

Notice of Annual and Special Meeting of Members

Take notice that an annual meeting of the Members of Restaurants Canada will be held, by electronic means, at 12:30 pm EST on the 30th day of March, 2023 to conduct the following business:

1. Approve By-law amendments. A copy of the resolution to be passed at the meeting along with a copy of the by-law (for reference purposes only) are attached hereto as Appendix "B"
2. Present the 2022 financial statements;
3. Re-appointment of the public accountant of Restaurants Canada for the 2023 fiscal year, as more particularly provided for in the resolution attached hereto as Appendix "C";
4. Present the annual report of the Chair;
5. Present the nominations to the Restaurants Canada board of directors; and
6. Elect the directors of Restaurants Canada, as more particularly provided for in the resolution attached hereto as Appendix "D".

Note that it is expected that all attendees will be attending via electronic means. For this purpose, please register online by clicking [here](#) no later than 17:00 EST 24th March 2023, indicating the voting member participant name and the email address that will be used on the day of the meeting. This participation list will be used to confirm quorum and entitlement to attend and vote. Meeting connection details will be distributed closer to the date following registration.

Detailed materials related to the above may be accessed, free of charge, by logging into the Restaurants Canada Member Portal ([click here](#)) or by contacting Restaurants Canada at 1-800-387-5649. Members who are organizations are required to submit a valid proxy to Restaurants Canada to confirm the individual entitled to vote on behalf of the organization at the meeting. A form of that proxy is enclosed with this notice as Appendix "A".

DATED this 9th day of March 2023

BY ORDER OF THE BOARD OF DIRECTORS

APPENDIX A

PROXY

RESTAURANTS CANADA

(the "Corporation")

By completing, signing and dating this proxy, any member of the Corporation may appoint a proxyholder to attend and act at the annual meeting of the members in the manner and to the extent authorized by this proxy. To assist with the timely validation of proxies prior to the meeting, please deliver the proxy signed and dated by an authorized signatory of the member to Restaurants Canada by noon on the 25th day of March, 2023, via email to cpantaleo@restaurantscanada.org or facsimile to 416-923-1450. Proxies may be received after this date by email or fax to an officer of Restaurants Canada up to the commencement of the meeting, which will be accepted at the discretion of the chair of the meeting.

Appointment of Proxyholder

The undersigned member of the Corporation hereby appoints the Secretary of the Corporation or **the member may appoint a proxyholder and any alternative proxyholder(s), other than the person designated in this proxy, to attend and act on their behalf at the meeting by designating such person(s) in the space provided below:**

(Print name of person to be your proxyholder)

AND _____

(Print name(s) of person(s) to be your alternative proxyholder(s), if any)

as the proxyholder of the undersigned, to attend, act and vote for and on behalf of the undersigned at the **annual meeting of the members of the Corporation to be held at 12:30PM EST, on the 30th day of March, 2023 and at any adjournment or adjournments thereof** (the "Meeting") in the same manner, to the same extent and with the same power as if the undersigned were present at the Meeting or such adjournment or adjournment thereof.

Revoking Proxy

The undersigned may revoke this proxy by depositing an instrument or act in writing executed by the undersigned: (a) at the registered office of the Corporation no later than the last business day preceding the day of the Meeting, or the day of the continuation of that Meeting after an adjournment of that Meeting, at which the proxy is to be used; or (b) with the chairperson of the Meeting on the day of the Meeting or the day of the continuation of that Meeting after an adjournment of that Meeting.

Voting

The proxyholder shall vote in accordance with the instructions of the member on any ballot that may be called for and if the member specifies a choice below with respect to any matter to be acted on, the proxyholder shall vote accordingly. **When the proxy is signed, unless specific voting instructions are set forth below in respect of any specific business to be put to the meeting, the proxyholder shall vote in favour of that matter.** For certainty, unless specifically instructed otherwise below, the proxyholder shall be entitled to exercise discretion in respect of voting on any amendments to matters that may properly come before the Meeting.

<u>Matter</u>	<u>Voting Instructions</u>
Approve By-law amendments as described in Appendix "B"	<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain
Re-appointment of Grant Thornton LLP as public accountant for 2023 Fiscal Year	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Re-election of Leslie Echino as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Re-election of Lacey Sellinger as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Re-election of Duncan Fulton as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Re-election of Mo Jessa as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Re-election of Cindy Simpson as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Re-election of Mike Yasinski as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Re-election Brad Kramble as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Re-election of Guy Laframboise as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Re-election of Brent Todd as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Re-election of Matthew Senecal-Junkeer as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Re-election of Alan Howie as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):

DATED as of the _____ day of _____, 2023.

PRINT NAME OF ORGANIZATION:

Member Number:

Per: _____

Print Name:

Print Title:

(I have authority to bind the member)

APPENDIX "B"

RESTAURANTS CANADA

(the "Corporation")

RESOLUTIONS OF THE MEMBERS

APPROVAL OF AMENDED AND RESTATED BY-LAW

WHEREAS the directors of the Corporation approved the amended and restated corporate by-laws on the 27th day of February, 2023, subject to member confirmation, in the form attached as Appendix "B", (the "**Amended and Restated By-law**").

RESOLVED, as a special resolution, that:

1. the Amended and Restated By-law is approved effective the date hereof ("**Effective Date**");
and
2. following the Effective Date, any two (2) directors or officers of the Corporation are hereby authorized and directed to certify a copy of such by-law to be placed in the minute book of the Corporation and filed with Corporations Canada.

RESTAURANTS CANADA BY-LAWS

(see attached)

APPENDIX "C"

RESTAURANTS CANADA

(the "Corporation")

RESOLUTION OF THE MEMBERS

RE-APPOINTMENT OF AUDITOR

RESOLVED that Grant Thornton LLP, are appointed as the auditors of the Corporation to hold office until the next annual meeting of the Corporation or until their successors are appointed, at a remuneration to be fixed by the directors and the directors are authorized to fix such remuneration.

APPENDIX "D"

RESTAURANTS CANADA

(the "Corporation")

RESOLUTION OF THE MEMBERS

RE-ELECTION OF DIRECTORS

RESOLVED that the following persons are re-elected as directors of the Corporation to hold office subject to the provisions of the Corporation's by-laws for their respective term set out below from the date of the meeting at which they are re-elected:

Mike Yasinski	-	One year term
Guy Laframboise	-	Two year term
Brad Kramble	-	Two year term
Leslie Echino	-	Two year term
Mo Jessa	-	Two year term
Lacey Sellinger	-	Two year term
Cindy Simpson	-	Three year term
Duncan Fulton	-	Four year term
Alan Howie	-	Four year term
Brent Todd	-	Four year term
Matthew Senecal-Junkeer	-	Four year term

**A by-law relating generally to the conduct
of the affairs of**

RESTAURANTS CANADA

| By-law approved by the Board: February 24, 2019

| By-law confirmed by the Members: February 24, 2019

| Amended and Restated by-law approved by the Board: March 30, 2022

Amended and Restated by-law confirmed by the Members: March 30, 2022

| [Amended and Restated by-law approved by the Board: \[●\], 2023](#)

| [Amended and Restated by-law confirmed by the Members: \[●\], 2023](#)

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A by-law relating generally to the conduct of the affairs of

RESTAURANTS CANADA

(the “Corporation”)

BE IT ENACTED as a by-law of the Corporation as follows:

~~ARTICLE I~~
ARTICLE I
INTERPRETATION

1.1 ~~1.1~~ Definitions

. In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:

“**Act**” means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted therefor, as amended from time to time;

“**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation, in force from time to time;

“**Board**” means the board of directors of the Corporation;

“**By-Law**” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

“**Director**” means an individual elected or appointed to the Board;

“**Meeting of Members**” includes an annual Meeting of Members and a Special Meeting of Members;

“**Member**” means a member of the Corporation;

“**Officer**” means an officer of the Corporation, which may include the Chair, ~~two (2)~~one or more Vice-Chairs, a secretary, a treasurer, and the President and Chief Executive Officer of the Corporation, and any other individual who performs similar senior leadership functions for the Corporation;

“**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution;

“**Proposal**” means a proposal submitted by a Member that meets the requirements of Section 163 (~~Shareholder~~Member Proposals) of the Act, ~~as more particularly described in section 4.3 hereof;~~

“**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time;

“**Special Meeting of Members**” means a special meeting of all Members entitled to vote at an annual meeting of Members; and

“**Special Resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 ~~1.2~~ Interpretation

- . In the interpretation of this By-Law, unless the context otherwise requires, the following rules shall apply:
- (a) except where specifically defined in this By-Law, words, terms and expressions appearing in this By-Law shall have the meaning ascribed to them under the Act;
 - (b) words importing the singular number only shall include the plural and vice versa;
 - (c) the word “person” shall mean an individual, body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;
 - (d) the headings used in the By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-Law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
 - (e) except where specifically stated otherwise, or as otherwise required by the Act, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include e-mail address. It is the intent of the Corporation to use electronic communication whenever possible.

ARTICLE II ~~ARTICLE II~~ GENERAL

2.1 ~~2.1~~ Registered Office

- . The registered office of the Corporation shall be situated in the City of Toronto or as otherwise ~~set~~determined by the Board.

2.2 ~~2.2~~ Corporate Seal

- . The Corporation may, but need not, have a corporate seal. If adopted, the seal shall be in the form approved from time to time by the Board and the Secretary of the Corporation (or, in the event there is no Secretary appointed, any Officer) shall be the custodian of the corporate seal.

2.3 ~~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.

2.4 ~~2.4~~ Execution of Documents

- . Deeds, transfers, assignments, contracts, obligations and other documents and instruments (“**Documents**”) in writing requiring execution by the Corporation may be signed by any two (2) of its ~~officers~~Officers or Directors or by any combination thereof. The Board may also from time to time direct the manner in which and the person or persons by whom Documents generally and/or a particular Document or type of Document shall be executed. Any person authorized to sign any Document may affix the corporate seal to the Document.

~~2.5~~

2.5 **Banking**

- . The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an ~~officer~~Officer or ~~officers~~Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

2.6 ~~2.6~~ **Invalidity of any Provisions of this By-Law**

- . The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law.

ARTICLE III~~ARTICLE III~~ MEMBERS

3.1 ~~3.1~~ **Entitlement**

- . Membership in the Corporation shall be available only to persons ~~involved~~carrying on business primarily in the restaurant or food services business in Canada, as may be determined by the Board, who: (i) are interested in furthering the Corporation's purposes; (ii) have paid the requisite contributions, fees and dues; (iii) and have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board.

3.2 ~~3.2~~ **Membership Classes**

- . As set out in the Articles, there shall be one class of Members, and each Member shall be entitled to receive notice of, attend and vote at all meetings of Members. Each Member shall be entitled to one (1) vote on matters properly put to such meetings.

3.3 ~~3.3~~ **Transferability of Membership**

- . A membership may only be transferred with the prior written consent of the Corporation.

3.4 ~~3.4~~ **Termination of Membership**

- . The rights of a Member lapse and cease to exist when the membership terminates for any of the following reasons:
 - (a) the Member dies, resigns or, in the case of a corporation, is dissolved, or ceases to be a Member in good standing in such other manner as may be determined by the Board;
 - (b) the Member is expelled or the Member's membership is otherwise terminated in accordance with the Articles or Section 3.6 below;

- (c) the Member's term of membership expires, if applicable; or
- (d) the Corporation is liquidated or dissolved pursuant to the Act.

Subject to the Articles, upon any termination of membership, ~~all~~the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist. For certainty, no membership contributions, fees or dues will be returned to a terminated Member.

3.5 ~~3.5~~ Resignation

- . Any Member may resign by delivering a written resignation to the ~~Corporation~~Chief Executive Officer, in which case such resignation shall be effective when received by the ~~Corporation~~Chief Executive Officer or on the date specified in the resignation, whichever is later.

3.6 ~~3.6~~ Discipline of Members ~~by the Board~~

- . The Board or a committee ~~of~~of the Board shall have the authority to suspend or expel any Member for any one or more of the following ~~grounds~~reasons:

- (a) violating any provision of the Articles, By-Law, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation, as determined by the Board in its sole discretion; or
- ~~(c) failure to comply with all applicable laws and regulations;~~
- (c) ~~(d)~~ for any other reason that the Board or the committee of the Board, in ~~each case in their~~ its sole and absolute discretion, considers to be reasonable, having regard to the ~~purposes~~ purpose of the Corporation.

In the event that the Board (or committee of the Board) ~~is convened to consider whether~~ determines that a Member should be expelled or suspended from membership in the Corporation, the Chief Executive Officer or such other ~~officer~~ Officer as may be designated by the Board (or committee of the Board) shall provide at least twenty (20) days' notice of the meeting to the Member and shall provide the Member with a written overview of the reasons for the proposed suspension or expulsion and an opportunity to make written submissions to the Corporation in reply. In the event that no written submissions are received, the Board (or committee of the Board) may proceed to determine the matter of suspension or expulsion, and the Corporation shall notify the Member of the decision forthwith. If written submissions are received in accordance with this Section 3.6, the Board (or committee of the Board) will consider such submissions in arriving at a final decision and may (but shall not be required to) invite the Member to make further oral representations in this regard. The decision of the Board (or committee of the Board) shall be final and binding on the Member, without any further right of appeal. The Board (or committee of the Board) shall establish its own rules and procedures in respect of Member discipline actions.

3.7 ~~3.7~~ Expulsion of Members ~~by the Membership~~

- . The Members may, by Special Resolution passed at a Special Meeting of Members, expel a Member for any reason provided that the Member shall be given the opportunity to be heard at such meeting.

3.8 ~~3.8~~ Membership Dues

- . The Board may require Members to make contributions or pay dues or fees from time to time and may determine the manner in which the contribution is to be made or the dues or fees are to be paid. The Board may, by written policy, establish unequal fees applicable to Members so long as such policy is objectively reasonable. Members shall be notified in writing of amounts payable and if such amounts are not paid within the period of time set out in the notice, the voting rights of the Member shall automatically be suspended.

ARTICLE IV

ARTICLE IV
MEETINGS OF MEMBERS

4.1 ~~4.1~~ **Place of Meetings**

. Meetings of the Members may be held at any place within Canada determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Canada.

4.2 ~~4.2~~ **Annual Meetings**

. The Board shall call an annual meeting no later than eighteen~~months~~ (18) months after the Corporation came into existence and subsequently, not later than fifteen (15)

months after the last preceding annual meeting but not later than six (6) months after the end of the Corporation's preceding financial year.

The Board shall call an annual Meeting of Members for the purpose of:

- (a) considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting;
- (b) electing Directors; ~~and~~
- (c) appointing ~~(or re-appointing)~~ a public accountant; and

~~Any other matters of~~

- (d) transacting such other business as may properly be brought before the meeting or is required under the Act.

Any business transacted under (d) shall constitute special business and a Special Meeting of the Members will be required.

4.3 ~~4.3~~ Proposals at Annual Meeting

- . A Member entitled to vote at an annual Meeting of Members may submit to the Corporation notice of any matter that the Member proposes to raise at the annual meeting (a "Proposal") ~~provided such Proposal is in accordance with the Act.~~ Any such Proposal may include nominations for the election of Directors if the Proposal is signed by not less than 5% of Members entitled to vote at the meeting at which the Proposal is to be presented. ~~The~~ Provided the Proposal complies with the Act, the Corporation shall include the Proposal in the notice of meeting and if so requested by the Member, shall also include a statement by the Member in support of the Proposal and the name and address of the Member. The Member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless otherwise provided by Ordinary Resolution of the Members present at the meeting.

4.4 ~~4.4~~ Special Meetings

- . The Board may at any time call a Special Meeting of Members for the transaction of any business which may properly be brought before the Members, which shall constitute special business. The Board shall call a Special Meeting of Members, in accordance with Section 167 of the Act, on ~~receipt of a~~ written requisition of Members carrying not less than five per cent (5%) of the voting rights ~~of the membership.~~ If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.5 ~~4.5~~ Notice of Meetings

- . Notice of the time and place of a Meeting of Members shall be sent to the following:

- (a) to each Member entitled to vote at the meeting (which may be determined in accordance with any record date fixed by the Board or failing which, in accordance with the Act);

- (b) to each Director; and
- (c) to the public accountant of the Corporation.

A notice shall be provided at least twenty-one (21) days prior to the meeting. A notice shall be provided in accordance with the requirements of Article XI of this By-Law, and shall, subject to the Act, include any Proposal submitted to the Corporation under Section 4.3. Notice of a Meeting

of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-Law to be submitted to the meeting.

4.6 ~~4.6~~ **Waiving Notice**

- . A person entitled to notice of a Meeting of Members may in any manner and at any time waive notice of a Meeting of Members, and attendance of any such person at a Meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.7 ~~4.7~~ **Persons Entitled to be Present**

- . The only persons entitled to be present at a Meeting of Members shall be those Members entitled to vote at the meeting, the Directors and the public accountant of the Corporation. Any other person may be admitted to the meeting only on the invitation of the Chair or with the consent of the meeting.

4.8 ~~4.8~~ **Chair of the Meeting**

- . In the event that the chair (the “Chair”) and the vice-chairs (the “Vice-Chairs”) are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.9 ~~4.9~~ **Quorum**

- . A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be twenty-five (25) Members. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a member may be present in person, or, if authorized under Section 4.10, by telephonic and/or other electronic means.

4.10 ~~4.10~~ **Participation at Meetings by Telephone or Electronic Means**

- . Any person entitled to attend a Meeting of Members may participate in the meeting using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility or the person in question has access to such a communication facility. A person participating in the meeting by any such means shall be deemed to have been present at that meeting. A person participating by telephonic, electronic or other communication facility may vote by any such means if the facility, when necessary, can be adapted so that the votes can be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how a particular member or group of Members voted. If the Board or Members call a Members’ meeting,

the Board or Members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, an electronic or other communication facility, subject to the conditions of this Section.

4.11 Meeting Held by Electronic Means

. If the Board or Members call a meeting, the Board or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.12 ~~4.11~~ **Adjournment**

. The Chair may, with the consent of the meeting, adjourn the meeting from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided the adjourned meeting takes place within thirty-one (31) days of the original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.12

4.13 Absentee Voting

. In addition to voting in person, every Member entitled to vote at a Meeting of Members may vote ~~by any of the following means:~~

~~(a) by appointing a proxyholder or one or more alternate proxyholders, who need not be Members, as the Member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy, subject to the following requirements:~~

~~(i) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment and only if deposited with the Corporation before the meeting in question (or in the manner provided in the notice of meeting, or by resolution of the Board);~~

~~(ii) a Member may revoke a proxy by depositing an instrument or act in writing executed by the Member in accordance with the process set by the Board from time to time;~~

~~(iii) a form of proxy may be provided by the Corporation and if a form of proxy is otherwise created it shall comply with the Act;~~

~~(iv) no person may hold proxies representing more than votes at the meeting.~~

~~(b) by using a mailed-in ballot in the form provided by the Corporation provided that the Corporation has a system that enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted; or~~

~~(e)~~ by means of a telephonic, electronic or other communication facility, if the facility enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted. In the absence of clear written instruction to the contrary from a Member, the Corporation shall recognize the chief executive officer (or equivalent title of the most senior person of a Member) as the representative of the Member for the purpose of exercising member rights, without any obligation to conduct further inquiry. The absentee voting process shall also be subject to such policies as are adopted by the Board from time to time.

4.14 No Absentee Voting by Proxy

. Members shall not be entitled to vote at a Meeting of Members by proxy.

4.15 ~~4.13~~ Votes to Govern

- . Other than as otherwise required by the Act or this By-~~law~~Law, all questions proposed for consideration of the Members shall be determined by Ordinary Resolution of the Members. In case of an equality of votes, the Chair shall have a second or casting vote.

4.16 ~~4.14~~ Show of Hands

- . Except where a ballot is demanded, voting on any question proposed for consideration at a Meeting of Members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion. If a meeting is held by telephonic or electronic means, the Chair of the meeting may implement a process of approximating a show of hands.

4.17 ~~4.15~~ Ballots

- . For any question proposed for consideration at a Meeting of Members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any Member or proxyholder may demand a ballot, in which case the ballot shall be taken in such manner as the

~~chair~~ Chair directs and the decision of the Members on the question shall be determined by the result of such ballot.

4.16

4.18 Annual Financial Statements

- . The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail or by other means as determined by the Corporation.

ARTICLE V ~~ARTICLE V~~ DIRECTORS

5.1 ~~5.1~~ Powers

- . The Board shall manage or supervise the management of the activities and affairs of the Corporation.

5.2 ~~5.2~~ Number

- . Until changed in accordance with the Act, the Board shall consist of that number of Directors specified in the Articles. If the Articles specify a minimum and a maximum number of Directors, the Board shall be composed of the fixed number of Directors as determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution of the Members empowers the Board to determine the number, by resolution of the Board. No decrease in the number of Directors shall shorten the term of an incumbent Director.

5.3 ~~5.3~~ Qualifications

- . A Director ~~need not~~must be an owner, operator or executive of a Member in good standing, as determined by the Board. 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 owner, operator or executive of a Member 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.

5.4 ~~5.4~~ Election and Term

. The ~~Members~~Directors shall ~~elect~~be elected, by Ordinary Resolution, ~~at each annual meeting at which an election of Directors is required, Directors to hold office for a term expiring not later than the close of the fourth~~ of the Members, for a term of up to four (4) years, provided that if the resolution electing a Director is silent on term length, such Director shall hold office until the next annual Meeting of Members ~~following the election. Not~~. It is not necessary that all Directors elected at a ~~Meeting of Members need~~meeting be elected to hold office for the same term. ~~A Director not elected for an expressly stated term ceases to hold office at the close of the first annual Meeting of~~

~~Members following his/her election. If otherwise qualified, an individual may serve up to a maximum of two (2) consecutive four (4) year terms as Director. If Directors are not elected at a Meeting of Members, the incumbent Directors continue in office until their successors are elected.~~

~~5.5~~

A Director shall be eligible for re-election provided that such Director shall not be elected or appointed for a term that exceeds 8 consecutive years. Where a Director was appointed to fill an unexpired term of a Director such partial term shall be included in the calculation of the maximum years of service. Despite the foregoing, a Director may, by Ordinary Resolution of the Board, have their maximum term as a Director extended for a maximum of up to 4 additional years (being 12 consecutive years in total) for the purpose of that Director succeeding to the office of Chair, or serving as Chair, or for such other purpose as may be determined by the Board from time to time.

5.5 **Consent**

- . A Director who is elected or appointed must consent to hold office as a Director:
 - (a) if present at the meeting at which the election or appointment takes place, by not refusing to hold office,
 - (b) if not present at the meeting at which the election or appointment takes place, by either:
 - (i) consenting to hold office in writing before the election or appointment takes place or within ten (10) days of such election; or
 - (ii) by acting as a Director after such person's election or appointment.

5.6 ~~5.6~~ **Vacation of Office**

- . A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members, or becomes disqualified to serve as Director.

5.7 ~~5.7~~ **Resignation**

- . A Director may resign from office by giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

5.8 ~~5.8~~ **Removal**

- . The Members may, by Ordinary Resolution passed at a Special Meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

5.9 ~~5.9~~ Vacancies

Subject to Section 5.8 and the Act, a vacancy on the Board may be filled for the remainder of the term by a qualified individual by Ordinary Resolution of the Board. Notwithstanding the above, if there is not a quorum of Directors or if a vacancy results from either (a) an increase in the number or change to the minimum or maximum number of Directors provided in the Articles or (b) a failure to elect the number or minimum number of Directors provided in the Articles, the Directors then in office shall call a Special Meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member. So long as this ability is set out in the Articles, in the event a Director position is vacant for any reason, the Directors may appoint one or more additional Directors, who shall hold office for a term expiring not later than the close of the next annual Meeting of Members, but the total number of Directors so appointed may not exceed one third of the number of Directors elected at the previous annual Meeting of Members.

5.10 ~~5.10~~ Remuneration and Expenses

. The Directors shall serve as such without remuneration and no Directors shall directly or indirectly receive any profit from their position as such. Any Director, ~~officer~~Officer or employee of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as a Director, ~~officer~~Officer or employee, provided such expenses are in accordance with applicable expense policies.

~~5.11~~

5.11 Borrowing Powers

. The Board of the Corporation may, without authorization of the Members:

- (a) ~~(a)~~ borrow money on the credit of the Corporation;

- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation;
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation;
- (e) authorize expenditures on behalf of the Corporation and delegate, by resolution, to an ~~officer~~Officer or ~~officers~~Officers of the Corporation, such authority to such maximum amounts as determined by the Board,
- (f) employ and pay salaries to employees on behalf of the Corporation and delegate, by resolution, to an ~~officer~~Officer or ~~officers~~Officers of the Corporation such authority; and
- (g) for the purpose of furthering the mission of the Corporation, acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever on behalf of the Corporation.

ARTICLE VI COMMITTEES

6.1 ~~6.1~~ **Executive Committee**

- . The Board ~~shall~~may appoint from their number a committee of Directors (~~which shall be referred to as the Executive Committee~~) and delegate to such committee any of the powers of the Board identified in terms of reference adopted by the Board from time to time, except those powers which may not be delegated by the Board pursuant to subsection 138(2) of the Act.

6.2 ~~6.2~~ **Finance and Audit Committee**

- . The Board ~~shall~~may appoint from their number a committee of Directors and other persons (~~which shall be referred to as the Finance Committee~~) and delegate to such committee certain responsibilities related to financial oversight and audit, as more particularly set out in committee terms of reference adopted by the Board from time to time.

6.3 ~~6.3~~ **Other Committees**

- . The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such terms of reference, regulations or directions as the Board may from time to time make. Any committee member may be removed by Ordinary Resolution of the Board. The Chair of the Board shall have the power to name the chair and vice-chair of all committees of the Corporation from time to time.

~~ARTICLE VII~~

ARTICLE VII
MEETINGS OF DIRECTORS

7.1 ~~7.1~~ **Place of Meetings**

- . Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada as the Board may determine.

~~7.2~~

7.2 **Calling of Meetings**

- . Meetings of the Board may be called by the Chair, the Vice-Chair, or any two (2) Directors at any time.

7.3 ~~7.3~~ **Notice of Meeting**

- . Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article XI of this By-Law to every Director of the Corporation not less than ~~ten~~ (10) ~~days~~ day before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Every notice of meeting shall to the extent practicable specify the business to be transacted and in any event must specify the purpose or the business to be transacted at the meeting if it relates to a matter specified in Section 138(2) of the Act.

7.4 ~~7.4~~ **First Meeting of New Board**

- . Provided that a quorum of Directors is present, a newly-elected Board may, without notice, hold its first meeting immediately following the Meeting of Members at which such Board is elected.

7.5 ~~7.5~~ **Regular Meetings**

- . The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meeting except if Section 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

7.6 ~~7.6~~ **Quorum**

- . A majority of the number of Directors constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under Section 7.8, by teleconference and/or by other electronic means. A quorum must be maintained throughout the meeting.

7.7 ~~7.7~~ **Resolutions in Writing**

- . A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, shall be as valid as if it had been passed at a meeting of Directors or committee of Directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Directors or committee of Directors.

7.8 ~~7.8~~ Participation at Meeting by Telephone or Electronic Means.

- . A Director may, if all Directors are in agreement and have provided their written consent (which may be delivered by electronic means), participate in a meeting of Directors or of a committee of Directors using telephonic, electronic or another communication facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. If the Board so determines, a meeting may be held entirely by telephonic, electronic or other communications means, subject to the conditions of this Section.

7.9 ~~7.9~~ Chair of the Meeting

- . In the event that the Chair and the Vice-Chairs are absent, the Directors who are present shall choose one of their number to chair the meeting.

7.10 ~~7.10~~ Votes to Govern

- . At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each Director shall have one vote. In case of an equality

of votes, the Chair shall have a second or casting vote. Directors may not appoint proxies to attend meetings in their stead.

7.11 ~~7.11~~ **Persons Entitled to be Present**

- . The only persons entitled to be present at a meeting of the Board shall be Directors. Any other person may be admitted to the meeting only on the invitation of the Chair or with the consent of the meeting.

ARTICLE VIII~~ARTICLE VIII~~ **OFFICERS**

8.1 ~~8.1~~ **Appointment**

- . The Board may designate the offices of the Corporation, appoint ~~officers~~Officers on an annual or more frequent basis, specify their duties and delegate to such ~~officers~~Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An ~~officer~~Officer may, but need not be, a Director unless these By-Laws otherwise provide. Two or more offices may be held by the same person.

8.2 ~~8.2~~ **Description of Offices**

- . Unless otherwise specified by the Board, the ~~officers~~Officers of the Corporation shall have the following duties and powers associated with their positions:
 - (a) Chair of the Board – The Chair of the Board, if one is appointed, shall be a Director. The Chair, if any, shall, when present, preside at all meetings of the Board and of the Members. The Chair shall have such other duties and powers as the Board may specify.
 - (b) Vice-Chairs of the Board – One or more Vice-Chairs of the Board, if appointed, shall each be a Director. If the Chair is absent or is unable or refuses to act, the Vice-Chair, in descending order of seniority, shall, when present, preside at all meetings of the Board and of the Members and shall have such others duties and powers as the Board may specify.
 - (c) ~~President and~~ Chief Executive Officer – If appointed, the ~~President and~~chief executive officer (the “Chief Executive Officer”) shall be responsible for implementing the strategic plans and policies of the Corporation. The ~~President and~~ Chief Executive Officer shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.
 - (d) Secretary - If appointed, the secretary (the “Secretary”) shall attend and serve as secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall have such powers and duties as the Board may specify.
 - (e) Treasurer - If appointed, the treasurer (the “Treasurer”) shall have such powers and duties as the Board may specify.

The powers and duties of all other ~~officers~~Officers of the Corporation shall be such as the terms of their engagement call for or the Board or Chief Executive Officer requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any ~~officer~~Officer.

~~8.3~~

8.3 Vacancy in Office

. In the absence of a written agreement to the contrary, the Board may remove, for any reason, any ~~officer~~Officer of the Corporation. Unless so removed, an ~~officer~~Officer shall hold office until the earlier of:

- (a) the ~~officer~~Officer's successor being appointed;
- (b) the ~~officer~~Officer's resignation;
- (c) such ~~officer~~Officer ceasing to be a Director (if a necessary qualification of appointment); or
- (d) such ~~officer~~Officer's death.

If the office of any ~~officer~~Officer of the Corporation shall be or become vacant, the Directors may, by ~~resolution~~Ordinary Resolution, appoint a person to fill such vacancy.

8.4 ~~8.4~~ Remuneration of Officers

. The remuneration of all ~~officers~~Officers appointed by the Board shall be determined in accordance with Section 5.10.

~~ARTICLE IX~~

ARTICLE IX

CONFLICT OF INTEREST

9.1 ~~9.1~~ Conflict of Interest

.

- (a) ~~(a)~~ Any Director or ~~officer~~Officer of the Corporation who:
 - (i) is a party to a material contract or material transaction or proposed material contract or material transaction with the Corporation, or
 - (ii) is a Director or ~~officer~~Officer of or has a material interest in any body corporate or business firm who is a party to a material contract or material transaction or proposed material contract or material transaction with the Corporation,

shall disclose in writing at the Directors' meeting and have entered in the minutes, the nature and extent of such Director or ~~officer~~Officer's interest in such actual or proposed material contract or material transaction with the Corporation.

| (b) ~~(b)~~ The disclosure required by (a) above, shall be made, in the case of a Director:

- (i) at the Directors' meeting at which a proposed contract or proposed transaction is first considered;
- (ii) if the Director was not then interested in a proposed contract or proposed transaction, at the first Board meeting after such Director becomes so interested;

- (iii) if the Director becomes interested after a contract or transaction is made, at the first Board meeting held after the Director becomes so interested; or
- (iv) if an individual who is interested in a contract or transaction later becomes a Director, at the first Board meeting held after the individual becomes a Director.

(c) ~~(e)~~ The disclosure required by (a) above, shall be made, in the case of an ~~officer~~Officer who is not a Director:

- (i) immediately after the ~~officer~~Officer becomes aware that the contract, transaction, proposed contract, or proposed transaction is to be considered or has been considered at a Board meeting;
- (ii) if the ~~officer~~Officer becomes interested after a contract or transaction is made, immediately after the ~~officer~~Officer becomes so interested; or
- (iii) if an individual who is interested in a contract or transaction later becomes an ~~officer~~Officer, immediately after the individual becomes an ~~officer~~Officer.

(d) ~~(d)~~ If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of carrying on the Corporation's activities, would not require approval by the Directors or Members, a Director or an ~~officer~~Officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Corporation or request to have entered in the minutes of meetings of Directors or of committees of Directors, the nature and extent of their interest.

~~(e)~~ A Director required to make a disclosure under Section 9.1(a)(i) above shall not vote on any resolution to approve the contract or transaction unless the contract or transaction:

- (i) relates primarily to the Director's remuneration as an ~~officer~~Officer, an employee, or an agent of the Corporation or an affiliate of the Corporation;
- (ii) is for indemnity or insurance under Section 151 of the Act; or
- (iii) is with an affiliate of the Corporation.

(e) ~~(f)~~ For the purposes of this Section 9.1, a general written notice to the Corporation declaring that a Director or ~~officer~~Officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:

- (i) the Director or ~~officer~~Officer is a Director or an ~~officer~~Officer, or acting in a similar capacity, of a party referred to in Section 9.1(a)(ii);
- (ii) the Director or ~~officer~~Officer has a material interest in the party; or

~~(iii)~~

(iii) there has been a material change in the nature of the Director's or the ~~officer~~Officer's interest in the party.

(f)

~~(g)~~A contract or transaction for which disclosure is required is not invalid, and the Director or ~~officer~~Officer is not accountable to the Corporation or its Members for any profit realized from the contract or transaction, because of the Director's or ~~officer~~Officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the meeting of Directors or of the committee of Directors that considered the contract or transaction if:

- (i) disclosure of the interest was made in accordance with this Article IX;
- (ii) the Directors approved the contract or transaction; and
- (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved.

(g)

~~(h)~~Even if the conditions under Section 9.1(~~g~~f) above are not met, a Director or an ~~officer~~Officer, acting honestly and in good faith, is not accountable to the Corporation or to its Members for any profit realized from a contract or transaction for which disclosure is required, and the contract or transaction is not invalid by reason only of the interest of the Director or ~~officer~~Officer in the contract or transaction, if:

- (i) ~~(i)~~the contract or transaction is approved or confirmed by Special Resolution at a meeting of the Members;
- (ii) disclosure of the interest was made to the Members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed by the Members; and
- (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved or confirmed by the Members.

(h)

~~(i)~~A contract is not void by reason only of the failure of a Director or ~~officer~~Officer to comply with the provisions of this Section 9.1 but a court may upon the application of the Corporation or a Member, set aside or annul the contract or transaction on any terms that it thinks fit, require the Director or ~~officer~~Officer to account to the Corporation for any profit or gain realized on the contract or transaction, or make any other order that the court thinks fit.

ARTICLE X

ARTICLE X
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

10.1 ~~10.1~~ Standard of Care

- . Every Director and ~~officer~~Officer of the Corporation, in exercising such person's powers and discharging such person's 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. Every Director and ~~officer~~Officer of the Corporation shall comply with the Act, the regulations, Articles, ~~and~~ By-Law and policies of the Corporation.

~~10.2~~

10.2 **Limitation of Liability**

- . Provided that the standard of care required of the Director or ~~officer~~Officer under the Act and the By-Law has been satisfied, no Director or ~~officer~~Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or ~~officer~~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 for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or ~~officer~~Officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director or ~~officer~~Officer's own wilful neglect or default or otherwise result from the Director or ~~officer~~Officer's failure to act in accordance with the Act or the regulations.

10.3 ~~10.3~~ **Indemnification of Directors and Officers**

- . The Corporation shall indemnify a Director, an ~~officer~~Officer of the Corporation, a former Director or ~~officer~~Officer of the Corporation, or another individual who acts or acted at the Corporation's request as a Director or ~~officer~~Officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:
 - (a) the person acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or ~~officer~~Officer or in a similar capacity at the Corporation's request; and
 - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law.

10.4 ~~10.4~~ **Insurance**

- . Subject to the Act, the Corporation shall purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 10.3 against any liability incurred by the individual in the individual's capacity as a Director or an

~~officer~~Officer of the Corporation; or in the individual's capacity as a Director or ~~officer~~Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

10.5 ~~10.5~~-Advances

- . With respect to the defence by a Director or ~~officer~~Officer or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a Director or ~~officer~~Officer pursuant to the terms of the Act, the Board may authorize the Corporation to advance to the Director or ~~officer~~Officer or other individual such funds as may be

reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or ~~offieer~~Officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The Director or ~~offieer~~Officer shall forthwith repay the money advanced if the Director or ~~offieer~~Officer does not fulfill the conditions of Section 151(3) of the Act.

ARTICLE XI~~ARTICLE XI~~ NOTICES

11.1 ~~11.1~~ Method of Giving Notices

- . Any notice (which term includes any communication or document) to be given to a Member, Director, ~~offieer~~Officer, member of a committee of the Board, or the public accountant shall be sufficiently given if given by mail, courier or personal delivery, or by an electronic, telephonic, or other communication facility.

A Special Resolution of the Members is required to make any amendment to the By-Law of the Corporation to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

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 electronic or similar communication shall be deemed to have been given when delivered to the appropriate electronic server or equivalent facility. The Secretary may change or cause to be changed the recorded address of any Member, Director, ~~offieer~~Officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or ~~offieer~~Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

11.2 ~~11.2~~ Omissions and Errors

- . The accidental omission to give any notice to any Member, Director, ~~offieer~~Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with ~~the~~this By-Law, or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

11.3 ~~11.3~~ Waiver of Notice

- . Any person entitled to notice may waive or abridge the time for any notice required to be given to such person, 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.

~~ARTICLE XII~~
ARTICLE XII
RULES OF ORDER AND POLICES

12.1 ~~12.1~~ Rules of Order

- . Any questions of procedure at or for any meetings of Members, or meetings of the Board, or of any committee of the Members or the Board, which have not been provided for by the Act, this By-~~law~~Law or the rules and policies adopted from time to time by the

Board, shall be determined by the chair of such meeting in accordance with the rules of procedure adopted by resolution of the Board, or failing such resolution, adopted by the chair of the meeting.

12.2 ~~12.2~~ Policies

. The Board may, from time to time, make such rules or policies as it may deem necessary or desirable in connection with the management of the activities and affairs of the Corporation and the conduct of the Directors, ~~officers~~Officers and Members, provided however that any such rule or policy shall be consistent with the provision of the Act and the By-~~laws~~Laws of the Corporation.

~~ARTICLE XIII~~ ARTICLE XIII DISPUTE RESOLUTION

13.1 ~~13.1~~ Mediation and Arbitration

. Disputes or controversies among Members, Directors, or ~~officers~~Officers of the Corporation are to be resolved in accordance with this Article XIII.

13.2 ~~13.2~~ Dispute Resolution Mechanism

. In the event that a dispute or controversy among Members, Directors, or ~~officers~~Officers of the Corporation arising out of or related to the Articles or By-Law, or out of any aspect of the activities or affairs of the Corporation, is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, Directors, or ~~officers~~Officers of the Corporation as set out in the Articles, By-Law or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a mediator determined jointly by the parties, who will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) If the parties are not successful in resolving the dispute through mediation, then the dispute shall be settled by arbitration before a single arbitrator, who shall not be the mediator referred to above, in accordance with the laws of the Province of Ontario. All proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind without the prior written consent of all parties unless required by law. The decision of the arbitrator shall be final and binding and shall not be subject to appeal, or review.

All costs of the mediator appointed in accordance with this Section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrator appointed in accordance with this Section shall be determined by the arbitrator.

~~ARTICLE XIV~~

ARTICLE XIV
SPECIAL RESOLUTIONS

14.1 ~~14.1~~ **Special Resolutions**

. A Special Resolution of the Members shall be required to make any amendment to these By-Law or to the Articles to:

- (a) ~~(a)~~ change the Corporation's name;

- (b) change the province in which the Corporation's registered office is situated;
- (c) add, change or remove any restriction on the activities that the Corporation may carry on;
- (d) create a new class or group of Members;
- (e) change a condition required for being a Member;
- (f) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) subject to Section 133 of the Act, increase or decrease the minimum and maximum number of Directors fixed by the Articles;
- (j) change the statement of the purpose of the Corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- (l) change the manner of giving notice to Members entitled to vote at a Meeting of Members;
- (m) change the method of voting by Members not in attendance at a Meeting of Members; or
- (n) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

~~ARTICLE XV~~

ARTICLE XV

BY-LAW AND EFFECTIVE DATE

15.1 ~~15.1~~ Amendment of By-Law and Effective Date

- . Subject to the Articles, the Board may, by Ordinary Resolution, make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Any such By-Law, amendment or repeal shall be effective from the date of the resolution of the Board until the next Meeting of Members where it may be confirmed, rejected or amended by the Members, by Special Resolution. If the By-Law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

Despite the foregoing, a By-Law amendment that requires a Special Resolution as set out in Article XIV is only effective when confirmed by Members.

15.2 ~~15.2~~ Repeal and Effect of Repeal

- . Upon the enactment of this By-Law, all previous By-Laws of the Corporation shall be repealed. Such repeal shall not affect the previous operation of any

By-Law or affect the validity of any act done (including, for example only, prior resolutions, policies, etc.) or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any letters patent of the Corporation obtained pursuant to, any such By-Law prior to its repeal. All Directors, ~~officers~~Officers, and person acting under any By-Law so repealed shall continue to act as if appointed under the provisions of this By-Law and all resolutions of the Members and of the Board with continuing effect passed under any repealed By-Law shall continue as good and valid except to the extent inconsistent with this By-Law and until amended or repealed.

[SIGNATURE PAGE FOLLOWS]

ENACTED by Ordinary Resolution of the Board this day of _____,
~~2018~~2023.

~~Chair~~

Secretary

CHAIR

SECRETARY

CONFIRMED by Special Resolution of the Members this day of _____,
~~2018~~2023.

~~Chair~~

Secretary

CHAIR

|

SECRETARY

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