

Attachment 2: Unanimous Shareholder Declaration – Casa Loma Corporation

WHEREAS the City of Toronto owns Casa Loma including the real property and has purchased the artefacts and trademarks;

AND WHEREAS the Kiwanis Club of Casa Loma and the City have agreed to terminate the management agreement for the operation of Casa Loma;

AND WHEREAS the City of Toronto and the Kiwanis Club of Casa Loma have entered into a termination and transition agreement governing the wind down of the management agreement;

AND WHEREAS the Shareholder, the City of Toronto, has determined that, in the public interest, it will establish an OBCA corporation pursuant to paragraph 1 of subsection 148(1) of *the City of Toronto Act, 2006* and the City Services Corporations regulations of *the City of Toronto Act, 2006*, with the operating name of the Casa Loma Corporation;

AND WHEREAS pursuant to subsection 108(3) of the OBCA, this declaration shall be, and is deemed to be, a unanimous shareholder declaration restricting, to the extent provided herein, the powers of the directors of the Casa Loma Corporation to manage or supervise the management of the business and affairs of the Corporation;

IT IS DECLARED THAT EFFECTIVE IMMEDIATELY THE CASA LOMA CORPORATION SHALL:

1. Assume responsibility from the date of this declaration for:
 - (a) prudent management of the operations of Casa Loma as a tourism and event venue including its marketing, sales, catering, parking, routine maintenance, security, caretaking and cleaning, financial administration, and general administration.
 - (b) existing contractual obligations affecting the operations of Casa Loma, excluding any contracts issued by the City of Toronto for capital works or maintenance of the physical plant or systems or grounds;
 - (c) retention, hiring, disciplining or removal of staff; and
 - (d) retention and management of consultants.
2. Work to stabilize and improve the operations of Casa Loma to make it more attractive as a City asset and a viable tourism and event venue;

For Anna Kinastowski
City Solicitor

3. Produce an annual report on its progress for transmittal to the City through the General Manager of Economic Development and Culture for the information of City Council.
4. Work cooperatively with the Shareholder to help it determine the long run future of Casa Loma and in doing so share information with the Shareholder as requested through the General Manager of Economic Development and Culture, all to assist the City in making its decision regarding the future of Casa Loma.
5. Develop appropriate corporate policies to be approved by the board for procurement, conflict of interest, expense reimbursement, and financial delegation to staff.

Further, given the City of Toronto is making a unanimous shareholder's declaration to the Casa Loma Corporation, the City shall indemnify and hold harmless the directors and officers against any liabilities or expenses they may incur as a result of any legal action brought against them arising from compliance with the unanimous shareholder's declaration, such indemnity to be in a form satisfactory to the City Solicitor and the Deputy City Manager and Chief Financial Officer.

Dated this - day of 2011.

CITY OF TORONTO

By: _____
City Clerk

Deputy City Manager and Chief Financial Officer

Note:

- City Council adopted this item on June 14, 2011 without amendments and without debate.
- This item was considered by Executive Committee on May 24, 2011 and was adopted with amendments.