confirmatory Actions	6
6. MOTIONS	
7. NOTICES OF MOTION	
8. PRIVATE & CONFIDENTIAL	
9. ADJOURNMENT	



City of Hamilton
HAMILTON STREET RAILWAY COMPANY
SHAREHOLDER ANNUAL GENERAL MEETING
MINUTES 23-001

10:20 am

Monday, October 23, 2023

Council Chambers, Hamilton City Hall, 2nd Floor
 71 Main Street West, Hamilton, ON

Present: Mayor A. Horwath
 Councillor T. Hwang (Acting Deputy Mayor)
 Councillors C. Cassar, B. Clark, J.P. Danko, E. Pauls, M. Spadafora,
 A. Wilson and M. Wilson

Absent: Councillors J. Beattie, M. Francis, C. Kroetsch, N. Nann, and
 M. Tadeson – City Business
 Councillors T. McMeekin, and T. Jackson - Personal

THE FOLLOWING ITEMS WERE REFERRED TO COUNCIL FOR CONSIDERATION:

1. Audit Exemption and Confirmatory Actions (Item 5.1)

(Cassar/A. Wilson)

WHEREAS City of Hamilton is the sole and beneficial shareholder of the Corporation (“Shareholder”);

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:

(a) AUDIT EXEMPTION

BE IT RESOLVED 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, 2022.

(b) 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.

THE FOREGOING RESOLUTIONS are hereby consented to by the Shareholder of the Corporation pursuant to the provisions of the OBCA.

Result: MOTION, CARRIED by a vote of 9 to 0, as follows:

Yes	-	Mayor Andrea Horwath
Yes	-	Ward 1 Councillor Maureen Wilson
Absent	-	Ward 2 Councillor Cameron Kroetsch
Absent	-	Ward 3 Councillor Nrinder Nann
Yes	-	Ward 4 Councillor Tammy Hwang
Absent	-	Ward 5 Councillor Matt Francis
Absent	-	Ward 6 Councillor Tom Jackson
Yes	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Absent	-	Ward 10 Councillor Jeff Beattie
Absent	-	Ward 11 Councillor Mark Tadeson
Yes	-	Ward 12 Councillor Craig Cassar
Yes	-	Ward 13 Councillor Alex Wilson
Yes	-	Ward 14 Councillor Mike Spadafora
Absent	-	Ward 15 Councillor Ted McMeekin

FOR INFORMATION:

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

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

(Cassar/Pauls)

That the agenda for the October 23, 2023 meeting of the Hamilton Street Railway Company Shareholder, be approved, as presented.

Result: MOTION, CARRIED by a vote of 9 to 0, as follows:

Yes	-	Mayor Andrea Horwath
Yes	-	Ward 1 Councillor Maureen Wilson
Absent	-	Ward 2 Councillor Cameron Kroetsch
Absent	-	Ward 3 Councillor Nrinder Nann
Yes	-	Ward 4 Councillor Tammy Hwang
Absent	-	Ward 5 Councillor Matt Francis
Absent	-	Ward 6 Councillor Tom Jackson
Yes	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Absent	-	Ward 10 Councillor Jeff Beattie
Absent	-	Ward 11 Councillor Mark Tadeson
Yes	-	Ward 12 Councillor Craig Cassar
Yes	-	Ward 13 Councillor Alex Wilson
Yes	-	Ward 14 Councillor Mike Spadafora
Absent	-	Ward 15 Councillor Ted McMeekin

(b) DECLARATIONS OF INTEREST (Item 2)

There were no declarations of interest.

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

(i) September 13, 2022 (Item 3.1)

(Danko/A. Wilson)

That the Minutes of the September 13, 2022 meeting of the Hamilton Street Railway Company Shareholder, be approved, as presented.

Result: MOTION, CARRIED by a vote of 9 to 0, as follows:

Yes	-	Mayor Andrea Horwath
Yes	-	Ward 1 Councillor Maureen Wilson
Absent	-	Ward 2 Councillor Cameron Kroetsch
Absent	-	Ward 3 Councillor Nrinder Nann
Yes	-	Ward 4 Councillor Tammy Hwang
Absent	-	Ward 5 Councillor Matt Francis
Absent	-	Ward 6 Councillor Tom Jackson
Yes	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark

**Hamilton Street Railway Company
Shareholder Minutes 23-001**

**October 23, 2023
Page 4 of 4**

Absent	-	Ward 10	Councillor Jeff Beattie
Absent	-	Ward 11	Councillor Mark Tadeson
Yes	-	Ward 12	Councillor Craig Cassar
Yes	-	Ward 13	Councillor Alex Wilson
Yes	-	Ward 14	Councillor Mike Spadafora
Absent	-	Ward 15	Councillor Ted McMeekin

(d) ADJOURNMENT (Item 9)

(Spadafora/Cassar)

That there being no further business, the Hamilton Street Railway Company Shareholder, be adjourned at 10:25 a.m.

Result: MOTION, CARRIED by a vote of 9 to 0, as follows:

Yes	-	Mayor Andrea Horwath
Yes	-	Ward 1 Councillor Maureen Wilson
Absent	-	Ward 2 Councillor Cameron Kroetsch
Absent	-	Ward 3 Councillor Nrinder Nann
Yes	-	Ward 4 Councillor Tammy Hwang
Absent	-	Ward 5 Councillor Matt Francis
Absent	-	Ward 6 Councillor Tom Jackson
Yes	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Absent	-	Ward 10 Councillor Jeff Beattie
Absent	-	Ward 11 Councillor Mark Tadeson
Yes	-	Ward 12 Councillor Craig Cassar
Yes	-	Ward 13 Councillor Alex Wilson
Yes	-	Ward 14 Councillor Mike Spadafora
Absent	-	Ward 15 Councillor Ted McMeekin

Respectfully submitted,

Acting Deputy Mayor Tammy Hwang
Chair, Sole Voting Member
Hamilton Farmers' Market

Angela McRae
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 shareholder of the Corporation ("Shareholder");

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. Audit Exemption

BE IT RESOLVED 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, 2023.

2. 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.

THE FOREGOING RESOLUTIONS are hereby consented to by the Shareholder of the Corporation pursuant to the provisions of the OBCA.

DATED the 24th day of September 2024.

CITY OF HAMILTON

A. Horwath
Mayor

M. Trennum
City Clerk