

**MARITIME PROVINCES WATER AND WASTEWATER ASSOCIATION
(the "Society")**

CORPORATE CERTIFICATE
RE: MINOR VARIATIONS OR AMENDMENTS TO THE AMENDED BY-LAWS

TO: THE SOCIETY

AND TO: THE REGISTRY OF JOINT STOCK COMPANIES

RE: MINOR VARIATIONS OR AMENDMENTS TO THE AMENDED BY-LAWS

I, Clara Shea, Secretary of the Society, do hereby certify for and on behalf of myself and the Society, as follows:

1. This certificate is given in connection with the Special Resolution of the Society dated June 6th, 2019 to amend the Society's By-Laws. All terms used herein, and not otherwise defined herein, have the same meanings herein as ascribed to them in the Special Resolution.
2. The Amended By-Laws of the Society, attached as Schedule "A" to the Special Resolution, are hereby further amended as follows:
 - (a) Striking out Subsection 1.4.
 - (b) Striking out Subsection 7.1 and substituting it with the following,

7.1 Number of Directors and Procedure

7.1.1 Subject to the requirements of the Act and these By Laws, the number of Directors and the election thereof shall be in accordance with procedures established and approved by the Board.

7.1.2 The number of Directors on the Board at any given time shall not be less than three (3).

7.1.3 Elections of Directors to the Board shall be held at each Annual meeting. Nominations to the Board shall be made from the floor.

- (c) Adding the following after Subsection 7.5:

7.6 Remuneration

7.6.1 Directors may receive compensation for their services as Director, including

compensation for service on any committee appointed by the Board and any additional fees for committee chairs, in amounts, and on such basis, as shall be established from time to time by the Board.

3. The forgoing variations to the Amended By-Laws of the Society, attached as Schedule "A" to the Special Resolution are minor and consistent with the approval of the Society.
4. Pursuant to the Special Resolution, the forgoing variations shall be deemed to be variations or amendments duly authorized and approved by the Society.
5. Pursuant to the *Societies Act*, RSNS 1989, Chapter 435 as amended, upon approval of the Registrar of Joint Stock Companies the By-Laws of the Society shall be those as attached hereto as Schedule "B" ("Further Amended By-Laws).

I have made such investigations and inquiries as I have deemed necessary for the purpose of making the foregoing statements.

DATED as of the day of September, 2019

CLARA SHEA
EXECUTIVE SECRETARY