

BY-LAW 1

A by-law relating generally to the transaction of the business and affairs of:

BURLINGTON HYDRO INC.

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ARTICLE ONE – INTERPETATION

1.1 DEFINITIONS

In this by-law and all other by-laws, unless the context otherwise requires:

- (a) “Act” means the *Business Corporations Act* (Ontario) or any successor statute, as amended from time to time, and the regulations thereunder;
- (b) “appoint” includes “elect” and vice –versa;
- (c) “articles” means the original or restated articles of incorporation, articles of amalgamation, articles of continuance, articles of reorganization or other instrument of incorporation of the Corporation, as from time to time amended;
- (d) “board” means the board of directors of the Corporation
- (e) “by-laws: means all by-laws of the Corporation from time to time in effect;
- (f) “Corporation” means Burlington Hydro Inc.;
- (g) “directors” means directors of Corporation;
- (h) “holiday” means Sunday and any other day that is a holiday as defined in the *Interpretation Act* (Ontario) or any successor statute, as amended from time to time;
- (i) “person” includes an individual, body corporate, sole proprietorship, partnership, syndicate, an unincorporated association or organization, joint venture, trust, employee benefit plan, government or any agency or political subdivision thereof, and a natural person acting as trustee, executor, administrator or other legal representative;
- (j) “recorded address” means, with respect to a single shareholder, his or her latest address as recorded in the securities register of the Corporation; with respect to joint shareholders, the first address appearing in the securities register in respect of their joint holding; and with respect to any other person, but subject to the Act, his or her latest address as recorded in the records of the Corporation or otherwise known to the secretary;
- (k) “signing officer” means, in relation to any contract or document, any one of the persons authorized to sign the same on behalf of the Corporation by this by-law or by a resolution passed; and pursuant to it, and

1.2 FURTHER INTERPRETATION

- (a) Subject to the foregoing, words or expressions that are defined in the Act have the same meaning when used in the by-laws, unless otherwise defined herein
- (b) Words importing the singular include the plural and vice-versa, words importing any gender include the masculine, feminine and neuter genders, and headings are for convenience of reference only and shall not affect the interpretation of the by-laws.

ARTICLE TWO - BUSINESS OF THE CORPORATION

2.1 REGISTERED OFFICE

The registered office of the Corporation shall be located at such address within the requisite municipality or geographic township as the board may determine from time to time.

2.2 SEAL

The Corporation may have a seal in such form as the board may determine from time to time.

2.3 FINANCIAL YEAR

The financial year of the Corporation shall end on such day of the year as the board may determine from time to time.

2.4 EXECUTION OF INSTRUMENTS

Contracts or documents requiring execution by the Corporation may be signed by any two officers. All contracts or documents so signed shall be binding upon the Corporation without further authorization or formality. However, the board may direct from time to time the manner in which and the person by whom any particular contract or document or class of contracts or documents may or shall be signed. Any officer of the Corporation may affix the seal, if any, of the Corporation to any contract or document, and may certify a copy of any resolution or of any by-law or contract or document of the Corporation to be a true copy thereof. Subject to the provisions of this by-law relative to share certificates and to the Act, and if authorized by the board, the corporate seal, if any, of the Corporation and the signature of any signing officer may be mechanically or electronically reproduced upon any contracts or documents of the Corporation. Any such facsimile signature shall bind the Corporation notwithstanding that any signing officer whose signature is so reproduced may have ceased to hold office at the date of delivery or issue of such contracts or documents. The term "contracts or documents" shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property (real or personal, immovable or movable, legal or equitable), agreements, releases, receipts and discharges for the payment of money, share certificates and other securities, warrants and all instruments in writing.

2.5 EXECUTION IN COUNTERPART

Any articles, notice, resolution, requisition, statement or other document required or permitted to be executed by more than one person may be executed in several documents of like form, each of which is executed by one or more of such persons, and such documents, when duly executed by all persons required or permitted, as the case may be, to do so, shall be deemed to constitute one document and to bear date as of the date of execution thereof by the last such person.

2.6 EXERCISE OF CORPORATION'S VOTING RIGHTS

Except as otherwise directed by the board, the person authorized to sign contracts or documents on behalf of the Corporation may execute and deliver instruments of proxy and may arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation and such instruments, certificates or other evidence shall be in favour of such person as may be

determined by the signing officers. However, the board may direct from time to time the manner in which and the person by whom any particular voting rights may or shall be exercised.

2.7 BANKING AGREEMENTS

The banking business of the Corporation shall be transacted with such banks, trust companies or other persons as the board may designate from time to time and all such banking business shall be transacted on behalf of the Corporation by such persons and to such extent as the board may determine from time to time.

ARTICLE THREE - BORROWING AND SECURITIES

3.1 BORROWING POWER

Without limiting the borrowing powers of the Corporation as set forth in the Act, the board may from time to time on behalf of the Corporation, without authorization of the shareholder:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Corporation, whether secured or unsecured;
- (c) to the extent permitted by the Act, give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

3.2 DELEGATION

The board may from time to time delegate to a committee of the board, a director or an officer of the Corporation or any other person as may be designated by the board all or any of the powers conferred on the board by section 3.1 or by the Act to such extent and in such manner as the board may determine at the time of each such delegation.

ARTICLE FOUR – DIRECTORS

4.1 POWERS OF THE BOARD OF DIRECTORS

The board of directors shall manage or supervise the management of the business and affairs of the Corporation.

4.2 NUMBER OF QUORUM OF DIRECTORS

The number of directors, including the number to be elected at the annual meeting, shall be seven (7). The number of directors from time to time required to constitute a quorum for the transaction of business at a meeting if the board shall be majority.

4.3 QUALIFICATIONS

No person shall be a director if the person is not an individual or is less than 18 years of age or is bankrupt or is found by a court to be of unsound mind. Except as permitted by the Act a majority of the directors shall be resident Canadians but when the required number of directors is two, only one of them need be a resident Canadian.

4.4 ELECTION AND TERM

- a) Five directors shall be independent directors elected to hold office for a maximum of three (3) consecutive two (2) year terms, unless otherwise permitted to service additional terms by special resolution of the shareholders. An independent director shall be further eligible to serve an additional two (2) year term if, during the director's appoint, the director serves as Chair or Vice-Chair. The incumbent directors continue in office until their respective successors are duly elected, unless their respective offices are earlier vacated. A director ceases to hold office when he or she dies, resigns, is removed or ceases to be qualified to be a director or when his or her successor is duly elected.
- b) Ex Officio Directors: The Mayor and City Manager of the City of Burlington shall be ex officio directors of the board, with full voting and participation rights

4.5 RESIGNATION

An independent director may resign his or her office by delivering or sending his or her resignation in writing to the Corporation and such resignation shall be effective when it is received by the Corporation or at such time as may be specified in the resignation, whichever is later.

4.6 REMOVAL

Subject to the Act, the shareholders entitled to elect a director may, by resolution at a meeting of shareholders, remove any director from the office and may at the same meeting fill the vacancy created by such removal, failing which the vacancy may be filled by the remaining directors if a quorum of the board remains in office.

4.7 VACANCIES

Notwithstanding vacancies but subject to the Act, the remaining directors may exercise all the powers of the board as long as a quorum of the board remains in office. Subject to the articles, any vacancy in the board among directors whose election is not the exclusive right of the holders of any class or series of shares may be filled for the remainder of the unexpired term by:

- (a) the shareholders at a special meeting called for the purpose; or

- (b) the remaining directors (notwithstanding that a majority of those acting are not resident Canadians), unless: (i) there is no quorum; (ii) the vacancy results from a failure to elect the number of directors required to be elected at any meeting of shareholders; (iii) the vacancy results from an increase in the number or maximum number of directors fixed by the articles; or (iv) the directors have been empowered by special resolution of the shareholders to determine the number of directors within the range provided for in the articles and the number of directors in office after the filling of the vacancy would be greater than one and one-third times the number of directors required to be elected at the last preceding annual meeting of shareholder; in any of which events the directors then in office shall forthwith call a special meeting of shareholders to fill the vacancy, and if they fail to call the meeting or if there are no directors then in office, the meeting may be called by any shareholder.

4.8 CALLING MEETINGS

Meetings of the board shall be held from time to time at such places within or outside Ontario (or by such communications facilities as are permitted by law) on such days and at such times as the Chair or any two directors may determine, and the secretary shall give notice of any such meeting when directed by the person calling it as aforesaid. In any financial year of the Corporation a majority of the meetings of the board may be held within or outside Canada.

4.9 NOTICE

Notice of the time and of the place or manner of participation for every meeting of the board shall be sent to each director not less than 48 hours (excluding Saturdays and holidays) otherwise, before the time of the meeting. A meeting of the board may resume without further notice following an adjournment if the time and place for resuming the meeting are announced at the meeting prior to the adjournment. Reference is made to Article Eleven.

4.10 FIRST MEETING OF NEW BOARD

Each newly constituted board may hold its first meeting without notice for routine organizational purposes on the same day as the meeting of shareholders at which such board is elected.

4.11 REGULAR MEETING

The board may appoint a day or days in any months for regular meetings of the board to be held at a place or by communications facilities and at an hour to be named. A copy of any resolution of the board fixing the time and place or manner of participations for such regular meetings shall be sent to each director forthwith after being passed and to each director elected or appointed thereafter, but no other notice shall be required for any such regular meeting.

4.12 CANADIAN MAJORITY

No business other than the filling of vacancy on the board shall be transacted at a meeting of the board unless a majority of the directors present are resident Canadians, except as permitted by the Act or where a resident Canadian director who is unable to be present approves in writing or by telephone or other communication facilities the business transacted at the meeting and a majority of resident Canadian directors would have been present had that director been present at the meeting.

4.13 MEETINGS BY TELEPHONE

If all directors present at or participating in the meeting consent (which consent may be given at any time), a meeting of the board may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and each director participating in such a meeting by such means shall be deemed to be present at the meeting.

4.14 CHAIR

The Chair or, in his or her absence, the Vice-Chair shall be chair of any meeting of the board. Should neither the Chair nor the Vice-Chair be present at a meeting, the directors at any such meeting shall, subject to quorum, designate a director to chair such meeting.

4.15 VOTING

At all meetings of the board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the chair of the meeting shall not be entitled to a casting vote.

4.16 SIGNED RESOLUTIONS

When there is a quorum of directors in office, a resolution in writing signed by all the directors entitled to vote thereon at a meeting of the board or any committee thereof is as valid as if passed at such meeting. Any such resolution may be signed in counterparts and if signed as of any date shall be deemed to have been passed on such date.

4.17 REMUNERATION

Directors may be paid such remuneration for acting as directors and such sums in respect of their out of pocket expenses incurred in performing their duties as the shareholders may determine from time to time. Any remuneration or expenses so payable shall be in addition to any other amount payable to any director acting in another capacity.

ARTICLE FIVE - COMMITTEES OF THE BOARD

5.1 STANDING COMMITTEES

The following standing committees, being committees whose duties are continuous, shall be appointed by the board annually:

- a) Governance and Risk Committee
- b) Audit and Finance Committee
- c) Human Resources and Compensation Committee

5.2 AD HOC COMMITTEES

The Board may, by resolution, establish ad hoc committees from time to time, which committees shall be constituted for specific purpose and have appointed specific duties, whose mandate shall expire with the completion of the tasks assigned.

5.3 MEMBERS

Committee members shall be appointed by the board from amongst its numbers.

5.4 AUTHORITY

Each committee may exercise only those powers lawfully delegated to it by the board under the Act, subject to the further understanding that the board's standing committees and ad hoc committees are advisory committees and, notwithstanding any purported delegation of duties or power, shall have nothing more than advisory powers.

5.5 FUNCTIONS, DUTIES, RESPONSIBILITIES AND POWERS OF COMMITTEES

The functions, duties, responsibilities and powers of committees shall be provided in the resolution of the Board by which such committee is established or in terms of reference adopted by the Board.

5.6 COMMITTEE MEMBERS, CHAIR

Unless otherwise provided by by-law or by board resolution, the board shall appoint the members of the committee, the chair of the committee (who shall be appointed from amongst the independent directors) and, if desirable, the vice-chair thereof (who shall be appointed from amongst the independent directors).

5.7 PROCEDURE

The members of each committee shall hold office while directors during the pleasure of the board or until their successors shall have been appointed. The board may fill any vacancy in a committee from among the directors. Unless otherwise determined by the board, each committee may fix its quorum, elect its chair and adopt rules to regulate its procedure. Subject to the foregoing, the procedure of each committee shall be governed by the provisions of this by-law which govern proceedings of the board so far as the same can apply except that a meeting of a committee may be called by any member thereof (or by any member or the auditor, in the case of an audit committee), notice of any such meeting shall be given to each member of the committee (or each member and the auditor, in the case of an audit committee) and the meeting shall be chaired by the chair of the committee or, in his or her absence, some other member of the committee. Each committee shall keep records of its proceedings and transactions and shall report all such proceedings and transactions to the board in a timely manner.

ARTICLE SIX – OFFICERS

6.1 APPOINTMENT OF OFFICERS

From time to time the board may appoint a chair of the board from amongst the independent directors, a vice-chair who shall be appointed from amongst the independent directors, a president, one or more vice-presidents (to which title may be added words indicating seniority or function) a secretary, and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. One person may hold more than one office. Except for the Chair and Vice-Chair of the board, the officers so appointed need not be directors.

6.2 APPOINTMENT OF NON-OFFICERS

The board may also appoint other persons to serve the Corporation in such other positions and with such titles, powers and duties as the board may determine from time to time.

6.3 TERMS OF EMPLOYMENT

The board may settle from time to time the terms of employment of the officers and other persons appointed by it and may remove at its pleasure any such person without prejudice to his or her rights, if any, to compensation under any employment contract. Otherwise each such person shall hold his or her office or position until he or she resigns or ceases to be qualified for his or her office or position or until his or her successor is appointed.

6.4 POWERS AND DUTIES OF OFFICERS

The board may from time to time specify the duties of each officer, delegate to him or her powers to manage any business or affairs of the Corporation (including the power to sub-delegate) and change such duties and powers, all insofar as prohibited by the Act. To the extent not otherwise so specified or delegated, and subject to the Act, the duties and powers of the officers of the Corporation shall be as follows:

- (a) Chair: The Chair shall, when present, preside at all meetings of the board and the shareholders.
- (b) Vice-Chair: During the absence or inability of the Chair to act, the Chair's duties and powers may be exercised by the Vice-Chair.
- (c) President: The president shall be the chief executive officer of the Corporation and shall have, subject to the authority of the board, general supervision and control of the business and affairs of the Corporation. He or she shall report to the board in a timely manner on the exercise of his or her powers. The president shall have, subject to the authority of the board, general management and direction of the operations of the Corporation.
- (d) Vice-President: Each vice-president shall exercise such powers and discharge such duties as the chief executive officer may prescribe from time to time. During the absence or disability of the president, his or her powers may be exercised and his or her duties may be discharged by the vice-president, or if there are more than one, by a vice-president in order of seniority (as determined by the board).
- (e) Secretary: The secretary, or his or her delegate, shall attend and act as secretary of all meetings of the board, its committees and shareholders. He or she shall send or cause to be sent all notices and documents the Corporation is required to send to shareholders, directors, the auditor, and governmental or regulatory officers, bodies or agencies. He or she shall prepare or cause to be prepared all lists of shareholders and all registers and records (other than accounting records) required under the Act and shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation except to the extent that some other person has been appointed for that purpose, and of the stamp used for affixing the corporate seal, if any, of the Corporation. He or she shall also exercise such other powers and discharge such other duties as the board may prescribe from time to time.
- (f) Other Officers: The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the board may prescribe from time to time. Any of the powers and duties

of an officer to whom an assistant has been appointed may be exercised and discharged by such assistant, unless the board otherwise directs.

6.5 AGENTS AND ATTORNEYS

The board or any officer designated by it may from time to time appoint agents or attorneys for the Corporation in or out of Canada with such lawful powers (including the power to sub delegate) as may be thought fit.

ARTICLE SEVEN - CONDUCT OF DIRECTORS AND OFFICERS & INDEMNITY

7.1 STANDARD OF CARE

Every director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

7.2 DISCLOSURE OF INTEREST

A director or officer who now or in future is a party to, or is a director or officer of or has a material interest in another person who is a party to, any existing or proposed material contract or transaction with the Corporation shall in accordance with the Act disclose in writing to the Corporation or request to have entered in the minutes of meetings of the board the nature and extent of his or her interest. Except as permitted by the Act a director so interested shall not vote on any resolution to approve such contract or transaction. A general notice to the board by a director or officer that he or she is a director or officer of or has a material interest in a person and is to be regarded as interested in any contract made or transaction entered into with that person is a sufficient disclosure of interest in relation to any contract or transaction so made or entered into.

7.3 INDEMNITY

Every person who at any time is or had been a director or officer of the Corporation or who at any time acts or had acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and the heirs and legal representatives of every such person, shall at all times be indemnified by the Corporation in every circumstance where the Act so permits or requires. In addition and without prejudice to the foregoing and subject to the limitations in the Act regarding indemnities in respect of derivative actions, every person who at any time is or has been a director or officer of the Corporation or properly incurs or has properly incurred any liability on behalf of the Corporation or who at any time acts or has acted at Corporation's request (in respect of the Corporation or any other person), and his or her heirs and legal representatives, shall at all times be indemnified by the Corporation against all costs, charges and expenses, including an amount paid to settle an action or satisfy a fine or judgment, reasonably incurred by him or her in respect of or in connection with any civil, criminal or administrative action, proceeding or investigation (apprehended, threatened, pending, under way or completed) to which he or she is or may be made a party, or in which he or she is or may become otherwise involved, by reason of being or having been such a director or officer or by reason of so incurring or having so incurred such liability or by reason of so acting or having so acted (or by reason of anything alleged to have been done, omitted or acquiesced in by him or her in any such capacity or otherwise in respect of any of the foregoing), and all appeals therefrom, if:

- (a) He acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing his or her conduct was lawful.

Nothing in this section shall affect any other right to indemnity to which any person may be or become entitled by contract or otherwise, and no settlement or plea of guilty in any action or proceeding shall alone constitute evidence that a person did not meet a condition set out in clause (a) or (b) of this section or any corresponding condition to the Act. From time to time the board may determine that this section shall also apply to the employees of the corporation who are not directors or officers of the Corporation or to any particular one or more or class of such employees, either generally or in respect of a particular occurrence or class of occurrences and either prospectively or retroactively. From time to time thereafter the board may also revoke, limit or vary such application of this section.

7.4 LIMITATION OF LIABILITY

So long as he or she acts honestly and in good faith with a view of the best interests of the Corporation, no person referred to in section 7.3 (including, to the extent it is then applicable to them, any employees referred to therein) shall be liable for any damage, loss, cost or liability sustained or incurred by the Corporation, except where so required by the Act.

7.5 INSURANCE

Subject to the act, the Corporation may purchase liability insurance for the benefit of any person referred to in section 7.3.

ARTICLE EIGHT – SHARES

8.1 DEALINGS WITH REGISTERED SHAREHOLDER

Subject to the Act, the Corporation may treat the registered owner of a share as the person exclusively entitled to vote, to receive notices, to receive any dividend or other payment in respect of the share and otherwise to exercise all the rights and powers of a holder of the share. The Corporation may, however, and where required by the Act shall treat as the registered shareholder any executor, administrator, heir, legal representative, guardian, committee trustee, curator, tutor, liquidator or trustee in bankruptcy who furnishes appropriate evidence to the Corporation establish his or her authority to exercise the rights relating to a share of the Corporation.

ARTICLE NINE - DIVIDENDS AND RIGHTS

9.1 DIVIDENDS

Subject to the Act and the articles the board may from time to time declare dividends payable to the shareholders according to their respective rights and interests in the Corporation. Dividends may be paid in money or property or by issuing fully paid shares of the Corporation or options or rights to acquire such shares. The board shall determine the value of any such property, shares, options or rights and such determination shall be conclusive evidence of the value thereof.

9.2 DIVIDEND CHEQUES

A dividend payable to any shareholder in money may be paid by cheque payable to the order of the shareholder and shall be mailed to the shareholder by prepaid mail addressed to him or her at his or her recorded address unless he or she directs otherwise. In the case of joint holders the cheque shall be made payable to the order of all of them, unless such joint holders direct otherwise in writing. The mailing of a cheque as aforesaid, unless it is not paid on due presentation, shall discharge the Corporation's liability for the dividend to the extent of the amount of the cheque plus the amount of any tax thereon which the Corporation has properly withheld. If any dividend cheque sent is not received by the payee, the Corporation shall issue to such person a replacement cheque for a like amount on such reasonable terms as to indemnity, reimbursement of expenses and evidence of non-receipt and of title as the board or any person designated by it may require.

9.3 RECORD DATE FOR DIVIDENDS AND RIGHTS

The board may fix in advance a date preceding by not more than 50 clear days the date for the payment of any dividend or the making of any distribution or for the issue of any warrant or other evidence of right to acquire securities of the Corporation, as a record date for the determination of the persons entitled to receive payment of such dividend or distribution or to receive such right. In every such case only the persons who are holders of record of the relevant shares at the close of business on the date so fixed shall be entitled to receive payment of such dividend or distribution or to receive such right. Notice of any such record date fixed by the board shall be given as and when required by the Act. Where no such record date is fixed by the board, the record date for the determination of the persons entitled to receive payment of such dividend or distribution or to receive such right shall be the close of business on the day on which the board passes the resolution relating thereto.

ARTICLE TEN - MEETINGS OF SHAREHOLDERS

10.01 SIGNED RESOLUTIONS

Subject to the Act, a resolution in writing signed by all the shareholders entitled to vote thereon at a meeting of shareholders is as valid as if passed at such a meeting and a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of shareholders and signed by all shareholders entitled to vote thereat satisfies all requirements relating to that meeting. Any such resolution may be signed in counterparts and if signed as of any date shall be deemed to have been passed on such date.

ARTICLE ELEVEN – NOTICES

11.1 METHOD OF GIVING NOTICES

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, the articles, the by-laws or otherwise to a shareholder, director, officer, auditor or member of a committee of the board shall be sufficiently given if: (i) delivered personally to the person to whom it is to be given; (ii) if delivered to his or her recorded address; (iii) if mailed to him or her at his or her recorded address by prepaid ordinary or air mail; (iii) if sent to him or her at his or her recorded address by any means of prepaid transmitted or recorded communication; or (iv) if delivered by email to his or her last known email address. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate

communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any shareholder, director, officer, auditor or member of a committee of the board in accordance with any information believed by him or her to be reliable

11.2 CHANGES IN RECORDED ADDRESS

The secretary may change the recorded address of any person in accordance with any information the secretary believes to be reliable.

11.3 COMPUTATION OF DAYS

In computing any period of days or clear days under the by-laws or the Act, the period shall be deemed to commence on the day following the event that begins the period and shall be deemed to end at midnight on the last day of the period except that if the last day of the period falls on a holiday, the period shall end at midnight of the day next following that is not a holiday.

11.4 OMISSIONS AND ERRORS

The accidental omission to give any notice to any person or the non-receipt of any notice by any person or any immaterial error in any notice shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

11.5 WAIVER OF NOTICE

Any person entitled to attend a meeting of shareholders or directors or a committee thereof may in any manner and at any time waive notice thereof, and attendance of any shareholder or his or her proxyholder or authorized representative or of any other person at any meeting is a waiver of notice thereof by such shareholder or other person except where the attendance is for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. In addition, where any notice or document is required to be given under the articles or by-laws or the Act, the notice may be waived or the time for sending the notice or document may be waived or abridged at any time with the consent in writing of the person entitled thereto. Any meeting may be held without notice or on shorter notice than that provided for in the by-laws if all persons not receiving the notice to which they are entitled waive notice of or accept short notice of the holding of such meeting.

[SIGNATURES FOLLOW]

ENACTED this 6th day of May, 2019.

PRESIDENT

SECRETARY

The foregoing by-law is hereby enacted by the directors of the Corporation as evidenced by the respective signatures hereto of all of the directors of the Corporation in accordance with the provisions of section 129(1) of the *Business Corporations Act* (Ontario).

DATED the 6th day of May, 2019.

JOHN MAHEU

DAVID KERR

SUSAN KILBURN

PATRICIA VOLKER

SHERRY SMITH

MARIANNE MEED WARD

In lieu of confirmation at a general meeting of the shareholder, the foregoing by-law is hereby confirmed by the shareholders of the Corporation entitled to vote at a meeting of shareholders in accordance with the provisions of section 104(1) of the *Business Corporations Act* (Ontario), this 6th day of May, 2019.

BURLINGTON ENTERPRISES CORPORATION

Per: _____
Gerry Smallegange, President