



## CANADIAN ROUNDTABLE FOR SUSTAINABLE BEEF

### AMENDED BY-LAWS

#### Version 3.1

Approved April 14, 2022

Updated September 3, 2022 for Canadian Cattle Association name change

### DEFINITIONS

1. In this by-law and all other by-laws of the CRSB, unless the context otherwise specifies or requires:
  - a) **“beef cattle”** means live domesticated bulls, cows, steers, heifers and calves of the bovine species that are marketed for the production of beef or beef products. The expression includes beef breeding stock, veal calves, cull cows and dairy cattle marketed for slaughter, and excludes dairy breeding stock and other cattle marketed for dairy purposes. ;
  - b) **“Chair of the Council”** or **“Chair”** means the individual elected by the Councilors pursuant to Article 37(a);
  - c) **“Council”** means the Councilors and the Chair of the Council;
  - d) **“Councilor”** or **“Councilors”** means the 11 individuals elected pursuant to Article 33;
  - e) **“CRSB”** means the Canadian Roundtable for Sustainable Beef, a division of the Canadian Cattle Association;
  - f) **“Electronic Means”**:
    - (i) in respect of attending or holding a meeting, means a method of electronic or telephonic communication that enables all persons attending the meeting to hear and communicate with each other instantaneously, including, without limitation, teleconferencing and computer network-based or internet-based communication platforms;
    - (ii) in respect of voting, means a method of electronic voting that enables all persons entitled to vote to cast a vote on the motion or in an election and, in the case of an election, to have their vote by secret ballot, including, without limitation, teleconferencing and

computer network-based or internet-based communication platforms; and

(iii) in respect of notices for meetings, means a method of electronic communication including but not limited to e-mail, text messaging, website and social media applications, or a combination thereof, as may be approved from time to time by the Council, that are accessible by persons entitled to notice of meetings;

- g) “**Member**” means Voting Members and Non-Voting Members;
- h) “**One Year**” means, for the purpose of Articles 32, 46, 48 and 50, the time between two consecutive Annual General Meetings.
- i) “**Voting Member**” means the sub-classes of Voting Members described in Article 3;
- j) “**Non-Voting Member**” means the sub-classes of Non-Voting Members described in Article 6;

## **MEMBERSHIP**

2. The CRSB shall have the following classes of Members:

- a) Voting Members; and
- b) Non-Voting Members.

### **Voting Members**

3. The CRSB shall have the following sub-classes of Voting Members:

- a) **Beef Producer Associations** – being associations representing beef cattle producers;
- b) **Beef Processors and Associations** – being companies engaged in processing beef cattle and beef and associations representing beef processors;
- c) **Retail and Food Service Sector** – being companies engaged in selling beef products to consumers;
- d) **Non-Governmental Organizations** – being not-for-profit organizations engaged in the beef value chain; and
- e) **Food and Agricultural Businesses** – being companies engaged in supplying goods and services to beef producers or whose goods and services pertain to the beef value chain.

4. To become a Voting Member the applicant must:
  - a) carry on business in the beef value chain;
  - b) be interested in the sustainability of the beef cattle industry;
  - c) support and advocate the mission and vision of the CRSB and have demonstrated that they are committed to working constructively and collaboratively toward improving and promoting the sustainability of Canadian beef production;
  - d) make written application for membership in the form prescribed by Council;
  - e) agree to pay the annual dues according to the membership class for which the applicant is approved as a Member; and
  - f) be approved as a Voting Member by an ordinary resolution of Council.
5. Each Voting Member:
  - a) must appoint an individual to represent the Member at meetings;
  - b) is entitled to receive notice of and attend meetings of the Members, engage in discussion, and participate in all matters relating to Member meeting activities including:
    - (i) voting at Member meetings;
    - (ii) voting in elections for Councilors as provided for in the By-laws;
    - (iii) making motions at Member meetings; and
    - (iv) nominating candidates to be elected to hold office as a Councilor or as Chair of the Council;
  - c) may nominate representatives to Council for consideration for appointment to Standing Committee and ad hoc committees.

### **Non-Voting Members**

6. The CRSB shall have the following sub-classes of Non-Voting Members:
  - a) Government departments or agencies;
  - b) Beef cattle producers;
  - c) Producer associations representing livestock species other than beef cattle;

- d) Academic Institutions – being post-secondary institutions, departments of post-secondary institutions or organizations associated with post-secondary institutions; and
  - e) Supporters, being persons who shall support the vision, mission, statement of purpose and objectives of the CRSB.
7. To become a Non-Voting Member the applicant must:
- a) be interested in the sustainability of the beef value chain;
  - b) support the mission and vision of CSRB and has demonstrated that they are committed to working constructively and collaboratively toward improving the sustainability of Canadian beef production;
  - c) make written application for membership in the form prescribed by Council;
  - d) agree to pay the annual dues according to the Membership category and Non-Member Type for which the person is approved as a Member; and
  - e) be approved as a Non-Voting Member by an ordinary resolution of the Council.
8. Each Non-Voting Member:
- a) if not an individual, must appoint an individual to represent the Non-Voting Member;
  - b) is entitled to receive notice of and attend meetings of the Members, engage in discussion, and participate in all matters relating to Member meeting activities except:
    - (i) voting at Member meetings;
    - (ii) voting in elections for Councilors;
    - (iii) making motions at Member meetings; and
    - (iv) nominating candidates for election as Councilors or as Chair of the Council.
  - c) if an individual or a representative of a Non-Voting Member, other than a government department or agency, may be nominated to be elected to hold office as a Councilor or as the Chair of the Council;
  - d) if not an individual, nominate representatives to Council for consideration for appointment to Standing Committee and ad hoc committees; and

- e) if an individual, apply to Council for consideration for appointment to Standing Committee and ad hoc committees.

### **Withdrawal and Termination of Membership**

- 9. Any Member may withdraw from the CRSB by delivering written notice to the Chair of the Council.
- 10. On notice to the Member, any Member may be removed as a Member by an ordinary resolution of the Council if:
  - a) the conduct of the Member is deemed by the Council to be detrimental to the interests of the CRSB;
  - b) the Member fails to support the mission and vision of CRSB and has demonstrated that they are not committed to working constructively and collaboratively toward improving the sustainability of Canadian beef production;
  - c) the Member contravenes the By-laws or any CRSB policies; or
  - d) the Member ceases to be eligible to be a Member of the CRSB.

### **Member Responsibilities**

- 11. All Members are required to:
  - a) support the vision, mission, principles and work of the CRSB;
  - b) support the work of the Council and the Committees established by the Council; including providing subject matter expertise when appropriate;
  - c) promote the CRSB and sustainability of beef cattle production;
  - d) communicate the CRSB's programs and policies;
  - e) comply with the By-laws and all the CRSB policies;
  - f) pay the Membership Fees when due; and
  - g) fund their own travel and accommodation costs to attend Member and committee meetings unless payment by the CRSB has been approved in advance in writing.

### **Membership Fees**

- 12. The membership fees for each class of Members shall be established, from time to time, by the Council by ordinary resolution.

13. Each Member shall be responsible for paying the membership fee for that Member's membership class within such time as may be determined by the Council.
14. All membership fees are non-refundable.

## **MEETINGS OF THE MEMBERS**

### **Annual General Meeting**

15. The Annual General Meeting of the Members shall be held on such day in each calendar year, and by such method, as the Council may from time to time determine.
16. Notwithstanding Article 15, each Annual General Meeting shall be held no later than fifteen (15) months after holding of the last preceding Annual General Meeting but not later than six months after the end of the CRSB's preceding financial year.

### **Special General Meetings**

17. The Council shall have the power to call a special meeting of the Members at any time.
18. The Council shall call a special meeting, as soon as possible, on written request of 50% of the Voting Members. Such special meeting shall be called and held for the purpose stated in such request.

### **Notice for Meetings**

19. Notice of the time and place of a meeting of the Members shall be given to each Member and each Councilor by one of the following means:
  - a) by mail, courier or personal delivery, during a period of 21 to 60 days before the day on which the meeting is to be held; or
  - b) by electronic means, during a period of 21 to 35 days before the day on which the meeting is to be held.
20. For any notice sent by Electronic Means, if a Member requests that notice be given by non-electronic means, the Council shall provide notice to such Member by mail, courier or personal delivery.
21. 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 Member to form a reasoned judgment on the business; and
  - b) state the text of any special resolution to be presented at the meeting.

## **Business at the Annual General Meetings**

22. At each Annual General Meeting, the Members may:
- a) provide input for consideration by Council with respect to the Council's business plans and strategic plans;
  - b) be consulted on any proposed amendments to the by-laws that are under consideration at the time of the Annual General Meeting; and
  - c) raise such other business as may properly be brought before the meeting.
23. At each Annual General Meeting, the Voting Members shall:
- a) elect the Councilors in accordance with Article 33;
  - b) receive the Council's annual report and financial statements; and
  - c) approve any proposed amendments to the by-laws presented at the meeting.

## **Voting**

24. Each Voting Member present at the Member meeting shall be entitled to exercise one vote.
25. Voting at a Member meeting shall be by show of hands, except if a ballot is demanded by a Voting Member. A Voting Member may demand a ballot either before or after any vote by show of hands.
26. Any vote at a meeting of Members or any election may be held entirely by Electronic Means that the Council has made available for that purpose.

## **COUNCIL**

27. The management of the business, activities, and affairs of the CRSB shall be supervised by the Council consisting of:
- a) eleven (11) Councilors elected under Article 33; and
  - b) the Chair of the Council elected under Article 37(a).
28. If appointed under Article 37(c) and Article 38, the Past Chair and the Government Liaisons shall be non-voting members of the Council.

## **Eligibility**

### Councilors

29. Subject to Article 45, to be eligible to hold office as a Councilor, a nominee must:

- a) be an individual;
- b) be 18 years of age or older;
- c) be legally capable of holding office;
- d) in the case of Article 33 clauses (a) to (e), be endorsed by a Voting Member of the membership sub-class on whose behalf individual seeks to be nominated to hold office as a Councilor;
- e) in the case of Article 33 clause (f), be endorsed by a Voting Member; and
- f) while holding office as a Councilor, remain associated with a Voting Member of the membership sub-class on whose behalf the individual was nominated to hold office.

Chair of the Council

30. Subject to Article 47, to be eligible to hold office as Chair of the Council, the nominee must:
- a) be an individual;
  - b) be 18 years of age or older;
  - c) be legally capable of holding office;
  - d) be a positive and active participant of the CRSB; and
  - e) be endorsed by a Councilor or a Voting Member.

**Nominations**

31. All nominations shall be in writing, in the form prescribed by Council, and shall contain:
- a) the name, address, phone number, e-mail address, and membership sub-class of the person submitting the nomination;
  - b) the name, address, phone number, e-mail address, experience, qualifications, and membership sub-class of the individual being nominated;
  - c) the consent of the individual being nominated agreeing to act, if elected;
  - d) if nominated as a Councilor, the endorsement of a Voting Member of the membership sub-class on whose behalf the individual is being nominated to hold office; and



- e) if nominated as Chair of the Council, the endorsement of a Councilor or a Voting Member.
32. If a Councilor holding office for three (3) consecutive terms was endorsed as a nominee for each term by the same Voting Member then that Voting Member is not eligible to endorse another nominee from their organization until One Year has expired from the expiry of that Voting Member's endorsed nominee's last year in office.

### **Election of Councilors**

33. Subject to Article 35, at each Annual General Meeting at which an election of Councilors is required:
- a) the **Beef Producer Association Members** shall elect three (3) Councilors from among the representatives of the Producer Association Members nominated to hold office;
  - b) the **Beef Processor and Association Members** shall elect two (2) Councilors from among the representatives of the Processor Members nominated to hold office; and
  - c) the **Retail and Food Service Sector Members** shall elect two (2) Councilors from among the representatives of the Retail and Food Service Sector Members nominated to hold office.
  - d) the **Non-Governmental Organization Members** shall elect two (2) Councilors from among the representatives of the Non-Governmental Organization Members nominated to hold office;
  - e) the **Food and Agriculture Business Members** shall elect one (1) Councilor from among the representatives of the Food and Agriculture Business Members nominated to hold office; and
  - f) the **Voting Members** shall elect one (1) Councilor from among the individuals nominated to hold office from:
    - (i) the representatives of any Voting Member;
    - (ii) any Non-Voting Members who are individuals; or
    - (iii) the representatives of any Non-Voting Member who are not individuals.
34. The candidates receiving the greatest number of votes shall be elected to hold office as Councilor.

35. The election of the Councilors under Article 33 shall be staggered such that:
- a) under clause (a), two Councilors are elected in one year and one Councilor is elected the following year; and
  - b) under clauses (b), (c) and (d) one Councilor is elected in one year and the other Councilor is elected in the following year.
36. In the event of a tie between candidates the ballots shall be recounted. If the tie is confirmed then there will be another election between those candidates. In the event of another tie, the ballots shall be recounted and if the tie is confirmed the names of candidates will be placed in a receptacle and a scrutineer shall draw one candidate's name. The candidate who receives the most votes on the second ballot or whose name is drawn shall be declared elected.

### **CHAIR OF THE COUNCIL, VICE-CHAIR and PAST CHAIR**

37. At the first meeting of the Council following the Annual General Meeting the Council:
- a) shall elect the Chair of the Council from among the eligible individuals nominated to hold office as Chair of the Council;
  - b) shall elect the Vice-Chair of the Council from among the Councilors nominated to hold office as Vice-Chair.
  - c) may appoint the immediate Past Chair as a non-voting member of Council.

### **GOVERNMENT LIAISONS**

38. The Council may appoint up to five (5) eligible individuals as non-voting Government Liaisons to Council.
39. In addition, the Council may appoint eligible individuals as alternates for each Government Liaison appointed under Article 38 to serve as the Government Liaison in the event the Government Liaison is unable to attend a meeting, resigns, dies or is unable to act.
40. To be eligible to be appointed as a non-voting Government Liaison and alternate, a nominee must be:
- a) an individual;
  - b) 18 years of age or older;
  - c) an employee of a provincial government or the federal government who, in the opinion of the Governance Committee, has suitable expertise in sustainability within the Canadian beef industry; and
  - d) recommended to Council by the Governance Committee.

41. All nominations shall be in writing, in the form prescribed by Council, and shall contain the information set out in clauses (a) to (d) of Article 31.

## **TERMS OF OFFICE**

### Councilors

42. The term of office of a Councilor election under Article 33:
- a) commences at the close of the Annual General Meeting at which the results of the election are announced; and
  - b) expires at the close of the Annual General Meeting in the second year following the year in which the term commenced.

### Chair of the Council

43. The term of office of the Chair of the Council:
- a) commences immediately on the Chair of the Council being elected by the Council under Article 37(a); and
  - b) expires at the close of the Annual General Meeting in the second year following the year in which the term commenced.

### Others

44. The term of office of the Vice-Chair, the Past Chair and the Government Liaisons and alternates:
- a) commences on the appointment of the:
    - (i) Vice-Chair under Article 37(b);
    - (ii) the Past Chair under Article 37(c); and
    - (iii) the Government Liaisons and alternates under Article 38; and
  - b) expires at the close of the Annual General Meeting in the year following the year in which the term commenced.

## **Number of Terms**

### Councilors

45. A Councilor elected under Article 33 shall not serve as a Councilor for more than three (3) consecutive terms.

46. If a Councilor referred to in Article 45 serves for three (3) consecutive terms that individual is not eligible to serve again as a Councilor until One Year has expired from the expiry of that Councilor's last year in office.

#### *Chair of the Council*

47. The Chair of the Council shall not serve as Chair for more than two (2) consecutive terms.
48. If the Chair of the Council serves for two consecutive terms, that individual is not eligible to serve again as Chair until One Year has expired from the expiry of the Chair's last year in office.

#### *Vice-Chair*

49. The Vice-Chair shall not serve as Vice-Chair for more than four (4) consecutive terms.
50. If the Vice-Chair serves for four (4) consecutive terms, that individual is not eligible to serve again as Vice-Chair until One Year has expired from the expiry of the Vice-Chair's last year in office.

#### Government Liaisons and alternates

51. There is no limit on the number of terms a Government Liaison or alternate appointed by Council under Article 38 may serve.

#### **Counting Terms**

52. With respect to an individual holding office as Chair of the Council:
  - a) the time that individual held office as a Councilor does not count towards the number of terms that individual may serve as a Chair of the Council; and
  - b) the time that individual held office as Chair of the Council and as Past Chair counts towards the number of terms that individual may serve as a Councilor.
53. To determine the number of consecutive terms that a Councilor or Chair of the Council has served, a portion of a term served shall be considered to be a term served only if the time served exceeds twelve (12) months.
54. To determine the number of consecutive terms that the Vice-Chair has served, a portion of a term served shall be considered to be a term served only if the time served exceeds six (6) months.
55. Notwithstanding Articles 45 and 46, if the time served by a Councilor is adjusted for the sole purpose of maintaining the staggered elections, a Councilor may hold office for more than eight (8) consecutive years.

## **Council Vacancy**

56. Any position on Council shall be automatically vacated if the individual holding office:
- a) becomes ineligible to hold office under Articles 29 and 30, as the case may be;
  - b) resigns from office;
  - c) misses three Council meetings between consecutive Annual General Meetings without reasons the Chair of the Council and Vice-Chair considers adequate;
  - d) is removed from office under Articles 64 to 68;
  - e) is elected as Chair of the Council under Article 37(a); or
  - f) dies while in office.
57. If a vacancy occurs on the Council, the Council may exercise all the powers of Council provided that the number of Councilors remaining constitutes a quorum.

### Councilor Vacancy

58. Where a Councilor position is vacated before the expiry of that Councilor's term of office, the vacancy may be:
- a) filled, for the unexpired portion of that term of office, by the Council:
    - (i) appointing an eligible individual; or
    - (ii) calling for an election of an eligible individual;
- or
- b) left vacant until the next Annual General Meeting, at which time the vacated position will be filled by the election of an eligible individual for the balance of the unexpired term, if any.

### Chair of the Council Vacancy

59. A vacancy in the office of Chair of the Council shall be filled by the Vice-Chair for:
- a) the unexpired portion of that term of office; or
  - b) until the next Annual General Meeting
- as may be determined by the Council by ordinary resolution.

Vice-Chair Vacancy

60. A vacancy in the office of Vice-Chair shall be filled by the Council electing another Councilor to fill the position for the unexpired portion of the term.

Past Chair Vacancy

61. A vacancy in the office of the Past Chair shall not be filled.

Government Liaison Vacancy

62. A vacancy in the position of a Government Liaison shall be filled by that individual's alternate for the unexpired portion of the term.
63. In the event there was no alternate appointed under Article 39 for the vacant Government Liaison position, the vacancy in the Government Liaison position and that individual's alternate may be filled, for the unexpired portion of the term, in accordance with Articles 38 and 39.

**Removal from Council**

Chair of the Council, Vice-Chair and Past Chair

64. Council may, by special resolution, remove the Chair of the Council, Vice-Chair or Past Chair from office by ordinary resolution of the Council at a special meeting of the Council called for that purpose.
65. Where the Chair of the Council and the Vice-Chair are removed at the same special meeting, the vacancy created by the removal of the Chair of the Council and the Vice-Chair shall be filled under Article 37.

Councilors

66. A Councilor elected under Article 33 clauses (a) to (e) may be removed from office by ordinary resolution of the membership sub-class from whom that Councilor was elected at a special meeting of that membership sub-class called for that purpose.
67. A Councilor elected under Article 33(f) may be removed from office by the Voting Members at a special meeting of the Voting Members called for that purpose.

Government Liaisons and alternates

68. A Government Liaison or an alternate appointed by the Council under Articles 38 and 39 may be removed from office by ordinary resolution of the Council at a special meeting of the Council called for that as a purpose.

### **Filling vacancies created by removal**

69. A vacancy created by the removal of an individual from the Council, other than the Chair of the Council and Past Chair, may be filled, for the unexpired portion of the term, at the meeting at which the individual was removed or may be filled according to Articles 58, 60 and 62.

### **OFFICERS**

#### **General Responsibilities of the Chair of the Council and Vice-Chair**

70. The Chair of the Council and Vice-Chair must carry out only those responsibilities of the Council that is delegated to the Chair of the Council and Vice-Chair by the Council.
71. The Chair of the Council and Vice-Chair shall report to the Council on their activities as required by the Council.
72. The Chair of the Council and Vice-Chair shall be responsible for:
- a) delegating the execution of the decisions of the Council and oversight of such execution by management;
  - b) providing leadership to the Council and management;
  - c) acting as the official signatories for the Council for which signing authority has not been delegated to management; and
  - d) ensuring that accurate and comprehensive records of all meetings and resolutions of the Council, and/or any committee are maintained.

#### **Duties of the Chair of the Council**

73. The Chair of the Council shall:
- a) when present, chair all meetings of the Members and Council;
  - b) act as the chief liaison with the committee chairs between meetings of the Council;
  - c) act as the chief liaison with senior management;
  - d) be an ex officio member of all committees but shall not be a chair of any committee or have any voting rights;
  - e) encourage consensus at meetings of the Council and monitor relationships between members of the Council; and

- f) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Chair of the Council from time to time by the Council.

### **Duties of the Vice-Chair**

74. The Vice-Chair shall:

- a) in the absence of the Chair of the Council, chair all the meetings of the Members and Council;
- b) be vested with all the powers and shall perform all the duties and exercise the powers of the Chair of the Council in the absence or inability or refusal of the Chair of the Council to act; and
- c) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Vice-Chair from time to time by the Council.

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

75. In case of the absence or inability to act of the Chair of the Council, Vice-Chair, or committee chair, or for any other reason that the Council may deem sufficient, the Council may delegate all or any of the powers of the Chair of the Council, Vice-Chair or committee chair to any other Councilor or committee chair for the time being.

### **Duties of the Past Chair**

76. The Past Chair shall:

- a) act in an advisory capacity to the Chair and the Council; and
- b) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Past Chair from time to time by the Council.

### **STANDING COMMITTEES**

77. The Council shall establish the following Standing Committees which shall serve in an advisory capacity and report to the Council:

- a) the **Governance Committee** is established to provide guidance to the CRSB Council on matters relating to the leadership and governance of the CRSB;
- b) the **Certified Sustainable Beef Framework Committee** is established to oversee the implementation and delivery of the CRSB's Certified Sustainable Beef Framework;



- c) the **Communications and Marketing Committee** is established to develop and implement the communication and marketing strategies to support CRSB's initiatives and the Certified Sustainable Beef Framework; and
  - d) the **Scientific Advisory Committee** is established to provide scientific analysis, advice and supporting information regarding beef sustainability to the CRSB.
78. The Standing Committees shall perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Standing Committees from time to time by the Council.
79. The Standing Committees shall carry out their delegated responsibilities according to the Standing Committee's Terms of Reference approved, from time to time, by the Council.
80. The members of the Standing Committees shall be individuals appointed by the Council from among any of the following:
- a) the Councilors;
  - b) the Voting Members;
  - c) the Non-Voting Members; and
  - d) individuals who, in the opinion of the Council, have suitable expertise in the sustainability of the Canadian beef industry.
81. The Standing Committee Terms of Reference shall contain provisions for the appointment, removal, and withdrawal of chairs and members, the method and time of calling meetings, the number constituting quorum, voting rights, governance, operation, duties, and functions of the Standing Committees.

## **AD HOC COMMITTEES**

### **Establishment of Ad Hoc Committees**

82. The Council may establish such ad hoc committees as it deems necessary, to assist it in the fulfillment of its duties and responsibilities and the Council may delegate to such ad hoc committees any of the Council's responsibilities that may be lawfully delegated.
83. All ad hoc committees shall serve in an advisory capacity, report to the Council. The ad hoc committees shall carry out their delegated responsibilities according to the ad hoc committee's Terms of Reference approved, from time to time, by the Council.

84. The Council may from time-to-time dissolve, suspend or re-establish any ad hoc committee.
85. The Ad Hoc Committees Terms of Reference shall contain provisions for the appointment, removal, and withdrawal of chairs and members, the method and time of calling meetings, the number constituting quorum, voting rights, governance, operation, duties, and functions of the Ad Hoc Committees.
86. The members of the Ad Hoc Committees shall be individuals appointed by the Council from among any of the following:
  - a) the Councilors;
  - b) the Voting Members;
  - c) the Non-Voting Members; and
  - d) individuals who, in the opinion of the Council, have suitable expertise in the sustainability of the Canadian beef industry.

## **MANAGEMENT**

87. To carry out the management duties of the Council and the management duties and responsibilities of the Officers and committee chairs the Council shall hire one individual to be responsible for the day-to-day business, affairs and management of the Council and the CRSB.
88. The title of the individual hired pursuant to Article 87 shall be determined by the Council by ordinary resolution.
89. The individual referred to in Article 87 hired to manage CRSB shall, under the direction and oversight of the Council:
  - a) manage and administer the property, business and affairs of the Council by, among other things:
    - (i) providing quality, comprehensive policy advice to the Council and committees;
    - (ii) ensuring proper oversight of all administrative actions and behaviour;
    - (iii) acting as the conduit of the decisions of the Council to administration;
    - (iv) ensuring that all the decisions of the Council are implemented in a timely manner;
    - (v) reporting to the Chair of the Council and the Council; and

- (vi) in conjunction with the Chair of the Council and Vice-Chair, be a spokesperson for the Council;
  - b) organize and attend meetings of the Council, committees, the annual meeting of the Members and act as Returning Officer for the election of Councilors, Officers, and committee chairs;
  - c) act as secretary and keep accurate minutes of all meeting of the Members, the Council and the committees;
  - d) have charge of the preparation and custody of all the correspondence and books of account and accounting records of the Council;
  - e) hire and manage such employees and contractors as may be necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by management from time to time;
  - f) subject to any resolution of the Council, have the care and custody of the funds and securities of the Council, keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Council in the books belonging to the Council and deposit all monies, securities and other valuable effects in the name and to the credit of the Council 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 Council from time to time;
  - g) collect and receive all monies paid to the Council in relation to same and deposit same in whatever institution the Council may by resolution determine;
  - h) disburse the funds of the Council as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Council a full and detailed account of the receipts and disbursements and a statement of the financial position of the Council;
  - i) prepare for submission to the Council a statement duly audited of the financial position of the Council and submit a copy of same to the Council and the Members;
  - j) properly account for the funds of the Council and keep such books as may be directed; and
  - k) be accountable for the proper discharge of all duties of the Council not retained by the Council and perform all duties incidental to the office or that are properly required by the Council.
90. In carrying out the management duties and responsibilities the individual referred to in Article 87 may delegate duties to employees and contractors of the Council

provided the individual referred to in Article 87 remains responsible for the performance of those duties.

## **REMUNERATION**

91. Members, Councilors, the Chair of the Council, Vice-Chair, Past Chair and Government Liaisons shall serve as such without remuneration from the CRSB and no Member, Councilor, Chair of the Council, Vice-Chair, Past Chair or Government Liaison shall directly or indirectly receive any profit from his position as such; provided that Councilors, the Chair of the Council, the Vice-Chair and the Past Chair may be paid reasonable expenses incurred by them in the performance of their duties.
92. Notwithstanding Article 91, the Council may establish an honorarium to be paid to the Chair of the Council and the Vice-Chair if the duties of Chair of the Council and Vice-Chair so warrant.

## **GENERAL MEETING PROVISIONS**

93. The following provisions apply to any meeting of the CRSB whether a meeting of the Members, the Council or a committee.
94. Subject to the By-laws, all meetings shall be governed by Robert's Rules of Order.
95. Unless expressly excluded by the meeting chair, CRSB employees and contractors may attend and participate in meetings but, in doing so, shall not have the right to present motions or vote.

## **Holding Meetings**

96. The Council may decide to hold any meeting in whole or in part by Electronic Means, and if the Council so decides:
  - a) any person entitled to attend the meeting may attend the meeting by Electronic Means; and
  - b) a person attending the meeting by Electronic Means is deemed for the purposes of these By-laws to be present in person at the meeting.
97. 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**

98. 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.

99. 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.
100. 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.
101. 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**

102. 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 these By-laws.
103. In the case of an equality of votes, the chair shall have a casting vote.

### **Election by Acclamation**

104. 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 – Council meetings**

105. The quorum for a Council meeting shall be a majority of the Council. Despite any vacancy on the Council, a quorum of the Council may exercise all the powers of the Council.
106. A quorum must be present throughout a Council meeting for the Council to proceed with the business of the meeting.

### **Quorum – Member meetings**

107. The quorum for a Member meeting shall be 25% of the Voting Members.
108. If a quorum is present at the opening of a Members meeting, the Voting Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

## **BUSINESS MATTERS**

### **Indemnities to Councilors and Officers**

109. Except in respect of an action by or on behalf of the CRSB to procure a judgment in its favour, the CRSB shall indemnify a Councilor or Officer or a former Councilor or Officer of the CRSB and the Councilor'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 Councilor in respect of any civil, criminal or administrative action or proceeding to which the Councilor or officer is made a party by reason of being or having been a Councilor or officer of the CRSB, if
- a) the Councilor or officer acted honestly and in good faith with a view to the best interests of the CRSB, and
  - b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Councilor or officer had reasonable grounds for believing that the Councilor's or officer's conduct was lawful.
110. The CRSB may with the approval of the Court indemnify a person referred to in Article 109 in respect of an action by or on behalf of the CRSB to procure a judgment in its favour, to which the person is made a party by reason of being or having been a Councilor of the CRSB 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 109.
111. The CRSB may advance funds to a person in order to defray the costs, charges and expenses of a proceeding referred to in Articles 109 or 110, but if the person does not meet the conditions of Article 109 he shall repay the funds advanced.
112. The CRSB may purchase and maintain insurance for the benefit of any person referred to in Article 109 against any liability incurred by the person in the person's capacity as a Councilor of the CRSB, 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 CRSB.
113. The CRSB may enter into an agreement with its Councilors with respect to the indemnification provided for in Articles 109 to 112.

### **Head Office**

114. The head office of the CRSB shall be at Calgary, Alberta, at such address as the Council may, by resolution, determine.

### **Fiscal Year**

115. The fiscal year of the CRSB shall end on June 30th.

## **Auditor**

116. The Canadian Cattle Association shall appoint an auditor to audit the accounts and annual financial statements of the CRSB for report to the Members at the next Annual General Meeting.
117. The auditor shall hold office until the next annual meeting provided that the Canadian Cattle Association may fill any casual vacancy in the office of the auditor.
118. The remuneration of the auditor shall be approved by the Canadian Cattle Association.
119. The auditors shall not be, or be associated with, a Councilor, the Chair of the Council, or employee of the CRSB.

## **Communication of Notices**

120. In calculating the number of days' notice to be given for a meeting the day of sending the notice and the day of the meeting shall be included.
121. 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, Councilors, Chair of the Council or committee members shall be their last post office address or electronic address recorded in the books of the CRSB.
122. The Members, Board Members, Councilors, Officers, or committee members may change their address, telephone number and e-mail address by written notice to the CRSB.
123. Notices sent by mail shall be deemed to be received 7 days from the date of mailing.
124. Notices sent by e mail is valid if the notice is sent to the person at the electronic address on record with the CRSB, 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.
125. A declaration of any duly authorized management employee or Officer of the Council in office at the time of the making of the declaration as to the facts in relation to the giving of any notice to any Member, Councilor, Officer or committee member shall be conclusive evidence thereof and shall be binding on every Member, Councilor Officer or committee member, as the case may be.

### **Books and Records**

126. The Council shall see that all necessary books and records of the CRSB required by the by laws of the CRSB or by any applicable statute or law are regularly and properly kept.
127. The books and records of the CRSB may be inspected by any Councilor and the Chair of the Council during regular business hours of the CRSB upon giving reasonable notice to the CRSB.

### **Banking**

128. The banking business of the Council shall be transacted at such bank, trust company or other firm or Council carrying on a banking business in Canada or elsewhere as the Canadian Cattle Association 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 Canadian Cattle Association and/or other persons as the Canadian Cattle Association may by resolution from time to time designate, direct or authorize.

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

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

### **BY-LAW AMENDMENT**

130. Subject to Articles 131 to 133 , the Council may, by resolution, make, amend or repeal any by-laws that regulate the affairs of the CRSB.
131. Council shall submit the by-law, amendment or repeal to the Voting Members at the next meeting of the Members and the Voting Members may, by ordinary resolution, confirm, reject or amend the by-law, amendment or repeal.
132. The by-law, amendment or repeal made by the Council is not effective until the by-law, amendment or repeal has been approved by the Voting Members.
133. The by-law, amendment or repeal approved by the Voting Members is not effective until the by-law, amendment or repeal has been approved by the Canadian Cattle Association.
134. A copy of any by-law, amendment or repealed by-law approved by the Voting Members and the Canadian Cattle Association shall be sent to the Members within 30 days of approval.



## **Policies and Procedures**

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

## **TRANSITION**

136. The persons who were Members of the CRSB immediately before these By-laws came into effect shall continue to be Members of the CRSB in the categories set out in these By-laws.
137. At the first meeting of the Council held immediately after these By-laws come into force, the Councilors then holding office shall determine amongst themselves which Councilor's terms will be adjusted to start the staggered election of Councilors under Article 35. If no agreement can be reached, Chair of the Council shall draw names and the Councilors whose names are drawn will hold office for those terms.
138. Notwithstanding Article 45 a Councilor holding office under Article 137 may hold office for more than six (6) consecutive years provided that the number of years served does not exceed seven (7) consecutive years.
139. The Chair of the Council who held office immediately before these By-laws came into effect shall hold office as Chair 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.
140. Any Committees established immediately before these By-laws came into effect shall continue until dissolved or suspended by the Council.