

BY-LAW 1

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

BURLINGTON ENTERPRISES CORPORATION

(the "Corporation")

ARTICLE ONE INTERPRETATION

1.01. 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 Enterprises Corporation;
- (g) "Council" means the City of Burlington Council;
- (h) "Director" means the Director appointed under the Act;
- (i) "directors" means directors of the Corporation;
- (j) "holiday" means any Saturday, Sunday or other day that is prescribed by legislation or regulation as a holiday in the Province of Ontario;
- (k) "meeting of Shareholder" includes an annual meeting of the Shareholder, a special meeting of the Shareholder and a meeting of the holders of any class or series of shares of the Corporation;
- (l) "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;

- (m) "Procedural By-law" means By-law No. 64-2016 of the City of Burlington and any by-law that may be substituted therefor, as from time to time amended;
- (n) "recorded address" means, with respect to the Shareholder, its latest address as recorded in the securities register of the Corporation and with respect to any other person, but subject to the Act, his latest address as recorded in the records of the Corporation or otherwise known to the secretary;
- (o) "Shareholder" means the City of Burlington, and its successors and assigns, but only if the Shareholder is the sole shareholder of the Corporation;
- (p) "Shareholder Direction" means the document entitled "Shareholder Direction Relating to Burlington Enterprises Corporation " executed by the City of Burlington, as from time to time amended;
- (q) "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 pursuant to it;
- (r) subject to the foregoing, words and expressions that are defined in the Act have the same meanings when used in the by-laws; and
- (s) 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.

1.02. Shareholder Direction and Articles Govern: If any conflict shall appear between the by-laws of the Corporation and the provisions of the Shareholder Direction, the provisions of the Shareholder Direction shall govern.

ARTICLE TWO BUSINESS OF THE CORPORATION

2.01. 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.

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

2.03. 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.

2.04. 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.

2.05. 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.

2.06. Exercise of Corporation's Voting Rights: Except as otherwise directed by the board, the persons 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.

2.07. Banking Arrangements: 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

3.01. Borrowing Power: Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to the articles and the Shareholder Direction, 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.

3.02. 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 3.01 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

4.01. Powers of the Board of Directors: Subject to the Shareholder Direction, the board of directors shall manage or supervise the management of the business and affairs of the Corporation.

4.02. Number and Quorum of Directors: The number of directors, including the number to be elected at the annual meeting, shall be five (5). 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.

4.03. 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.

4.04. Election and Term:

- (a) Two directors shall be independent directors elected to hold office for two (2) year terms. 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) The Mayor of the City of Burlington, the City Manager of the City of Burlington and the President of the Corporation shall be ex officio directors of the board, with full voting and participation rights

4.05. 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.

4.06. Removal: Subject to the Act, the Shareholder may, by written resolution or at a meeting of the Shareholder, remove any director from office and may 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

4.07. 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 Shareholder 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 the Shareholder; (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 Shareholder 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 have been elected at the last preceding annual meeting of the Shareholder; in any

of which events the directors then in office shall forthwith call a special meeting of the Shareholder 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.

4.08. 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 of the board, the president if a director, 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.

4.09. 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) if the meeting is held in Ontario, or 96 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 the Shareholder at which such board is elected.

4.11. Regular Meetings: 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 participation 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 a 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 the 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 of the board, or in his absence the president if a director, or in their absence a vice-president who is a director, shall be chair of any meeting of the board. If no such officer is present, the directors present shall choose one of their number to be chair of the 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 Shareholder 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

5.01. Committees of the Board: From time to time the board may appoint from among its number one or more other committees, a majority of each of which shall be resident Canadians except as permitted by the Act. Each committee may exercise those powers lawfully delegated to it by the board under the Act.

5.02. 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 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

6.01. 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, 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.

6.02. 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.

6.03. 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 rights, if any, to compensation under any employment contract. Otherwise each such person shall hold his office or position until he resigns or ceases to be qualified for his office or position or until his successor is appointed.

6.04. Powers and Duties of Officers: The board may from time to time specify the duties of each officer, delegate to him 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 not 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 of the Board: The chair of the board shall, when present, preside at all meetings of the board and the Shareholder.
- (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 shall report to the board in a timely manner on the exercise of his powers. The president shall also be the chief operating officer of the Corporation and shall have, subject to the authority of the board, general management and direction of the operations of the Corporation. During the absence or disability of the chair of the board, the president, if a director, shall exercise the powers and discharge the duties of that office.
- (d) Secretary: The secretary shall attend and act as secretary of all meetings of the board, its committees and the Shareholder. He shall send or cause to be sent all notices and documents the Corporation is required to send to the

Shareholder, directors, the auditor, the Director and governmental or regulatory bodies or agencies. He 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 shall also exercise such other powers and discharge such other duties as the chief executive officer may prescribe from time to time.

- (e) **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 chief executive officer 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 or the chief executive officer otherwise directs.

6.05. **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 AND INDEMNITY

7.01. **Standard of Care:** Every director and officer of the Corporation in exercising his powers and discharging his 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.

7.02. **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 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 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.

7.03. **Indemnity:** Every person who at any time is or has been a director or officer of the Corporation or who at any time acts or has 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 the Corporation's request (in respect of the Corporation or any other person), and his 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 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 is or may be made a party, or in which he 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 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 had reasonable grounds for believing his 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 in 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.

7.04. Limitation of Liability: So long as he acts honestly and in good faith with a view to the best interests of the Corporation, no person referred to in section 7.03 (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.

7.05. Insurance: Subject to the Act, the Corporation may purchase liability insurance for the benefit of any person referred to in section 7.03.

ARTICLE EIGHT SHARES

8.01. Commissions: From time to time the board may authorize the Corporation to pay a reasonable commission to any person in consideration of his purchasing or agreeing to purchase shares of the Corporation from the Corporation or from any other person, or in consideration of his procuring or agreeing to procure purchasers for such shares.

8.02. Share Certificates: The Shareholder is entitled at its option to a share certificate that complies with the Act and states the number, class and series designation, if any, of shares held by it as appears on the records of the Corporation, or a non-transferable written acknowledgement of its right to obtain such a share certificate. However, the Corporation is not bound to issue more than one share certificate or acknowledgement in respect of shares held jointly by several persons, and delivery of such certificate or acknowledgement to one of such persons is sufficient delivery to all of them. Share certificates and acknowledgements shall be in such forms as the board shall approve from time to time and, unless otherwise ordered by the board, shall be signed like a contract or document and need not be under corporate seal. However, certificates representing shares in respect of which a transfer agent has been appointed shall be signed manually by or on behalf of such transfer agent and other share certificates and acknowledgements shall be signed manually by at least one signing officer.

8.03. Replacement of Share Certificates: The board may prescribe either generally or in a particular case the conditions, in addition to those provided in the Act, upon which a new share certificate may be issued in place of any share certificate which is claimed to have been lost, destroyed or wrongfully taken, or which has become defaced.

8.04. Transfer Agent: From time to time the board may appoint or remove a trustee, transfer agent or other agent to keep the securities register and the register of transfers, one or more persons or agents to keep branch registers, and a registrar, trustee or agent to maintain a record of issued security certificates and warrants. Subject to the Act, one person may be appointed for purposes of the foregoing in respect of all securities and warrants of the Corporation or any class thereof.

8.05. Registration of Transfer: No transfer of shares need be recorded in the register of transfers except upon presentation of the certificate representing such shares endorsed by the appropriate person under the Act, together with reasonable assurance that the endorsement is genuine and effective, and upon compliance with such restrictions on transfer, if any, as are authorized by the articles and effective against the transferee, upon satisfaction of any debt for which the Corporation has a lien on the shares that is effective against the transferee, and upon compliance with all other conditions set out in the Act.

8.06. Lien for Indebtedness: The Corporation shall have a lien on the shares registered in the name of the Shareholder or its legal representative for any debt of the Shareholder to the Corporation. Subject to the Act, the Corporation may enforce such lien without notice or liability by (i) refusing to register a transfer of any such shares until the debt

is paid, (ii) setting off against the debt any dividends or other distributions payable on any such shares, (iii) redeeming any such shares, if redeemable, and applying the redemption price less costs of redemption to the debt, (iv) purchasing any such shares and applying the purchase price, less any taxes thereon and costs of purchase, to the debt, (v) selling any such shares as if the Corporation were the owner thereof, at any time and place and to any person and on any commercially reasonable terms, and applying to the debt the cash proceeds of the sale, less any taxes thereon and all reasonable expenses incurred in connection with the sale, or (vi) cancelling such shares in satisfaction of the debt, or by any other method permitted by law or by any combination of any of the foregoing.

8.07. 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 establishing his authority to exercise the rights relating to a share of the Corporation.

ARTICLE NINE DIVIDENDS AND RIGHTS

9.01. Dividends: Subject to the Act and the articles the board may from time to time declare dividends payable to the Shareholder. 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.

9.02. Dividend Cheques: A dividend payable to the 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 it at its recorded address unless it directs otherwise. 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.

9.03. 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. Council Rules to Govern: The rules of procedure for meetings of the Shareholder shall be governed by the Procedural By-law. If any conflict shall appear between the by-laws of the Corporation and the Procedural By-law, the provisions of the Procedural By-law shall govern. If any conflict shall appear between the Procedural By-law and the Act as it pertains to the affairs and the governance of the Corporation, the provisions of the Act shall govern.

10.02. Annual Meetings: The annual meeting of the Shareholder shall be held at such time in each year as the board may from time to time determine, provided, however, that the meeting shall be held during a regularly scheduled meeting of the Shareholder. The board, the chair of the board and the president shall have the power to request, by issuing a notice of meeting, an annual meeting of the Shareholder for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, appointing an auditor and transacting such other business as may properly be brought before the meeting.

10.03. Special Meetings: The board, the chair of the board or the president shall have power to request, by issuing a notice of meeting, a special meeting of the Shareholder at anytime.

10.04. Place of Meetings: Meetings of the Shareholder shall be held at the registered office of the Corporation or at such other place as the board may determine from time to time.

10.05. In Camera Meetings: If any business to be considered at a meeting of the Shareholder is confidential, the notice of meeting shall request that the meeting be held in camera.

10.06. Notice of Meetings: Notice of the time and place of each meeting of the Shareholder shall be given in the manner provided in section 11.01 not less than 10 nor more than 50 days before the date of the meeting to each director, to the auditor and to the Shareholder. Notice of a meeting of the Shareholder called for any purpose other than consideration of the financial statements and auditor's report, election of directors and reappointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the Shareholder to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting.

10.07. Persons Entitled to Attend: The only persons entitled to attend a meeting of the Shareholder shall be those entitled to attend pursuant to the Procedural By-law, the chair of the board, the president, the directors and auditor of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the articles or by-laws to attend the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

10.08. Proxyholders: The Shareholder may appoint a proxyholder, or one or more alternate proxyholders, to attend and act at the meetings of the Shareholder in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed on behalf of the Shareholder and shall conform with the requirements of the Act. The authority of a proxyholder shall be established by depositing with the Corporation a copy of the by-law or instrument duly authorized by the Shareholder from time to time naming such proxyholder, or in such other manner as may be satisfactory to the secretary of the Corporation.

10.09. Time for Deposit of Proxies: There shall be no restrictions on the time for deposit of proxies by the Shareholder.

10.10. Voting: Any approvals and decisions of the Shareholder are subject to a duly passed resolution of Council and shall be evidenced in writing by the Director of Finance of the City of Burlington, or as otherwise determined by the Shareholder.

10.11. Adjournment: If a meeting of the Shareholder is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of shareholders is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

10.12. Resolution in Writing: A resolution in writing signed by the Shareholder is as valid as if it had been passed at a meeting of the Shareholder unless a written statement with respect to the subject matter of the resolution is submitted by a director or the auditors in accordance with the Act.

ARTICLE ELEVEN NOTICES

11.01. 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 delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid ordinary or air mail or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication. 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 to be reliable.

11.02. Notice to the Shareholder: Notice to the Shareholder shall be given in accordance with the provisions of this by-law in care of the Clerk of the City of Burlington at the recorded address of the Shareholder.

11.03. 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.

11.04. 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.

11.05. Waiver of Notice: The Shareholder and any director, officer, auditor or member of a committee of the board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him under any provision of the Act, the regulations thereunder, the articles, the by-laws or otherwise and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of the board or of a committee of the board which may be given in any manner.

11.06. Shareholder Direction: Reference is made to the Shareholder Direction. If any conflict shall appear between the by-laws of the Corporation and the provisions of the Shareholder Direction, the provisions of the Shareholder Direction shall prevail and govern.

[SIGNATURES FOLLOW]

ENACTED this ____ day of _____, 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 ____ day of _____, 2019.

JOHN MAHEU

ARCHIE BENNETT

GERRY SMALLEGANGE

MARIANNE MEED WARD

TIM COMMISSO

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 ____ day of _____, 2019.

BURLINGTON ENTERPRISES CORPORATION

Per: _____
Gerry Smallegange, President