

GUELPH CITY COUNCIL AS SHAREHOLDER OF GUELPH JUNCTION RAILWAY Ltd. AGENDA

Council Chambers, Guelph City Hall, 1 Carden Street

DATE Monday, April 13, 2015 – 6:00 p.m.

Please turn off or place on non-audible all cell phones, PDAs, Blackberrys and pagers during the meeting.

Disclosure of Pecuniary Interest and General Nature Thereof

Confirmation of Minutes – Council as Shareholder of Guelph Junction Railway Ltd. February 18, 2015 open meeting minutes

CLOSED MEETING

GJR-C-2015.1 CLOSED – Appointment of Members of the Board of Directors of Guelph Junction Railway Limited
(Municipal Act, 2001, S. 239 (2) (b) personal matters about an identifiable individual, including municipal or local board employees.

OPEN MEETING

CONSENT REPORTS – ITEMS TO BE EXTRACTED

The following resolutions have been prepared to facilitate Council's consideration of the various matters and are suggested for consideration. If Council wishes to address a specific report in isolation of the Consent Reports/Agenda, please identify the item. The item will be extracted and dealt with separately. The balance of the Consent Reports/Agenda will be approved in one resolution.

Consent Reports from:

Guelph Junction Railway			
Item	City Presentation	Delegations <i>(maximum of 5 minutes)</i>	To be Extracted
GJR-C-2015.1 Appointment of Members of the Board of Directors of Guelph Junction Railway Limited			

Adoption of balance of Nominating Committee First Consent Report

ADJOURNMENT



**Minutes of the Meeting of Council as Shareholder of the Guelph
Junction Railway Company
Held in the Council Chambers, Guelph City Hall,
at 5:30 p.m. on Wednesday, February 18, 2015**

Attendance

Council: Mayor C. Guthrie Councillor M. Salisbury
 Councillor J. Gordon Councillor K. Wettstein
 Councillor P. Allt Councillor J. Hofland (arrived at 5:33pm)
 Councillor B. Bell Councillor A. Van Hellemond (arrived at 5:33pm)
 Councillor C. Downer Councillor C. Billings (arrived at 5:33)
 Councillor D. Gibson Councillor L. Piper (arrived at 5:35pm)
 Councillor M. MacKinnon

Staff: Ms. A. Pappert, CAO
 Ms. D. Jaques, General Manager of Legal and Realty Services/City Solicitor
 Ms. T. Agnello, Deputy City Clerk
 Mr. D. McMahon, Council Committee Coordinator

Others Present: Mr. L. Petroczi, General Manager, Guelph Junction Railway Company
 Mr. D. Jenison, Chair, GJR Board of Directors

Open Meeting (5:30 p.m.)

Call to Order

Mayor Guthrie called the meeting to order.

Disclosure of Pecuniary Interest and General Nature Thereof

There was no disclosure.

Confirmation of Agenda

1. Moved by Councillor Allt
 Seconded by Councillor Gordon

That the open meeting agenda of the February 18, 2015 Guelph Junction Railway shareholder meeting be confirmed as written and attached.

VOTING FAVOUR: Mayor Guthrie, Councillors Mackinnon, Gibson, Allt, Bell, Downer, Salisbury, Wettstein, Gordon (9)

VOTING AGAINST: (0)

CARRIED

Councillors Hofland, Van Hellemond and Billings arrived.

Confirmation of Minutes

2. Moved by Councillor MacKinnon
Seconded by Councillor Salisbury

That the open and closed meeting minutes of the December 15, 2015 Guelph Junction Railway Shareholder meeting be confirmed as written and attached.

VOTING IN FAVOUR: Mayor Guthrie, Councillors MacKinnon, Hofland, Gibson, Allt, Billings, Downer, Bell, Salisbury, Wettstein, Van Hellemond and Gordon (12)

VOTING AGAINST: (0)

CARRIED

Councillor Piper arrived.

Council Consent Agenda

The following item was extracted:

GJR-2015.1 - Guelph Junction Railway – Corporate and Governance Restructuring

Extracted Item

GJR-2015.1 - Guelph Junction Railway – Corporate and Governance Restructuring

2. Moved by Councillor MacKinnon
Seconded by Councillor Salisbury
 1. That the Corporation file articles of continuance with Industry Canada, continuing the Corporation as if it had been incorporated under the CBCA.
 2. That, subject to the continuance of the Corporation under the CBCA and without affecting the validity of the Corporation or the existence of the Corporation by or under its Charter Documents or the validity of any act done thereunder, the articles of the Corporation are hereby amended to make all changes necessary to conform to the CBCA and such other changes permitted under the CBCA by substituting for the provisions thereof the provisions set out in the Canada articles of continuance, a draft copy of which is attached hereto as Schedule "A".
 3. That the Corporation be and is hereby authorized to change the name of the Corporation by way of filing the articles of continuance from The Guelph Junction Railway Company to Guelph Junction Railway Limited.
 4. That the Articles of Continuance are hereby approved and adopted.
 5. That any officer or director of the Corporation is authorized and directed to do all things and to execute all instruments and documents

necessary or desirable to carry out the foregoing, including, but not limited to, the Articles of Continuance.

6. That the directors may abandon the application to continue under the CBCA without further approval of the shareholders.
7. That the Shareholder Declaration of the City of Guelph relating to Guelph Junction Railway Company dated February 18, 2015 is approved.
8. That by-law #1, being the organizational by-law, enacted by the Board of Directors on January 27, 2015, is approved.

Councillor Billings requested that recommendation 8 be voted on separately.

Clauses 1-7

1. That the Corporation file articles of continuance with Industry Canada, continuing the Corporation as if it had been incorporated under the CBCA.
2. That, subject to the continuance of the Corporation under the CBCA and without affecting the validity of the Corporation or the existence of the Corporation by or under its Charter Documents or the validity of any act done thereunder, the articles of the Corporation are hereby amended to make all changes necessary to conform to the CBCA and such other changes permitted under the CBCA by substituting for the provisions thereof the provisions set out in the Canada articles of continuance, a draft copy of which is attached hereto as Schedule "A".
3. That the Corporation be and is hereby authorized to change the name of the Corporation by way of filing the articles of continuance from The Guelph Junction Railway Company to Guelph Junction Railway Limited.
4. That the Articles of Continuance are hereby approved and adopted.
5. That any officer or director of the Corporation is authorized and directed to do all things and to execute all instruments and documents necessary or desirable to carry out the foregoing, including, but not limited to, the Articles of Continuance.
6. That the directors may abandon the application to continue under the CBCA without further approval of the shareholders.
7. That the Shareholder Declaration of the City of Guelph relating to Guelph Junction Railway Company dated February 18, 2015 is approved.

VOTING IN FAVOUR: Mayor Guthrie, Councillors MacKinnon, Hofland, Gibson, Allt, Downer, Bell, Piper, Salisbury, Wettstein, Van Hellemond and Gordon (12)
VOTING AGAINST: Billings (1)

CARRIED

Clause 8

8. That by-law #1, being the organizational by-law, enacted by the Board of Directors on January 27, 2015, is approved.

VOTING IN FAVOUR: Mayor Guthrie, Councillors MacKinnon, Hofland, Billings, Allt, Downer, Bell, Piper, Salisbury, Wettstein and Gordon (11)
VOTING AGAINST: Councillors Gibson and Van Hellemond (2)

CARRIED

Adjournment (5:47pm)

3. Moved by Councillor Allt
Seconded by Councillor MacKinnon

That the meeting be adjourned.

CARRIED

Minutes to be confirmed on March 23, 2015.

Mayor Guthrie

Dylan McMahon
Council Committee Coordinator

**CONSENT REPORT OF
GUELPH JUNCTION RAILWAY LIMITED**

April 13, 2014

His Worship the Mayor and
Councillors of the City of Guelph.

Your Guelph Junction Railway Ltd. beg leave to present their FIRST CONSENT REPORT as recommended at its meeting on April 13, 2015.

If Council wishes to address a specific report in isolation please identify the item. The item will be extracted and dealt with immediately. The balance of the Consent Report of Governance Committee will be approved in one resolution.

**GJR-C-2015.1 2015 Appointment of Members of the Board of Directors
of Guelph Junction Railway Limited**

1. That the following individuals be appointed as independent members of the Board of Directors of GJR for the term commencing April 13, 2015 and ending at the 2016 AGM:

2. The following Councillors are appointed as members of the Board of Directors of GJR for a term commencing April 15, 2015 and ending at the 2016 AGM:

All of which is respectfully submitted.