

Authority: Executive Committee Item 4.9,
adopted as amended, by City of Toronto Council on April 12 and 13, 2011
Enacted by Council: April 13, 2011

CITY OF TORONTO

BY-LAW No. 488-2011

To authorize the amendment of the articles of incorporation of City of Toronto Economic Development Corporation.

WHEREAS by Articles of Incorporation (the "Articles") certified to be effective on March 24, 1986, The Corporation of the City of Toronto, one of the City's predecessor municipalities, incorporated the "City of Toronto Economic Development Corporation" ("TEDCO") under the *Business Corporations Act, 1982*, pursuant to section 9 of the *City of Toronto Act, 1985* (the "1985 Act") for the purposes of promoting, in the manner set forth in both the 1985 Act and the Articles, the establishment and carrying on of industries and of industrial operations and uses incidental thereto; and

WHEREAS the Articles have heretofore been amended from time to time with respect to the number of TEDCO's directors; and

WHEREAS TEDCO, whose sole issued share is owned by the City, is a body established under the 1985 Act with respect to the affairs or purposes of the City and is therefore a "local board" of the City within the meaning of that expression as defined in subsection 3(1) of the *City of Toronto Act, 2006* (the "2006 Act"); and

WHEREAS pursuant to sections 7, 8, 145 and 146 of the 2006 Act, the City may by by-law change a local board with respect, *inter alia*, to the financial relationship between the City and the board, and expansion of the board's mandate; and

WHEREAS subsection (2) of said section 145 provides that in the event of a conflict between such a by-law and any provision of any other Act, the by-law prevails; and

WHEREAS City Council wishes to enact such a by-law to make changes with respect to TEDCO by amending its Articles so as to remove certain restrictions originally set forth therein for the purposes of compliance with the 1985 Act;

The Council of the City of Toronto HEREBY ENACTS as follows:

1. In this by-law, "TEDCO" means the City of Toronto Economic Development Corporation referred to in the first of the foregoing recitals.
2. The City, in its capacity as sole shareholder of TEDCO, a body corporate to which the *Business Corporations Act, R.S.O. 1990, Chapter B.16* applies, hereby authorizes, by way of a "special resolution" within the meaning of that Act, the further amendment of the articles of incorporation thereof so as to:
 - (a) delete therefrom the restrictions on TEDCO's powers requiring that;
 - (i) TEDCO's activities be carried on without purpose of gain for its shareholder;

- (ii) any profit accretion be used only to promote TEDCO's purposes; and
 - (iii) no part of the income of TEDCO be payable or otherwise available for the personal benefit of its shareholder;
- (b) expand the purposes of TEDCO as set forth therein to include sales of sites, buildings and facilities; and
- (c) delete therefrom the restriction attaching to TEDCO's shares requiring that the directors not declare, nor TEDCO pay, any dividends.

ENACTED AND PASSED this 13th day of April, A.D. 2011.

FRANCES NUNZIATA,
Speaker

ULLI S. WATKISS,
City Clerk

(Corporate Seal)