

ONTARIO SMALL BREWERS ASSOCIATION INC.

AMENDED AND RESTATED BY-LAW NO. 1

BE IT ENACTED an amended and restated general by-law of **ONTARIO SMALL BREWERS ASSOCIATION INC.** (the "**Corporation**") as follows:

ARTICLE 1 – HEAD OFFICE

1.1 The head office of the Corporation shall be in the City of Toronto, in the Province of Ontario, or in such other place as the members may decide from time to time by special resolution.

ARTICLE 2 – SEAL

2.1 The seal, an impression whereof is stamped below, shall be the corporate seal of the Corporation.

ARTICLE 3 – BOARD OF DIRECTORS

- 3.1 The affairs of the Corporation shall be managed by a board of directors. The number of directors on the board shall consist of the following:
- (a) one (1) director elected by each of the 40+ HL Members to a maximum of five (5) directors (such number of directors being elected by the 40+ HL Members being referred to as the "**40+Directors**") voting separately as a class in the event that there are more than five (5) 40+ HL Members;
 - (b) four (4) directors or the number of 40+ HL Directors eligible to be elected pursuant to subparagraph (a) above, whichever is greater, elected by the 5 HL Members voting separately as a class;
 - (c) two (2) directors or 50% of the number of 15 HL Members, whichever is greater, to a maximum of the number of 40+ HL Directors eligible to be elected pursuant to subparagraph (a) above, elected by the 15 HL Members voting separately as a class;
 - (d) two (2) directors or 50% of the number of 40 HL Members, whichever is greater, to a maximum of the number of 40+ HL Directors eligible to be elected pursuant to subparagraph (a) above, elected by 40 HL Members voting separately as a class.

Notwithstanding the foregoing: (i) each Voting Member can only have one representative as a director; (ii) the right of a Voting Member to elect a director cannot be assigned or transferred in any way; and (iii) a representative of a Voting Member can only be elected as a director of such Voting Member's class, and not as a director of another class of Voting Member.

The directors may be elected and retire in rotation. Directors to be elected at each annual meeting of members shall be elected for a term of two years unless elected or appointed to fill a vacancy in the board of directors of the Corporation, in which case the director elected or appointed shall be elected or appointed for the unexpired term of the director who has ceased to be a director and has created the vacancy. For purposes of this clause, a "year" shall commence on the date of election or appointment as director and shall terminate on the date of the next annual meeting of members at which the directors are to be elected. There shall be no limitation on the number of consecutive terms for which a director may be elected or appointed.

- 3.2 The board of directors may from time to time appoint any committee or committees, as it deems necessary or appropriate for such purposes and with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors. The board of directors may fix any remuneration for committee members who are not also directors of the Corporation.

ARTICLE 4 – VACANCIES, BOARD OF DIRECTORS

- 4.1 Vacancies on the board of directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation and in compliance with the provisions of section 3.1, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy.
- 4.2 Notwithstanding the forgoing, in the event that a vacancy is filled by the board of directors, in order for such replacement director to complete their term, if applicable, such replacement director must be ratified and approved by the members at the next-following annual general meeting.

ARTICLE 5 – QUORUM AND MEETINGS, BOARD OF DIRECTORS

- 5.1 A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or by the Secretary on direction of the President or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or telegraphed or faxed or e-mailed to each director not less than forty-eight (48) hours before the meeting is to take place or shall be mailed to each director not less than four days before the meeting is to take place. The statutory declaration of the

Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or month's for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board. If all of the directors of the Corporation consent, a meeting of the directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a director participating in such meeting by such means is deemed to be present at that meeting.

ARTICLE 6 – ERRORS IN NOTICE, BOARD OF DIRECTORS

- 6.1 No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

ARTICLE 7 – VOTING, BOARD OF DIRECTORS

- 7.1 Questions arising at any meeting of directors shall be decided by a majority of votes. The Chairperson of the meeting shall not have an original vote but in the case of an equality of votes, the Chairman shall be entitled to the casting vote. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson that a resolution has been carried and an entry to that effect the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

ARTICLE 8 – POWERS

- 8.1 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 hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorised 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, warrant options and other securities, lands, buildings and other property, movable 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. In addition to the

foregoing, the board of directors may, from time to time, pass, amend and repeal a code of practice in order to foster high ethical standards and professionalism in the Industry.

ARTICLE 9 – REMUNERATION OF DIRECTORS

9.1 The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director; provided that a director may be reimbursed for reasonable expense incurred by the director in the performance of the director's duties.

ARTICLE 10 – OFFICERS OF CORPORATION

10.1 There shall be a Chairperson, a President, a Secretary and a Treasurer or, in lieu of a Secretary and Treasurer, a Secretary-Treasurer, and such other officers as the board of directors may determine from time to time. One person may hold more than one office. The Chairperson shall be elected by the board of directors from among their number at the first meeting of the board after the annual election of such board of directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the board and in the absence of written agreement to the contrary the employment of all officers shall be settled from time to time by the board.

ARTICLE 11 – CHAIRPERSON

11.1 The Chairperson shall be a director and shall be vested with and may exercise all of the powers and perform all of the duties of a chairperson of the board including, without limitation, chairing all meetings of the board of directors and members. During the absence or inability of the President, their duties and powers shall be exercised by the Chairperson.

ARTICLE 12 – DUTIES OF PRESIDENT

12.1 The President shall be charged with the general management and supervision of the affairs and operations of the Corporation and such other duties as may from time to time be determined by the board of directors. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and membership certificates.

ARTICLE 13 – DUTIES OF SECRETARY

13.1 The Secretary shall be ex officio clerk of the board of directors. They shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. They shall give all notices required to be given to members and to directors. They shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence,

contracts and other documents belonging to the Corporation which they shall deliver up only when authorised by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and they shall perform such other duties as may from time to time be determined by the board of directors.

ARTICLE 14 – DUTIES OF TREASURER

14.1 The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board of directors. They shall disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers therefor and shall render to the board of directors at the regular meetings thereof or whenever required of them, an account of all their transactions as Treasurer and of the financial position of the Corporation. They shall also perform such other duties as may from time to time be determined by the board of directors.

ARTICLE 15 – DUTIES OF OTHER OFFICERS

15.1 The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

ARTICLE 16 – EXECUTION OF DOCUMENTS

16.1 Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by the President together with any other officer or director, who may also affix the seal of the Corporation to such instruments as require the same.

16.2 Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the any one officer or director or by any person authorised by the board.

16.3 Any one officer or director, or any person or persons from time to time designated by the board of directors, may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under corporate seal any and all instruments in writing necessary or proper for such purposes including the appointment of an attorney or attorneys to make or accept transfers of shares' bonds or other securities on the books of any company or corporation.

- 16.4 Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

ARTICLE 17 – BOOKS AND RECORDS

- 17.1 The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

ARTICLE 18 – MEMBERSHIP

- 18.1 Membership in the Corporation shall be available to those persons, firms, organizations, businesses, corporations and others who are interested in furthering the objects of the Corporation and whose application for admission as a member has received the approval of the board of directors of the Corporation. The board of directors may also pass membership rules, providing, among other things, for the admission of members by the Secretary of the Corporation. Each member shall be promptly informed by the Secretary of their admission as a member.

Without limiting the generality of the foregoing, the board of directors, in its sole and absolute discretion, may from time to time on request vary or waive any criteria, requirement or rule of general application for admission of a member (whether such criteria, requirement or rule is set out in these by-laws or otherwise) with respect to any particular application for membership without otherwise derogating from the general application of such criteria, requirement or rule to any or all other applications of membership.

- 18.2 The membership shall consist of the following three classes:

- (a) Voting Members;
- (b) Associate Members; and
- (c) Director Members.

- 18.3 The terms and conditions attaching to each class of membership are as follows:

- (a) Voting Member:
 - (i) is either a:
 - (A) 5 HL Member
 - (B) 15 HL Member;
 - (C) 40 HL Member; or

- (D) 40+ HL Member;
 - (ii) shall be entitled to one (1) vote at any meeting of Voting Members and on any vote taken thereat, provided that each of the 5 HL Members, the 15 HL Members, the 40 HL Members and the 40+ HL Members shall, voting separately as a class, have the right to elect up to five (5) persons to the board of directors; and
 - (iii) must adhere to and adopt the code of practice developed from time to time by the board of directors, including, without limitation, where applicable the OCB Brewing Philosophy.
- (b) Associate Member:
 - (i) is either a:
 - 1) "Brewery in Planning";
 - 2) tradesman or supplier who does business with the Industry or any allied industry or endeavour; or
 - 3) any other individual who is interested in furthering the objects of the Corporation;
 - (ii) shall be entitled to sit on committees as from time to time may be appointed by the board of directors;
 - (iii) shall be entitled to receive notice of and attend all meetings of members except meetings that are called exclusively for Voting Members only, but shall not be entitled to vote at any meeting attended; and
 - (iv) must adhere to and adopt the code of practice developed from time to time by the board of directors, including, without limitation, where applicable the OCB Brewing Philosophy.
- (c) Director Member:
 - (i) is a director of the Corporation;
 - (ii) shall be entitled to receive notice of and attend all meetings of members, provided he shall have no vote thereat; and
 - (iii) must adhere to and adopt the code of practice developed from time to time by the board of directors.
- (d) For purposes of these by-laws and in all other by-laws of the Corporation hereafter passed, "**OCB Brewing Philosophy**" means a statement of rules and conduct approved by the board of directors from time to time

regarding the standards to be maintained by members of the Corporation in respect of the brewing

- 18.4 Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of same with the Secretary of the Corporation. A resignation shall be effective from acceptance thereof by the board of directors. In the case of resignation, a member shall remain liable for payment of any outstanding membership dues levied or which may become payable by the member to the Corporation prior to such member's resignation.
- 18.5 The interest of a member in the Corporation is not transferable and lapses and ceases to exist:
- (a) upon death or dissolution of the member;
 - (b) when the member's period of membership expires (if any);
 - (c) when the member ceases to be a member by resignation or otherwise in accordance with the by-laws;
 - (d) if a member fails to satisfy its obligations as a member of the Corporation as provided for in the by-law as determined by a resolution passed by a minimum of two-thirds ($2/3^{\text{rds}}$) of all directors, whether present at a meeting or not, provided that the member shall be granted the opportunity to be heard at such meeting.
- 18.6 The Corporation may from time to time issue to its members such cards, certificates and other forms of identification, in such form, as the board of directors may from time to time approve by resolution.

ARTICLE 19 – DUES

- 19.1 Members shall be required to pay to the Corporation membership dues and assessments as are from time to time fixed and prescribed by the board of directors.
- 19.2 The Secretary shall notify the members of the dues or fees at any time payable by them by bill or account and, if any are not paid within thirty (30) days of the date of such bill or account, the Secretary shall provide a written notice of default to such members. If such dues or fees are not paid within sixty (60) days of the date of such bill or account, the Secretary shall notify the members in default of their intention to terminate membership and voting privileges, if applicable. If any such dues or fees are not paid within ninety (90) days of the date of such bill or account, the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by vote of the board of directors.
- 19.3 Each member is responsible for any dues which are assessed up to the effective date of the termination of such member's membership in the Corporation.

- 19.4 Notwithstanding the provisions contained in section 19.2, the board of directors may from time to time prescribe rules or procedures for extending the timely payment of due or fees and continuation of membership privileges for one or more members.

ARTICLE 20 – ANNUAL AND OTHER MEETINGS OF MEMBERS

- 20.1 The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint.
- 20.2 At every annual meeting in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President shall have power to call at any time a general meeting of the members of the Corporation. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail or telegraph or fax or e-mail, ten (10) days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

ARTICLE 21 – ADJOURNMENTS

- 21.1 Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

ARTICLE 22 – QUORUM OF MEMBERS

- 22.1 A quorum for the transaction of business at any meeting of members shall consist of not less than the lesser of all Voting Members or seven (7) Voting Members present in person or represented by proxy.

ARTICLE 23 – VOTING OF MEMBERS

- 23.1 Each Voting Member of the Corporation shall at all meetings of members be entitled to one vote and they may vote by proxy. Such proxy designate need not be a member but before voting shall produce and deposit with the Secretary

sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless they have paid all dues or fees, if any, then payable by them.

- 23.2 At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairperson shall not be entitled to a second or casting vote and the resolution under consideration shall be considered defeated.

ARTICLE 24 – FINANCIAL YEAR

- 24.1 Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the 31st day of March in each year.

ARTICLE 25 – CHEQUES, ETC.

- 25.1 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

ARTICLE 26 – DEPOSIT OF SECURITIES FOR SAFEKEEPING

26.1 The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors, Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

ARTICLE 27 – NOTICE

27.1 Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to their recorded address or if mailed to them at his recorded address by prepaid air or ordinary mail, or if sent to them at their recorded address by any means of fax or other 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; a notice sent by fax shall be deemed to have been given at the time of confirmation of transmittal, and a notice sent by any means of any other 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 them to be reliable.

ARTICLE 28 – BORROWING

28.1 The directors may from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation; and
- (c) delegate the powers under this clause to any officer or officers of the Corporation that the board considers appropriate.

28.2 From time to time the directors may authorise any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the directors may authorise, and generally to manage, transact and settle the borrowing of money by the Corporation.

ARTICLE 29 – DISSOLUTION

29.1 Upon dissolution of the Corporation and after payment of all debts and liabilities, the remaining property of the Corporation shall be distributed among the members prorated in proportion to their respective fee rates.

ARTICLE 30 – INTERPRETATION

30.1 In these by-laws and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires:

- (a) "**5 HL Member**" shall mean an Operating Brewery that Annually Brews less than 5,000 hectolitres of beer;
- (b) "**15 HL Member**" means an Operating Brewery that Annually Brews more than 5,000 hectolitres but less than 15,000 hectolitres of beer;
- (c) "**40 HL Member**" means an Operating Brewery that Annually Brews more than 15,000 hectolitres, but less than 40,000 hectolitres of beer;
- (d) "**40+ HL Member**" means an Operating Brewery that Annually Brews more than 40,000 hectolitres, but less than 400,000 hectolitres of beer;
- (e) "**Act**" means the *Corporations Act* (Ontario) or any successor or replacement legislation;
- (f) "**Annually Brews**" means the greater of:
 - (i) the annual world-wide production of Beer of a Person and any Related Party, either in any Owned Brewing Facility or that is Contract Brewed for such Person or a Related Party; and
 - (ii) the annual worldwide sales of Beer of the Person and any Related Party,each calculated on the last calendar year;
- (g) "**Annual Ontario Sales Volume**" means the annual amount of sales of Beer in Ontario by a member for the last calendar year;

- (h) **"Beer"** means beer or other malt beverage products;
- (i) **"Brewery in Planning"** means a brewery who either contracts out the production of their beer to an Ontario Craft Brewery while they are building or expanding their own Operating Brewery, or a brewery who holds an excise license, does not brew at least 51% in their owned facility but is actively working toward expanding their own Operating Brewery. A Brewery in Planning shall not exceed 1,000 hectolitres in annual production;
- (j) **"Contract Brewed"** means the production by or on behalf of a Person of Beer which was not produced at an Owned Brewing Facility;
- (k) **"Industry"** means the licensed small beer brewing industry consisting of brewers who produce less than 400,000 hectolitres of beer annually worldwide;
- (l) **"Member Brewing Facility"** means a Beer brewing facility in Ontario in which a Voting Member or a Related Party owns or controls a majority interest;
- (m) **"Ontario Craft Brewery"** means an Operating Brewery that meets the following conditions:
 - (i) Worldwide production volume is under 400,000 HL.
 - (ii) No more than 25% owned or controlled by a brewers or another beverage alcohol manufacturer that is over 400,000 HL in worldwide production. Both public and private companies can join by providing and undertaking that they comply with this condition.
 - (iii) All worldwide production volume is brewed according to the Ontario Craft Brewing Philosophy.
 - (iv) Minimum of 80% of its Annual Ontario Sales Volume is produced in Ontario.
 - (v) Minimum of 51% of the beer the brewery sells must be brewed in the Members' own brewery.
- (n) **"Operating Brewery"** meaning a brewery that:
 - (i) is a bricks and mortar brewery in Ontario which has all brewing aspects beginning with malt and ending with packaged beer, or beer ready to be packaged;
 - (ii) Annually Brews less than 400,000 hectoliters of Beer;

- (iii) possesses a valid excise license, and a manufacturers licence issued by the Alcohol and Gaming Commission of Ontario or any successor regulatory body; and
- (iv) no Person that owns or exercises control over 25% or more of the shares of such Person Annually Brews more than 400,000 hectoliters of Beer (and/or the equivalent in wine, spirits and/or other types of alcohol) and all such Persons sign an undertaking with the Corporation to comply with the foregoing requirement:

For avoidance of doubt, for purposes of the foregoing Annually Brews includes: (i) Beer brewed for others; and (ii) production of any Person that owns more than 25% of the shares of such Person or any Related Party.

- (o) **"Owned Brewing Facility"** means a Beer brewing facility in which the Person or a Related Party owns or controls a majority interest;
- (p) **"Person"** includes an individual, partnership, firm, corporation or other entity, howsoever formed;
- (q) **"Related Party"** to any Person, means such Person's parent, subsidiary, affiliated or other related corporation or other entity that exercises significant control or influence over such Person.

30.2 Words used herein importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.

ARTICLE 31 – RESTATEMENT

31.1 Upon the enactment of this amended and restated by-law No. 1 of the Corporation, the general by-law No. 1 of the Corporation enacted November 26, 2003 is repealed in its entirety and replaced with this amended and restated by-law No. 1.

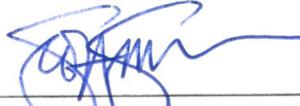
Passed by the board of directors and sealed with the corporate seal this 27th day of February 2019.

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Passed by the board of directors this 8 day of March, 2019.



Jeff Dornan - Chair



Scott Simmons – President