

Legislative
Assembly
of Ontario



Assemblée
législative
de l'Ontario

**Official Report
of Debates
(Hansard)**

T-18

**Journal
des débats
(Hansard)**

T-18

**Standing Committee on
Regulations and Private Bills**

**Comité permanent des
règlements et des projets
de loi d'intérêt privé**

1st Session
42nd Parliament

Wednesday 21 October 2020

1^{re} session
42^e législature

Mercredi 21 octobre 2020

Chair: Deepak Anand
Clerk: Isaiah Thorning

Président : Deepak Anand
Greffier : Isaiah Thorning

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House Publications and Language Services
Room 500, West Wing, Legislative Building
111 Wellesley Street West, Queen's Park
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Telephone 416-325-7400; fax 416-325-7430
Published by the Legislative Assembly of Ontario



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Téléphone, 416-325-7400; télécopieur, 416-325-7430
Publié par l'Assemblée législative de l'Ontario

ISSN 1180-4319

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LEGISLATIVE ASSEMBLY OF ONTARIO

ASSEMBLÉE LÉGISLATIVE DE L'ONTARIO

**STANDING COMMITTEE
ON REGULATIONS
AND PRIVATE BILLS**

**COMITÉ PERMANENT DES
RÈGLEMENTS ET DES PROJETS
DE LOI D'INTÉRÊT PRIVÉ**

Wednesday 21 October 2020

Mercredi 21 octobre 2020

The committee met at 0900 in committee room 1.

The Chair (Mr. Deepak Anand): Good morning, everybody. It's 9 o'clock, and the Standing Committee on Regulations and Private Bills will now come to order.

We will be having three private bills on the agenda today which we will consider. We have Bill Pr26, An Act to revive 2585303 Ontario Inc., Bill Pr27, An Act to revive Group Seven Construction Ltd., and Bill Pr28, An Act respecting Huron University College.

2585303 ONTARIO INC. ACT, 2020

Consideration of the following bill:

Bill Pr26, An Act to revive 2585303 Ontario Inc.

The Chair (Mr. Deepak Anand): I would like to start with Bill Pr26. I will ask MPP Vijay to confirm your name and introduce yourself, sir.

Mr. Vijay Thanigasalam: Good morning, Chair. I'm Vijay Thanigasalam, calling from Scarborough, Ontario.

The Chair (Mr. Deepak Anand): Now I would like to ask Mr. Pradeepraj Mani and Ali Maqbool, solicitor, to introduce themselves.

Mr. Ali Maqbool: Good morning, Chair. My name is Ali Maqbool, counsel to Pradeepraj Mani.

The Chair (Mr. Deepak Anand): And I do see MPP Peggy is on the call as well. Good morning.

Ms. Peggy Sattler: Good morning.

The Chair (Mr. Deepak Anand): At this time, I would like to ask MPP Vijay if you have any comments, sir.

Mr. Vijay Thanigasalam: I would like to introduce Pradeepraj Mani. He would like to revive 2585303 Ontario Inc.

The Chair (Mr. Deepak Anand): At this time, I would like to ask solicitor Mr. Maqbool for your comments, sir.

Mr. Ali Maqbool: Chair and members of the committee, Pradeepraj Mani has applied for special legislation to revive his corporation, 2585303 Ontario Inc. The applicant represents that he was the sole shareholder of the corporation when it was dissolved. The corporation was dissolved under the Business Corporations Act on June 5, 2018, for failure to comply with section 115 of the act.

The applicant further represented the business has carried on in the name of the corporation despite the dissolution, and it is wholly submitted that it is appropriate to grant this application.

The Chair (Mr. Deepak Anand): If there are any other interested parties in attendance? I see MPP Martin.

Mrs. Gila Martow: Martow—yes. I'm not a party in attendance. I just wanted to comment. I always say it, so I'm sorry if I'm boring my colleagues, but I'd like all the lawyers and accountants and anybody who deals with private bills to try to remind all their clients, not just this client, of the repercussions of letting these corporations close before really doing a thorough check of the business dealings, assets, possible future lawsuits, anything at all.

I'm just wondering if you can explain to us why it was dissolved and why it needs to be reopened. We want to help you.

Mr. Ali Maqbool: Thank you for your question, MPP Martow. The reason it was dissolved was, inadvertently, through form 1, the sole director was removed. At the time, it was not realized by the sole director that he had been inadvertently removed. When he did receive correspondence from the ministry advising him that he should immediately provide clarification of his status, he was unfamiliar with the procedure, which subsequently led to the dissolution. I've had continuous communication with my client, advising him of next steps, also advising him of what he needs to do in his role as a director and the sole shareholder, which he is quite cognizant of at this stage.

Mrs. Gila Martow: No problem. Thank you very, very much. I think that it's a shock for people to find out how complicated these things can get, and then they start to understand why there are so many lawyers in the world. Thank you.

The Chair (Mr. Deepak Anand): Thank you so much. Now, over to—oh, I see MPP Smith.

Mr. Dave Smith: Does the corporation have any assets right now?

Mr. Ali Maqbool: Good morning, MPP Smith. No, it does not.

Mr. Dave Smith: So then why revive it? Why not just create a new company?

Mr. Ali Maqbool: Good question—the reason being, currently, the corporation has three employees on its payroll, which it's continuously paying. As a result, we did explore the option of opening up a new corporation, but it wouldn't be viable. This corporation has been existent since 2017, and it continues to operate and file its taxes, so

it would be prudent that we continue keeping this particular corporation alive.

Mr. Dave Smith: Okay. Thank you.

The Chair (Mr. Deepak Anand): Thank you, MPP Smith, and thank you, Mr. Maqbool. Does anyone want to ask any questions from the opposition side? Yes, I see MPP West.

Mr. Jamie West: The only question I have is—on the form that we have, it says that the certificate of finance has been obtained and forwarded to you by the office of the legislative counsel, and that your office has confirmed receipt of such a certificate. I just want to confirm there are no issues with the certificate. Sometimes on the form it will clarify, so I just want to make sure of that.

Previous to that, it says, “a statement that the companies and personal property security branch of the Ministry of Government and Consumer Services and the corporations tax branch of the Ministry of Finance have been consulted, including an indication as to whether either ministry objects to the bill.” I’m assuming that they don’t, but I just want to confirm that that’s what was forwarded.

Mr. Ali Maqbool: Thank you, MPP West. That’s correct: They have not objected.

Mr. Jamie West: Okay. Thank you.

The Chair (Mr. Deepak Anand): Thank you so much. Any other comments? No? Okay.

At this time, I will ask: Are the members ready to vote? All those in favour, please raise your hand. Thank you so much. We did that for section 1, so shall section 1 carry? Carried.

Shall section 2 carry? All in favour? Anyone against? Seeing none, carried.

Shall section 3 carry? Okay. Thank you so much. All those opposed? Seeing none, section 3 is carried.

Shall the preamble be carried? All those in favour? All those opposed? Seeing none, carried.

Shall the title be carried? All those in favour? All those opposed? Seeing none, the title is carried.

Shall the bill be carried? All those in favour? All those opposed? Seeing none, I will declare the bill carried.

Shall I report the bill to the House? All those in favour? All those opposed? Seeing none, I will report the bill to the House. Thank you so much.

Thank you, MPP Vijay, and thank you, Mr. Maqbool. I appreciate it.

GROUP SEVEN CONSTRUCTION LIMITED ACT, 2020

Consideration of the following bill:

Bill Pr27, An Act to revive Group Seven Construction Limited.

The Chair (Mr. Deepak Anand): The next one is Bill Pr27, An Act to revive Group Seven Construction Ltd.

We have our sponsor, MPP Gates, here. MPP Gates, your comments, please.

Mr. Wayne Gates: Good morning, Mr. Chair. I’d like to introduce An Act to revive Group Seven Construction

Limited. I have no further comments. Thank you very much.

The Chair (Mr. Deepak Anand): Thank you so much. We do have solicitor Richard Halinda. Sir, could you introduce yourself and your comments?

Mr. Richard Halinda: Yes. Good morning, Mr. Chair and committee. My name is Richard Halinda. I’m a practising solicitor in the town of Fort Erie, where it’s pouring rain right now.

0910

The Chair (Mr. Deepak Anand): Thank you so much. Any other comments on the bill?

Mr. Richard Halinda: Yes, just some background to it. In 1988, this company was incorporated by seven friends and family members to purchase a piece of property, a woodlot, up in the Minden area, which they’ve used continuously since. In the 1990s, the province of Ontario requested that the corporation was to file a special notice, which updated the information with respect to directors and officers. That notice was not filed by this corporation.

I was not the solicitor at that time—I’ve only been the solicitor recently—but my understanding is that there was a change in the director’s address. They did not provide that information to the ministry, so when the notice went out, it went to an old address and basically the mail went into the abyss.

The company has never had any income; it’s only been a holding company for this piece of property. The company has paid and continues to pay its property taxes each and every year. The company has filed all its income tax returns, and I understand the Ministry of Finance has looked at those and has, I think, consented to this application.

We would have gone with the normal administrative process through the Business Corporations Act, except that this revocation took place more than 20 years ago and just came to light recently, and that’s why we’re bringing the application through the private member’s bill process. Subject to that, I’m here to answer any questions that anybody might have.

The Chair (Mr. Deepak Anand): Thank you so much. Are there any other interested parties in attendance? No? Okay.

Seeing none, I’d like to ask the government members for any comments.

Seeing none, I’d like to ask the opposition: Any comments? MPP West.

Mr. Jamie West: I believe the solicitor answered this already: So they basically were dissolved in 1993 and just found out a year or two ago? They were operating business as usual?

Mr. Richard Halinda: Correct.

Mr. Jamie West: Okay. Thank you, Chair.

The Chair (Mr. Deepak Anand): Any other members would like to ask—I’m seeing none.

At this time, shall section 1 be carried? All those in favour? All those against? Seeing none, I declare section 1 carried.

Shall section 2 be carried? All those in favour? All those opposed? Seeing none, I declare section 2 carried.

Shall section 3 be carried? All those in favour? All those opposed? Seeing none, I declare section 3 carried.

Shall the preamble be carried? All those in favour? All those opposed? Seeing none, I declare the preamble carried.

Shall the title be carried? All those in favour? All those opposed? Seeing none, I declare the title carried.

Shall the bill be carried? All those in favour? All those opposed? Seeing none, I declare the bill carried.

At this time, I will ask: Shall I report the bill to the House? All those in favour? Please raise your hand. Thank you. And all those opposed? Seeing none, I will report the bill to the House. Thank you so much.

Thank you, MPP Gates, and thank you to Solicitor Halinda. I appreciate it.

HURON UNIVERSITY COLLEGE ACT, 2020

Consideration of the following bill:

Bill Pr28, An Act respecting Huron University College.

The Chair (Mr. Deepak Anand): Now we have Bill Pr28, An Act respecting Huron University College. I do see that we have MPP Peggy Sattler here, and we do have the solicitor, Stuart Kinney, on the line. Thank you so much.

Ms. Peggy Sattler: Oh, are you ready for me to speak?

The Chair (Mr. Deepak Anand): Yes.

Ms. Peggy Sattler: Okay. Thank you very much, Chair. I am delighted to introduce Bill Pr28, An Act respecting Huron University College. Huron has a very long and respected history in London. It was actually the founding college of Western University. It has provided exceptional post-secondary opportunities for students for generations, students who come from across the globe to study in London.

This bill is the result of a comprehensive process of consultation, and I know that the solicitor will have more to say about that, but certainly modernizing Huron's governance structure and aligning its administration with other post-secondary institutions is important to enable Huron to better serve students and the community and to continue its long tradition of academic excellence. I'm very supportive of this bill and appreciate the time this morning.

The Chair (Mr. Deepak Anand): Thank you so much. I'd like to ask solicitor Stuart Kinney to introduce yourself, sir, and your comments.

Mr. Stuart Kinney: Good morning. My name is Stuart Kinney, and I'm here as counsel for the applicant, Huron University College. I want to say that we appreciate the committee's attention to our request for changes to the governing legislation and for the chance to speak this morning to Bill Pr28, An Act respecting Huron University College.

As MPP Sattler has already referred to, Huron is a post-secondary degree-granting institution originally founded in 1863 under the auspices of an Anglican bishop as a

theological college conferring degrees in divinity. Since 1878, when it founded the University of Western Ontario, Huron has been affiliated with Western and, today, it resides on a campus in London, adjacent to the campus of Western, as well as those of Brescia and King's, which are two other Western affiliates.

The affiliation continues to be vital to the mission of Huron, and it has permitted it to supplement its original role as a theological college and to become one of Ontario's leading undergraduate liberal arts institutions. It has a current enrolment of about 1,300 students, predominantly in its faculty of arts and social sciences, in which degrees are conferred through that affiliation with Western.

In the last four years, under the leadership of Dr. Barry Craig, who is the college's 17th principal, Huron has undertaken a process of renewal and revitalization in several key areas and all those are designed to allow the institution to meet the challenges of the contemporary post-secondary situation. The changes centred on facility renewal, on the college's philanthropic mission, and on accessible education positioning students for professional success and developing their character to create leaders with heart.

The renewal has also focused, as MPP Sattler noted, on important governance changes. Under the existing Huron act of 2000, as was the case throughout its long history, Huron has had a governance structure which provided, first, for a single body, called the academic council, to oversee academic affairs. On the administrative side, the governing legislation provides for two separate deliberative bodies: one composing the members of the corporation and one denoted as the executive board.

This governance structure was reflective of the college's origins under the sponsorship of the Anglican Church and represented a method through the membership board by which the church effected an appropriate degree of control over the destiny of the institution.

Today, theology constitutes the minority faculty at Huron, and the needs of the institution are changing to meet the demands of the PSE sector and, therefore, Huron has recognized that this bipartite structure on its administrative side is no longer tenable. It's inconsistent with prevailing practices in the Canadian university landscape and it is unnecessarily cumbersome.

Therefore, Bill Pr28, the proposed Huron act of 2020, is now before the Legislature based on the applicant's wish to have its governance structure modernized and brought into greater conformity with those of similarly situated post-secondary institutions in Canada.

The principal substantive change is to create a single, self-appointing board of governors overseeing the non-academic aspects of the university. In addition to exercising functions as the directors, these same individuals will also function as the members of the corporation due to the fact that it does not have share capital. This change is the principal reason for the bill before you, but the bill also addresses a few other issues: The corporate name is simplified to match, what I'd call, the typical trade name of the university; provision is made for a chancellorship,

which is a key position in the philanthropic mission of Huron and most universities; the object of the college with respect to fundraising is clarified; and a minor change to have the chief executive officer identified as “president” rather than “principal.”

0920

I want to stress that entirely unchanged by the bill are the degree-granting provisions, the provisions with respect to Huron’s affiliation with Western, the makeup and role of its academic council, and the nature of its academic programming. The bill does not affect any of those matters.

I would note specifically that the amendments contained within the bill have the unqualified support of both deliberative bodies that are provided for by the Huron University College Act, 2000, and also of the office of the Anglican bishop as Huron’s founder.

Huron has worked closely with legislative counsel to ensure the bill meets the standards for private acts of the Legislature. In addition, we received comments on the draft bill from the Office of the Public Guardian and Trustee, from the Ministry of Government and Consumer Services and from the Ministry of Training, Colleges and Universities. A few of these comments led to amendments to the draft bill, but most of the issues raised were resolved through discussion and required no changes.

In some instances, Huron’s preference was to address issues within the corporation’s bylaws, especially with respect to matters such as conflicts of interest, election and term of members of the board of governors, and the setting of quorum and procedural matters of that sort. By keeping these matters within the bylaws, future changes can be addressed as required, without the necessity of requesting an amendment of a private act of the Legislature.

I would note for the record that the applicant has not received any notice of objection to the proposed private act, nor have they been provided with any notice concerning any amendments that should be proposed.

On behalf of Huron University College, I want to thank the members of the committee for their time and consideration this morning, especially in the unusual operating circumstances required by the pandemic. Huron is likewise grateful to London-area MPP Peggy Sattler for her sponsorship of the bill, for her supportive comments this morning and for her supportive relationship with the college. We’re appreciative of the assistance of legislative counsel and the various counsel to the government departments who provided feedback on the draft act. On a personal note, I would wish to express my gratitude to all those individuals, as well as the committee staff, for their helpful and courteous assistance throughout this process.

I thank you for your time this morning. I’d be pleased to answer any questions you might have.

The Chair (Mr. Deepak Anand): Thank you, Solicitor Kinney. At this time, I would like to ask if there are any comments, questions or amendments—

Interjection.

The Chair (Mr. Deepak Anand): Give me one minute, MPP Bouma. I have to ask another question.

Are there any other interested parties in attendance who want to comment before we go to the members? Seeing

none, at this time I’d like to ask if there are any comments, questions or amendments to any section of the bill. MPP Bouma?

Mr. Will Bouma: I did have a bunch of questions about this legislation, and yet you’ve answered them all, Mr. Kinney, during your testimony, so I very much appreciate your preparedness for this. Congratulations, and I look forward to offering my support to this.

Mr. Stuart Kinney: Thank you.

The Chair (Mr. Deepak Anand): Are there any other members from the government side who would like to ask a question or comment? Seeing none, anyone from the opposition side want to ask or comment? MPP West.

Mr. Jamie West: Similar to MPP Bouma, my questions were answered in the deputation prior to this, Mr. Kinney.

The only comment I have—and you’ve probably thought of this already because I’m talking to people from post-secondary school. But I was on a board once—I’m looking now at section 2, subsection (3), which just talks about having the board appoint people or elect people within 12 months. I was on a board once where we were newly formed and we had three-year terms, and at the end of the three-year term, we found that all of us were being replaced and there was no historical knowledge. Learn through our mistakes that you might want a cycle system that has some institutional knowledge staying on the board as new people cycle in. I’m sure the institution has already thought of this, but I thought it was worth sharing as well.

The Chair (Mr. Deepak Anand): Seeing no one else from the opposition and nothing from MPP Fraser, as you know, Bill Pr28 comprises 14 sections. At this time, I’ll ask if it’s the will of the committee that I can bundle them together. Shall sections 1 through 14, inclusive, be bundled? All those in favour? Anyone opposed? Seeing none, okay, great.

Shall sections 1 through 14 be carried? All those in favour? All those opposed? Seeing none, I declare sections 1 through 14 carried.

Shall the preamble be carried? All those in favour, please raise your hand. All those opposed? Seeing none, I declare the preamble carried.

Shall the title be carried? All those in favour, please raise your hand. All those opposed? Seeing none, I declare the title carried.

At this time, shall the bill be carried? All those in favour, please raise your hand. Those opposed? Seeing none, I declare the bill carried.

Shall I report the bill to the House? All those in favour, please raise your hand. All those against? Seeing none, I will report the bill to the House.

Congratulations, Mr. Kinney, and congratulations, MPP Sattler.

At this point, I understand, Mr. West, that you have a point of order.

Mr. Jamie West: Yes, thank you, Chair. I don’t know the procedure to bring this up. It was a recommendation that I wanted to make. Previously, when we had our subcommittee meetings, they were scheduled first thing in

the morning, and I know it interferes with members' ability to bring their kids to school or daycare. I'm just suggesting that whenever possible—not for these meetings while we're sitting, but in those constituency weeks—that we try to schedule meetings later in the day. That will allow more members to attend the meetings.

The Chair (Mr. Deepak Anand): Absolutely; no problem, MPP West. We will definitely consider that.

There is no further business for this committee. This committee now stands adjourned.

The committee adjourned at 0928.

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