



CANADIAN ROUNDTABLE FOR SUSTAINABLE BEEF (CRSB)

Bylaws

This Bylaw relates generally to the conduct of the business affairs of the CRSB.

BE IT ENACTED as the Bylaw of the CRSB as follows:

1. Definitions

A word defined in the CRSB's documents applies to this bylaw unless the bylaw states otherwise.

- (a) "Council" means the leadership Council of the CRSB.
- (b) "Chair" means the Chair or the Interim Chair of the CRSB.
- (c) "Code" means the Code of Ethics and Conflict of Interest Policy for the CRSB.
- (d) "Committees" means the sub-committees or Technical Working Groups of the CRSB.
- (e) "Executive Director" means an individual who has been duly appointed as Executive Director for the purposes of executing the operations of the CRSB.
- (f) "Membership" means any eligible association or organization as defined by the bylaws of the CRSB.

2. Vision, Mission and Expectations

- (a) All members are committed to making the beef supply chain more sustainable.
- (b) Vision: The Canadian beef industry is recognized globally to be economically viable, environmentally sound and socially responsible.
- (c) Mission: Facilitate the infrastructure for the Canadian Beef industry to be a global leader in the continuous improvement and sustainability of the beef value chain through science, multi-stakeholder engagement, communication and collaboration.

3. Membership

- (a) Stakeholders involved in the beef industry or with an interest in the sustainability of the beef industry can become a Member of the CRSB provided they:
 - (i) Support the CRSB vision, mission, and principles and agree to work constructively toward improving the sustainability of Canadian beef production.
 - (ii) Pay annual dues prorated according to Membership category and organization type and sign the Letter of Agreement.
- (b) The CRSB membership is composed of the following constituencies; Supply Chain Stakeholders (producer organizations, processors, retail and food service) and Associate Members (Non-Governmental Organizations (eg. Animal or environment) and Food & Agriculture Business).
- (c) An eligible association/organization wishing to apply for membership shall make a submission indicating its membership interest to the CRSB. Prospective members must be approved by the CRSB Council.
- (d) Any CRSB Member may withdraw from the Roundtable by providing written notice to the Chair (Voluntary Withdrawal). OR
- (e) Any Member deemed to not be fulfilling any of the outlined Member responsibilities can be required to withdraw (Involuntary Withdrawal) when supported by a $\frac{3}{4}$ majority of Council.
- (f) CRSB membership makes appointments to the Council, partakes in Technical Working Groups and engages in discussions to advise the Council during meetings of the whole and specifically during general assembly meetings and votes/approves actions requiring membership input.
- (g) Membership Responsibilities:
 - (i) Support the vision, mission, principles and work of CRSB.
 - (ii) Commit to support the work of the Technical Working Groups, including provision of expertise when appropriate.
 - (iii) Provide active leadership to the Roundtable in the area of industry involvement the Member represents.
 - (iv) Communicate agreed to positions of the Roundtable to the organization/company the Member represents.

- (v) Comply with the CRSB Code of Ethics
 - (vi) Make appointments to or vote for the CRSB Council.
- (h) Membership Fees are payable January 1st of each year. Membership fees that are unpaid as of April 1st will result in membership termination, until paid.
- (i) Membership fees can be reduced at the discretion of the Council. Any member or potential member who wishes to be absolved from the obligation of paying a membership fee must disclose their financial situation in a transparent manner to the CRSB Council.

4. **Ex-Officio & Observers**

- (a) Individuals representing government departments and branches of government will be non-voting Ex-Officio members of the CRSB.
- (b) Observers are specialized individuals that have specific expertise in the various fields pertaining to sustainable beef production that the CRSB Council has invited to the Roundtable.
- (c) The Roundtable may choose to invite Observers as either interim or regular non-voting participants.
- (d) Individuals wishing to attend the CRSB as an Observer without prior invitation from Council can make a submission indicating interest to the CRSB. The CRSB Council must approve prospective observers.
- (e) Ex-Officio and Observer Responsibilities:
 - (i) Support the vision, mission, principles and work of CRSB.
 - (ii) Commit to support the work of the Technical Working Groups, including provision of expertise when appropriate.
 - (iii) Provide active leadership to the Roundtable in the area of industry involvement the Ex-Officio/Observer represents.
 - (iv) Communicate agreed to positions of the Roundtable to the organization/company the Ex-Officio/Observer represents.
 - (v) Comply with the CRSB Code of Ethics
- (f) Ex-Officio and Observers will not vote or pay membership fees.

5. **Amendments to the Statutes and Bylaws**

- (a) Proposed amendments to the Statutes and By-laws are brought forward by participating members to the Council for consideration.
- (b) The Council will deliberate on the proposed amendments and inform the member of its decision regarding the proposed amendment.
- (c) Endorsed amendments will be presented to the General Assembly for vote.

6. General Assembly Meetings

- (a) The General Assembly meetings will be conducted as outlined in the Statutes.
- (b) Non-members may attend the General Assembly meetings as observers at the discretion of the Council.

7. Proceedings for the General Assembly Meetings

- (a) A written notice for an upcoming General Assembly meeting will be delivered as outlined in the Statutes. Members wishing to participate in the meeting are requested to reply in writing no later than 14 days before the meeting. Organizations shall designate a representative to exercise their voting rights. The General Assembly meetings are chaired by the Chair of the Council.
- (b) Participating members may propose items to be discussed and decided upon by sending motions to the Council no later than 30 days before the General Assembly meeting. Motions must include a short and comprehensive explanation. The motions will be prioritized by the Council.
- (c) The deliberations of the General Assembly meetings shall be recorded in minutes signed by the Chair and approved by the General Assembly. The minutes shall be compiled and sent to the members after the meeting for approval.
- (d) Discussions of the closed sessions of the CRSB Roundtable are held under the 'Chatham House Rules' whereby participants are free to use the information received and discussed, but neither the identity nor the affiliation of the speaker(s), nor that of any other participant, may be revealed, except with consent.

8. Resolutions of the General Assembly

- (a) Organizations are represented by one delegate each, although more than one member of the organization may participate in the General Assembly meeting.
- (b) The goal of the CRSB is to reach consensus on all decisions. Consensus is understood as the absence of sustained opposition but does not require unanimity. If consensus cannot be reached a $\frac{3}{4}$ majority vote will be used in place of consensus.
- (c) The resolutions and votes in General Assembly meetings are taken by open ballot. If no clear majorities are observable the chair will ask for a casting of votes in a verifiable manner.

9. Council

- (a) The CRSB Council is appointed by the CRSB membership to provide guidance and final decisions on the activities of the CRSB. The CRSB Council consists of 11 individuals as outlined in the table below.

Membership Category	Organization Type	Council Seats
Chair	Member/Observer/Ex-officio	1
Supply Chain Stakeholder	Producer Organizations	3
	Processors	2
	Retail and Food Service	2
Associate Members	NGO	2
	Food & Agriculture	1
Members at Large	Business	1
	Any member of the CRSB	
Ex-Officio	Government	As requested
Observers	Scientific Advisors and Youth	As requested

- (b) Seats on the Council include a minimum of one representative from each Organization Type as elected by their membership category.
- (c) Representatives to the Council are elected by a vote of Members at the annual Roundtable meeting.

- (d) The Council shall, either directly or through its Committees, be responsible for performing its duties set out in the Mandate and Roles Document with its Membership.
- (e) The Council establishes Committees and Technical Working Groups to assist the Council in carrying on the business and affairs of the CRSB.
- (f) If an individual of the Council changes their work position or organization they may remain on the Council granted they remain working in the same membership category.
- (g) A Councilor's term ends when he or she:
 - i. resigns;
 - ii. is removed from office;
 - iii. has their term of office expire; or
 - iv. passes away
- (g) If a vacancy occurs on the Council, the remaining councilors may continue to exercise all the powers of the Council as long as the number of remaining elected directors constitutes a quorum.
- (h) If a vacancy occurs on Council a meeting of the Membership Category with the Council vacancy will be called with the purpose of nominating and electing a new Council member.

10. **Meetings of the Council**

- (a) The Council will meet in person at least once a year. This meeting may take place immediately before or after the General Assembly meeting. The Council can call further physical meetings or telephone conferences at regular intervals at its own decision.
- (b) The Chair, the Executive Director or any two council members may call a meeting of the Council anytime.
- (c) Participants, Observing members and Non-members of the CRSB may take part in Council meetings on invitation of the Council. Each Council member may suggest externals to be invited to the meeting to discuss specific subjects.
- (d) The Council may by resolution decide to hold regular meetings of the Council and shall by the resolution fix the date, hour and place of each regular meeting and, so long as the resolution is in effect, the regular meetings shall be held accordingly and may be held without further notice.

- (e) Notice of any meeting of the council stating the day, date, hour and place of the meeting must be given to each council member no less than 15 days before the scheduled meeting, but a meeting of the Council may be held at any time without formal notice if, subject to achieving quorum, all the council members are present or if all the council members who are absent waive or signify their consent by email to the meeting being held in their absence.
- (f) Notice of a meeting is sufficiently given if the notice is:
 - (i) Delivered personally to a council member or delivered to the council member's address shown in the CRSB's records or made available to the council member by any means of electronic communication, including facsimile or email, not less than 15 days before the meeting or later if quorum can be reached.
- (g) Council members are responsible for working towards achieving the collective interest of the CRSB rather than the interest and views of their respective constituency group and/or that of their own organization or personal interest.
- (h) The Council are nominated for a term of two years and may be re-elected up to a maximum of four years.
- (i) All decisions of the Council are taken in consensus. Decisions may be taken in-person, via conference call, video conferencing and/or other collaborative means. If consensus cannot be reached a $\frac{3}{4}$ majority vote will be used in place of consensus.
- (b) Voting is to be by the show of hands unless the majority of the council members decide otherwise, except for councillors participating by way of telephone or other communications facilities, who shall state their vote orally.
- (c) The Chair of the Council shall only vote in the case of a tie.
- (d) A council member may vote by proxy. The proxy vote must be given in writing to another individual within their membership category, Council member or Executive Director of the CRSB.
- (e) The Council constitutes a quorum when more than 50% of members are available.

11. **Nomination and Election Process to Council**

- (a) The Council sends out a call for nominations to the respective membership category for all upcoming vacant positions on the Council.

- (b) The Calls will be sent out at least 14 calendar days before the nomination period is closed. Only Participating members are eligible for nomination.
- (c) Voting within each membership category will take place at the Annual General Assembly meeting.

12. **Chair**

- (a) Voting members of the Council shall elect the Chair.
- (b) The Chair is nominated for a term of two years and may be re-elected up to a maximum of four years.

13. **Interval Between Meetings**

- (f) Subject to any restrictions imposed from time to time by the Council, during the intervals between Council meetings the Chair may exercise all the powers of the Council to manage the business and affairs of the CRSB in the best interests of the CRSB and may do any act or thing required to be done by the Council except in relation to:
 - (i) amending, altering or repealing this or any other by-law or adopting new by-laws;
 - (ii) changing the membership of or filling vacancies in or removing members from any committee appointed by the Council; or
 - (iii) rescinding or materially amending any Council resolution.
- (g) Anything done by the Chair in accordance with this section is valid and binding on the CRSB and shall, at the earliest opportunity, be presented to the Council for acknowledgment, ratification and recording in the minutes.

14. **Delegation of Powers**

- (a) Subject to any conditions set by the Council the council authorizes the Executive Director to exercise on behalf of the CRSB the power to do any act or thing that may be required or permitted to be done by the Council for the day to day management of the business of the CRSB, except the power to:
 - (i) dissolve Committees; and
 - (ii) appoint to a Committee, any member without the Council or Membership's approval.

15. **Administrative Staff and Office**

- (a) The Executive Director of the CRSB serves at the pleasure of the Council. All other members of the Administrative Staff report to the Executive Director. Tasks include but are not limited to:
 - (i) Drafting, measuring, monitoring and managing the budget and all financial matters.
 - (ii) Ensuring that Council secretariat services are completed.
 - (iii) Supporting the General Assembly, Executive Board, Committees and Technical Working Groups.
 - (iv) Managing internal and external communications and fundraising activities.
 - (v) Ensuring that legal requirements for business operation are met.
 - (vi) Coordinating with institutions and organizations. Supporting projects with other organizations and donor agencies serving GRBSB stakeholders and any interested party.
 - (vii) And any other responsibilities delegated by the Council.
- (b) The Chair of the CRSB works directly with the Executive Director on reviewing and approving the terms of the working agreement of the Executive Director.

16. **Committees and Technical Working Groups**

- (a) The CRSB Council forms committees to conduct specific activities on its behalf.
- (b) Committees of the CRSB are chaired by one individual representative/ member who must be approved by the CRSB Council. It is not required but strongly encouraged to have a member of the Council sit on each Committee.
- (c) Each Committee produces a Terms of Reference, outlining scope of work, budget and expectations that is approved by the Council.
- (b) Committees may meet for the transaction of business, adjourn and otherwise regulate their meeting as they think fit, subject to the following requirements:

- (i) a majority of the members of the Committee constitutes a quorum for the transaction of business;
 - (ii) questions arising at a meeting of a Committee shall be decided by the majority of votes;
 - (iii) each member of the Committee, including the chair of the Committee, has one vote at the committee. In case of a tie vote, the Chair of the Committee does not have a casting vote and the question shall be referred to the Council for decision.
- (d) Each Committee reports its findings and progress to the General Assembly at least once per year. Progress reports will be presented for all CRSB Council meetings.

17. Funding & Financial Obligations:

- (c) The CRSB is funded by membership dues and project funding.
- (d) The CRSB will cover the costs of the General Assembly Meeting as well as the costs of the Committee meetings.
- (e) All Members are required to fund their own travel costs to meetings, unless covered by a specific project deemed necessary by the membership and approved by Council.
- (f) Project costs will be covered on a per project basis via a call for funding to membership.
- (g) Membership fees will be determined yearly and will cover the administrative costs, facilitators and additional costs as deemed appropriate by the Council.
- (h) The CRSB budget will be approved by the CRSB Council and ratified by the CCA Board of Directors (for audit and accounting purposes) at the CCA Annual General Meeting.

18. Execution of Contracts

- (a) The Chair or the Executive Director may sign any document requiring execution on behalf of the CRSB.

19. Indemnity to Council Members, Officers and Others

- (a) In all circumstances the CRSB shall indemnify, defend and hold harmless a council member or officer of the CRSB, a former council member or officer of the CRSB and his or her heirs and legal representatives.

Nothing in this bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this bylaw.