

MANAGEMENT REPORT TO THE GREATER TORONTO TRANSPORTATION AUTHORITY

Board Meeting Date: August 24th, 2007
Item Class: Chair's Item
 Decision
 In Camera
 Information
 Resolution / By Law

RECOMMENDATION(S):

To approve amendments to By-Law No.1 relating to the execution of agreements, approval of the Chair's expenses and the location of Board Meetings by approving the following resolution.

BE IT RESOLVED THAT:

An Amendment to By-Law No.1 to the Corporation in the form annexed as Schedule A is hereby approved without amendment.

RATIONALE:

During holidays and business absences it is difficult to obtain the signatures of 2 GTTA officers. In line with standard commercial practices the proposed amendments requires the signatures of only one of the Chair or CEO or, alternatively, any 2 of the Vice-Chair or Secretary or other officer of the Corporation, including a General Manager.

As Board meetings are public, and the GTTA's premises are often inadequate, it is important that the meeting facility is able to accommodate the attendance of all interested members of the public and press. The proposed amendment will allow the GTTA to hold meetings anywhere in the Greater Toronto Hamilton region specified in the applicable notice of meeting.

Consistent with the Corporation's other policies including the Conflict of Interest Policy approved at the July 27, 2007 Board meeting, the Vice -Chair should approve the Chair's expenses. This amendment has earlier been discussed and approved by the Board in principle.

BACKGROUND:

Board members are being asked to approve a resolution authorizing the attached amendment to By-Law No.1 to take effect immediately. At the September Board meeting the Board will be asked to consider a proposed financial control by-law establishing additional financial controls which will further impact the contract signing authority of GTTA management. The financial control By-Law will address the criteria for requiring Board approval based on a twofold test of contract quantum and materiality. In addition, even where Board approval is unnecessary under the terms of this future By-Law, the financial control By-Law will establish signing authority caps for the different levels of GTTA management.

Policy Implications:

The proposed By-Law amendment ensures that adequate controls are in place while at the same time providing for operational efficiency and a reduction in the administrative matters which unnecessarily take up time during Board meetings.

Operational Implications:

As described above.

Resources Implications:

None

Human Resources Impact:

None

Financial Impact:

As described above.

Legal Implications:

As described above

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SCHEDULE A

GREATER TORONTO TRANSPORTATION AUTHORITY (the “Corporation”)

AMENDMENT TO BY-LAW NO. 1

BEING A BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF THE CORPORATION

BE IT ENACTED as a By-Law amendment of the Greater Toronto Transportation Authority as follows:

ARTICLE 1

INTERPRETATION

Section 1.1 Definitions

In the By-Laws of the Corporation, unless the context otherwise requires:

“**Board**” means the board of Directors of the Corporation;

“**By-Laws**” means this By-Law and all other By-Laws of the Corporation that may be passed from time to time;

“**By-Law No. 1**” means a By-Law of the Corporation relating generally to the conduct and affairs of the Corporation approved by the Board on March 23, 2007;

“**Chair**” means the Chair of the Corporation designated pursuant to section 10 of the GTTA Act;

“**Corporation**” means the Greater Toronto Transportation Authority incorporated by the GTTA Act;

“**GTTA Act**” means the *Greater Toronto Transportation Authority Act, 2006*, S.O. 2006, c. 16;

“**Meeting of Directors**” includes an annual meeting, regular meetings and special meetings of Directors;

“**Director**” means a Director of the Corporation, including the Chair and Vice-Chair, appointed pursuant to section 9 of the GTTA Act;

“**Regional Transportation Area**” means the area that includes the geographic areas of the City of Toronto, the City of Hamilton, The Regional Municipality of Durham, The Regional Municipality of Halton, The Regional Municipality of Peel and The Regional Municipality of York and any additional area prescribed pursuant to the GTTA Act;

“**Signing officer**” means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by or pursuant to section 2.4; and

“**Vice-Chair**” means the Vice-Chair of the Corporation designated pursuant to section 10 of the GTTA Act.

Section 1.2 GTTA Act

Unless defined in this by-law, words and expressions used in this By-Law have the meaning ascribed to them in the GTTA Act.

Section 1.3 General Interpretation

Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his or her capacity as trustee, executor, administrator, or other legal representative.

ARTICLE 2

AMENDMENT OF BY-LAW NO. 1 OF THE CORPORATION

Section 2.1

Section 2.1 Amendments

Section 2.1 of By-Law No. 1 relating to execution of instruments is hereby deleted and replaced by the following:

Section 2.1 Execution of Instruments

(a) Unless and until the board otherwise resolves, deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by:

- (i) either the Chair or the CEO; or*
- (ii) any two persons who are officers of the Corporation including two of the Vice-Chair, the Secretary, and any General Manager of the Corporation.*

(b) A board resolution under subsection may

- (i) appoint other signing officers or remove the signing authority of any signing officer designated under section 2.1(a); and*

- (ii) *be made generally with respect to all documents, or to all documents of a particular class, or specifically with respect to a particular document.*

Section 2.2

Section 4.8 Amendments

Section 4.8 of By-Law No.1 relating to the Approval of the Chair's expenses is hereby deleted and replaced by the following:

Section 4.8 Expenses of the Chair

The Vice-Chair shall review and, if appropriate, approve expenses of the Chair.

Section 2.3

Section 7.3 Amendments

Section 7.3 relating to the place of Board meetings is hereby deleted and replaced by the following:

Section 7.3 Place of Meeting

Meetings of Directors shall be held at the head office of the Corporation or at any other location within the Regional Transportation Area specified in the applicable meeting notice.

ARTICLE 3

CONTINUATION

Section 3.1 Continuation

Section 3.1 except as set out in this amendment, By-Law No. 1 continues in full force and effect, unamended.

ARTICLE 4

EFFECTIVE DATE

Section 4.1 Effective Date

This By-Law amendment shall come into force on the date of its confirmation by the Directors. Section 2.1 of this By-Law amendment shall be referred to the Corporation Audit Committee for further review and shall continue in force unless and to the extent amended by the Audit Committee following such review.

ADOPTED by the Board and confirmed by the Directors in accordance with the
GTTA Act the _____ day of _____, 2007.

Chair

Secretary

Corporate Seal