

RESTAURANTS CANADA
(the “Corporation”)

FORM OF SPECIAL RESOLUTION OF THE MEMBERS

AMENDMENT TO BY-LAW

WHEREAS the Corporation wishes to amend its by-law relating generally to the conduct of the affairs of the Corporation (the “By-Law”) to: (a) update the name of the Corporation to match the Articles of Amendment filed on March 6, 2015; (b) update the fiscal year end of the Corporation as approved by the Canada Revenue Agency on February 19, 2018; and (c) clarify director qualifications;

AND WHEREAS the directors of the Corporations have approved the amendments to the By-Law;

RESOLVED AS A SPECIAL RESOLUTION that:

1. the name of the Corporation on the cover page and on page 1 of the By-Law be updated from “Canadian Restaurant & Foodservices Association/ Association Canadienne Des Restaurateurs et des Services de L'Alimentation” to “Restaurants Canada” in accordance with the Articles of Amendment of the Corporation filed on March 6, 2015;

2. Section 2.3 of Article II of the By-Law, relating to the fiscal year of the Corporation, be deleted in its entirety and replaced with the following:

2.3 Fiscal Year. The fiscal year of the Corporation shall end on September 30 of each year or as otherwise set by the Board.

3. Section 5.3 of Article V of the By-Law, relating to director qualifications, be deleted in its entirety and replaced with the following:

5.3 Qualifications. A Director need not be a Member. The following persons are disqualified from being a Director of the Corporation:

- (a) anyone who is less than 18 years of age;
- (b) anyone who has been declared incapable by a court in Canada or in another country;
- (c) anyone who is not an individual;
- (d) a person who has the status of bankrupt;
- (e) any person, other than the Chief Executive Officer, who is an employee of the Corporation, or the immediate family member of an employee of the Corporation;

- (f) any person who is not an operator or executive in the restaurant or foodservices business in Canada on a full-time basis, and only if such person is an employee of or otherwise working in association with a Member in good standing; or
 - (g) any Director who fails to attend three (3) consecutive meetings of the Board.
- 4. the By-Law be amended and restated in its entirety to make only the changes set out herein (the “**Amended and Restated By-Law**”) and such Amended and Restated By-Law, in the form circulated to the members, be and is hereby confirmed as the by-law relating generally to the conduct of the affairs of the Corporation;
- 5. any two (2) directors or officers are directed to certify a copy of the Amended and Restated By-Law as confirmed by the members and place such certified copy in the minute book of the Corporation.