



Consumer and  
Corporate Affairs Canada

Consommation  
et Corporations Canada

Canada  
Corporations Act

Loi sur les  
corporations canadiennes

C A N A D A

LETTERS PATENT

WHEREAS an application has been filed to incorporate a corporation under the name

GREATER TORONTO REGIONAL AIRPORTS AUTHORITY

THEREFORE the Minister of Consumer and Corporate Affairs by virtue of the powers vested in him by the Canada Corporations Act, constitutes the applicants and such persons as may hereafter become members in the corporation hereby created, a body corporate and politic in accordance with the provisions of the said Act. A copy of the said application is attached hereto and forms part hereof.

Date of Letters Patent - March 3, 1993

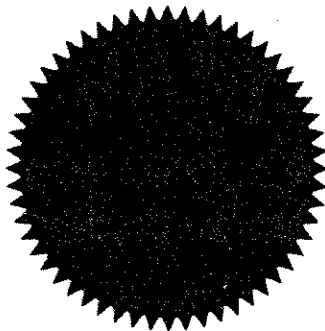
GIVEN under the seal of office of the Minister of Consumer and Corporate Affairs.

for the Minister of Consumer and  
Corporate Affairs

RECORDED 25th March, 1993

Film 683 Document 107

Deputy Registrar General of Canada



Canada

APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT  
SHARE CAPITAL UNDER PART II OF THE CANADA CORPORATIONS ACT

To the Minister of Consumer and Corporate Affairs of Canada

I

The undersigned hereby apply to the Minister of Consumer and Corporate Affairs for the grant of a charter by letters patent under the provisions of Part II of the Canada Corporations Act constituting the undersigned, and such others as may become members of the Corporation thereby created, a body corporate and politic under the name of:

GREATER TORONTO REGIONAL AIRPORTS AUTHORITY

The undersigned have satisfied themselves and are assured that the proposed name under which incorporation is sought is not the same as or similar to the name under which any other existing company, society, association or firm is carrying on business in Canada or is incorporated under the laws of Canada or any province thereof or so nearly resembles the same as to be calculated to deceive and that it is not a name which is otherwise on public grounds objectionable.

II

The applicants are individuals of the full age of eighteen years with power under law to contract. The name, address and occupation of each of the applicants is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OCCUPATION</u>
James Ross Bullock	R.R. No. 3 Milton, Ontario L9T 2X7	Business Person
Gerry Emil Meinzer	251 Queens Quay West Suite 608 Toronto, Ontario M5J 2N6	Business Person
Michael Anthony Butt	4 Post Office Road Gormley, Ontario L0H 1G0	Business Person
Sidney Valo	215 Forest Hill Road Toronto, Ontario M5P 2N3	Lawyer
Robert Alan Attersley	22 Hanover Court Whitby, Ontario L1N 7J2	Business Person

The said James Ross Bullock, Gerry Emil Meinzer, Michael Anthony Butt, Sidney Valo and Robert Alan Attersley will be the first directors of the Corporation.

III

The objects of the Corporation are:

- (a) to take charge of or acquire all of, or an interest in, the Airport Properties by lease or other form of transfer. In these objects, "Airport Properties" means the properties comprising the Lester B. Pearson International Airport, certain properties adjacent thereto, and all or part of any other property or properties of any other airport or

airports in the South Central Ontario Region (the "Region") and any properties adjacent thereto which the Corporation takes charge of or acquires;

- (b) to undertake the management and operation of the Airport Properties in a safe, secure and efficient manner for the general benefit of the public and on a financially viable basis, enabling the necessary capital and income to be released for the optimal development of the Airport Properties and any other economic or commercial development project beneficial to the Airport Properties, whether for capital or operating purposes, and located in the Region;
- (c) to undertake and promote the development of the Airport Properties for uses compatible with air transport activities;
- (d) to confer regularly with those communities affected by the operation of the airports under the management of the Corporation on all matters that pertain to transportation in the Region;
- (e) to generate, suggest and participate in economic development projects and undertakings which are intended to expand Ontario's transportation facilities and to generate economic activity in all areas compatible with air transportation;
- (f) to confer regularly with those entities described in the Corporation's by-laws as the "Appointers" on all matters pertaining to air transportation in the Region;
- (g) to act as a spokesperson before competent authorities with respect to any question concerning airport services and related interests or needs of the Region and the interests, management or development of the Airport Properties;
- (h) to assemble information, advise on and otherwise contribute to the advancement of air transportation; and
- (i) to promote the development of cooperative projects and policies relating to air transportation, air facility support infrastructure and air traffic;

and such other complimentary purposes not inconsistent with the foregoing objects.

#### IV

The operations of the Corporation may be carried on throughout Canada and elsewhere.

#### V

The place within Canada where the head office of the Corporation is to be located is the Regional Municipality of Peel in the Province of Ontario.

#### VI

It is specially provided that in the event of the dissolution, termination, surrender, liquidation or winding-up of the Corporation, and after the payment of all of its debts and liabilities, all of its remaining assets shall be distributed or disposed of to:

- (a) in the case of those assets which the Corporation originally obtained from the Federal Government of Canada, to the Federal

Government of Canada;

- (b) in the case of all of the Corporation's other assets, to the Provincial Government of Ontario.

VII

The directors of the Corporation may, subject to section 65 of the Canada Corporations Act, from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Corporation;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

Nothing herein 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.

VIII

In accordance with subsection 16(3) of the Canada Corporations Act, it is provided that in addition to the incidental and ancillary powers given to the Corporation in accordance with subsection 16(1) of the Canada Corporations Act (save and except for the powers contained in paragraph 16(1)(s) of the Canada Corporations Act, which powers are, in accordance with subsection 16(4) of the Canada Corporations Act, expressly excluded from the Corporation), the Corporation shall, subject to these Letters Patent, have all of the rights, powers and privileges of a natural person.

IX

The by-laws of the Corporation shall be those filed with the application for Letters Patent until repealed, amended, altered or added to.

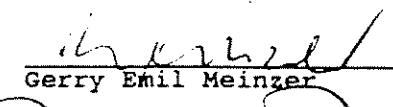
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The Corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Corporation are to be used in promoting its objects.

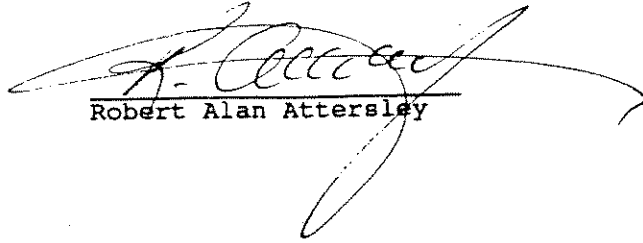
DATED at Mississauga in the Province of Ontario February 23, 1993.

  
James Ross Bullock

  
Michael Anthony Butt

  
Gerry Emil Meinzer

  
Sidney Valo



Robert Alan Attersley



Industry Canada    Industrie Canada

Canada  
Corporations Act

Loi sur les  
corporations canadiennes

C A N A D A

SUPPLEMENTARY LETTERS PATENT

issued to

GREATER TORONTO REGIONAL AIRPORTS AUTHORITY

The Minister of Industry, Science and Technology by virtue of the powers vested in him by the Canada Corporations Act, does hereby change the name of the Corporation from GREATER TORONTO REGIONAL AIRPORTS AUTHORITY to GREATER TORONTO AIRPORTS AUTHORITY and amend and vary the provisions of the letters patent incorporating the Corporation as provided in BY-LAW NO. 2 of the said Corporation, a copy of which is annexed hereto to form part of these presents.

Date of Supplementary Letters Patent - November 18, 1994

GIVEN under the seal of office of the Minister of Industry, Science and Technology.

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BY-LAW NO. 2

being a by-law authorizing an application for supplementary letters patent amending and varying the provisions of the letters patent of the Corporation.

BE IT ENACTED as By-law No. 2 of GREATER TORONTO REGIONAL AIRPORTS AUTHORITY (herein called the "Corporation") that:

1. The Corporation be and is hereby authorized to make application to the Honourable the Minister of Industry, Science and Technology for Supplementary Letters Patent amending and varying the provisions of the Letters Patent incorporating the Corporation by:

- (i) changing the name of the Corporation set out in Article I from GREATER TORONTO REGIONAL AIRPORTS AUTHORITY to GREATER TORONTO AIRPORTS AUTHORITY
- (ii) amending the objects of the Corporation set out in Article III by deleting therefrom the provisions of paragraphs (a), (b) and (d) and inserting the following in substitution therefor:
  - "(a) to take charge of or acquire all of, or an interest in, the Airport Properties by lease or other form of transfer. In these objects, "Airport Properties" means the properties comprising the Lester B. Pearson International Airport leased to the Corporation by Her Majesty the Queen in Right of Canada, and any properties adjacent thereto, and all or part of any other property or properties of any other airport or airports in the South Central Ontario Region (the "Region") and any properties adjacent thereto which the Corporation takes charge of or acquires;
  - (b) to undertake the management, development and operation of the Airport Properties in a safe, secure, efficient, cost effective and financially viable manner for the general benefit of the public with reasonable airport

user charges and equitable access to all carriers, enabling the necessary capital and income to be released for the optimal development of the Airport Properties and any other economical and commercial development project beneficial to the Airport Properties, whether for capital or operating purposes and located in the Region;

- (d) to confer regularly with governments and community entities on matters affecting the operation and development of the Airport Properties for which it is responsible and on all matters that pertain to transportation in the Region;
- (iii) inserting the following at the end of the last paragraph of Article III after the word "objects":

"and shall engage in only those activities that are consistent with its purposes"
- (iv) deleting the provisions of Article VI and inserting the following in substitution therefor:

"VI

It is specifically provided that in the event of the dissolution, termination, surrender, liquidation or winding up of the Corporation, and after the payment of all of its debts and liabilities, all of its remaining assets shall be distributed or disposed of to:

- (a) in the case of those assets which the Corporation originally obtained from the Provincial Government of Ontario, to the Provincial Government of Ontario; and
- (b) in the case of all of the Corporation's other assets, to the Federal Government of Canada

provided that, in circumstances where the Federal Government of Canada has approved a successor corporation, all the Corporation's assets shall be distributed or disposed to such successor corporation."

- (v) adding a new Article XI as follows:

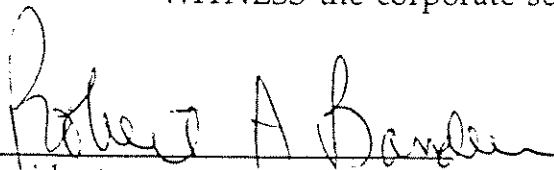
"XI

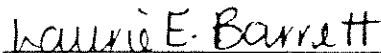
No provision of such Letters Patent or the constating documents of the Corporation relating to any principle listed in the "Public Accountability Principles For Canadian Airport Authorities" as released by the Minister of Transport (Canada) on July 13, 1994 shall be amended without the prior written consent of the Minister of Transport (Canada)."

2. The directors and officers be and are hereby authorized and directed to do, sign and execute all things, deeds and documents necessary or desirable for the due carrying out of the foregoing.

ENACTED this 26th day of October, 1994.

WITNESS the corporate seal of the Corporation.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

CERTIFIED to be a true copy of By-law No. 2 of the by-laws of GREATER TORONTO REGIONAL AIRPORTS AUTHORITY enacted by the board of directors at a meeting thereof held on the 26th day of October, 1994 and sanctioned by a unanimous vote of all the members at a special meeting of members thereof duly called for considering, amongst other things, By-law No. 2, and held on the 26th day of October, 1994 and that this by-law has not

been amended or repealed and is in full force and effect at the date hereof.

DATED at Toronto, Ontario this 27<sup>th</sup> day of October, 1994.

Laurie E. Barrett  
Secretary