The City of Hamilton Act, 1980

Ontario
CHAPTER 99

An Act respecting the City of Hamilton

Assented to June 17th, 1980

WHEREAS The Corporation of the City of Hamilton deems it expedient to establish a corporation and to implement the objects thereof to maintain, operate, manage and market The Hamilton Place Convention Centre in the public interest; 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:

1. In this Act, (Interpretation)

   (a) “board” means the board of directors of the Corporation;
   (b) “City” means The Corporation of the City of Hamilton;
   (c) “Convention Centre” includes the enterprise, structure and the necessary interest in land appurtenant thereto located on the south side of King Street West known as “The Hamilton Place Convention Centre” in Lloyd D. Jackson Square in the City of Hamilton;
   (d) “Corporation” means The Hamilton Place Convention Centre, Inc., established by section 2;
   (e) “council” means the council of the City;
   (f) “director” means a person appointed to the board as a member thereof.

2.—(1) There is hereby established a corporation without share capital under the name of “The Hamilton Place Convention Centre, Inc.” having as its purpose the maintenance, operation, management and marketing of the Convention Centre as a centre for the holding of conventions, meetings, receptions, trade shows, conferences and displays of every kind.
The Corporation has the capacity and, subject to this Act, the rights, powers and privileges of a natural person.

The Corporations Act does not apply to the Corporation.

The Corporation shall have,

(a) a head office at the City of Hamilton; and

(b) a corporate seal upon which its corporate name shall appear.

The board shall be composed of nine directors appointed by council of whom,

(a) three directors shall be members of council; and

(b) six directors shall not be members of council.

The directors to be appointed under clause a of subsection 1 shall be appointed for a term of office not exceeding their term of office on council and the directors to be appointed under clause b of subsection 1 shall be appointed for a term of office not exceeding three years, and the directors shall be eligible for reappointment.

The council may at any time remove a director from office by resolution passed by at least two-thirds of the members thereof and such vacancy or a vacancy resulting from death or resignation may be filled by the council for the remainder of the unexpired term.

Five of the directors constitute a quorum at any meeting of directors and, notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.

The directors shall elect annually a chairman, a first vice-chairman and a second vice-chairman from amongst themselves.

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

The second vice-chairman shall act in the place and stead of the chairman and first vice-chairman when both are absent.

One of the chairman, first vice-chairman and second vice-chairman shall be a member of council.

The chairman, first vice-chairman and second vice-chairman are eligible for re-election.
6. The directors may serve without compensation or with compensation in such amount as the council may determine.

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

(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.

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

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

(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.

9. (1) The board may appoint a secretary to the Corporation.

(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.

10. (1) The Corporation may appoint, hire or otherwise engage officers, servants, employees, agents 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, responsibilities, duties, positions, remuneration and terms and conditions of employment or service of persons hired.

11. (1) The Corporation shall not incur any indebtedness or obligation, whether contingent or otherwise, or expend any moneys except as authorized by this section.
(2) Within the limits of the approved budget referred to in subsection 2 of section 16, the Corporation may incur indebtedness and other obligations and expend moneys for the carrying out of its duties and affairs and the exercise of its powers under this Act, including all expenses necessarily incurred in connection therewith.

(3) Notwithstanding subsection 2, the Corporation may, with the approval of the Board of Control of the City and the council, incur indebtedness and other obligations and expend moneys in excess of the approved budget for any fiscal period.

(4) Where an indebtedness or obligation proposed to be incurred in any year would extend beyond the year and beyond the term of the council currently in office, the approval of the council to the incurring of the indebtedness or obligation shall be subject to section 293 of The Municipal Act and to sections 64 and 65 of The Ontario Municipal Board Act as though the giving of the approval were the incurring of the debt or obligation or the making of the expenditure by the City.

(5) Notwithstanding subsection 3, the Corporation shall not borrow money or acquire or hold any interest in real property.

(6) Subsection 4 does not apply where the Corporation is exercising its powers under section 10 in respect of the appointment, hiring and paying of officers, servants and employees of the Corporation.

12.—(1) The board shall appoint a general manager who shall be the chief executive officer of the Corporation.

(2) The general manager shall not be a director.

(3) The board may delegate to the general manager the exercise of such power and authority as it may determine for the proper conduct of the business conducive to the objects of the Corporation.

13.—(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,

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

(b) records of all matters with respect to which receipts and disbursements take place in consequence of the main-
tenance, operation and management of the Convention Centre.

(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.

(3) The accounts and transactions of the Corporation shall be audited by the auditor of the City.

14.—(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.

(2) The Corporation shall submit the estimates to council not later than the 14th day of January in each year.

(3) The Corporation shall cause to be prepared and audited an annual report.

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

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

15. Subject to section 16, the board shall manage or supervise the conduct and management of the business and affairs of the Corporation and may, by resolution, make, amend or repeal by-laws that regulate the same.

16.—(1) The council may entrust to the Corporation the maintenance, operation and management of the real property or any part thereof owned by the City comprised in the Convention Centre.

(2) The annual budget or any part thereof of the Corporation shall be subject to the approval of the Board of Control of the City and the council.

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

17. Except for the purposes of The Ontario Municipal Employees Retirement System Act, the Corporation shall be deemed not to be a local board of the City.

18.—(t) Subject to subsection 2, every director and officer of the Corporation and his heirs, executors, administrators and other
legal personal representatives may from time to time be indem-
nified and saved harmless by the Corporation from and against,

(a) any liability and all costs, charges and expenses that he
sustains or incurs in respect of any action, suit or pro-
ceeding that is proposed or commenced against him for
or in respect of anything done or permitted by him in
respect of the execution of the duties of his office; and

(b) all other costs, charges and expenses that he sustains or
incurs in respect of the affairs of the Corporation.

(2) No director or officer of the Corporation shall be indem-
nified by the Corporation in respect of any liability, costs,
charges or expenses that he sustains or incurs in or about any
action, suit or other proceeding as a result of which he is adjudged
to be in breach of any duty or responsibility imposed upon him
under this Act or under any other statute unless, in an action
brought against him in his capacity as director or officer, he has
achieved complete or substantial success as a defendant.

(3) The Corporation may purchase and maintain insurance for
the benefit of a director or officer thereof, except insurance against
a liability, cost, charge or expense of the director or officer incurr-
ed as a result of his failure to exercise the powers and discharge
the duties of his office honestly, in good faith and in the best
interests of the Corporation, exercising in connection therewith
the degree of care, diligence and skill that a reasonably prudent
person would exercise in comparable circumstances.

19. For the purposes of The Assessment Act, the Corporation
shall be deemed not to be,

(a) a tenant or lessee who is liable to taxation; or

(b) occupying the Convention Centre for the purpose of or in
connection with any business or carrying on of business.

20.—(1) The City shall be entitled to receive any surplus
resulting from the operations of the Corporation and shall be
responsible for any deficit incurred by the Corporation.

(2) Upon the dissolution of the Corporation and upon the pay-
ment of all debts and liabilities, its remaining property shall vest in
the City free and clear of all claims, charges, liens or encum-
brances of any kind.

21. This Act comes into force on the day it receives Royal
Assent.

22. The short title of this Act is The City of Hamilton Act,
1980.