

# CANADIAN CATTLEMEN'S ASSOCIATION

Corporation Number 034499-1-M

## AMENDED BY-LAWS

### INTERPRETATION AND OBJECTS

#### Definitions

1. In this by-law and all other by-laws of the Association, unless the context otherwise specifies or requires:
  - (a) "Act" means the *Canada Corporations Act*, Revised Statutes of Canada 1970, c. C-32, as from time to time amended;
  - (b) "Association" means the Canadian Cattlemen=s Association;
  - (c) "Board" or "Board of Directors" means the Board of Directors of the Association;
  - (d) "By-laws" means any by-laws of the Association from time to time in force and effect;
  - (e) "Director" means a Director elected or appointed by a Member, the President, Vice President and the Past President;
  - (f) "Division" means the Beef Information Centre, the Beef Cattle Research Council, CanFax, CanFax Research Services and such other Divisions as may be established by the Board of Directors from time to time;
  - (g) "Member" means a provincial cattle association accepted as a Member of the Association;
  - (h) "member" means an individual appointed as a member of the Board of Directors, the Executive Committee, a Division established by the Board of Directors or a committee established by the Executive Committee.
  - (i) "ordinary resolution" means a resolution passed by a vote of a majority of 50% plus 1 of those members who, if entitled to do so, vote in person or by mail, fax or electronic ballot;
  - (j) "special resolution" means a resolution passed by a vote of not less than two-thirds (2/3) of those members who, if entitled do to so, vote in person or by mail, fax or electronic ballot;

#### NAME

2. The name of the Association shall be CANADIAN CATTLEMEN'S ASSOCIATION.

#### OBJECTIVES

3. The objects of the Association are:
  - (a) to promote the equitable and economic welfare of all phases of the beef cattle industry in Canada;

- (b) to encourage the enactment and enforcement of legislation that is deemed to be in the interest of the beef cattle industry and to oppose legislation that is contrary to those interests;
- (c) to encourage research in the areas of beef production and marketing and in the nutritional values of beef;
- (d) to promote the popularity of beef as a food by creating a better understanding among customers and consumers of the unique value of beef in the diet and of the economic importance of the beef industry.
- (e) to co-operate with other organizations whose objects are similar, in whole or in part, to those of the Association;
- (f) to co-ordinate the efforts of beef producers' organizations with those of others interested in the beef cattle industry;
- (g) to provide a medium for discussion of problems of concern to beef producers, and an agency for the presentation to appropriate authority of the views that emerge from such discussions, and;
- (h) to represent farmers and ranchers who breed, feed, or raise cattle in Canada.
- (i) to undertake those activities and responsibilities deemed necessary by the Association to protect and promote the interests of the beef cattle industry;
- (j) for the attainment of the above objects and as incidental and ancillary thereto, to exercise any of the above powers as prescribed by the *Canada Corporations Act* or any other statutes or laws from time to time applicable and, in particular, without limiting the generality of the foregoing:
  - (i) to accumulate from time to time part of the fund or funds of the Association and income therefrom subject to any statutes or laws from time to time applicable;
  - (ii) to invest and re-invest the funds of the Association in such manner as determined by the Directors, and in making such investments, the Directors shall not be limited to investments authorized by law for trustees, provided such investments are reasonable, prudent and sagacious under the circumstances and do not constitute, either directly or indirectly, a conflict of interest;
  - (iii) to solicit and receive donations, bequests, legacies and grants and to enter into agreements, contracts and undertakings incidental thereto;
  - (iv) to acquire by purchase, contract, donation, legacy, gift, grant, bequest or otherwise, any personal property and to enter into and carry out any agreements, contracts or undertakings incidental thereto, and to sell, dispose of and convey the same or any part thereof, as may be considered advisable;
  - (v) to acquire by purchase, lease, devise, gift or otherwise, real property, and to hold such real property or interest therein necessary for the actual use and occupation of the Association or for carrying out its objects, and when no longer necessary, to sell, dispose of and convey the same or any part thereof.

## **MEMBERSHIP**

4. Subject to Article 5, membership in the Association is open to provincial beef cattle associations.
5. Only one provincial beef cattle association may be admitted as a Member for any one province.

### **Eligibility**

6. A provincial beef cattle association shall be eligible to become a Member if it:
  - (a) is a duly incorporated provincial not-for-profit association, organization or corporation;
  - (b) has made written application for membership in the form prescribed or recognized by the Board of Directors of the Association;
  - (c) has been approved as a Member by an ordinary resolution of the Board of Directors of the Association;
  - (d) agrees to contribute funds to the Association in accordance with its pro-rated assessment as provided in Article 10;
  - (e) agrees to elect or appoint its Directors to the Board of Directors and the Executive Committee provided in Articles 24, 25, 52 and 53, respectively;
  - (f) is interested in furthering the objects of the Association.

### **Appointment of a Member Representative**

7. Each Member shall appoint one Director, elected or appointed by the Member pursuant to Articles 24 and 25, to represent the Member and exercise the rights of a Member on its behalf at any meeting of the Members.
8. An appointment of a Director to represent a Member shall be in writing in a form acceptable to the Board of Directors and filed with the Executive Vice President.

### **Annual and Special Assessments**

9. The annual budget of the Association shall be established by the Executive Committee and approved by the Board of Directors. Based on the annual budget of the Association the Executive Committee shall establish the annual assessment and, if necessary, any special assessment payable by the Members. Any annual and special assessment established by the Executive Committee does not take effect until the assessment has been approved by the Board of Directors.
10. Each Member shall be responsible for paying that Member=s share of the annual assessment and any special assessment. The Executive Committee shall determine each Member=s share of any assessment based on the formula established from time to time by the Board of Directors. The determination of each Member=s share of any assessment by the Executive Committee does not take effect until the allocation of the assessment to each Member is approved by the Board of Directors and the Member.

## **Withdrawal and Termination of Membership**

11. Any Member may withdraw from the Association by delivering written notice to the Executive Vice President of the Association.
12. Any Member may be removed as a Member of the Association by a Special Resolution of the Board of Directors if:
  - (a) the conduct of the Member is deemed by the Board to be detrimental to the interests of the Association;
  - (b) the Member contravenes the Association's By-laws; or
  - (c) the Member ceases to be eligible to be a Member of the Association.

## **MEETINGS OF THE MEMBERS**

### **Annual, Semi-Annual and General Meetings**

13. The annual, semi-annual or any other general meeting of the Members shall be held at any place in Canada and on such day in each year as the Executive Committee may determine.
14. The Board of Directors or the Executive Committee shall have the power to call, at any time, a general meeting of the Members of the Association. Any business, either special or general, may be considered and transacted at any general meeting of the Members.
15. At either the Annual General Meeting of the Members or the Semi-Annual Meeting of the Members, in addition to any other business that may be transacted, the report of the Directors, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year.

### **Special General Meetings**

16. The Board of Directors or the Executive Committee shall have the power to call a Special General Meeting of the Members at any time. The Board of Directors shall call a Special General Meeting, as soon as reasonably possible, on written requisition of not less than 50% of the Members. Such Special General Meetings shall be called and held for the purpose stated in such requisition.

### **Notice for Meetings**

17. Thirty (30) days= written notice of the date, time and place of each Annual General Meeting, Semi-Annual Meeting or Special General Meeting shall be sent by regular mail, e-mail or facsimile to each Director and Member.
18. Written notice of any meeting where special business will be transacted or where a special resolution will be considered shall contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

### **Voting**

19. Each Member may send their full complement of Directors to a Member meeting but only the designated representative appointed pursuant to Article 7 and present at the Meeting shall be entitled to exercise that Member's right to vote.

20. Each Member shall have the right to exercise the number of votes that is equal to the number of directors that the Member is eligible to elect or appoint to the Board of Directors.

## **BOARD OF DIRECTORS**

### **Duties of the Board of Directors**

21. The business and affairs of the Association shall be managed by a Board of Directors and the policies of the Association shall be established by a Board of Directors, comprised of a minimum of three (3) directors, as follows:
  - (a) the President, elected pursuant to Article 48(a);
  - (b) the Vice President elected pursuant to Article 48(b),
  - (c) the Past President; and
  - (d) the Directors appointed or elected by the Members pursuant to Articles 24 and 25.
22. In addition to managing the affairs of the Association and setting policies for the Association, the Board of Directors shall
  - (a) elect one-half of the members of the Executive Committee pursuant to Article 48;
  - (b) approve the budget for the Association and each Division of the Association;
  - (c) approve annual and any special assessments established by the Executive Committee; and
  - (d) consider and, if thought expedient and proper, approve and ratify the acts and proceedings of the Executive Committee and Officers.

### **Eligibility**

23. In order to eligible to hold office as a Director, the individual shall
  - (a) be 18 years of age or older, with power under law to contract; and
  - (b) be a beef cattle producer or a beef cattle feeder.

### **Appointment and Election of Directors**

24. Each Member may appoint or elect one (1) member to the Board of Directors.
25. In addition, each Member shall be entitled to elect that proportion of the Board of Directors which its share of the annual assessment, in the current year or the previous two years, bears to the total annual assessment established for the current year or the previous two years, year, in accordance with the following schedule:

2% to 6%	1 director
6.1% to 12%	2 directors
12.1% to 22%	3 directors
22.1% to 32%	4 directors
32.1% to 42%	5 directors

42.1% to 52%	6 directors
52.1% to 62%	7 directors
62.1% to 72%	8 directors

and so forth in 10% increments.

26. The procedure by which a Member elects or appoints its directors shall be at the discretion of the Member.
27. On or before March 1 of each year each Member shall provide the Association, by notice in writing to the Executive Vice President, with the names, addresses and contact information of each Director elected or appointed by the Member to the Board of Directors.
28. Where a Director appointed or elected by a Member is elected as the President or Vice President of the Association, as the case may be, that Director
  - (a) ceases to hold office as a Director elected or appointed by a Member;
  - (b) holds office as a Director solely in his capacity as President or Vice President; and
  - (c) can hold office as a Director and stand for re-election as President or Vice President without being elected or appointed as a Director by a Member.
29. When the presiding President becomes the Past President, that individual holds office as a Director without being elected or appointed as a Director by a Member but that individual cannot stand for stand for election to any other office.

#### **Term of Office**

30. A Director elected or appointed by a Member holds office for a term of one year
  - (a) commencing at the beginning of the Board of Directors meeting held immediately following the Annual General Meeting; and
  - (b) ending at the close of the next Annual General Meeting.
31. A Director elected as President or Vice President holds office as a Director until that position is vacated pursuant to Articles 35 or 36, as the case may be.
32. The Past President holds office as a Director concurrent with that Director's term of office as Past President.

#### **Vacancy**

33. The office of a Director elected by a Member shall be automatically vacated if:
  - (a) the Director is elected as President pursuant to Article 48(a);
  - (b) the Director is elected as Vice President pursuant to Article 48(b);
  - (c) the Director is removed from office pursuant to Article 37;
  - (d) the Director has resigned his office by delivering a written resignation to the Association;

- (e) the Director is found by a court to be mentally incompetent or incapable of managing his own affairs;
  - (f) the Director is convicted of any criminal offence; or
  - (g) the Director dies while in office.
34. Where a Director appointed by a Member ceases to hold office before the expiry of that Director's term of office, the Member shall elect or appoint another individual to serve as Director for the unexpired portion of that term of office.
35. The office of Director held by the President shall be automatically vacated if:
- (a) that Director is not re-elected as President in the following year;
  - (b) the President is removed from office pursuant to Article 61; or
  - (c) the provisions of Article 33(d) to (g) apply.
36. The office of Director held by the Vice President shall be automatically vacated if:
- (a) that Director is not elected as Vice President or President in the following year;
  - (b) the Vice President assumes the office of President pursuant to Article 60(a);
  - (c) the Vice President is removed from office pursuant to Article 61; or
  - (d) the provisions of Article 33(d) to (g) apply.

### **Removal of Directors**

37. A Director may be removed from office at any time by the Member that appointed the Director by notice in writing to the Executive Vice President and the affected Director. Where a Director is so removed the Member may elect or appoint another Director for the unexpired portion of that term of office and, upon so doing provide the Executive Vice President with the name and contact information of that Director.

### **MEETINGS OF DIRECTORS**

#### **Place and Frequency of Meetings**

38. The Board of Directors may hold its meetings at such place and places as it may determine from time to time.
39. Subject to Article 40, meetings of the Board of Directors shall be convened by the President at least two times each year and at such additional times as may be required for the proper management of the Association.
40. The two required meetings of the Board of Directors shall be held immediately following the Annual General Meeting and the Semi-Annual Meeting of the Members.
41. A meeting of Directors shall be convened at any time by the Executive Vice President upon the request, in writing, of not less than the 25% of the directors.

### **Notices of Meetings**

42. Notice of Directors= meetings stating the day, hour and place of the meeting shall be delivered, telephoned or sent by e-mail or facsimile to each Member no less than
- (a) forty-eight (48) hours before a meeting by telephone is to take place; and
  - (b) thirty (30) days before a meeting in person is to take place.

### **Voting**

43. Each Director present at a Board of Directors meeting, other than the Chair of the meeting, shall have the right to exercise one vote.

### **EXECUTIVE COMMITTEE**

44. There shall be an Executive Committee comprised of:
- (a) the President, Vice President and four (4) members elected in accordance with Articles 48 to 50;
  - (b) the Executive Committee members appointed by the Members in accordance with Article 52 and 53;
  - (c) the Past President; and
  - (d) the Executive Vice President.

### **Duties of the Executive Committee**

45. The Executive Committee shall be responsible for:
- (a) the general oversight of the management of the affairs of the Association which included submitting an annual budget to the Board of Directors and overseeing the finances of the Association;
  - (b) carrying out the policies that have been established by the Board of Directors, provided that, when at the discretion of the Executive Committee, a meeting of the Board of Directors is not possible, the Executive Committee may take such action in the area of policy as would in its opinion be taken by the Board of Directors so long as such action is reported to the Board of Directors within fourteen (14) days for approval and ratification;
  - (c) determining the terms and conditions of the Executive Vice President=s employment;
  - (d) overseeing and providing guidance to the Executive Vice President of the Association;
  - (e) establishing standing and ad hoc committees; and
  - (f) doing all such acts and things as are not, by this By-law, required to be done by the Board of Directors.
46. The Executive Committee shall have the power to:
- (a) authorize expenditures on behalf of the Association from time to time;

- (b) delegate by resolution to the Executive Vice President the right to employ and to establish and pay salaries to employees;
- (c) appoint agents and establish remuneration for any agents as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment; and
- (d) take such steps as it may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind for the purpose of furthering the objects of the Association.

47. The Executive Committee is hereby authorized, from time to time:

- (a) to borrow money upon the credit of the Association, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient;
- (b) to limit or increase the amount to be borrowed;
- (c) to issue or cause to be issued bonds, debentures or other securities of the Association and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be determined by the Board of Directors; and
- (d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal movable and immovable, property of the Association, and the undertaking and rights of the Association.

#### **Election of Members of the Executive Committee**

48. At the Board of Directors meeting immediately following the Annual General Meeting, the Directors shall elect from among themselves:
- (a) the President of the Association;
  - (b) the Vice President of the Association; and
  - (c) four (4) Executive Committee members.
49. The President and Vice President shall be elected from those nominated by majority ballot of the members of the Board of Directors.
50. The four (4) Executive Committee members shall be elected from those nominated through a ballot among the members of the Board of Directors. The Board members shall vote for a full state of Executive Committee members and the candidates who receive the highest number of votes are elected.
51. Of the four Executive Committee members referred to in Article 48(c), no more than two of these members shall be Directors appointed or elected to the Board of Directors by the same Member.

52. The Members representing each of the following provinces may each appoint one member to the Executive Committee from among the Directors elected or appointed by that Member to the Board of Directors:
- (a) British Columbia
  - (b) Alberta;
  - (c) Saskatchewan;
  - (d) Manitoba;
  - (e) Ontario; and
  - (f) Quebec.
53. The Members representing the following provinces may jointly appoint one member to the Executive Committee from among the Directors elected or appointed by these Members to the Board of Directors:
- (a) New Brunswick;
  - (b) Newfoundland and Labrador;
  - (c) Nova Scotia; and
  - (d) Prince Edward Island.
54. The procedure by which a Member elects or appoints its Director to the Executive Committee shall be at the discretion of the Member or Members, as the case may be.
55. On or before March 1 of each year, each Member or Members shall provide the Association, by notice in writing to the Executive Vice President, with the name of the Director elected or appointed to the Executive Committee by that Member or Members, as the case may be.

#### **Term of Office**

56. The term of office of the members of the Executive Committee, other than the Past President and the Executive Vice President:
- (a) commences at the announcement of the results of the election or appointment members of the Executive Committee at the Board of Directors meeting held immediately following the Annual General Meeting; and
  - (b) expires at the close of the next Annual General Meeting.
57. The term of office of Past President:
- (a) commences immediately on the President being declared elected at the Board of Directors meeting held immediately following the Annual General Meeting; and
  - (b) expires when the presiding President becomes the immediate Past President.
58. The term of office of the Executive Vice President is indefinite.

### **Vacancy**

59. The office of a member of the Executive Committee shall be automatically vacated if the individual is no longer a Director or Officer of the Association.
60. Where a member of the Executive Committee ceases to hold office before the expiry of that member=s term of office,
  - (a) in the case of the President, the Vice President will serve as President for the unexpired portion of the term;
  - (b) in the case of the Past President, the vacancy will not be filled;
  - (c) in the case of the Vice President or other member elected by the Board of Directors, the Board of Directors may appoint another Director to fill the position for the unexpired portion of the term; and
  - (d) in the case of a member elected or appointed by a Member of the Association, that Member shall elect or appoint another Director to serve as a member of the Executive Committee for the unexpired portion of that term of office.

### **Removal**

61. The Board of Directors may, by special resolution, remove the President, the Vice President or any of the four (4) Executive Committee members elected by the Board of Directors.
62. Any Member or Members, as the case may be, may remove the member of the Executive Committee elected or appointed by that Member or Members.
63. Where a vacancy is created by the removal of a member of the Executive Committee, the vacancy shall be filled in accordance with Article 60.

### **Meetings**

64. The Executive Committee may hold its meetings at such place and places as it may determine from time to time.
65. Meetings of the Executive Committee shall be convened by the President at least four times each year and at such additional times as may be required for the proper management of the Association.
66. A meeting of Executive Committee shall be convened at any time by the Executive Vice President upon the request, in writing, of not less than the 25% of the members.

### **Notices of Meetings**

67. Notice of Executive Committee meetings stating the day, hour and place of the meeting shall be delivered, telephoned or sent by e-mail or facsimile to each member no less than
  - (a) twenty-four (24) hours before a meeting by telephone is to take place; and
  - (b) thirty (30) days before a meeting in person is to take place.

## **Voting**

68. Each member present at an Executive Committee meeting, other than the Chair of the meeting, the Past President and the Executive Vice President, shall have the right to exercise one vote.

## **OFFICERS**

69. The Officers of the Association shall be the:
- (a) President, elected pursuant to Article 48(a),
  - (b) Vice President, elected pursuant to Article 48(b),
  - (c) Past President,
  - (d) Executive Vice President, and
  - (e) one officer-at-large appointed by the President from the Board of Directors.
70. Officers of the Association, other than the Executive Vice President, shall not hold a particular office for more than two consecutive terms.

## **Term of Office**

71. The term of office of the Officers, other than the officer-at-large is governed by Articles 56 to 58.
72. The term of office of the officer-at-large shall commence on the date of his appointment and expire at the close of the Annual General Meeting following his appointment.

## **Removal of Officers**

73. The President and Vice President shall only be removed in accordance with Article 61. The Past President is not subject to removal. The President may, at any time, remove the officer-at-large.

## **General Responsibilities of the Officers**

74. The Officers shall be responsible for:
- (a) executing of the decisions of the Executive Committee and oversight of such execution;
  - (b) appointing Committee Chairs and Committee members; and
  - (c) formulating the strategic direction of the Association; and
  - (d) providing leadership to the Board of Directors, Executive Committee and the Members, liaise with the Members and industry and government stakeholders and act as the primary spokespersons for the Association.

### **Duties of the President**

75. The President shall:

- (a) when present, preside at all meetings of the Members of the Association and at all meetings of the Board of Directors and the Executive Committee;
- (b) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the President from time to time by the Board of Directors.

### **Duties of the Vice President**

76. The Vice President shall

- (a) in the absence of the President, preside at all meetings of the Members of the Association, the Board of Directors and the Executive Committee;
- (b) be vested with all the powers and shall perform all the duties and exercise the powers of the President in the absence or inability or refusal of the President to act; and
- (c) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Vice President from time to time by the Board of Directors.

### **Duties of the Past President**

77. The Past President shall:

- (a) act in an advisory capacity to the President and the Executive Committee; and
- (b) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Past President from time to time by the Board of Directors.

### **Duties of the Executive Vice President**

78. The Executive Committee shall appoint an Executive Vice President of the Association who shall be the Chief Executive Officer of the Association.

79. The Executive Vice President shall, under the direction of the Executive Committee:

- (a) conduct the affairs of the Association within the policies determined by the Executive Committee;
- (b) as required, attend meetings of the Members, the Board of Directors, Executive Committee and Committees;
- (c) act as secretary of all meetings and keep accurate minutes of all Annual General Meetings, Special General Meetings, Board of Directors meetings, Executive Committee meetings and Committee meetings;
- (d) maintain a record of all Members and Directors and their contact information and send all notices of the various meetings as required;
- (e) have charge of the preparation and custody of all the correspondence and books of account and accounting records of the Association;

- (f) hire and manage all employees and contractors of the Association;
- (g) have charge of the Minute Book and corporate seal of the Association;
- (h) subject to any resolution of the Executive Committee, have the care and custody of the funds and securities of the Association, keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Executive Committee from time to time;
- (i) disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Executive Committee a full and detailed account of the receipts and disbursements and a statement of the financial position of the Association;
- (j) prepare for submission to the annual general meeting or semi-annual meeting a statement duly audited of the financial position of the Association and submit a copy of same to the Executive Committee;
- (k) collect and receive the membership fees, if any, levied by the Association and all monies paid to the Association and deposit same in whatever institution the Executive Committee may order;
- (l) properly account for the funds of the Association and keep such books as may be directed; and
- (m) perform all duties incident to his office or that are properly required of him by the Executive Committee.

80. All or some of the duties of the Executive Vice President may be delegated by the Executive Vice President to other staff of the Association. In case of the absence of the Executive Vice President, his duties shall be discharged by such person as may be appointed by the Executive Committee.

### **Duties of Other Officers**

81. The duties of all other Officers of the Association shall be such as the terms of their engagement call for or the Executive Committee requires of them.

### **Delegation of Duties of Officers**

82. In case of the absence or inability to act of the President, Vice President or any other officer of the Association or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

### **Meetings**

83. The Officers may hold their meetings at such time and place as may be determined from time to time by the Officers.

## **COMMITTEES**

### **Audit Committee**

84. The Executive Committee shall establish an Audit Committee which shall serve in an advisory capacity and report to the Board of Directors and the Members. The Audit Committee shall assist the Board of Directors in fulfilling its oversight responsibilities regarding corporate governance and fiscal responsibility and in meeting its responsibility for the Association's financial reporting, accounting systems, internal controls, audit processes and investment policies.
85. The Chair of the Audit Committee shall be appointed by the President from outside the Executive Committee.
86. The Audit Committee Chair shall:
  - (a) appoint two members to the Audit Committee from among the Board of Directors;
  - (b) when present, preside at all meetings of the Audit Committee;
  - (c) oversee and provide guidance to the President and the Executive Committee in the areas of finance and audit; and
  - (d) perform such other duties and responsibilities as may be directed or delegated to the Audit Committee Chair by the Board of Directors or the Executive Committee.

### **Establishment of Committees**

87. The Executive Committee may establish such committees as it deems necessary or desirable, to assist it in the fulfillment of its duties and responsibilities and the Board of Directors and the Executive Committee may delegate from time to time to such committees any of the Board's and the Executive Committee's responsibilities that may be lawfully delegated.
88. The Executive Committee may from time to time dissolve, suspend or re-establish any Committee.
89. The Officers shall appoint the Chair and the members of each Committee and may appoint a Director or any other person to fill the positions.
90. The Chairs and the Committee members shall be subject to removal by the Officers.

### **Terms of Reference of All Committees**

91. The Executive Committee may provide for the following:
  - (a) the terms of reference, governance, operation, duties and functions of the Committees; and
  - (b) the term of office of the Chairs and the members of the Committees.

### **Committee Meetings**

92. A Committee may hold its meetings at such time and place as may be determined from time to time by the Chair of the Committee.

### **Notice of Meetings**

93. Committee meetings may be called by the Committee Chair or by a majority of the members of the Committee.
94. Notice of Committee meetings shall be delivered, telephoned or sent by e-mail or facsimile to each Committee member and the Chair at least forty-eight (48) hours prior to the time fixed for the Committee meeting. Notice of meeting need not specify the purpose of or the business to be transacted at the meeting.

### **Voting**

95. The Chair and each committee member present at a committee meeting shall have the right to exercise vote.

### **DIVISIONS**

96. The Association shall have the following Divisions:
  - (a) Beef Information Centre;
  - (b) Beef Cattle Research Council;
  - (c) CanFax;
  - (d) CanFax Research Services; and
  - (e) such other Divisions as may be established from time to time by the Board of Directors.
97. Each Division shall operate in accordance with its own by-laws or business plan, as the case may be.
98. No by-law or business plan of a Division and no amendment or repeal of any by-law or business plan of a Division has any effect until it is approved by the Board of Directors of the Association.
99. Each Division shall submit an annual budget in respect of the activities of that Division to the Executive Committee for ratification. The budget of each Division shall be in respect of the fiscal period July 1<sup>st</sup> to June 30<sup>th</sup>.

### **REMUNERATION**

100. The Directors and Officers of the Association, whether sitting on the Board of Directors, the Executive Committee, a Division or on a committee shall serve as such without remuneration from the Association and no Director or Officer shall directly or indirectly receive any profit from his position as such; provided that Directors and Officers may be paid reasonable expenses incurred by them in the performance of their duties.
101. Notwithstanding Article 100, the Executive Committee may establish an honorarium to be paid to the President and Vice President of the Association and any Committee Chair if the duties of President, Vice President and Committee Chair so warrant.

## **GENERAL MEETING PROVISIONS**

102. The following provisions apply to any meeting of the Association, whether a meeting of the Members, Board of Directors, Executive Committee, Officers, Division or Committee.

### **Holding Meetings**

103. If 25% of the members consent any meeting may be held by telephone provided that all persons participating at the meeting can hear each other, and any person participating in such meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or during the meeting to which it relates and may be given with respect to some or all meetings.

104. Any meeting held at any time without formal notice if all the members are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence

### **Notice of Meetings**

105. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any and such waiver may be validly given either before or after the meeting to which such waiver relates.

106. No error or inadvertent omission in giving notice of a meeting or any adjournment of such meeting shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

107. If an urgent meeting is called for a specific purpose, the members may by majority vote of all the members consent to waive or reduce the notice requirement for that particular meeting and all proceedings and resolutions passed at that meeting relating to that specific purpose shall be valid notwithstanding that the otherwise required notice had not been given.

108. Any abridgement of the notice period or an error or inadvertent omission in a notice of a meeting, or any adjourned meeting shall not invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any and all proceedings taken or had thereat.

### **Voting**

109. A majority of votes cast by the members present at the meeting shall determine the questions in meetings except where the vote or consent of a greater number of the members is required by the Act or these By-laws.

110. In the case of an equality of votes, the Chair shall have a casting vote.

### **Quorum**

111. A quorum for the transactions of business at a meeting shall be 50% plus one of the members present in person and eligible to vote.

## **BUSINESS MATTERS**

### **Indemnities to Directors and Officers**

112. Except in respect of an action by or on behalf of the Association to procure a judgment in its favour, the Association shall indemnify a Director or Officer or a former Director or Officer of the Association and the director's or officer's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the director in respect of any civil, criminal or administrative action or proceeding to which the director or officer is made a party by reason of being or having been a director or officer of the Association, if
- (a) the director or officer acted honestly and in good faith with a view to the best interests of the Association, and
  - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the director or officer had reasonable grounds for believing that the director's or officer's conduct was lawful.
113. The Association may with the approval of the Court indemnify a person referred to in Article 112 in respect of an action by or on behalf of the Association to procure a judgment in its favour, to which the person is made a party by reason of being or having been a director of the Association against all costs, charges and expenses reasonably incurred by the person in connection with the action if the person fulfills the conditions set out in clauses (a) and (b) of Article 112.
114. The Association may advance funds to a person in order to defray the costs, charges and expenses of a proceeding referred to in Articles 112 or 113, but if the person does not meet the conditions of Article 112 he shall repay the funds advanced.
115. The Association may purchase and maintain insurance for the benefit of any person referred to in Article 113 against any liability incurred by the person in the person's capacity as a director of the Association, except when the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Association.
116. The Association may enter into an agreement with its Directors with respect to the indemnification provided for in Articles 112 to 115.

### **Head Office**

117. The Head Office of the Association shall be at the place and in the province specified in the Letters Patent, at such address as the Board of Directors may, by resolution, determine. Subject to the Act, the Association may, by a by-law, change the place and the province in which the registered office of the Association shall be situated. A copy of the By-law approved by special resolution of the Members shall be filed with the Minister

### **Fiscal Year**

118. The fiscal year of the Association and its Divisions shall end on June 30th.

### **Auditor**

119. The Members shall, at either the Annual General Meeting or the Semi-Annual Meeting, appoint an auditor to audit the accounts and annual financial statements of the Association for report to

the Members at the next Annual General Meeting of the Members. The auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be approved by the Board of Directors. The auditors shall not be, or be associated with, a director, officer or employee of the Association or a corporation which is affiliated with the Association.

### **Communication of Notices**

120. For the purposes of sending notices to Members or to any member of the Board of Directors, Executive Committee or a Committee for any meeting or otherwise, the post office address, electronic address or facsimile number of the Members, Directors, Officers or committee members shall be their last post office address, electronic address or facsimile number recorded in the books of the Association.
121. The Members, Directors, Officers or committee members may change their address, telephone number, facsimile number and e-mail address by written notice to the Executive Vice President of the Association.
122. Notices sent by mail shall be deemed to be received 7 days from the date of mailing, notices sent by facsimile shall be deemed to be received on the day of sending but if it is not a business day, on the next business day and communication sent by e-mail is valid only on proof that the e-mail was received.

### **Books and Records**

123. The Directors and President shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.
124. The books and records of the Association may be inspected by any Director during regular business hours of the Association upon giving reasonable notice to the Executive Vice President.

### **Seal**

125. The Executive Committee may provide a corporate seal for the Association. If the Association has a corporate seal, it shall be of such form and device as may be adopted by the Executive Committee and the Executive Committee may make such provision as they see fit with respect to affixing of the said seal and the appointment of a Director or Directors or other persons, to attest by their signatures that such seal was duly affixed. The Executive Vice President shall have custody of the corporate seal.
126. The Executive Committee shall have the power from time to time to destroy the seal and substitute a new seal in place of the seal destroyed.

### **Cheques, Drafts, Notes and Legal Documents**

127. All cheques, drafts or orders for the payment of money or any contracts, documents or instruments in writing requiring the signature of the Association shall be signed by such officer or officers or person or persons, whether or not officers of the Association and in such manner as the Executive Committee may from time to time designate by resolution. All such writings so signed shall be binding upon the Association without any further authorization or formality.

128. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by individuals appointed by resolution of the Executive Committee.
129. The Executive Committee may, by special resolution, give the Association=s power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Association and to the President for the purpose of carrying out his duties and responsibilities.

#### **BY-LAW AMENDMENT**

130. By-laws of the Association not embodied in the Letters Patent may be repealed or amended by by-law or a new by-law relating to the requirements of subsection 155(2) of the *Canada Corporations Act*, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two thirds (2/3) of the members present at a meeting of members duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

#### **Rules and Regulations**

131. The Executive Committee may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Association as they deem expedient.

#### **TRANSITION**

132. The persons who were Members of the Association immediately before these By-laws came into effect shall continue to be Members of the Association.
133. The Directors who held office immediately before these By-laws came into effect shall continue to hold office until their terms of office to which they were elected expire, or their successors to the positions are sooner elected or replaced under these By-laws.
134. Any Committees and Divisions established immediately before these By-laws came into effect shall continue until dissolved or suspended by the Executive Committee or the Board of Directors, as the case may be.