

CANADIAN CATTLEMEN'S ASSOCIATION

Corporation Number 034499-1

AMENDED BY-LAWS

Approved August 17, 2019

INTERPRETATION

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 Not-for-Profit Corporations Act (S.C. 2009, c. 23), as from time to time amended;
 - b) "Beef Cattle Producer" means any individual or an employee of a person who is actively engaged in any sector of the live animal cattle production chain;
 - c) "Board Member" means an individual elected or appointed by a Member to represent that Member at Member meetings;
 - d) "By-laws" means any by-laws of the CCA from time to time in force and effect;
 - e) "CCA" means the Canadian Cattlemen's Association;
 - f) "Director" means a Director elected or appointed pursuant to Articles 41 to 43 of these By-laws;
 - g) "Directors" means the group of individuals elected or appointed as Directors, acting collectively;
 - h) "Division" means the divisions set out in Article 95;
 - i) "Member" means a Provincial Beef Cattle Association Member or an Associated Organization Member;
 - j) "member" means an individual appointed as a Board Member, an individual elected or appointed as a Director, an individual elected or appointed to a Division or an individual appointed to a committee established by the Directors;
 - k) "Officer" means the Officers elected or appointed pursuant to Articles 64 to 71 of these By-laws;
 - l) "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;
 - m) "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; and
 - n) "Regulations" means the *Not-for-Profit Corporations Regulations*, SOR 2011-223.

MEMBERSHIP

2. The CCA shall have the following classes of members:

- a) Provincial Beef Cattle Association Members; and
- b) Associated Organization Members.

Provincial Beef Cattle Association Members

3. 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 CCA; and
- c) has been approved as a Member by a special resolution of the Board Members.

4. The following conditions apply to Provincial Beef Cattle Association Members:

- a) only one provincial beef cattle association may be admitted as a Member for any one province;
- b) Provincial Beef Cattle Associations Members must:
 - (i) contribute funds to the CCA in accordance with their pro-rated assessment as provided in Articles 7 to 9;
 - (ii) elect or appoint their Board Members as provided in Articles 15 and 16; and
 - (iii) be committed to furthering the purpose of the CCA.
- c) subject to Articles 11 and 12, the term of membership of a Provincial Beef Cattle Association Member is indefinite;
- d) each Provincial Beef Cattle Association Board Member is entitled to receive notice of and attend meetings of the Board Members, engage in discussion and participate in all matters relating to Board Member meeting activities including:
 - (i) the right to vote at Board Member meetings;
 - (ii) the right to make motions at such meetings;
 - (iii) the right to be nominated as a candidate for election as a Director;
 - (iv) remain for in-camera sessions; and
 - (v) seek remuneration for expenses incurred to attend Board Member meetings.

- e) subject to the Act and Regulations, each Provincial Beef Cattle Association Board Member may:
 - (i) submit to the CCA notice of any matter that their Member proposes to raise at the meeting (a proposal); and
 - (ii) discuss at the meeting any matter with respect to which their Member would have been entitled to submit a proposal.

Associated Organization Members

- 5. An associated organization shall be eligible to become a Member if it:
 - a) is a duly incorporated, recognized, and respected national beef industry or dairy industry organization;
 - b) has made written application for membership in the form prescribed or recognized by the CCA; and
 - c) has been approved as a Member by a special resolution of the Board Members.
- 6. There shall be two classes of Associated Organization Members – Voting and Non-Voting. The following conditions apply to Associated Organization Members:
 - a) Associated Organization Members must:
 - (i) to be a Voting Associated Organization Member, pay an annual Associated Organization fee, in such amount as may be established by the Directors from time to time;
 - (ii) elect or appoint their Board Members as provided in Article 15; and
 - (iii) be committed to furthering the purpose of the CCA.
 - b) all annual fees paid by the Voting Associated Organization Members are non-refundable;
 - c) subject to Articles 11 and 13, the term of membership of an Associated Organization shall be indefinite; and
 - d) each Associated Organization Board Member is entitled to receive notice of and attend meetings of the Board Members, engage in discussion and participate in all matters relating to Board Member meeting activities excepting:
 - (i) the right to vote at Board Member meetings;
 - (ii) the right to make motions or submit proposals at such meetings;
 - (iii) the right to be nominated as a candidate for election as a Director;
 - (iv) remain for in camera sessions unless expressly authorized to do so by the Chair; and
 - (v) seek remuneration for expenses incurred to attend Member meetings.

- e) notwithstanding clause (d), each Board Member appointed by a Voting Associated Organization Member, shall have:
 - (i) the right to vote at Board Member meetings; and
 - (ii) the right to make motions or submit proposals at such meetings.

Annual and Special Assessments

- 7. Based on the annual CCA budget established by the Directors, the Directors shall:
 - a) establish the annual assessment and, if necessary, any special assessment payable by the Provincial Beef Cattle Association Members; and
 - b) determine each Provincial Beef Cattle Association Member's share of any assessment based on the formula established from time to time by the voting Board Members.
- 8. The annual and special assessment established by the Directors and the determination of each Provincial Beef Cattle Association Member's share of the assessment by the Directors do not take effect until the voting Board Members approve:
 - a) the annual budget;
 - b) the assessment; and
 - c) the share of the assessment payable by each Provincial Beef Cattle Association Member.
- 9. Each Provincial Beef Cattle Association Member shall be responsible for paying that Member's share of the annual assessment and any special assessment within such time as may be determined by the Board Members.
- 10. All assessments paid by the Provincial Beef Cattle Association Members are non-refundable.

Withdrawal and Termination of Membership

- 11. Any Member may withdraw from the CCA by delivering written notice to the Executive Vice President of the CCA.
- 12. Any Provincial Beef Cattle Association Member may be removed as a Member by a Special Resolution of the voting Board Members if:
 - a) the conduct of the Member is deemed by the voting Board Members to be detrimental to the interests of the CCA;
 - b) the Member contravenes the By-laws; or
 - c) the Member ceases to be eligible to be a Member of the CCA.
- 13. An Associated Organization Member may be removed as a Member by a special resolution of the Board Members at any time for the reasons set out in Article 12 or without cause.

Appointment of Board Members

14. In order to be eligible to hold office as a Board Member, a person shall:
 - a) be an individual;
 - b) be 18 years of age or older;
 - c) be legally capable of holding office;
 - d) in the case of Provincial Beef Cattle Association Members, be a Beef Cattle Producer; and
 - e) not have the status of a bankrupt or have a criminal record.
15. Each Member may appoint or elect one (1) Board Member to attend Member meetings.
16. In addition, each Provincial Beef Cattle Association Member shall be entitled to appoint or elect that proportion of the Board Members which its share of annual assessment, in the previous two consecutive years, bears to the total annual assessment established for the previous two consecutive years in accordance with the following schedule:

2.0 to 6%	1 Board Member
6.1% to 12%	2 Board Members
12.1% to 22%	3 Board Members
22.1% to 32%	4 Board Members
32.1% to 42%	5 Board Members
42.1% to 52%	6 Board Members
52.1% to 62%	7 Board Members
62.1% to 72%	8 Board Members
and so forth in 10% increments	
17. The procedure by which a Member elects or appoints its Board Members shall be at the discretion of the Member.
18. At least thirty (30) days prior to each Annual General Meeting each Member shall provide the CCA, by notice in writing to the Executive Vice President, with the names, addresses and contact information of each Board Member elected or appointed by the Member.
19. Where a Board Member is elected as the President or Vice President of the CCA:
 - a) that Board Member:
 - (i) ceases to hold office as a Board Member;
 - (ii) holds office solely in his capacity as a Director and President or Vice President; and
 - (iii) can hold office as a Director and stand for re-election as President or Vice President without being elected or appointed as a Board Member; and
 - b) the Member whose Board Member was elected as President or Vice President may elect or appoint another Board Member to fill the vacancy.

Term of Office

20. A Board Member holds office for a term of one year:
- a) commencing at the close of the Annual General Meeting; and
 - b) ending at the close of the next Annual General Meeting.

Vacancy

21. The office of a Board Member shall be automatically vacated if the Board Member:
- a) is elected as President pursuant to Article 41(a)(i);
 - b) is elected as Vice President pursuant to Article 41(a)(ii);
 - c) is removed from office as a Board Member pursuant to Article 23;
 - d) has resigned his office by delivering a written resignation to the CCA;
 - e) is no longer eligible to be a Board Member; or
 - f) dies while in office.
22. Where a Board Member elected or appointed by a Member ceases to hold office before the expiry of that Board Member's term of office, the Member shall elect or appoint another individual to serve as a Board Member for the unexpired portion of that term of office.

Removal of Board Members

23. A Board Member may be removed from office at any time by the Member that appointed the Board Member by notice in writing to the Executive Vice President and the affected Board Member. Where a Board Member is so removed the Member may elect or appoint another Board Member 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 Board Member.

MEETINGS OF BOARD MEMBERS

Annual, Semi-Annual and General Meetings

24. Meetings of the Board Members shall be convened by the Executive Vice President at least two (2) times each year (being the Annual General Meeting and the Semi-Annual Meeting) and at such additional times as may be required by the Directors.
25. Subject to Article 26, the Annual General Meeting of the Board Members must be held not later than 15 months after the last preceding annual meeting but not later than six months after the end of the CCA's preceding financial year.
26. The Annual General Meeting may be held later than six months after the end of the CCA's preceding financial year upon the Executive Vice President receiving authorization under section 160(2) of the Act extending the time for calling an annual meeting.

27. At the Annual General Meeting of the Board Members, in addition to any other business that may be transacted, the Directors shall be elected, the report of the Directors, the audited financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. All other business transacted at an Annual General Meeting is special business.
28. The Directors shall have the power to call, at any time, other general meetings of the Board Members of the CCA. Any business, either special or general, may be considered and transacted at any general meeting of the Board Members.
29. Meetings of the Board Members may be held at any place in Canada.
30. A meeting of Board Members shall be convened at any time by the Executive Vice President upon the request, in writing, of not less than five (5) per cent of the voting Board Members.

Special General Meetings

31. The Directors shall have the power to call a Special General Meeting of the Board Members at any time. The Directors shall call a Special General Meeting, as soon as reasonably possible, on written requisition of not less than five (5) per cent of the voting Board Members. Such Special General Meetings shall be called and held for the purpose stated in such requisition.

Notice for Meetings

32. 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 given to each Director, Member and Board Member and to the CCA's public accountant.
33. Notice of all other meetings of Board Members stating the day, hour and place of the meeting shall be sent to each Director and Board Member;
 - a) seventy-two (72) hours before a meeting by telephone is to take place; and
 - b) twenty-one (21) days before a meeting in person is to take place.
34. Notice of any meeting of Board Members may be sent by mail, courier, personal delivery or by electronic means. For any notice sent by electronic means, if a Board Member requests that notice be given by non-electronic means, the Executive Vice President shall provide notice to such Board Member by mail, courier or personal delivery.
35. Written notice of any meeting where special business will be transacted or where a special resolution will be considered shall:
 - a) state the nature of that business in sufficient detail to permit a Board Member to form a reasoned judgment on the business; and
 - b) state the text of any special resolution to be submitted to the meeting.

Duties of the Board Members

36. The Board Members shall:

- a) elect the Directors pursuant to Article 41;
- b) approve the budget for the CCA and each Division of the CCA;
- c) approve the annual and special assessments payable by the Provincial Beef Cattle Association Members;
- d) approve the share of the annual and special assessments to be paid by the Provincial Beef Cattle Association Members;
- e) approve the annual fees payable by Associated Organization Members;
- f) approve any applications for membership in the CCA;
- g) approve the audited financial statements of the CCA;
- h) appoint the auditor for the ensuring year; and
- i) consider and, if thought expedient and proper, approve and ratify the acts and proceedings of the Directors and Officers.

Voting

- 37. Each Board Member elected or appointed pursuant to Articles 15 and 16 and present at the Meeting shall be entitled to exercise one vote.
- 38. Voting at a meeting of Board Members shall be by show of hands, except if a ballot is demanded by a voting Board Member. A voting Board Member may demand a ballot either before or after any vote by show of hands.
- 39. Despite Article 38, and subject to section 71 of the Regulations, any vote at a meeting of Board Members may be held entirely by means of telephonic, electronic or other communication facility that the CCA has made available for that purpose.

DIRECTORS

- 40. Subject to Article 36, the management of the business, activities and affairs of the CCA shall be supervised by a minimum of thirteen (13) and a maximum of fourteen (14) Directors, as follows:
 - a) the President elected pursuant to Article 41(a)(i);
 - b) the Vice President elected pursuant to Article 41(a)(ii);
 - c) the eleven (11) Directors elected pursuant to Article 41(b), (c) and (d); and
 - d) if appointed as a Director pursuant to Article 43, the Past President.

Election of Directors

- 41. At the Annual General Meeting, the voting Board Members shall, in the following order:
 - a) elect from among the voting Board Members appointed or elected by the Provincial Cattle Association Members:

- (i) the President of the CCA; and
 - (ii) the Vice President of the CCA.
- b) elect six (6) Directors from among the remaining voting Board Members elected or appointed by the Provincial Cattle Associations Members from the following provinces, with one (1) Director being elected to represent each province:
- (i) British Columbia;
 - (ii) Alberta;
 - (iii) Saskatchewan;
 - (iv) Manitoba;
 - (v) Ontario; and
 - (vi) Quebec
- c) elect one (1) Director from among the remaining voting Board Members elected or appointed by the Provincial Cattle Association Members from the following provinces:
- (i) New Brunswick;
 - (ii) Newfoundland and Labrador;
 - (iii) Nova Scotia; and
 - (iv) Prince Edward Island.
- d) subject to Article 42, elect four (4) Directors from the remaining voting Board Members elected or appointed by the Provincial Cattle Association Members.

42. With respect to the election of the four (4) Directors under Article 41(d):

- a) the voting Board Members shall vote for a full slate of Directors and the candidates who receive the highest number of votes will be declared elected; and
- b) no more than two (2) of shall be voting Board Members from the same province.

Appointment of the Past President as a Director

43. At the first meeting of the Directors following the Annual General Meeting, the Directors may, pursuant to the Amended Articles of Continuance and section 128(8) of the Act, appoint the immediate Past President as a Director.
44. The Past President is not eligible to stand for election to any other office.

Term of Office

45. The term of office of a Director, other than the President, Vice President and Past President:
 - a) commences at the announcement of the results of the election at the Annual General Meeting; and
 - b) expires at the close of the next Annual General Meeting.
46. The term of office of the President and Vice President:
 - a) commences at the announcement of the results of the election; and
 - b) continues until that position is vacated pursuant to Articles 49 or 50, as the case may be.
47. The Past President's term of office as a Director:
 - a) commences on the appointment of the Past President as a Director pursuant to Article 43; and
 - b) expires when the presiding President becomes the immediate Past President.

Director Vacancy

48. The office of a Director, other a position held by an Officer, shall be automatically vacated if the Director:
 - a) is no longer a Board Member or becomes ineligible to hold office as a Board Member under Article 14;
 - b) resigns his office by delivering a written resignation to the Executive Vice President;
 - c) is removed from office pursuant to Article 54; or
 - d) dies while in office.
49. The office of Director held by the President shall be automatically vacated if that Director:
 - a) is not re-elected as President in the following year;
 - b) resigns his office by delivering a written resignation to the Executive Vice President;
 - c) is no longer eligible to be elected or appointed as a Board Member of a voting Member under Article 14; or
 - d) dies while in office.

50. The office of Director held by the Vice President shall be automatically vacated if that Director:
- a) is not elected as Vice President or President in the following year;
 - b) resigns his office by delivering a written resignation to the Executive Vice President;
 - c) is no longer eligible to be elected or appointed as a Board Member of a voting Member under Article 14; or
 - d) dies while in office.
51. The office of Director held by the Past President shall be automatically vacated if that Director:
- a) resigns his office by delivering a written resignation to the Executive Vice President; or
 - b) dies while in office.
52. Subject to Article 53, where an office of Director is vacated before the expiry of that Director's term of office, the vacancy may be filled by the Directors, pursuant to section 132 of the Act, by appointing a voting Board Member elected or appointed by the Provincial Cattle Associations to serve as a Director for the unexpired portion of that term of office.
53. If the Director whose office was vacated:
- a) was elected pursuant to Article 41(b), the Directors shall, where possible, fill the vacancy from among the Board Members elected or appointed by the Provincial Cattle Association Members from the province whose position was vacated; and
 - b) was elected pursuant to Article 41(c), the Directors shall, where possible, fill the vacancy from among the Board Members elected or appointed by the Provincial Cattle Association Members from those provinces.
 - c) was appointed pursuant to Article 43, the vacancy will not be filled.

Removal of Directors

54. A Director elected pursuant to Article 41 may be removed from office by ordinary resolution of the voting Board Members at a special meeting of the voting Board Members called for that purpose.
55. Where a vacancy is created by the removal of a Director pursuant to Article 54, the vacancy may be filled, for the unexpired portion of the term, at the meeting of the voting Board Members at which the Director was removed or may be filled in accordance with Article 52.
56. A Director appointed by the Directors pursuant to Article 43 may be removed by ordinary resolution of the Directors.

MEETINGS OF DIRECTORS

Place and Frequency of Meetings

57. The Directors may hold their meetings at such place and places in Canada as the Directors may determine from time to time.
58. Subject to Article 59, meetings of the Directors shall be convened by the President at least three (3) times each year and at such additional times as may be required for the proper supervision of the management of the CCA.
59. One of the required meetings of the Directors shall be held immediately following the Annual General Meeting of the Board Members.
60. A meeting of the 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

61. Notice of meetings of the Directors stating the day, hour and place of the meeting shall be delivered, telephoned or sent by e-mail to each Director no less than:
 - a) twenty-four (24) hours before a meeting by telephone is to take place; and
 - b) twenty-one (21) days before a meeting in person is to take place.

Voting

62. Each Director present at a meeting of the Directors shall have the right to exercise one vote.

Duties of the Directors

63. Subject to Article 36, the Directors shall be responsible for:
 - a) supervising the management of the business, activities and affairs of the CCA including authorizing expenditures on behalf of CCA and overseeing the finances of the CCA;
 - b) establishing the annual budget for the CCA and submitting same to the Board Members for approval;
 - c) establishing the annual and special assessments payable by the Provincial Beef Cattle Association Members and submitting same to the Board Members for approval;
 - d) determining the share of the annual and special assessments to be paid by the Provincial Beef Cattle Association Members and submitting same to the Board Members for approval;
 - e) establishing the annual fees payable by Associated Organization Members and submitting same to the Board Members for approval;

- f) carrying out the policies that have been established by the Board Members, provided that, when at the discretion of the Directors, a meeting of the Board Members is not possible, the Directors may take such action in the area of policy as would in its opinion be taken by the Board Members so long as:
 - (i) such action is reported to the Board Members within fourteen (14) days; and
 - (ii) a majority of the voting Board Members have not voiced an objection to the action taken within fourteen (14) of delivery of the report;
- g) determining the terms and conditions of the Executive Vice President's employment;
- h) overseeing and providing guidance to the Executive Vice President of the CCA;
- i) establishing standing and ad-hoc committees; and
- j) doing all such acts and things as are not, by this By-law, required to be done by the Board Members.

OFFICERS

- 64. The Officers of the CCA shall be the:
 - a) President;
 - b) Vice President;
 - c) Past President;
 - d) Executive Vice President; and
 - e) one Officer-at-Large appointed by the President from among the voting Board Members elected or appointed by the Provincial Cattle Association Members.
- 65. No Officer, other than the Executive Vice President, shall hold a particular office for more than two consecutive terms.

Term of Office

- 66. The term of office of the Officers, other than the Officer-at-Large is governed by Articles 45 to 47.
- 67. 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.

Officer Vacancy

- 68. Where an Officer ceases to hold office before the expiry of that Officer'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 the Officer-at-Large, the Directors may appoint another Director to fill the position for the unexpired portion of the term; and
- d) in the case of the Executive Vice President, the Directors may appoint an individual to fill the position.

Removal of Officers

- 69. The voting Board Members may, by special resolution, remove the President or the Vice President from office.
- 70. The Directors may, by ordinary resolution, remove the Past President, the Executive Vice President or the Officer-at-Large from office.
- 71. Where a vacancy is created by the removal of an Officer, the position shall be filled in accordance with Article 68.

General Responsibilities of the Officers

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

Duties of the President

- 73. The President shall:
 - a) when present, preside at all meetings of the Board Members, the Directors and the Officers; and
 - 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 Directors.

Duties of the Vice President

- 74. The Vice President shall:
 - a) in the absence of the President, preside at all meetings of the Board Members, the Directors and the Officers;
 - 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 Directors.

Duties of the Past President

75. The Past President shall:

- a) act in an advisory capacity to the President and the Directors; 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 Directors.

Duties of the Executive Vice President

76. The Directors shall appoint an Executive Vice President of the CCA who shall be the Chief Executive Officer of the CCA.

77. The Executive Vice President shall, under the direction of the Directors:

- a) conduct the affairs of the CCA within the policies determined by the Directors and Board Members;
- b) as required, attend meetings of the Board Members, the Directors, and Committees;
- c) act as secretary of all meetings and keep accurate minutes of all Annual General Meetings, Semi-Annual Meetings, Special General Meetings, Directors meetings, and Committee meetings;
- d) maintain a record of all Members, Board Members, Directors and Officers 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 CCA;
- f) hire and manage all employees and contractors of the CCA;
- g) have charge of the Minute Book and corporate seal of the CCA;
- h) subject to any resolution of the Directors, have the care and custody of the funds and securities of the CCA, keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the CCA in the books belonging to the CCA and deposit all monies, securities and other valuable effects in the name and to the credit of the CCA 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 Directors from time to time;
- i) disburse the funds of the CCA as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Directors a full and detailed account of the receipts and disbursements and a statement of the financial position of the CCA;

- j) prepare for submission to the annual general meeting or semi-annual meeting a statement duly audited of the financial position of the CCA and submit a copy of same to the Directors;
 - k) collect and receive the membership fees, if any, levied by the CCA and all monies paid to the CCA and deposit same in whatever institution the Directors may order;
 - l) properly account for the funds of the CCA 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 Directors.
78. All or some of the duties of the Executive Vice President may be delegated by the Executive Vice President to other staff of the CCA. In case of the absence of the Executive Vice President, his duties shall be discharged by such person as may be appointed by the Directors.

Duties of Other Officers

79. The duties of all other Officers of the CCA shall be such as the terms of their engagement call for or the Directors requires of them.

Delegation of Duties of Officers

80. In case of the absence or inability to act of the President, Vice President or any other Officer of the CCA 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

81. The Officers may hold their meetings at such time and place as may be determined from time to time by the Officers.
82. Each Officer, other than the Executive Vice-President, present at the meeting shall be entitled to exercise one vote.

COMMITTEES

Audit Committee

83. The Directors shall establish an Audit Committee which shall serve in an advisory capacity and report to the Directors and the Board Members. The Audit Committee shall assist the Directors in fulfilling its oversight responsibilities regarding corporate governance and fiscal responsibility and in meeting its responsibility for the CCA's financial reporting, accounting systems, internal controls, audit processes and investment policies.
84. The Chair of the Audit Committee shall be appointed by the President from outside the Directors.
85. The Audit Committee Chair shall:
- a) appoint two members to the Audit Committee from among the Directors;

- b) when present, preside at all meetings of the Audit Committee;
- c) oversee and provide guidance to the President and the Directors 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 Directors or the Board Members.

Establishment of Committees

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

Terms of Reference of All Committees

- 90. The Directors 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

- 91. 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

- 92. Committee meetings may be called by the Committee Chair or by a majority of the members of the Committee.
- 93. Notice of Committee meetings shall be or sent by e-mail 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

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

DIVISIONS

95. The CCA shall have the following Divisions:
 - a) Beef Cattle Research Council;
 - b) Canadian Roundtable for Sustainable Beef;
 - c) CanFax;
 - d) CanFax Research Services;
 - e) Public and Stakeholder Engagement; and
 - f) such other Divisions as may be established from time to time by the Directors.
96. Each Division shall operate in accordance with its own by-laws, terms of reference, or business plan, as the case may be.
97. No by-law, terms of reference, or business plan of a Division and no amendment or repeal of any by-law, terms of reference, or business plan of a Division has any effect until it is approved by the voting Board Members.
98. Each Division shall submit an annual budget in respect of the activities of that Division to the Directors for ratification. The budget of each Division shall be in respect of the fiscal period July 1st to June 30th.

REMUNERATION

99. Board Members, Directors and Officers shall serve as such without remuneration from the CCA and no Board Member, Director or Officer shall directly or indirectly receive any profit from his position as such; provided that voting Board Members, Directors and Officers may be paid reasonable expenses incurred by them in the performance of their duties.
100. Notwithstanding Article 99, the Directors:
 - a) may establish an honorarium to be paid to the President and Vice President of the CCA and any Committee Chair if the duties of President, Vice President and Committee Chair so warrant; and
 - b) pay compensation to the Executive Vice President.

GENERAL MEETING PROVISIONS

101. The following provisions apply to any meeting of the CCA, whether a meeting of the Board Members, Directors, Officers, Division or Committee.
102. Subject to the By-laws, the Act and the Regulations, all meetings shall be governed by Robert's *Rules of Order*.
103. Unless expressly excluded by the meeting chair, CCA employees may attend and participate in meetings but, in doing so, shall not have the right to present motions or vote.

Holding Meetings

104. Any member entitled to attend a meeting may participate in the meeting by means of a telephonic, an electronic or other communication facility that permits all members to communicate adequately with each other during the meeting. A member so participating in a meeting is deemed for the purposes of these By-laws and the Act to be present at the meeting.
105. 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

106. 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.
107. 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.
108. 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.
109. 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

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

Election by Acclamation

112. Where fewer than or only a sufficient number of eligible individuals have been nominated to fill the required number of elected positions, the individuals nominated shall be declared elected by acclamation.

Quorum

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

114. If a quorum is present at the opening of a meeting of Board Members, the Board Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
115. A quorum must be present throughout a meeting of the Directors for Directors to proceed with the business of the meeting.

BUSINESS MATTERS

Indemnities to Directors and Officers

116. Except in respect of an action by or on behalf of the CCA to procure a judgment in its favour, the CCA shall indemnify a Director or Officer or a former Director or Officer of the CCA 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 CCA, if
 - a) the director or officer acted honestly and in good faith with a view to the best interests of the CCA, 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.
117. The CCA may with the approval of the Court indemnify a person referred to in Article 116 in respect of an action by or on behalf of the CCA 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 CCA 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 116.
118. The CCA may advance funds to a person in order to defray the costs, charges and expenses of a proceeding referred to in Articles 116 or 117, but if the person does not meet the conditions of Article 116 he shall repay the funds advanced.
119. The CCA may purchase and maintain insurance for the benefit of any person referred to in Article 117 against any liability incurred by the person in the person's capacity as a director of the CCA, 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 CCA.
120. The CCA may enter into an agreement with its Directors with respect to the indemnification provided for in Articles 116 to 119.

Head Office and Registered Office

121. The head office and the registered office of the CCA shall be at Calgary, Alberta, at such address as the Directors may, by resolution, determine. Subject to the Act, the CCA may, by amendment to its Articles, change the province in which the registered office of the CCA shall be situated.

Fiscal Year

122. The fiscal year of the CCA and its Divisions shall end on June 30th.

Auditor

123. The voting Board 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 CCA for report to the Board Members at the next Annual General Meeting of the Board 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 Directors. The auditors shall not be, or be associated with, a director, officer or employee of the CCA or a corporation which is affiliated with the CCA.

Communication of Notices

124. For the purposes of sending notices required under these By-laws for any meeting or otherwise, the post office address or electronic address of the Members, Board Members, Directors, Officers or committee members shall be their last post office address or electronic address recorded in the books of the CCA.

125. The Members, Board Members, Directors, Officers, Division members or committee members may change their address, telephone number and e-mail address by written notice to the Executive Vice President of the CCA.

126. Notices sent by mail shall be deemed to be received 7 days from the date of mailing.

127. Notices sent by e-mail is valid if the notice is sent to the person at the electronic address on record with the CCA, and

- a) the electronic agent receiving the document at that address receives the document in a form that is usable for subsequent reference, and
- b) the sending electronic agent obtains or receives a confirmation that the transmission to the address of the person to be served was successfully completed.

Books and Records

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

129. The books and records of the CCA may be inspected by any Director during regular business hours of the CCA upon giving reasonable notice to the Executive Vice President.

Seal

130. The Directors may provide a corporate seal for the CCA. If the CCA has a corporate seal, it shall be of such form and device as may be adopted by the Directors and the Directors 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.

131. The Directors 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

132. All cheques, drafts or orders for the payment of money or any contracts, documents or instruments in writing requiring the signature of the CCA shall be signed by such officer or officers or person or persons, whether or not officers of the CCA and in such manner as the Directors may from time to time designate by resolution. All such writings so signed shall be binding upon the CCA without any further authorization or formality.
133. The seal of the CCA when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by individuals appointed by resolution of the Directors.
134. The Directors may, by special resolution, give the CCA'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 CCA and to the President for the purpose of carrying out his duties and responsibilities.

BY-LAW AMENDMENT

135. The Directors may, by resolution, make, amend or repeal any by-laws that regulate the affairs of the CCA except in respect of those matters referred to in subsection 197(1) of the Act.
136. The Directors shall submit the by-law, amendment or repeal to the Board Members at the next meeting of the Board Members, and the voting Board Members may, by ordinary resolution, confirm, reject or amend the by-law, amendment or repeal.
137. Subject to Article 138, the by-law, amendment or repeal is effective from the date of the resolution of the Directors. If the by-law, amendment or repeal is confirmed, or confirmed as amended, by the voting Board Members it remains effective in the form in which it was confirmed.
138. The by-law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Board Members as required under Article 136, or if it is rejected by the voting Board Members.
139. If a by-law, an amendment or a repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the voting Board Members.
140. A voting Board Member may, in accordance with section 163 of the Act, make a proposal to make, amend or repeal a by-law.
141. A copy of any by-law, amendment or repealed by-law approved by the voting Board Members shall be sent to the Directors under the Act within 30 days of approval.

Policies and Procedures

142. The Directors may prescribe such policies and procedures not inconsistent with these by-laws relating to the management and operation of the CCA as they deem expedient.

TRANSITION

143. The persons who were Members of the CCA immediately before these By-laws came into effect shall continue to be Members of the CCA.
144. The Directors who held office immediately before these By-laws came into effect shall hold office as Board Members of the Provincial Beef Cattle Association Members 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.
145. The Members of the Executive Committee who held office immediately before these By-laws came into effect shall hold office as Directors 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.
146. Any Committees and Divisions established immediately before these By-laws came into effect shall continue until dissolved or suspended by the Directors.