



# CBBC

## CANADIAN BEEF BREEDS COUNCIL

*Revised By-Law of the Canadian Beef Breeds Council  
As of 24 November 2025*

## Table of Contents

<b>INTERPRETATION .....</b>	<b>3</b>
1. <b>DEFINITIONS.....</b>	<b>3</b>
2. <b>INTERPRETATION.....</b>	<b>3</b>
<b>GENERAL BUSINESS .....</b>	<b>4</b>
3. <b>CORPORATE SEAL.....</b>	<b>4</b>
4. <b>HEAD OFFICE .....</b>	<b>4</b>
5. <b>EXECUTION OF DOCUMENTS .....</b>	<b>4</b>
6. <b>FINANCIAL YEAR END .....</b>	<b>4</b>
7. <b>BANKING ARRANGEMENTS .....</b>	<b>4</b>
8. <b>BORROWING POWERS .....</b>	<b>4</b>
9. <b>ANNUAL FINANCIAL STATEMENTS.....</b>	<b>5</b>
10. <b>PUBLIC ACCOUNTANT .....</b>	<b>5</b>
<b>MEMBERSHIP .....</b>	<b>5</b>
11. <b>MEMBERSHIP CONDITIONS.....</b>	<b>5</b>
12. <b>MEMBERSHIP DUES .....</b>	<b>6</b>
13. <b>TERMINATION OF MEMBERSHIP .....</b>	<b>6</b>
14. <b>EFFECT OF TERMINATION OF MEMBERSHIP .....</b>	<b>6</b>
15. <b>DISCIPLINE OF MEMBERS .....</b>	<b>6</b>
<b>MEETINGS OF THE MEMBERS .....</b>	<b>7</b>
16. <b>CALLING MEETINGS OF THE MEMBERS.....</b>	<b>7</b>
17. <b>TIME FOR CALLING A MEETING OF THE MEMBERS .....</b>	<b>7</b>
18. <b>MEMBERS CALLING A MEETING OF THE MEMBERS .....</b>	<b>7</b>
19. <b>PERSONS ENTITLED TO BE PRESENT AT MEETINGS OF THE MEMBERS .....</b>	<b>8</b>
20. <b>CHAIR OF MEMBER MEETINGS.....</b>	<b>8</b>
21. <b>QUORUM AT MEMBER MEETINGS .....</b>	<b>8</b>
22. <b>VOTES TO GOVERN AT MEMBER MEETINGS .....</b>	<b>8</b>
<b>BOARD OF DIRECTORS.....</b>	<b>9</b>
23. <b>MANAGEMENT OF THE CORPORATION .....</b>	<b>9</b>
24. <b>NUMBER OF DIRECTORS.....</b>	<b>9</b>
25. <b>ELECTION OF DIRECTORS .....</b>	<b>9</b>
26. <b>CLASSIFICATION OF DIRECTORS .....</b>	<b>10</b>
27. <b>TERM OF OFFICE OF DIRECTORS.....</b>	<b>10</b>
28. <b>REMOVAL OF DIRECTORS.....</b>	<b>10</b>
29. <b>DIRECTOR VACANCY .....</b>	<b>10</b>
30. <b>CALLING OF MEETINGS OF BOARD OF DIRECTORS.....</b>	<b>10</b>
31. <b>NOTICE OF MEETING OF BOARD OF DIRECTORS.....</b>	<b>11</b>

32. <b>REGULAR MEETINGS OF THE BOARD OF DIRECTORS.....</b>	<b>11</b>
33. <b>QUORUM AT DIRECTOR MEETINGS.....</b>	<b>11</b>
34. <b>VOTES TO GOVERN AT MEETINGS OF THE BOARD OF DIRECTORS.....</b>	<b>11</b>
35. <b>COMMITTEES OF THE BOARD OF DIRECTORS .....</b>	<b>11</b>
 <b>OFFICERS .....</b>	 <b>12</b>
36. <b>APPOINTMENT OF OFFICERS .....</b>	<b>12</b>
37. <b>DESCRIPTION OF OFFICES.....</b>	<b>12</b>
38. <b>OFFICER VACANCY .....</b>	<b>13</b>
39. <b>APPOINTMENT OF EXECUTIVE DIRECTOR .....</b>	<b>13</b>
 <b>GENERAL MEETING PROVISIONS .....</b>	 <b>14</b>
40. <b>METHOD OF GIVING ANY NOTICE .....</b>	<b>14</b>
41. <b>WAIVER OF NOTICE .....</b>	<b>14</b>
42. <b>ADJOURNED MEETINGS .....</b>	<b>14</b>
43. <b>OMISSIONS AND ERRORS.....</b>	<b>15</b>
44. <b>PARTICIPATION BY ELECTRONIC MEANS AT MEETINGS .....</b>	<b>15</b>
45. <b>MEETINGS HELD ENTIRELY BY ELECTRONIC MEANS .....</b>	<b>15</b>
46. <b>RESOLUTION IN LIEU OF MEETING .....</b>	<b>15</b>
47. <b>REMUNERATION .....</b>	<b>15</b>
48. <b>DISPUTE RESOLUTION MECHANISM.....</b>	<b>16</b>
 <b>BY-LAWS .....</b>	 <b>16</b>
49. <b>INVALIDITY OF ANY PROVISIONS OF THIS BY-LAW.....</b>	<b>16</b>
50. <b>AMENDMENT OF THE BY-LAWS AND EFFECTIVE DATE .....</b>	<b>16</b>
 <b>INDEMNIFICATION.....</b>	 <b>17</b>
51. <b>INDEMNIFICATION FOR EXPENSES .....</b>	<b>17</b>
52. <b>INDEMNIFICATION FOR LIABILITY.....</b>	<b>17</b>
53. <b>TRANSITION.....</b>	<b>17</b>

## THE CANADIAN BEEF BREEDS COUNCIL PROPOSED BY-LAW AMENDMENTS 2025

### INTERPRETATION

#### 1. Definitions

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

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

**"Articles"** means the original or restated Articles of incorporation or Articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

**"Board"** or **"Board of Directors"** means the Board of Directors of the Corporation;

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

**"Corporation"** means The Canadian Beef Breeds Council;

**"Delegate"** means an individual who is the designated representative of a Member which is a corporation or other entity, authorized to represent the Member at all meetings, provided that the Member has delivered written notice of such appointment to the Executive Director of the Corporation;

**"Director"** means a member of the Board;

**"Executive Director"** means the person appointed as such pursuant to section 39 hereof;

**"Member"** means the member of the Corporation as set out in section 11;

**"ordinary resolution"** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

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

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

#### 2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

The headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

These by-laws shall be interpreted broadly and generously, except where prohibited by the Act.

## **GENERAL BUSINESS**

### **3. Corporate Seal**

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of the corporate seal. If no Secretary is designated, the President shall be the custodian.

### **4. Head Office**

The head office of the Corporation shall be at Calgary, Alberta, at such address as the Directors may, by ordinary resolution, determine.

### **5. Execution of Documents**

Deeds, transfers, assignments, contracts, obligations or other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or Directors. In addition, the Board may from time to time direct the manner and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

### **6. Financial Year End**

The financial year end of the Corporation shall be determined by the Board of Directors by ordinary resolution.

### **7. Banking Arrangements**

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

### **8. Borrowing Powers**

If authorized by a resolution of the Directors and confirmed by ordinary resolution of the Member, the Directors of the Corporation may from time to time:

- i. borrow money on the credit of the Corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and

- iii. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

Any such resolution may provide for the delegation of such powers by the Directors to such officers or Directors of the Corporation to such extent and in such manner as may be set out in the resolution.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

## **9. Annual Financial Statements**

The Corporation shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents.

## **10. Public Accountant**

The Members shall at each annual meeting of the Members appoint a public accountant to audit the accounts of the Corporation, to hold office until the next annual meeting of the Members, provided that the Board shall immediately fill any mid-term vacancy in the office of public accountant.

## **MEMBERSHIP**

### **11. Membership Conditions**

There shall be two classes of Members in the Corporation, namely, regular members and associate members. The Board of Directors may, by resolution, approve the admission of the Members. Members may also be admitted in such other manner as may be prescribed by the Board by ordinary resolution.

The term of such membership shall be annual, subject to renewal in accordance with the policies of the Corporation. An official Delegate shall be designated by each Member which is a corporation or other entity to represent it at meetings of the Members.

#### **a. Regular Members**

Any duly constituted national beef cattle association incorporated under the *Animal Pedigree Act* may be admitted, upon application to the Board, as a regular Member.

There shall be two categories of regular Members based on the number of cattle registrations processed by the regular Member in the preceding calendar year, as follows:

- i. Those Members registering or recording 1 to 8,000 animals shall be designated "Category 1" regular Members;
- ii. Those Members registering or recording at least 8,001 animals shall be designated "Category 2" regular Members.

## b. Associate Members

Any person, agency, educational institution, foundation, society or Corporation not otherwise eligible for regular membership in the Corporation may, upon application to the Board be admitted as an associate Member.

## 12. Membership Dues

The amounts of membership dues payable by each class and category of Members shall be set by the Board of Directors from time to time. Members shall be notified in writing of the membership dues payable by them.

Payment of membership dues is due upon billing and a Member may not vote at any meeting of the membership if it has not paid its dues in full for the current fiscal year, as well as any arrears owing, prior to or on the date of such meeting.

## 13. Termination of Membership

A membership in the Corporation is terminated when:

- i. the Member, if a corporation, dissolved or if an individual, dies
- ii. the Member fails to maintain any qualifications for membership described in clauses (b), (c) and (d) of this section;
- iii. the Member resigns by delivering a written resignation to the Executive Director in which case such resignation shall be effective on the date specified in the resignation;
- iv. the Member is expelled in accordance with any discipline of members under clause (g) hereof or is otherwise terminated in accordance with the Articles or by-laws;
- v. the Member's term of membership expires;
- vi. the Corporation is liquidated or dissolved under the Act

Formal notification of membership termination shall be provided to an affected Member along with information regarding any procedures for reinstatement of membership.

## 14. Effect of Termination of Membership

Upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

## 15. Discipline of Members

The Board shall have authority to discipline, suspend or expel any Member and any Delegate from the Corporation for any one or more of the following grounds:

- i. violating any provision of the Articles, by-laws or written policies of the Corporation;

- ii. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- iii. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation; the President, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member as well as reasons for the proposed suspension or expulsion.

The Member may submit in writing to the President, or such other officer as may be designated by the Board, its response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the Vice-President, or such other officer as may be designated by the Board, the Corporation may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this clause, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

## **MEETINGS OF THE MEMBERS**

### **16. Calling Meetings of the Members**

An annual general meeting of the Members shall be held at any place within Canada at such day and time as may be determined by the Board of Directors each year but in any case, (i) not more than fifteen (15) months after holding the last preceding annual meeting and (ii) not later than six (6) months after the end of the Corporation's preceding financial year. The President or the Vice-President may at any time call a special meeting of the members of the Corporation.

Notice of a meeting of the Members must, when a special resolution will be proposed, contain sufficient information to permit the Members to form a reasoned judgement on the decision to be taken.

### **17. Time for Calling a Meeting of the Members**

Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- i. by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- ii. by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

### **18. Members Calling a Meeting of the Members**

The Board of Directors shall call a meeting of the Corporation's Members on the written request of regular Members representing no less than 5% of the regular Members. If the Directors do

not call a meeting of the Members within twenty-one (21) days of receiving the requisition, any regular Member who signed the requisition may call the meeting.

## **19. Persons Entitled to be Present at Meetings of the Members**

The only persons entitled to be present at a meeting of the Members shall be the Members, the Delegates of Members, the Directors, the public accountant of the Corporation, and the Executive Director. Any other person may be admitted upon the invitation of the chair of the meeting or by ordinary resolution of the Members.

## **20. Chair of Member Meetings**

In the absence of the President and Vice-President, the Delegates of the regular Members present shall choose another Director as chair and, if no Director is present or if all Directors present decline to act as chair, the Delegates of the regular Members present shall choose one of the Delegates of the regular Members present to be chair.

Subject to the Act and the by-law, a Member meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order shall be used.

## **21. Quorum at Member Meetings**

A quorum at any meeting of the Members shall be 50 percent of the regular Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

## **22. Votes to Govern at Member Meetings**

At any meeting of the Members, every question shall be determined by a majority of the votes cast on the question. Members which are not individuals and are corporations shall vote by their Delegates. Delegate allocations shall be determined by the following:

- i. Category 1 regular member: one (1) delegate;
- ii. Category 2 regular member: three (3) delegates;
- iii. Associate member: one (1) delegate;

Delegates may each cast only one (1) vote. The chair of the meeting, if also a Delegate, shall have the right to vote as a Delegate at the meeting, in his or her capacity as a Delegate. In the case of an equality of votes, the chair of the meeting, in addition to an original vote shall have a second or casting vote.

Voting shall be by a show of hands, except:

- i. where otherwise required,
- ii. in the nomination of Directors, or

- iii. when a secret ballot is requested before a vote is taken, and authorized by a majority of voting members, on a show of hands.

A resolution proposed at a meeting of the Members must be seconded, and the chair shall not move or propose a resolution.

## 23. Management of the Corporation

The Directors shall be responsible for:

- i. supervising the management of the business, activities and affairs of the Corporation including authorizing expenditures on behalf of Corporation and overseeing the finances of the Corporation;
- ii. directing the business of the Corporation in the best interests of the beef cattle seedstock sector of the Canadian beef industry;
- iii. establishing the annual budget for the Corporation;
- iv. preparing the year-end financial statements for the Corporation and submitting the same to the Members for approval;
- v. establishing the fees payable by the Members of the Corporation;
- vi. carrying out the policies that have been established by the Members, provided that, when at the discretion of the Directors, a meeting of the Members is not possible, the Directors may take such action in the area of policy as would in its opinion be taken by the Members so long as:
  - a. such action is reported to the Members within fourteen (14) days; and
  - b. a majority of the voting Members have not voiced an objection to the action taken within fourteen (14) of delivery of the report;
- vii. hiring and determining the terms and conditions of the Executive Director's employment; and
- viii. overseeing and providing guidance to the Executive Director.

## 24. Number of Directors

The Board shall consist of nine (9) elected Directors, none of which shall be employees of the Corporation or its affiliates. Only Delegates appointed and nominated by the Members are eligible to be elected to the Board.

## 25. Election of Directors

The Members shall elect the Directors at each annual meeting at which an election of Directors is required from a list of nominees submitted to the Corporation.

If the individual elected as a Director is not present at the meeting when the election or appointment of the Director took place the individual is deemed not to have been elected or appointed to hold office as a Director unless the individual:

- i. consented to hold office as a Director in writing before the election or appointment or within ten (10) days after the election or appointment; or
- ii. has acted as a Director after the election or appointment.

## **26. Classification of Directors**

There shall be one (1) classification of Directors and they shall be subject to re-election every third year after their initial election. Directors shall be elected from the Delegates nominated by the Members from among the Delegates within their specific class and category. Current employees of any regular Member as established in section 11 are not eligible to serve as a Director:

- i. Two (2) shall represent Category 1 regular Members;
- ii. Four (4) shall represent Category 2 regular Members;
- iii. Three (3) shall be from the membership at-large and not subject to either member class or category, this may include individuals who fall into the associate Member category.

## **27. Term of Office of Directors**

Directors are subject to election every three (3) years since that Director's initial and ensuing election. Directors may not serve more than two (2) consecutive terms. In the event a replacement Director is appointed, their next electoral requirement is consistent with the existing term of the Director they have replaced.

## **28. Removal of Directors**

The Members may, by ordinary resolution at a special general meeting remove any Director from office. Missing three (3) consecutive Board meetings is grounds for removal of a Director.

## **29. Director Vacancy**

An office of a Director is automatically vacated when the Director resigns, dies, is removed from office in accordance with the by-laws or becomes disqualified under the Act or the by-laws.

In the event of an automatic vacancy, a quorum of the Board may appoint an eligible individual to fill the vacancy who shall serve until the next Members meeting, at which time the Members will nominate an eligible replacement Director to be elected by the Member in accordance with these by-laws.

A vacancy created by the removal of a Director may be filled at the meeting of the Members at which the Director is removed from among the eligible Delegates nominated by the Members. A vacancy in the Board resulting from the removal of a Director or the failure to elect the maximum number of Directors provided for in this by-law may be filled only at a meeting of the Board.

A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

## **30. Calling of Meetings of Board of Directors**

Meetings of the Board may be called by the President, the Vice- President or any two (2) Directors

at any time. There shall be not less than one meeting of the Board of Directors of the Corporation each year.

### **31. Notice of Meeting of Board of Directors**

Notice of any meeting of Directors stating the day, hour and place of meeting shall be given to each Director at least ten (10) business days before the meeting is to take.

Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

For the first meeting of the Board of Directors to be held immediately following the election of Directors at an annual or special general meeting of the Members or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary to the newly elected or appointed Director or Directors in order for the meeting to be duly constituted, provided that a quorum of the Directors is present.

### **32. Regular Meetings of the Board of Directors**

Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meeting shall be required for any such regular meeting except if section 136(3) (Notice of Meeting) of the Act requires the purpose of the meeting or the business to be transacted to be specified in the notice.

### **33. Quorum at Director Meetings**

A majority of the Directors constitutes a quorum at any meeting of Directors and, despite any vacancy among the Directors, a quorum of Directors may exercise all the powers of Directors. A quorum must be present throughout a meeting of the Directors for Directors to proceed with the business of the meeting.

### **34. Votes to Govern at Meetings of the Board of Directors**

Except where otherwise required, at all meetings of the Board, every question must be decided by a majority of the votes cast on the question. Each Director, other than the chair of the meeting, shall be entitled to one vote. In case of an equality of votes, the chair of the meeting in shall have a casting vote.

No act or proceeding of the Board is invalid only by reason that there are fewer Directors in office than the number required by this by-law. No person shall act shall for an absent Director at a Board meeting.

### **35. Committees of the Board of Directors**

The Board may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit. Any such committee must formulate its own rules of procedure or abide by and respect those that exist, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors. A committee sits and serves at

the pleasure of the Board.

The Board shall always recognize a Governance Committee as a standing committee of the Corporation's Board of Directors.

The President shall have the right to receive notice of, to attend, to speak at, but not to vote at all committee and advisory body meetings. The President shall have the right to vote at meetings of any committees of which the President has been appointed as a member.

## OFFICERS

### 36. Appointment of Officers

The Board may designate the officers of the Corporation, appoint officers annually from among the members of the Board, specify their duties and, and subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. Two or more offices may be held by the same person.

The officers may, where deemed necessary by the Board, include a President, Vice-President, Treasurer, and Secretary, and any other offices deemed by the Board to be necessary to the Corporation. Any current Director is eligible to become an officer.

An individual officer cannot hold a particular office for more than two (2) consecutive terms of three (3) years each, provided that the officer also remains a Director throughout the term. An individual may, after serving one (1) term in a particular office, be appointed to a different office for up to one (1) term.

### 37. Description of Offices

Unless otherwise specified by the Board, the offices of the Corporation, if so designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- i. President – The President shall be the Chair of the Board and when present, preside at all meetings of the Board of Directors and Members. The President shall ensure that all resolutions of the Board and the Members are carried out. The President shall be responsible for overseeing the implementation of strategic plans and policies of the organization and shall have such other duties and powers as the Board may specify.
- ii. Vice-President – The Vice- President, if appointed, shall assist the President. If the President is absent or is unable or unwilling to act, the Vice-President shall, when present, preside at all meetings of the Board of Directors and the Members. The Vice-President shall have such other duties and powers as the Board may specify.
- iii. Treasurer – If appointed, the Treasurer shall have such powers and duties as the Board may specify.
- iv. Secretary – If appointed, the Secretary shall attend and be the secretary of all meetings of the Board, the Members, and ad hoc committees. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Directors, the public accountant, Members and ad hoc committees; the Secretary shall be the custodian of

all books, papers, records, documents and other instruments belonging to the Corporation.

### **38. Officer Vacancy**

In the absence of a written agreement to the contrary, the officers other than the Executive Director serve at the pleasure of the Board and the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- i. the officer's successor being appointed,
- ii. the officer's resignation,
- iii. such officer ceasing to be a Director (if a necessary qualification of appointment) or
- iv. such officer's death or incapacity.

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

### **39. Appointment of Executive Director**

The Board shall appoint an Executive Director among its officers, who shall not be a voting member of the Board of Directors and who shall not be subject to election which applies for other officers. The Board shall set remuneration and terms and conditions of employment of the Executive Director who shall act as the general manager of the Corporation.

The Executive Director serves under the direction and oversight of the President and the Members. All other staff and contracted personnel providing services directly to the Corporation report to the Executive Director. Tasks of the Executive Director include, but are not limited to:

- i. drafting and overseeing the execution of the Corporation's business plans;
- ii. management and oversight of the property of the Corporation;
- iii. drafting, measuring, monitoring and managing the budget and all financial matters of the Corporation;
- iv. ensuring that the Member's secretariat services are completed;
- v. ensuring that all necessary books and records of the Corporation required by any applicable statute, law or by-law are properly kept;
- vi. supporting the Members and other committees;
- vii. ensuring that legal requirements for business operation of the Corporation are met;
- viii. coordinating with funding and research institutions and organizations;
- ix. supporting projects serving Corporation stakeholders and any interested party;
- x. hiring and managing the Corporation's employees and contractors; and
- xi. any other responsibilities delegated by the Members

## GENERAL MEETING PROVISIONS

### 40. Method of Giving Any Notice

For the purpose of sending notice to any member for any meeting or otherwise, the mailing and electronic address of the member shall be the member's last mailing and electronic address recorded on the books of the Corporation.

Any notice of a meeting to be given pursuant to the Act, the Articles, the by-laws or otherwise to the Members, a Director, an officer, or committee member or to the public accountant shall be sufficiently given:

- i. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation;
- ii. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- iii. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- iv. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, Director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### 41. Waiver of Notice

Any person who is entitled to notice of a meeting may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Any person may ratify, approve and confirm any or all proceedings taken or had at the meeting.

### 42. Adjourned Meetings

A meeting may be adjourned from time to time and from place to place.

When a meeting is adjourned, notice of the adjourned meeting shall be given in the same manner

as the notice of the original meeting. Any business in addition to the business left unfinished at the meeting from which the adjournment took place can be conducted at the adjourned meeting.

Notwithstanding the above, if a quorum is not present at the opening of a meeting, the members present may adjourn the meeting to a fixed time and place but may not transact any other business.

#### **43. Omissions and Errors**

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

#### **44. Participation by Electronic Means at Meetings**

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

#### **45. Meetings Held Entirely by Electronic Means**

If the Directors, the Member or any regular SAC member, call a meeting, those Directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

#### **46. Resolution in lieu of meeting**

Subject to the Act, a resolution in writing signed by all the members entitled to vote on that resolution at a meeting is as valid as if it had been passed at a meeting. Any such resolution may be signed in counterparts, each of which will be an original and all of which together will constitute one and the same resolution. A member may submit his or her written signature by facsimile, e-mail or other functionally equivalent electronic means of transmission.

#### **47. Remuneration**

The Members, Directors and officers shall serve as such without remuneration from the Corporation and no Member, Director or officer shall directly or indirectly receive any profit from his position as such; provided that Members, Directors and officers may be paid reasonable expenses incurred by them in the performance of their duties.

Notwithstanding the above, the Directors:

- i. may establish an honorarium to be paid to the President and Vice President of the Corporation and any Committee Chair if the duties of President, Vice President and Committee Chair so warrant; and
- ii. pay compensation to the Executive Vice President.

## **48. Dispute Resolution Mechanism**

A dispute or controversy among members, Directors, officers, committee members, or volunteers of the Corporation must so far as reasonably practicable be resolved by mediation and/or arbitration as provided below.

The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

The number of mediators may be reduced from three to one or two upon agreement of the parties.

If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## **BY-LAWS**

### **49. Invalidity of any Provisions of this By-law**

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

### **50. Amendment of the By-laws and Effective Date**

The Board of Directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the Members by ordinary resolution or special resolution according to the Act. The by-law, amendment or repeal is only effective upon the confirmation of the Members and in the form in which it was confirmed.

This section does not apply to a by-law that requires a special resolution of the Members according to section 197(1) (Fundamental Change) of the Act.

## INDEMNIFICATION

### 51. Indemnification for Expenses

The Corporation may reimburse the Directors, officers and employees for any expenses they incur on behalf of the Corporation in performing their duties.

### 52. Indemnification for liability

- a) Except in respect of an action by or on behalf of the Corporation to procure a judgment in its favour, the Corporation shall indemnify a Director or officer or a former Director or officer of the Corporation 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 Corporation, if
  - i. the Director or officer acted honestly and in good faith with a view to the best interests of the Corporation, and
  - ii. 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.
- b) The Corporation may with the approval of the Court indemnify a person referred to in clause (a) in respect of an action by or on behalf of the Corporation 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 Corporation 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 (i) and (ii) of clause (a).
- c) The Corporation may advance funds to a person in order to defray the costs, charges and expenses of a proceeding referred to in clauses (a) or (b), but if the person does not meet the conditions of clause (a) he shall repay the funds advanced.
- d) The Corporation may purchase and maintain insurance for the benefit of any person referred to in clause (b) against any liability incurred by the person in the person's capacity as a Director of the Corporation, 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 Corporation.
- e) The Corporation may enter into an agreement with its Directors with respect to the indemnification provided for in clauses (a) to (d).

## 53. TRANSITION

The persons who were the SAC Regular Members and the SAC Associate Members of the Corporation at the close of the Annual and Special General Meeting where these amended by-laws were approved by the Members shall continue as the regular Members and the associate Members under these amended by-laws.

The Directors who held office immediately at the close of the Annual and Special General Meeting

where these amended by-laws were approved by the Members 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. Director term limits will be counted and imposed after the special election.

Any Committees established prior to or at the close of the Annual and Special General Meeting where these amended by-laws were approved by the Members shall continue until dissolved or suspended by the Directors.

For the year immediately prior to approval of these amended by-laws, and only this subsequent year there will be a special election schedule for Directors who are up for re-election to stagger the board terms. The special election schedule shall be as follows with categories defined as per these amended by-laws parameters. Prior to the special election schedule, all Director terms will follow the three-year term structure as set out in Section 25.

The terms of the Directors shall be staggered such that the terms of no more than one-third of Directors end in the same year and no election year has only one class of Director opening. In order to accomplish this, should these by-laws be approved in 2025, one Category 1 Director will have a term of 3 years; two Category 2 Directors will have a term of 2 years; two Category 2 Directors will have a term of 3 years; and one member at large will have a term of 2 years. The following Directors would finish their term: one Category 1 Director expiring in 2026 and two member at large Directors expiring in 2026. Should this be approved after the November 2025 election, the schedule will adjust to reflect the expiring terms the next year.

CERTIFIED to be the amended by-laws of the Corporation, as enacted by the Directors of the Corporation by special resolution on the 24th day of November 2025 and confirmed by the Members of the Corporation and the previous Member the Canadian Cattle Association by special resolution on the 24th day of November 2025.

Dated as of the 24th day of November 2025.