

February 7, 2007

BYLAW NO. 20

A bylaw relating generally to the transaction
of business and conduct of affairs of
**GREATER TORONTO SEWER AND WATERMAIN CONTRACTORS
ASSOCIATION**

BE IT ENACTED AND IT IS HEREBY ENACTED as a bylaw of
**GREATER TORONTO SEWER AND WATERMAIN CONTRACTORS
ASSOCIATION** (hereinafter called the “**Corporation**”), as follows:

SECTION ONE**INTERPRETATION**

1.01 Definitions: In this bylaw and all other bylaws and special resolutions of the Corporation, unless the context otherwise requires:

“**Act**” means the Corporations Act (Ontario) and any act that may be substituted therefore, as from time to time amended;

“**bylaws**” means any bylaws of the Corporation including this bylaw and all other bylaws and special bylaws from time to time in force and effect;

“**Corporation**” means the Corporation incorporated by Letters Patent under the Act and named Greater Toronto Sewer and Watermain Contractors Association;

“**Letters Patent**” means the letter patent incorporating the Corporation dated the 16th day of October 1957, and the Supplementary Letters Patent given the 6th day of June 1972, as from time to time supplemented;

“**non-business day**” means Saturday, Sunday and any other day that is a holiday as defined in The Interpretation Act (Ontario);

“**member**”, unless qualified, includes corporate and associate members of the Corporation;

“**recorded address**” means, in the case of a member, his address as recorded in the Register of members and, in the case of a director, officer, auditor or member of an advisory committee of the board, his address as recorded in the records of the Corporation;

Initial/Pres.

Initial/Sec.

“**signing officer**” means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by section 2.04 of this bylaws or by resolution passed pursuant thereto;

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and

Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

SECTION TWO

BUSINESS OF THE CORPORATION

2.01. Head Office. Until changed in accordance with the Act, the head office of the corporation shall be in Board Area 8 as that term is defined by the Ontario Labour Relations Board in the Province of Ontario and at such location therein as the board may from time to time determine by resolution.

2.02. Corporation Seal. Until changed by resolution of the board, the corporate seal of the Corporation shall be in the form impressed hereon.

2.03. Financial Year. Until changed by resolution of the board, the financial year of the Corporation shall end on the last day of December in each year.

2.04. Execution of Instruments. Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by two persons, one of whom holds the office of president, vice-president, executive director or director and the other of whom holds one of the said offices or the office of secretary, treasurer, assistant secretary or assistant treasurer or any other office created by bylaw or the board. In addition, the board may from time to time direct by resolution the manner in which and the person or persons by whom any particular instrument of class of instruments may or shall be signed. Any signing Officer may affix the corporate seal thereto.

2.05. Banking Arrangements. The banking business of the Corporation shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

2.06. Voting Rights in Other Bodies Corporate. The signing officers of the Corporation may execute and deliver instruments of proxy and 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. Such instruments, certificates or other evidence shall be in favour of such person or persons as may be determined by the officers signing or arranging for them. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular voting rights or class of voting rights may or shall be exercised.

SECTION THREE

DIRECTORS

3.01. Number of Directors. From and after the Ratifying meeting of the Corporation at which Bylaw 12 was enacted, the affairs of the Corporation shall be managed by a Board of Directors composed of twelve (12) elected Directors, plus the immediate Past President of the Corporation except where the immediate Past President continues to sit on the Board of Directors by virtue of an unexpired elected term to the Board of Directors.

From and after the Ratifying Meeting, the twelve elected Directors shall be five persons whose two-year term as a Director has not expired and seven persons elected at the annual meeting in the manner hereinafter provided.

3.02. Manner of Election. The affairs of the Corporation shall be managed by a Board of twelve Directors, plus the Past President, subject to the foregoing, who shall be elected to hold office for a term of three years or until their successor shall have been duly elected and qualified, and the Directors shall be elected in rotation in the following manner, that is to say:

At the Ratifying Meeting of the Corporation seven Directors shall be elected: four are to serve three-year terms, and three are to serve two-year terms. At the annual meeting of the Corporation following the Ratifying Meeting, five Directors shall be elected: four are to serve three-year terms, and one is to serve a one-year term.

Thereafter directorships shall be filled, at successive annual general meetings on a rotation basis of four persons each year, electing in each case Directors to fill the directorships vacated by persons whose three-year terms are then expiring.

3.03. Qualification. Each Director, at the time of his election or within ten days thereafter and throughout his term of office, shall be a member of the Corporation in good standing or an officer and a representative of a Sewer and Watermain Contractors organization, either incorporated or unincorporated, which is a member in good standing of the Corporation and shall be elected to hold office in the manner aforesaid until the third annual general meeting after he shall have been elected, or until his successor shall

have been duly elected and qualified. Election may be a by a show of hands unless a ballot be demanded by any member.

3.04. Vacation of Office. The office of a director shall be vacated upon the occurrence of any of the following events: (a) if a receiving order is made against him or if he makes an assignment under the Bankruptcy Act; (b) if an order is made declaring him to be a mentally incompetent person or incapable of managing his affairs; (c) if he shall be removed from office by resolution of the members as provided in section 3.06; or (d) if by notice in writing to the Corporation he resigns his office and such resignation, if not effective immediately, becomes effective in accordance with its terms.

3.05. Vacancies. Vacancies on the Board of Directors may be filled by appointment by the remaining members of the Board of Directors from among the qualified members of the Corporation and the Directors so appointed shall hold office for the unexpired term of the vacating Director. If the Directors shall not see fit to so fill any vacancy, such vacancy shall be filled at the next annual general meeting of the members at which Directors are elected, but if there is not a quorum of Directors at such next annual general meeting, the remaining Directors shall forthwith call a meeting of the members to fill such vacancy.

3.06. Removal of Directors. The members of the Corporation may, by Resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution has been given, remove any Director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

3.07. Retiring Directors. Retiring Directors shall be eligible for reelection if otherwise qualified.

3.08. Place of Meetings. Meetings of the board shall be held at the head office of the Corporation or, if the board so determines or all absent directors consent, at some place elsewhere, but in any financial year of the Corporation a majority of the meetings of the board shall be held in Canada.

3.10. Meetings by Telephone. Where all the directors have consented thereto, any director may participate in a meeting of the board by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and a director participating in a meeting pursuant to this section shall be deemed to be present in person at the meeting. Any consent given hereunder shall be effective whether given before or after the meeting to which it relates. If a majority of the directors participating in a meeting held pursuant to this section are then in Canada, the meeting shall be deemed to have been held in Canada. Minutes of any such meeting held by telephone shall be kept by the Secretary or, with the consent of all directors participating in such meetings, a tape recorder or other electro-mechanically reproducible record of the meeting may be made from which minutes shall be prepared by the Secretary.

3.11. Calling of Meetings. Meetings of the board shall be held from time to time at such place (subject to section 3.10), at such time and on such day as the board, the chairman of the board, the president, or any two directors may determine. Notice of the time and place of every meeting so called shall be given in the manner provided in Section 11 to each director (a) not less than forty-eight (48) hours before the time when the meeting is to be held if the notice is given personally or is delivered or is sent by any means of transmitted or recorded communication; provided that no notice of a meeting shall be necessary if all the directors in office are present or if those absent waive notice of or otherwise consent to such meeting being held. The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board fixing the place and time of regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.

3.12. Attendance of Auditors. The auditors of the Corporation shall be entitled to attend and be heard at meetings of the board on matters relating to their duties as auditors.

3.13. First Meeting of New Board. Each newly elected board shall hold its first meeting within sixty (60) days following the meeting of members at which such board is elected.

3.14. Votes to Govern. All votes at any such meeting shall be taken by poll if so demanded by any director present, but if no demand be made, the votes shall be taken in the usual way by assent or dissent. In the event of an equality of votes on any matter, the Chairman of the meeting shall have a second tie-breaking vote. A Declaration by the chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible and evidence as prima facie proof of the fact without proof of the number of proportion of votes recorded in favour of or against such resolution. In the absence of the President his duties may be performed by the Vice-President or such other director as the board may from time to time appoint for the purposes.

3.15. Powers. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers to do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do. Without in any way derogating from the foregoing, the directors are expressly empowered from time to time to purchase, lease, or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

3.16. Conflict of Interest. A director shall not be disqualified by reason of his office from contracting with the Corporation or a subsidiary thereof. Subject to the provisions of the Act, a director shall not by reason only of his office be accountable to the

Corporation or to its members for any profit or gain realized from a contract or transaction in which he has an interest, and such contract or transaction shall not be voidable by reason only of such interest, provided that, if a declaration and disclosure of such interest is required by the Act, such declaration and disclosure shall have been made and the director shall have refrained from voting as a director on the contract or transaction and shall not have been counted in the quorum.

3.17. Remuneration and Expenses. The Directors of the Corporation shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided however, that a Director or committee member shall be entitled to be reimbursed for reasonable traveling and other expenses properly incurred by him or her in attending meetings of the Board or any committee thereof, provided such expenses are documented and consistent with policies as may be determined by the Board from time to time.

3.18. Quorum. Six members of the Board of Directors will constitute a quorum for transaction of business at any meeting of the Board of Directors, provided that if less than a majority of Directors are present at said meeting, the majority of Directors present may adjourn the meeting from time to time without further notice.

3.19 Proxies. Directors not able to attend any meeting of the Board of Directors may choose to transfer their voting powers for such meeting to another Director by executing a form of proxy in favour of another Director attending such meeting provided that under no circumstances will the number of proxies that can be exercised exceed the number of Directors actually attending such meeting.

SECTION FOUR

COMMITTEES

4.01. Accounts Committee. There is hereby created the Accounts Committee of the Board of Directors. The membership of the Accounts Committee shall consist of all members of the Board of Directors. The Accounts Committee shall pass upon and approve or disapprove all expenditures of the Corporation other than payroll for employees of the Corporation and, except for payroll expenditures for employees of the Corporation, no funds of the Corporation shall be expended without the approval of the Accounts Committee.

4.02. Nominating Committee. There is hereby created a Nominating Committee which shall consist of three members of the Corporation who may be members of the Board of Directors, who shall be appointed by the Board of Directors not less than sixty (60) days and not more than ninety (90) days prior to the anticipated date of each annual general meeting of the Corporation. The Nominating Committee shall, not less than forty-five (45) days prior to the anticipated date of each annual general meeting, present to the Board a report containing the names of those members of the Corporation, sufficient in

number to fill the positions of member of the Board of Directors to become vacant at the next annual general meeting, whom it recommends for such position. The report of the Nominating Committee shall be either adopted by the Board of Directors in which event the proposed nominees shall become the nominees of the Nominating Committee and shall be reported upon to the members of the Corporation as hereinafter provided for or, a report may be in whole or in part rejected in which event the Board of Directors may either substitute the name of another individual to replace that of any individual rejected by the Board of Directors or may require the Nominating Committee to find an additional person or persons satisfactory to the Board and sufficient in number to meet the required number of nominees as hereinbefore set forth, and in such event the Nominating Committee shall meet again and so often as shall be required until its report shall have been approved by the Board of Directors.

4.03 Joint Services Committee: The Treasurer and President shall represent the Association at the Joint Services Committee, being the committee jointly established with the Ontario Sewer and Watermain Construction Association for the purpose of approving any changes to administration and relationship of the associations, staff compensation as well as the hiring or dismissal of full time employees other than temporary service agencies and students. In the event that alternates or additional board members are required, such directors shall be appointed by the board.

4.04. Additional Committees: The Board may from time to time elect or appoint such committees as it may deem advisable.

4.05. Procedure. Subject to the foregoing and unless otherwise ordered by the board, each committee shall have power to fix its quorum at not less than a majority of its members, to elect its chairman and to regulate its procedure.

SECTION FIVE

OFFICERS

5.01. Election or Appointment. From time to time the Board shall elect or appoint a President, a First Vice-President, a Second Vice-President, and a Secretary/Treasurer and such other officers as the Board may determine, including one or more assistants to any of the officers so elected or appointed. The officers of the Corporation, other than the President, may, but need not, be Directors and one person may hold more than one office. The President shall be elected annually from among the members of the Board but may be elected more than once and serve successive terms of office. All officers for the next ensuing year shall be elected by the Board forty-five (45) days prior to the annual general meeting at which time they are to assume office, and shall be elected from those Directors whose term of office does not expire at the next annual general meeting. The President shall during such period hold the title of President-Designate.

5.02. President. The President shall, if present, preside at all meetings of members and, in the absence of the chairman or vice-chairman of the board, at all meetings of directors.

He shall sign all instruments which require his signature, shall be the chief executive officer of the Corporation, and, subject to the authority of the board, shall have general supervision of the affairs and business of the Corporation and shall have such other powers and duties as may from time to time be assigned to him by the Board.

5.03. Vice-President. During the absence or disability of the president, his duties shall be performed and his powers exercised by the first vice-president or, in his absence by his second vice-president. A Vice-president shall have such other powers and duties as the Board or the president may prescribe.

5.04. Secretary-Treasurer. The secretary-treasurer shall attend and be the secretary of all meetings of the board, members and committees of the board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; he shall give or cause to be given, as and when instructed, all notice to directors, members, auditors and members of committees of the board; he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and instruments belonging to the Corporation except when some other officer or agent has been appointed for that purpose; and he shall have such other duties as the board of the president may prescribe, and the secretary-treasurer shall keep proper accounting records in compliance with the Act and, under the direction of the board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; he shall render to the board whenever required an account of all his transactions as treasurer and of the financial position of the Corporation; and he shall have such other duties as the board or the president may prescribe.

5.05. Duties of Other Officers. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the board or the president may prescribe. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board or the president otherwise directs.

5.06. Variation of Duties. From time to time the board may vary, add to or limit the powers and duties of any officer.

5.07. Term of Office. The Board may remove at its pleasure any officer of the Corporation, without prejudice to any officer's rights under any employment contract. Otherwise, each officer, elected or appointed by the Board, shall hold office until the later of one year and until the election or appointment of his successor.

5.08. Agents and Attorneys. The board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management or otherwise (including the power to sub delegate) as may be thought fit.

5.09. Fidelity Bonds. The board may require such officers, employees and agents of the Corporation as the board deems advisable to furnish bonds for the faithful discharge of

their duties, in such form and with such surety as the board may from time to time prescribe.

SECTION SIX

EXECUTIVE DIRECTOR

6.01. The Board of Boards may, from time to time, employ an executive director who shall be a full time employee of the Corporation.

6.02. Upon the selection of a general manager, the Board of Directors and the executive director shall enter into an employment contract wherein all terms of reference shall be set forth.

SECTION SEVEN

BOOKS AND RECORDS

7.01. Books and Records. The directors shall see that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.

SECTION EIGHT

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.01. Limitation of Liability. No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person which whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own willful neglect or default, provided that nothing herein shall relieve any director or officer of any liability imposed upon him by the Act.

8.02. Indemnity. Subject to the limitations contained in the Act, every director, the general manager and every officer of the Corporation and every other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any body corporate controlled by it and his heirs, executors, administrators and other legal personal

representatives shall, from time to time, be indemnified and save harmless by the Corporation from and against:

(a) any liability and all costs, charges and expenses that he sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of anything done or permitted by him in respect of anything done or permitted by him in respect of the execution of the duties of his office; and

(b) all other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Corporation.

8.03. Insurance. Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefits of its directors, general manager and officers as such, as the board may from time to time determine.

SECTION NINE

MEMBERSHIP

9.01. Membership. The membership shall consist of the applicants for the incorporation of the Association and of such other individuals and of such corporations, partnerships and legal entities as are admitted as members by the Board of Directors.

9.02. Classes of Membership. There shall be two classes of membership: corporate membership and associate membership.

9.03. Corporate Membership. Corporate membership shall be extended to persons, firms and corporations, and their authorized representatives, actively engaged in the Sewer and Watermain Contracting Business.

9.04. Rights. Subject to Section 13 herein Corporate members in good standing shall be entitled to one vote per member at all meetings of members of the Corporation. Corporations and other legal entities and partnerships may vote through an authorized proxy. Corporate members who are Corporations shall appoint an officer or employee of such Corporation to be its duly authorized representative at all meetings of the Corporation; which appointment shall be made in writing and signed under the corporate seal by the duly authorized signing officers of such corporate member. Corporate members which are partnerships shall appoint a partner or employee of the partnership at all meetings of members and such appointment shall be executed in writing by a majority of the partners of such partnership. Corporate members which are individuals may in writing appoint a person other than the corporate member to be the duly authorized representative of the member at all meetings of the Corporation.

9.05. Associate Members. Associate membership may be extended to business or organizations; either incorporated or unincorporated which are actively engaged in the supply of equipment, materials or services used in the sewer and watermain industry.

9.06. Rights. Associate members shall be entitled to attend all general meetings of members of the Corporation but shall not be entitled to a vote at any meetings of the Corporation and shall not participate in any distribution of the property of the Corporation upon the dissolution of the Corporation. The associate members shall collectively be known as the Supplier's Division. The associate members may hold meetings from time to time and make recommendations to the Board of Directors of the Corporation.

9.07. Chairman of Associates. The Associate members shall elect from amongst the associate members a chairman who may, at the invitation of the Board of Directors, attend meetings of the Board of Directors but shall have not vote thereat. The chairman of the Associate members shall chair all meetings of the Associate members, and shall have such additional duties as from time to time determined by the Board of Directors.

9.08. Resignation. Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors provided, however, that in care of resignation or termination of membership for any cause whatsoever, a member shall be liable for payment of any assessment or any sum levied or which became payable by him to the Corporation prior to the acceptance of his resignation or termination of membership. Each applicant for membership shall be promptly informed by the Secretary, or such other officer appointed by the Board of Directors, of his admission as member following his admission by the Board of Directors.

9.09. Nondiscrimination. The Corporation shall not prevent any qualified applicant from becoming a member of the Corporation except for fair and reasonable cause. The Corporation shall not act in a manner that is arbitrary, discriminatory or in bad faith in its representation of any employer in connection with labour negotiations whether the employer is a member of the Corporation or not and the Corporation shall not discriminate against any employer or other organization in the matter of fees, dues or levies whether or not that employer or organization is a member of the Corporation. Membership shall not be terminated except for fair and reasonable cause.

9.10. IDEM. No member shall be suspended or terminated until a notice of the allegations against him has been filed with the Board of Directors and served upon the member, the member has been given an opportunity to answer such allegations, and the Board of Directors has approved such suspension or termination of membership by a two-thirds (2/3) vote of the Director present at the meeting called to consider the matter.

9.11. Suits. No action shall be brought against the Corporation or against any Director or officer thereof for any action in pursuance of the termination or suspension of a member.

9.12. Industry Funds. The Association shall from time to time prescribe Industry Funds and rates for such funds. Each member shall contribute directly or indirectly to such Industry Funds at the prescribed rates whether or not they are a party to the collective agreement to which the Industry Fund relates.

SECTION TEN**MEETINGS OF MEMBERS**

10.01. Annual Meetings. The annual general meeting of members shall be held at such time and on such day in each year as the board, the chairman of the board or the president may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be laid before the annual meeting, electing directors, appointing auditors and fixing or authorizing the board to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting.

10.02. General Meetings. The board, the chairman of the board or the president shall have power to call a general meeting of members at any time.

10.03. Place of Meetings. Meeting of members shall be held at the head office of the Corporation or, if the board shall so determine, at some other place within Board Area 8 as defined by the Ontario Labour Relations Board.

10.04. Notice of Meetings. Notice of the time and place of each meeting of members, other than the annual general meeting, shall be given in the manner provided in Section 11 not less than ten (10) days before the date of the meeting to each director and to each member who at the close of business on the record date for notice is entered in the register of members. Notice of the time and place of the annual general meeting shall be given not less than thirty (30) days prior to the date of such meeting. Notice of a special meeting of members shall state the general nature of the business to be transacted at it. The auditors of the Corporation are entitled to receive all notices and other communications relating to any meeting of members that any member is entitled to receive.

10.05. Record Date for Notice. The board may fix in advance a time and date, preceding the date of any meeting of members by not more than fifteen (15) days and not less than ten (10) days, for the determination of the members entitled to notice of the meeting. In no such record date for notice is fixed by the board, the record date for notice shall be the day next preceding the day on which notice is given. Provided, however, that the records for notice for the annual general meeting shall be thirty-five (35) days prior to such meeting.

10.06. Meetings without Notice. A meeting of members may be held without notice at any time and at any place permitted by the Act or the articles (a) if all the members entitled to vote thereat are present in person or represented by proxy, or, if those not present or represented by proxy, waive notice of or otherwise consent to such meeting being held, and (b) if the auditors and the directors are present or waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Corporation at a meeting of members may transact.

10.07. Chairman, Secretary. The president or, in his absence, the chairman of the board, if such an officer has been elected or appointed and is present, otherwise a vice-president who is a member of the Corporation shall be chairman of any meeting of members. If no such officer is present within fifteen minutes (15) from the time for holding the meeting, the persons present and entitled to vote shall choose one of their numbers to be chairman. If the secretary of the Corporation is absent, the chairman shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chairman with the consent of the meeting.

10.08. Persons Entitled to be Present. The only persons entitled to attend a meeting of members shall be corporate and associate members, the auditors 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 bylaws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

10.09. Quorum. Corporate Members carrying thirty percent (30) of the total number of votes available to members of the Corporation, or twenty (20) Corporate Members whichever shall be larger, as determined by the register of members as of the record date for the meeting as described in Section 10.05, present in person or represented by proxy, shall constitute a quorum for the transaction of business at any meeting of members, provided that in no case can any meeting be held unless there are ten (10) members present in person.

10.10. Right to Vote. Subject to Section 13 herein at any meeting of members every corporate member or its representative shall be entitled to vote who, at the time of the taking of the vote (or, if there is a record date for voting, at the close of business on such record date), is entered in the register of members. No corporate member shall have more than one representative authorized to vote.

10.11. Record Date for Voting. The board may fix in advance a date, preceding the date of any meeting of members by not more than ten (10) days, excluding non-business days, for the determination of the members entitled to vote at the meeting. The record date for voting at a meeting of members shall be specified in the notice calling the meeting or in the information circular relating thereto.

10.12. Proxies. Every member entitled to vote at a meeting of members may appoint a person as his proxy to attend and act for him at the meeting in the manner, to the extent and with the power conferred by the instrument appointing him. An instrument appointing a proxy shall be in writing executed by or on behalf of the appointer and shall conform with the requirements of the Act. Every written appointment of a representative made by a corporate member in accordance with the provisions of Section 9.04 hereof and recorded in the records of the Corporation shall be the proxy of such corporate members unless, prior to the record date for voting established pursuant to Section 10.11 hereof, the corporate members shall have revoked such proxy in writing and substituted a

proxy in writing therefore in accordance with the requirements of section 9.04 hereof. No proxy presented to the Corporation shall be recognized at any meeting of members unless consented to by a majority of the members other than those seeking to have proxies recognized present at such meeting.

10.13. Votes to Govern. At any meeting of members every question shall, unless otherwise required by the articles or bylaws of by lay, be determined by the majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the chairman of the meeting shall be entitled to a second or casting vote.

10.14. Show of Hands. Subject to the provisions of the Act, any question at a meeting of members shall be decided by a show of hands unless a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every member who is present in person or by proxy and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without or the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question and the result of the vote so taken shall be the decision of the members upon the said question.

10.15. Polls. On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, the chairman may require, or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such a manner as the chairman shall direct. A requirement or demand for a poll may be withdrawn at any time prior to the taking of the poll. The result of the poll so taken shall be the decision of the members upon the said question.

10.16. Adjournment. The chairman at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

10.17. Action in Writing by Members. Any bylaw passed by the directors may, in lieu of confirmation at a general meeting of members, be confirmed and consented to writing by all members entitled to vote at such meeting.

SECTION ELEVEN

NOTICES

11.01. Method of Giving Notices. Any notice (which term includes any communication or document to be given, sent, delivered or served pursuant to the Act, the articles, the bylaws or otherwise to a member, 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 air or 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 at 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 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 member, director, officer, or auditor in accordance with any information believed by him to be reliable. The Secretary shall cause to be recorded a written record of all notices of meetings and the method by which and the persons to whom such notices were sent.

11.02. Computation of Time. In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

11.03. Omissions and Errors. The omission to give proper notice to any member, director, officer, auditor or member of a committee of the board, shall invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

11.04. Waiver of Notice. Any member (or his duly appointed proxy), director, officer, auditor or member of a committee of the board may waive any notice required to be given to him under any provision of the Act, the articles, the bylaws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

SECTION TWELVE

NOTICES FOR ANNUAL GENERAL MEETING AND ELECTIONS OF DIRECTORS

12.01. Time for Notice. Notice of each annual general meeting shall be given not less than thirty days (30) prior to the date of such annual meeting.

12.02. Contents of Notice. The notice for each annual general meeting shall include therein the agenda for business to be placed before such annual general meeting, the report of the Nominating Committee as adopted by the Board pursuant to Section 4.02 hereof and such other material as the Act requires or the directors deem desirable.

12.03. Nominees Designated. The report of the Nominating Committee as included in the notice for the annual general meeting shall constitute the nominating of those persons named in such report and no written nomination or seconding of any person named in the Nominating Committee's report shall be required. Any other member or duly authorized

representative of a member desiring to seek election to the board of directors shall do so either by:

(a) providing to the Corporation a nominating form to be received by the Corporation at its head office not less than seven (7) days prior to such annual general meeting which nominating form shall be signed by the member or duly authorized representative of a member intending to seek election as a director and by not less than two nominations; or

(b) by a nominating form in writing presented to the chairman at the annual general meeting and signed by the member or duly authorized representative of a member intending to seek election as a director and by not less than four nominators.

12.04. No persons shall be elected to the board of directors of the Corporation unless he shall have been nominated by the Nominating Committee or in accordance with Section 12.03 (a) or (b) above.

SECTION THIRTEEN

LABOUR RELATIONS

13.01. In this bylaw and all other bylaws and special resolutions of the Corporation unless the context otherwise requires:

(1) "Industry Fund" means any fund created or continued pursuant to a collective agreement to which the Corporation is a party, consisting of periodic contributions made by a corporate member or members of the Corporation pursuant to a formula based on man hours of employment or otherwise, which fund shall be used for the purpose of negotiating and administering such collective agreement and enabling powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise by law permitted to exercise or do including, without limitation, the following:

1. providing business opportunities for its members by encouraging the construction, expansion, restoration or upgrading of sewer and watermain systems in Ontario;
2. representing the interests of its members to government and any agency of government with a view to achieving legislative, regulatory and fiscal policies favourable to its members;
3. contributing, directly or indirectly, to charitable, political or other organizations to advance the image of the Corporation and its members and to promote the interests of the industry; and
4. providing staff and support assistance to the Ontario Sewer and Watermain Construction Association in furtherance of the purposed and objects referred to in this Section 13.01.

(2) “Annual Contribution” with respect to any vote taken in the period between January 1 and December 31 in any year means the aggregate amount contributed to an Industry Fund by a corporate member during the twelve month period (“Calculation Period”) ending at the close of business on September 30 in the immediately preceding year; provided that if a member joins the Corporation during the term of the Calculation Period, for the purpose of calculating his Annual Contribution he shall be deemed to have contributed an additional amount to an Industry Fund equal to the product obtained when multiplying:

(a) the number of hours worked in the industry by such member during such Calculation Period prior to becoming a member, as determined by the Welfare and Pension Fund relating to such Industry Fund; by

(b) the prescribed hourly rate under the Industry Fund agreement (currently 17 cents);

(3) “Labour Matters Vote” means a vote on any Labour Matters as herein defined relating to one or more collective agreements or labour-related agreements to which the Corporation is a party and includes any amendment to the provisions of this Section 13;

(4) “Labour Matters” means matters involving the Corporation in the representation of employers as an employer’s organization generally under the Labour Relations Act (Ontario) or any labour-related contracts entered into by the Corporation for or with its members and including, without limiting the generality of the foregoing, labour negotiations, collective agreements as defined by the Labour Relations Act (Ontario), the administration and interpretation of collective agreements and arbitration of any disputes there under, and all matters relating to an application for accreditation under the Labour Relations Act (Ontario) and necessarily incidental to the carrying out of the responsibilities of an accredited employer’s organization as defined by the Labour Relations Act (Ontario).

13.02. (a) Notwithstanding any other provision of this bylaw with respect to voting, the only members who shall be entitled to vote on Labour Matters as herein defined, shall be those corporate members who have delivered to the Corporation written authorizations to bargain on their behalf with respect to Labour Matters.

(b) On a Labour Matters Vote, each such member shall be entitled to cast the number of votes equal to the quotient (rounding up to the nearest whole number) obtained when:

(i) the total Annual Contribution of that member to all Industry Funds with respect to collective agreements to which the Corporation is a party;

is divided by

(ii) \$1,000.00;

Provided that each such member shall be entitled to a minimum of one vote.

(c) Subject to Subsection (d) hereof, all questions dealing with Labour Matters shall be decided by a majority of the votes cast on the question and, in the case of an equality of votes, the matter shall be deemed not to have been passed.

(d) On any vote to amend the provisions of this Section 13 (which vote is to be taken in accordance with the provisions of Subsection 13.02(b) hereof), the matter shall be required to be passed by a two-thirds majority of the votes cast on the question.

13.03. All other provisions of this bylaw with respect to general meetings and voting shall apply to meetings called to consider Labour Matters except as they conflict with the express provisions of this Section 13, in which case the express provisions of this Section shall prevail.

SECTION FOURTEEN

BORROWING

14.01. Board of Directors. The board of directors of the Corporation may and is hereby authorized from time to time, in such amounts and on such terms as it deems expedient to:

- (a) borrow money on the credit of the Corporation for the Corporation;
- (b) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;
- (c) charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including book debts, rights, powers, franchises, and undertaking, to secure any debt obligations or any money borrowed or any debt or liability of the Corporation.

Provided, however, that the Board of Director shall not, without the prior consent of a majority of the members, borrow in the aggregate more than \$50,000 at any point in time.

14.02. Delegation. The board of directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the board all or any of the powers conferred on the board by Section 14.01 hereof to such extent and in such manner as the board shall determine at the time of each such delegation.

SECTION FIFTEEN

ASSETS ON DISSOLUTION

15.01. Upon the dissolution of the Corporation in any manner by law under payment of all Corporation debts and liabilities its remaining assets, if any, shall be distributed at the time of dissolution to organizations whose objectives are beneficial to the community or to other non-profit associations or organizations whose objectives are compatible with and related to the best interests of the construction industry in Ontario as determined by the Board of Directors.

SECTION SIXTEEN

EFFECTIVE DATE

16.01. Effective Date. This bylaw shall not be effective until it has been confirmed by the members in accordance with the Act.

16.02. Repeal. Whereas Bylaw 9 has been amended by Bylaws 10 through 18, Bylaw 9 is hereby amended and restated as Bylaw 19. All previous Bylaws are repealed as of the coming into force of this Bylaw without prejudice to any action taken heretofore under such Bylaws.

ENACTED this ____ day of ____, 2007.

WITNESS the corporate seal of the Corporation.

President

Secretary-Treasurer

Initial/Pres.

Initial/Sec.