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c 178 The City of Hamilton Act, 1972 (No. 1)

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CHAPTER 178

**An Act respecting
the City of Hamilton***Assented to May 4th, 1972**Session Prorogued December 15th, 1972*

WHEREAS The Corporation of the City of Hamilton ^{Preamble} deems it expedient to establish a corporation to maintain, operate and manage the Theatre-Auditorium in the public interest; and whereas it is in the public interest to implement the objects of the Theatre-Auditorium Corporation; and whereas the applicant hereby applies for special legislation for such purpose; and whereas it is expedient to grant the application;

Therefore, Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows:

INTERPRETATION

1. In this Act,

Interpretation

- (a) "board" means the board of directors of the corporation;
- (b) "chairman" means the director who is the chairman of the board;
- (c) "City" means The Corporation of the City of Hamilton;
- (d) "corporation" means The Hamilton Performing Arts Corporation, Inc.;
- (e) "council" means the council of the City;
- (f) "director" means a person appointed to the board as a member thereof;
- (g) "general manager" means the manager of the Theatre-Auditorium;

- (h) "Theatre-Auditorium" includes the enterprise, structure and land located in the "Lloyd D. Jackson Square" and any other facilities within the City that may be available to or used from time to time by the corporation and maintained, operated and managed as a going concern for the objects set forth in this Act.

CORPORATION ESTABLISHED

Corporation
established

2.—(1) There is hereby constituted a corporation without share capital under the name of "The Hamilton Performing Arts Corporation, Inc."

Seal

(2) The corporation shall have a corporate seal.

Headquarters

(3) The headquarters of the corporation shall be at the City of Hamilton.

Board of
directors

3. The board shall be comprised of seven members, of whom,

(a) two directors shall be members of the council; and

(b) five directors shall not be members of the council.

OBJECTS OF THE CORPORATION

Objects

4. The objects of the corporation are,

(a) to maintain, operate and manage the Theatre-Auditorium in the public interest;

(b) to provide theatrical facilities and services of every kind within the City of Hamilton for,

(i) amusement, entertainment and exhibition,

(ii) receptions, meetings and displays,

(iii) educational and cultural activities, and

(iv) the performing arts, including dramatic, theatrical, musical and artistic works;

(c) to promote the development of its facilities as a centre for amusement, entertainment and exhibition;

(d) to promote or present meetings, receptions or displays;

(e) to promote or present educational and cultural activities; and

- (f) to promote, produce or present the performing arts, including theatrical, dramatic, musical and artistic works.

COUNCIL

5.—(1) The council shall appoint the directors by by-law. ^{Directors}

(2) The directors who are members of council shall be ^{Idem} appointed for a term of office of two years.

(3) The directors who are not members of council shall be ^{Idem} appointed for terms of office as follows:

1. Two first directors shall be appointed for a term of two years.
2. Three first directors shall be appointed for a term of three years.
3. Directors appointed after the first directors shall be appointed for a term of three years.

(4) Council may at any time terminate the term of office ^{Termination} of any director by by-law passed by a vote of at least two-thirds of the members thereof.

(5) Council shall appoint a director as soon as possible to ^{Vacancy} hold office for the remainder of the term for which his predecessor was appointed where a vacancy occurs in the council for any cause.

(6) Council may re-appoint a director upon the expiration ^{Re-appointment} of his term of office.

6.—(1) The council may entrust to the corporation the ^{Management} maintenance, operation and management of the real property or any part thereof owned by the City comprised in the Hamilton Theatre-Auditorium.

(2) The annual budget or any part thereof of the corporation ^{Budget} shall be subject to the approval of the Board of Control and council.

(3) The council may require the corporation to report on any ^{Reports} matter relating to the carrying out of the purposes of this Act for consideration by council.

CHAIRMAN AND VICE-CHAIRMAN

7.—(1) The directors shall elect annually a chairman and ^{Chairman and vice-chairman} vice-chairman from amongst themselves.

Powers of
vice-
chairman

(2) The vice-chairman shall act in place and stead of the chairman when the chairman is absent.

Re-election

(3) The chairman is eligible for re-election during any subsequent term as director.

DIRECTORS

Quorum

8.—(1) A majority of directors constitutes a quorum.

Votes

(2) Each director shall have only one vote.

Vacancy

9. When there is a vacancy or vacancies on the board, the remaining directors may exercise all the powers of the board so long as a quorum of the board remains in office and until appointment is made to fill the vacancy or vacancies.

Com-
pensation

10. The directors may serve without compensation or with compensation in such amount as the council may determine.

Meetings

11.—(1) Unless varied by by-law of the board, meetings of the board shall be held at least six times each year.

Notice

(2) A meeting shall be called upon service of a written notice of meeting upon each director not later than two days preceding the date and time fixed for the meeting specifying the purpose of the meeting.

Record

12.—(1) A record of all meetings shall be kept in a book kept for that purpose.

Minutes

(2) All minutes, orders, directions and proceedings shall be entered into the book.

Idem

(3) All such minutes shall be signed by the chairman of the meeting, or in his absence by the vice-chairman, at which the proceedings were held and by the secretary of the corporation.

THE BOARD

Secretary

13.—(1) The board may appoint a secretary to the corporation.

Duties

(2) The duties of the secretary shall be to,

(a) call such meetings as may be required under this Act;

(b) keep all minutes of meetings and proceedings of the board;

- (c) submit to the board at each of its meetings the minutes of the next preceding meeting of the board; and
- (d) perform such duties as the board may from time to time direct.

14.—(1) The corporation may appoint, hire, or otherwise ^{Staff} engage officers, servants, employees, agents, performers or others as it requires to perform its duties and exercise its powers for the proper conduct of its business conducive to the objects of the corporation.

(2) The corporation may determine the qualifications, ^{Qualifications} responsibilities, duties, positions, remuneration, terms and conditions of employment or service of persons hired including performers and other persons conducive to the objects of the corporation.

(3) The corporation may incur within the limits of the ^{Expenditure of moneys} approved budget, expenses and pay salaries, fees and any other sums of money required by the board for the carrying out of its duties and affairs and the exercise of powers under this Act, including all expenses necessarily incurred in connection therewith.

GENERAL MANAGER

15.—(1) The general manager is the executive officer of the ^{General manager} corporation and a member thereof but is not a director.

(2) The board may appoint to the general manager the ^{Powers} exercise of such power and authority as it may determine for the proper conduct of the business conducive to the objects of the corporation.

16.—(1) In addition to the powers vested in and duties ^{Additional powers of corporation} upon corporations by section 26 of *The Interpretation Act* and by this Act, the corporation has the following powers: ^{R.S.O. 1970, c. 225}

1. To carry on in the Theatre-Auditorium all or any of the operations of a theatre, music hall, concert hall, ballroom and cinema and catering for public and private amusements and entertainments of every description.
2. To present, produce, manage, conduct and represent plays, dramas, comedies, operas, revues, promenade and other concerts, musical and other pieces, ballets, shows, exhibitions, variety and other entertainment.

R.S.O. 1970,
c. 250

3. To establish educational facilities and provide instruction in all areas of the performing arts.
4. Subject to *The Liquor Licence Act* and the regulations made thereunder, to carry on in the Theatre-Auditorium for the convenience of customers and patrons the business of soft drinks, alcoholic drinks, tobacco, cigar and cigarette merchants and retailers, confectioners and restaurant and refreshment room keepers or proprietors, or any of such operations.
5. To carry on any other operations which may seem to the board capable of being conveniently carried on in connection with its operation or calculated directly or indirectly to enhance the value of or render profitable any of the board's operations.

Idem

(2) In addition to the powers vested in the corporation under subsection 1, the corporation has the following powers:

1. To enact by-laws and pass resolutions for the better operation, government and control of its affairs and undertakings.
2. To enter into agreements, leases, licences or any other formal or informal arrangements for the purposes of this Act.
3. To accept, receive, take, hold or enjoy by grant, conveyance, gift, voluntary donation, devise or bequest, any real or personal property upon terms, if any, expressed or implied, including the investment of any moneys for the purposes of the corporation or conducive to the attainment of the objects and the exercise of the powers of the corporation.
4. To sell, lease, convey or otherwise dispose of or convert into money, real or personal property referred to in paragraph 3.
5. To fix, from time to time, fees, admissions, rates, rentals and any other charges for the use of the Theatre-Auditorium or any other facilities provided.
6. To collect and receive all moneys becoming due in consequence of the maintenance, management and operation of the Theatre-Auditorium.
7. To carry out all or any of the objects of the corporation and to do all or any of the above things as principals, agents, contractors or otherwise.

8. To do all such other things as are incidental or conducive to the attainment of the objects and exercise of the powers of the corporation.

(3) The corporation may exercise any of its powers by resolution of the board except where some other mode of exercising any power is prescribed by this Act. ^{Exercise of powers}

17.—(1) The corporation may acquire personal property necessary for its purpose and may sell or otherwise dispose of any personal property acquired by it. ^{Personal property}

(2) Subject to the approval of the council, the corporation may purchase real property necessary for its purpose and sell, lease or otherwise dispose of any real property acquired by it. ^{Real property}

BOOKS, RECORDS, ESTIMATES

18.—(1) The corporation shall keep or cause to be kept proper books of account and accounting records with respect to all financial and other transactions of the corporation including, without limiting the generality of the foregoing, ^{Records}

(a) records of all such sums of money received from any source whatsoever and disbursed in any manner whatsoever; and

(b) records of all matters with respect to which receipt and disbursements take place in consequence of the maintenance, operation and management of the Theatre-Auditorium.

(2) The corporation shall keep or cause to be kept and maintained all such books of accounts and accounting records as the City Treasurer may require. ^{Idem}

(3) The accounts and transactions of the corporation shall be audited by the auditor of the City. ^{Audit}

19.—(1) The corporation shall prepare or cause to be prepared annually at the commencement of each calendar year a detailed budget of estimated revenue and expenditure, as the City Treasurer may require. ^{Budget}

(2) The corporation shall submit the estimates to council not later than the 14th day of January in each year. ^{Estimates}

(3) The corporation shall cause to be prepared and audited an annual report. ^{Annual report}

Idem (4) The corporation shall submit the annual report to council not later than the 31st day of March in each year.

Fiscal period (5) The fiscal period of the corporation shall be the same as the fiscal period of the City.

OTHER DUTIES OF THE CORPORATION

Approval of council **20.** No budget of estimated revenues and expenditures shall be adopted and implemented by the corporation for any fiscal period unless prior approval is received from council.

LOCAL BOARD

Corporation deemed not local board **21.** The corporation shall be deemed not to be a local board of the City except for the purposes of *The Ontario Municipal Employees Retirement System Act*.
R.S.O. 1970, c. 324

CLAIMS AGAINST THE CORPORATION

Claims **22.** All claims, accounts, demands, suits-at-law or causes of action arising from or relating to the objects of the corporation or from the exercise of any of the powers of the corporation shall be made upon and brought against the corporation and not upon or against,

(a) the City, any member of council, or any officer or servant of the City; or

(b) any director.

Dissolution **23.** Upon dissolution or winding up of the corporation, the assets shall vest in the City free and clear of all claims, charges, liens or encumbrances of any kind.

Commencement **24.** This Act comes into force on the day it receives Royal Assent.

Short title **25.** This Act may be cited as *The City of Hamilton Act, 1972*.