

CANADIAN ABERDEEN ANGUS ASSOCIATION PROPOSED BYLAWS

ARTICLE I — NAME

The name of the association is the Canadian Aberdeen Angus Association, operating under the trade name Canadian Angus Association (the “Association”), incorporated pursuant to the *Animal Pedigree Act, RSC 1985, c 8 (4th Supp)* (the “Act”).

ARTICLE II — ASSOCIATION’S PURPOSE AND OBJECTS

- a) The principal purpose of the Association shall be the registration and identification of Aberdeen Angus cattle and the keeping of Aberdeen Angus pedigrees, pursuant to Section 4 of the Act, and the promotion of the breed across Canada and of Canadian Angus cattle internationally.
- b) The objectives are to keep the record of the pedigrees of purebred Aberdeen Angus cattle, and to collect, publish and preserve reliable and valuable data concerning the breed. The Association aims to provide the best opportunities for member profitability today and for future generations.
- c) The Association’s mission is to preserve and expand the Angus breed to provide the best opportunities for future generations.
- d) The Association supports members and in return expects members to act with integrity and agree to be bound by the Act, these Bylaws, the Association’s code of conduct (included as an addendum to these bylaws) and any rules the Association may adopt.

ARTICLE III — MEMBERSHIP

Section 1, Membership. The membership of the Association shall include those who:

- a) subscribe to the purposes of the Association,
- b) have applied for membership using the form prescribed by the Board,
- c) have paid all membership dues and fees as prescribed by the Board,
- d) may want to register eligible animals,
- e) agree to be bound by the Act, these Bylaws and any rules the Association may adopt, and
- f) have not received notice that their membership has been declined or terminated pursuant to these Bylaws.

Section 2. Membership Categories. There shall be four (4) categories of membership, being:

- a) Regular Members,
- b) Non-Resident Members,
- c) Junior Members, and
- d) Life Members.

Section 3. Regular Members. Regular Members shall be residents of Canada who may be natural persons at least eighteen (18) years of age, partnerships or corporations. A partnership or corporation shall designate one individual, who may also be a Regular Member, to represent the interests of the partnership or corporation. A Regular Member, who is a natural person or the designated representative of a partnership or corporation, shall be eligible for election or appointment as a Director, Officer or Committee member, have the right to receive notices, attend general meetings when any required registration fee has been paid, make motions, speak in debate, and shall have a single voting privilege on each question, unless any rights have been suspended pursuant to these Bylaws. Regular members are automatically granted membership in a regional association based on their province of residence.

Section 4. Non-Resident Members. Non-Resident Members shall be natural persons at least eighteen (18) years of age, partnerships or corporations, who are non-residents of Canada. A partnership or corporation shall designate one individual, who may also be a Regular Member, to represent the interests of the partnership or corporation. A Non-Resident Member, who is a natural person or the designated representative of a partnership or corporation, shall be eligible for appointment as a Committee member, have the right to receive notices, attend general meetings when any required registration fee has been paid, make motions, and speak in debate, unless any rights have been suspended pursuant to these Bylaws. A Non-Resident Member, who is a natural person or the designated representative of a partnership or corporation, shall not be eligible for election or appointment as a Director or Officer and shall not have any voting privileges.

Section 5. Junior Members. Junior Members shall be residents of Canada who are natural persons who are less than twenty-one (21) years of age as of January 1 of the membership year. A Junior Member shall be eligible for appointment as a Committee member, have the right to receive notices, attend general meetings when any required registration fee has been paid, make motions, and speak in debate, unless any rights have been suspended pursuant to these Bylaws. A Junior Member shall not be eligible for election or appointment as a Director or Officer and shall not have any voting privileges. Junior members who are eighteen (18) years of age or older and thus eligible to vote in Canada as of March 1 will have the opportunity to vote in elections for the Canadian Angus Association Board of Directors but will not be eligible to serve as a Director or Officer until they have aged out of the Junior program.

Section 6. Life Members. Life Members are those natural persons who purchased a non-transferable Life Membership prior to July 1, 1980. A Life Member shall be eligible for election or appointment as a Director, Officer or Committee member, have the right to receive notices, attend general meetings when any required registration fee has been paid, make motions, speak in debate, and shall have a single voting privilege on each question, unless any rights have been suspended pursuant to these Bylaws.

Section 7. Dues and Fees. All membership dues and registration fees shall be set by the Board. No member shall be entitled to any of the rights and privileges of the Association during any year until his/her annual fee for that year is paid.

Section 8. Declined Applications For Membership. If an application for membership is considered and declined by the Board, the Chief Executive Officer shall notify the applicant of the decision of the Board and refund any membership dues paid with the application within thirty (30) days of the decision of the Board.

Section 9. Annual Membership. All memberships shall be annual, expiring on December 31 of each year.

Section 10. Suspension. A member:

- a) may have their membership rights restricted or suspended by majority vote of the Board; and
- b) shall lose all membership rights including the right to register animals while any amounts owing to the Association are past due.

See Article X Discipline for more information on the discipline process and restriction and suspension of membership.

Section 11. Termination. A membership shall terminate upon:

- a) the death of the member;
- b) a Member sending a written resignation to the CAA;
- c) non-payment of any prescribed annual membership dues or fees;
- d) non-payment of any other amounts owed to the Association if not received by the Association within ninety (90) days of the due date; or
- e) the termination of the membership pursuant to these Bylaws.

Section 12. Reinstatement of Membership. A member who has had their membership in the Association suspended or a previous member who had their membership in the Association terminated, may apply to the Board for reinstatement of the membership after one (1) year from the effective date of the suspension or termination, and reinstatement of a membership shall require a majority vote of the Board. If the Board rejects the member's request for reinstatement, the member can

appeal the decision, however requests for reinstatement are limited to once per year per membership.

ARTICLE IV — BOARD OF DIRECTORS

Section 1. Composition. The Board of the Association, (the “Board”) shall consist of:

- a) twelve (12) Directors elected by the voting members of the Association as follows;
 - a. one (1) Director resident in and elected by voting members resident in British Columbia, Yukon, Northwest Territories and Nunavut,
 - b. four (4) Directors resident in and elected by voting members resident in Alberta,
 - c. three (3) Directors resident in and elected by voting members resident in Saskatchewan,
 - d. one (1) Director resident in and elected by voting members resident in Manitoba,
 - e. one (1) Director resident in and elected by voting members resident in Ontario,
 - f. one (1) Director resident in and elected by voting members resident in Quebec, and
 - g. one (1) Director resident in and elected by voting members resident in the Maritimes, and
- b) the Chief Executive Officer of the Association, who shall be a non-voting member of the Board.

Section 2. Duties of the Board. The Board shall, subject to any restriction imposed or direction given at a general meeting, manage and conduct the responsibilities of the Board of Directors, exercise the rights, powers and privileges and carry out the duties of the Association in the name of and on behalf of the Association and carry out the powers and duties of the Board under the Act and the Bylaws, and the Board shall:

- a) set the Association’s strategic direction and principles
- b) appoint a Chief Executive Officer of the Association;
- c) maintain a head office of the Association in the Province of Alberta at a place and under such manner, terms and conditions that the Board shall decide, at which the following shall be located;
 - i) Articles of Incorporation,
 - ii) The Association’s Bylaws,
 - iii) Registration of Pedigrees,
 - iv) The Business Records and Accounts of the Association;
- d) keep complete and approved minutes of what was done at all Board meetings and general meetings in the manner prescribed in the Association’s parliamentary authority and make copies of the minutes available to the Board within fifteen

- (15) working days. Highlights of each meeting will be made available to CAA members within fifteen (15) working days;
- e) cause to be implemented and maintained financial accounting systems and procedures, and the recording of all financial transactions of the Association;
 - f) cause financial statements to be prepared using Canadian Generally Accepted Accounting Principles;
 - g) review and approve the year-end financial statements of the Association and make copies of these statements available to members of the Association within six (6) months of the year-end;
 - h) consider and approve, as may be amended, an annual budget submitted by the CEO containing the anticipated revenues, expenses and capital expenditures for the upcoming fiscal year;
 - i) not make any operating or capital expenditures unless approved within the approved annual budget or by resolution of the Board;
 - j) set all fees, dues, levies, penalties, interest rates and such other charges as the Board may decide;
 - k) determine, by resolution from time to time, the manner in which an Officer or Officers shall sign cheques, drafts, notes and other instruments and documents, including banking forms and authorities not required to be under corporate seal;
 - l) at least once a year, cause the books and accounts of the Association to be audited by a Chartered Professional Accountant registered with Chartered Professional Accountants Alberta, appointed by the Board;
 - m) at all times, keep and maintain in force, insurance as deemed appropriate by the Board.

The Board may,

- n) appoint or employ for and on behalf of the Association a Chief Executive Officer or equivalent position as it thinks fit in connection with the control, management, maintenance and administration of the Association and its assets;
- o) restrict the rights or cancel the membership of any member of the Association;
- p) delegate any of its powers and duties, at it thinks fit, to one or more Directors, Officers, persons, panels or committees, and at any time revoke such delegation.

Section 3. Election, Term of Office.

- a) Directors shall be elected by the voting members of the Association by each member's choice of electronic vote or mail-in ballot through a process and within a timeline determined by the CEO in accordance with Article V – Nominations and Elections.
- b) The Directors shall serve for a term of three (3) years or until their successors are elected, and their term of office shall begin at the conclusion of the Annual General Meeting, or as determined by the existing Board of Directors for the purpose of electing the President and President Elect of the coming year. This election may precede the Annual General Meeting for the closing year. The Directors shall continue to hold office after the expiry of the Director's term until a

successor is appointed or elected. If a Director's term is set to expire and no successor has been identified, the Board of Directors will appoint a successor or extend the Director's term through a process set by the Board in consultation with the regional association.

- c) A member elected to the Board shall not be allowed to serve more than two (2) full consecutive terms plus whatever term may be required if he/she serves in a protected capacity as President Elect, President, or Past President. Should the term of office of the President Elect expire the year (s)he is elected, (s)he shall automatically hold office until his/her terms as President Elect, President and Past President expire and there shall be no election in his/her region until his/her term as Past President is about to expire.
- d) If a Director is appointed by the Board to fill a vacancy on the Board, an election shall be held at the next election of Directors for that Director position for the unexpired term of the Director position.

Section 4. Eligibility. A candidate for election as a Director shall:

- a) be a Voting Member of the Association;
- b) not be an employee of the Association, and not have been an employee of the Association within the last twelve (12) months;
- c) not have any past due amounts owing to the Association;
- d) not be involved in any legal proceeding against the Association, its Directors, employees, or committee members;
- e) not be the subject of a Certificate or Order issued under the *MENTAL HEALTH ACT, RSA 2000, c M-13* or is deemed to be incapable of serving as a Director; and
- f) not have been convicted of an indictable offense.

Section 5. Ceasing to Hold Office. A Director shall cease to be a Director and a vacancy shall be created upon:

- a) the Director ceasing to be eligible for election as a Director;
- b) the death of the Director;
- c) the date specified in a written resignation from the Director delivered to any Officer of the Association;
- d) the Director being absent from meetings of the Board for a continuous period of two (2) consecutive meetings without the consent of the Board and a majority of the remaining members of the Board resolve at the next subsequent meeting of the Board that the Board Position be vacated;
- e) the Director being removed from the Board through a majority vote of the Board in favour of removal if a Director is found to be in violation of the code of conduct that all Directors are required to sign and adhere to annually for the duration of their term; or
- f) the bankruptcy of the Director.

Section 6. Vacancies on the Board. When an elected Director vacancy occurs before the Director's three-year term is complete, the regional association may appoint a person to fill that office until the next election of Directors is held, provided such person is eligible for election to the Board.

Section 7. Authority and Duties of the Directors.

- a) No Director shall have any authority to act on behalf of the Association except as may be authorized in these Bylaws, the standing orders, and as may be authorized, instructed or delegated by the Board.
- b) Every Director shall make full disclosure of any potential conflict of interest and any direct or indirect relationships he or she may have with the Association either contractual, financial or employment related.
- c) Every Director shall exercise the powers and discharge the duties of the office of Director honestly and in good faith.

Section 8. Regular Meetings. The Board shall hold at least four (4) regular meetings during the year at a time and by such means as determined by the Board, and at the call of the President. One of the regular meetings shall be held without notice on the day of and immediately following the adjournment of the Annual General Meeting, the "post-AGM Board meeting" or "organizational meeting", to discuss business properly brought to the Board through the Annual General Meeting.

Section 9. Special Meetings of the Board. The Board shall meet when the President gives the other members of the Board notice of a meeting, specifying the purpose of the special meeting, specifically describing the subject matter of the motions or items of business to be considered at the Special meeting, and the only business that may be transacted is that which has been specified in the call of the meeting.

Section 10. Notice.

- a) Every member of the Board shall be given at least four (4) days notice of regular meetings of the Board. A special meeting of the Board of Directors may be held on shorter notice or without written notice, providing all directors have given their consent to the meeting being held and quorum is present. Such consent shall be entered in the minutes.
- b) Meetings of the Board shall be noticed to the members of the Board in writing or by electronic mail.
- c) Any member of the Board may waive notice of a meeting before, during or after the meeting and such waiver shall be deemed the equivalent of receipt of due and proper notice of the meeting.
- d) In computing the number of the days of notice of a meeting of the Board, the day on which the notice is given shall be excluded and the day of the meeting shall be included.

Section 11. Quorum. A majority of the voting members of the Board shall constitute a quorum at meetings of the Board.

Section 12. Method of Meeting. Meetings of the Board may be held in person, telephonically, or electronically, so long as all participants can hear each other.

Section 13. Director's Resolution. A resolution of the Board in writing signed by all of the Directors shall have the same effect as a resolution passed at a meeting of the Board duly convened and held and provided that the resolution is properly recorded and included in the Board's official records (e.g. minutes).

ARTICLE V — NOMINATIONS AND ELECTIONS

Section 1. Nominations. The names to appear on the ballot for election of Directors from each region shall be all those names nominated by members in good standing. Nominations will first be accepted at a general meeting of the respective regional association and will remain open until January 31 of the year in which the vacancy occurs. The Secretary of the regional association shall submit the names of nominees to the CEO on February 1 each year.

When the name or names submitted equal the number of vacancies that exist, that person or persons shall be declared elected and shall assume duties effective the day following the annual meeting of that year, or as determined by the existing Board of Directors for the purpose of electing the President and President Elect of the coming year.

Section 2. Elections.

- a) Elections shall be conducted by a single ballot for each province or region, for all Director positions for which an election is being held in the province or region.
- b) Voting members shall have the right to cast the number of votes as there are Director positions for which the election is being held, and a voting member may vote for any eligible candidate.
- c) No candidate's name shall be placed on the ballot prior to the election unless the candidate has provided their consent to serve if elected.
- d) The candidate(s) receiving the highest number of ballots shall be declared elected. In the event of a tie, ballot(s) cast by sitting Directors in the region shall be removed from the overall count.

Section 3. Election Process.

- a) Voting shall be offered concurrently online and by mail-in ballot to all members in good standing by ninety (90) days prior to the annual meeting. Each membership is entitled to one (1) vote.

- b) All ballots, whether mail-in or online, will be tied to the membership number. The CEO will appoint a minimum of one Board-approved scrutineer to verify that only one (1) ballot has been cast per membership number. If more than one ballot is determined to have been cast by a membership number, all ballots for that membership number will be disqualified. Under no circumstances will the candidate selected by a membership be revealed.
- c) All mail-in ballots must be returned in an envelope bearing the words “voting ballot enclosed”. Mail-in ballots will be counted six (6) business days following the closing of ballots.
- d) Online voting shall be conducted through a secure service. The online results will not be accessed until the day that the mail-in ballots are counted so that all results are tallied at the same time.
- e) Upon the completion of the count, the CEO shall make a statement in writing of the results to the candidates and regional secretaries. The candidates have the right to request and receive an accounting of the votes cast and the number they received.

ARTICLE VI — OFFICERS AND DUTIES

Section 1. Officers. The Officers of the Association shall be the:

- a) President,
- b) President Elect,
- c) Past President, and
- d) Chief Executive Officer.

Section 2. Election, Term of Office.

- a) The President and President Elect shall be elected members of Board, elected by the voting members of Board. During their meeting held during the Association’s Annual National Convention, the Board of Directors shall be asked to ratify by simple majority the elevation of President Elect to President. Upon approval, the President Elect shall assume the office of President immediately upon conclusion of the Annual General Meeting for the ensuing year. A President Elect shall also be elected by majority vote by the Board from among their number.
- b) When, for any reason, the President Elect does not assume the office of President, the Board of Directors shall elect from among their number, a President for the ensuing year.
- c) Elected Officers shall serve a term of one (1) year from the conclusion of the annual general meeting until the conclusion of the next Annual General Meeting or until their successors are elected.
- d) At a meeting of the Board with notice or at a special meeting of the Board called for that purpose, an election may be held for any Officer position, for the unexpired term of the Officer position being elected.

Section 3. Eligibility for Election. A candidate for election as an Officer of the Association shall:

- a) be an elected member of Board; and
- b) have served at least one (1) year on the Board to be eligible for election to the office of President.

Section 4. Duties of the President. The President shall:

- a) preside at, or appoint a presiding officer for, meetings of the Board and general meetings of the Association;
- b) have all of those duties and powers of a Chair, or a President or equivalent, set forth for same in the parliamentary authority of the Association; and
- c) have such further duties and powers as are set forth in these Bylaws, the standing orders, and as may be authorized or instructed by the Board.
- d) At meetings of the Directors the President shall have a vote, as long as (s)he votes at the same time as the others of like mind when the question is put. If a tie vote results the motion shall be declared defeated.

Section 5. Duties of the President Elect. The President Elect shall:

- a) perform the duties of the President during any absence, refusal to act, or inability to act of the President;
- b) upon the vacancy of the office of President, assume the position of President for the unexpired term or until a successor is elected to the office of President; and
- c) have such duties and powers as are set forth in these bylaws, the standing orders, the parliamentary authority of the Association for a President Elect or Vice-President or equivalent, and as may be authorized or instructed by the Board or the President.

Section 6. Duties of the Past President. The Past President shall:

- a) have such duties and powers as are set forth in these bylaws, the standing orders, the parliamentary authority of the Association for a Past President, and as may be authorized or instructed by the Board or the President.

Section 7. Authority and Duties of the Officers.

- a) No Officer shall have any authority to act on behalf of the Association except as may be authorized in these Bylaws, the standing orders, and as may be authorized, instructed or delegated by the Board.
- b) Every Officer shall make full disclosure of any potential conflict of interest and any direct or indirect relationships he or she may have with the Association either contractual, financial or employment related.
- c) Every Officer shall exercise the powers and discharge the duties of the office and as a member of the Board, honestly and in good faith.

Section 8. Filling Elected Officer Vacancies. In the event of a vacancy in an elected officer position the Board shall elect an eligible member of the Board to fill the office for the unexpired term or until their successors are elected. The Chief Executive Officer shall secure and transfer the records of a vacant office to the successor expeditiously.

ARTICLE VII — MEETINGS OF THE MEMBERSHIP

Section 1. General Meetings. A general meeting is a meeting of the members of the Association and shall be an annual general meeting or a special general meeting.

Section 2. Annual General Meeting.

- a) An annual general meeting shall be held once in each calendar year within twelve (12) months of the Association's year-end, at such time, date and place in Canada as the Board may decide.
- b) The order of business at annual general meetings shall be as prescribed in the adopted parliamentary authority
- c) The annual general meeting pro forma agenda shall be as follows:
 - i. Call to Order
 - ii. Introduction of Canadian Directors, regional representatives and visitors
 - iii. Canadian Junior Angus Report
 - iv. Tribute to Deceased Members & Associates
 - v. Review and Approval of Minutes of the Previous Year's Annual General Meeting
 - vi. Old Business/Follow up on the Previous Year's Recommendations from the Floor
 - vii. President's Report
 - viii. Audited Financial Statements Report
 - ix. Previous Year's Highlights
 - x. Timing and Location of the Next Year's Annual National Convention
 - xi. New Business/Recommendations from the Floor
 - xii. Recognition of Past President
 - xiii. Announcement of New Executive
 - xiv. Adjournment

The President shall have authority to add items the agenda as (s)he sees fit provided the above-noted items are included.

Section 3. Special General Meetings.

- a) A general meeting other than an annual general meeting shall be called a special general meeting.

- b) The Board of Directors may call a special general meeting whenever it deems such a meeting is necessary.
- c) The Board may whenever it thinks fit and shall upon a requisition in writing by at least five (5%) percent of the voting members of the Association as of January 1 of the calendar year convene a special general meeting which shall be held within thirty (30) days of the Board's receipt of the said requisition unless the special meeting date falls within 60 days prior to the annual general meeting. Should the special meeting date fall within 60 days prior to the Annual General Meeting, the requested special meeting topic will instead be added to the Annual General Meeting agenda.
- d) Notice of a special general meeting shall specify the purpose of the special general meeting specifically describing the subject matter of the motions or items of business to be considered at the special general meeting, and the only business that may be transacted is that which has been specified in the call of the meeting.

Section 4. Notice.

- a) Notice of each general meeting shall be given to all members of the Association, in writing, by hand delivery, mail or electronic mail provided confirmation of delivery is possible, to the address recorded on the register, at least twenty-one (21) days before every general meeting specifying the place, the date and the hour of meeting.
- b) Notice shall be given to the members of the Association in the manner prescribed in these Bylaws, but the accidental omission to give notice to a member of the Association does not invalidate the meeting or any proceedings thereat.
- c) In computing the number of days of notice of a general meeting, the day on which the notice is given shall be excluded and the day of the meeting shall be included.

Section 5. Quorum.

- a) A quorum for a general meeting shall be twenty-five (25) voting members of the Association, of which at least five (5) must be Directors.
- b) No business shall be transacted at any general meeting unless a quorum is present.

Section 6. Voting. Prior to the commencement of a general meeting, one (1) voting card per voting member shall be issued to eligible voting members for use as instructed by the Chair on the taking of all non-ballot votes and for confirmation of voting on ballot votes. In the case of partnerships and corporations, the voting card will be issued to the designate. No voting card will be issued to a member who has not paid their annual membership dues at least the day prior to the meeting.

Section 7. Proxy Voting. No member shall vote by proxy.

Section 8. Mail or Electronic Votes. The Board may direct the taking of a vote by mail or an electronic vote on any question that the membership could decide at a general meeting.

ARTICLE VIII — COMMITTEES

Section 1. Standing Committees. There shall be the following standing committees:

- a) Executive Committee;
- b) Pedigree Committee;
- c) Governance Committee
- d) Audit and Finance Committee.; and
- e) Breed Improvement Committee.

Section 2. Executive Committee.

- a) The Executive Committee shall be comprised of the Officers of the Association and the President shall be designated to be the Chair of the Executive Committee.
- b) Between meetings of the Board, the Executive Committee shall have the authority to consider any business that the Board might consider.
- c) All actions taken by the Executive Committee shall be subject to ratification at the next meeting of the Board.
- d) Any actions taken by the Executive Committee that are not ratified by the Board shall be invalid.

Section 3. Pedigree Committee.

- a) the Pedigree Committee shall be comprised of the President, or their delegate, and the CEO.
- b) The Pedigree Committee shall have the authority to authorize change of ownership, and registration of pedigrees where signatures or other information are for any reason unobtainable.
- c) The decision of the Pedigree Committee shall be final if unanimous.
- d) If the decision of the Pedigree Committee is not unanimous, the matter in question shall be submitted to the Board for decision.
- e) The Pedigree Committee shall have no power to authorize the registration of any animal unless the pedigree of breeding submitted complies in all particulars with the rules of eligibility for registration as outlined elsewhere in these Bylaws.
- f) All decisions of the Pedigree Committee shall be reported at the next meeting of the Board, and the report shall be attached to the minutes of the meeting at which the report was given.

Section 4. Governance Committee.

- a) The Board shall appoint the Governance Committee consisting of at least four (4) voting members of the Association, with one of the appointed members being appointed the Chair of the Governance Committee, and the Chief Executive Officer who shall be a non-voting member of the Governance Committee.
- b) The Governance Committee shall:
 - i. receive input regarding the Act, Regulation, these Bylaws and the Policies from members and others;
 - ii. review the Act, Regulation, these Bylaws, Policies and input received, and shall make recommendations to the Board for amendments to the Act, Regulation, Bylaws or Policies;
 - iii. oversee the discipline process as outlined in Article X Discipline when the President receives a complaint that warrants investigation.

Section 5. Audit and Finance Committee.

- a) The Board shall appoint the Audit and Finance Committee consisting of at least four (4) voting members of the Association with one of the appointed members being appointed the Chair of the Audit and Finance Committee.
- b) The Audit Committee shall:
 - i. oversee the integrity of the Association's financial statements, accounting and financial reporting processes, and financial statement audits;
 - ii. oversee the Association's compliance with legal and regulatory requirements;
 - iii. oversee the performance of the Association's independent auditor;
 - iv. oversee the Association's systems and internal controls; and

Section 6. Breed Improvement Committee.

- a) The Board shall appoint the Breed Improvement Committee consisting of a minimum of three board members.
- b) The Breed Improvement Committee shall:
 - i. review breed trait and integrity policies and procedures of the organization and report to the Board any recommended changes;
 - ii. oversee the Association's role in advancing the operations of breeders through the use of practical technology; and
 - iii. Oversee and make recommendations to the board regarding strategic breed research projects funded or supported by the Association.

Section 7. Special Committees. Except as otherwise provided in the Bylaws or standing orders, Special Committees may be established by the Board.

Section 8. Terms. The term of office of each committee member shall begin upon appointment and conclude when a successor is appointed, the appointment is

terminated by the appointer, or in the case of a Special Committee upon the completion of the work of the Special Committee.

Section 9. Call of Meetings. Committee meetings shall be at the call of the Chair of the committee or the President.

Section 10. Quorum. The quorum of all meetings of committees shall be a majority of the members on the committee.

Section 11. Vacancies. Any vacancies on a committee may be filled in the same manner as the original appointment of the members of the committee for the balance of the term.

Section 12. Meetings of Standing and Special Committees. Committee meetings may be held in person, telephonically, or electronically, so long as all participants can hear each other.

Section 13. President's Ex-Officio Committee Membership. The President shall be an ex-officio member of all committees except the Executive Committee, and as such, when the Chair is not in attendance shall not be included in determining a quorum, but when in attendance shall be included in the count in determining the presence of a quorum.

ARTICLE IX — MANAGEMENT

Section 1. Appointment of a Chief Executive Officer.

- a) The Board shall appoint a Chief Executive Officer who shall:
 - i. be engaged and appointed by the Board, reporting to the Board, to manage the day-to-day operations of the Association;
 - ii. be a non-voting member of the Board, and as such, shall not be counted in the determination of a quorum of a meeting of the Board;
 - iii. be an officer of the Association and voting member of the Executive Committee of the Association;
 - iv. be the primary spokesperson of the Association
 - v. be a member of all Board committees in the following capacities:
 - i. voting member of the Executive Committee;
 - ii. voting member of the Pedigree Committee;
 - iii. non-voting member of the Governance Committee;
 - iv. non-voting member of Audit and Finance committee; and
 - v. voting member of the Breed Improvement Committee

- vi. not be a member of, but shall have the right to, notice of meetings, attend, make motions, speak in debate, but not vote, at general meetings;
- vii. appoint a Registrar of the Association;
- viii. investigate credible information that raises doubt about the propriety of animal registrations in the Canadian Angus Herd Book and temporarily suspend such registration and all offspring registered from the said animal;
- ix. oversee the records of the Association, the financial records, and including but not limited to all Board documentation regarding contracts, awards, correspondence, minutes, and notices;
- x. be primarily responsible for the financial affairs of the Association, and the preparation and maintenance of the financial records of the Association;
- xi. be responsible to compile the information with which to prepare the annual budget and the annual audit;
- xii. prepare an annual report of the acts and affairs of the Association (“Annual Report”) and present the Annual Report to the Annual General Meeting;
- xiii. report current financial information at each meeting of the Board and at the Annual General Meeting;
- xiv. issue notices of General Meetings, be responsible for the minutes of Board and General Meetings, and the conduct of the elections of Directors;
- xv. receive complaints against members of the Association, then advise the members of the Board and forward the complaint to the President
- xvi. send to the Minister of Agriculture for Canada not more than twenty (20) days after the Annual General Meeting, pursuant to Section 60(b) of the Act;
 - a. a copy of the Annual Report including the audited financial statement, and
 - b. a list of the directors and officers of the Association,
- xvii. perform such other duties and responsibilities as may be assigned by the Board.

Section 2. Appointment of a Registrar. The Chief Executive Officer shall engage and appoint an individual to act as Registrar, reporting to the Chief Executive Officer, who shall:

- a) carry out the duties of the Registrar as specified in the Act, Regulation and these Bylaws;
- b) be a voting member of the Pedigree Committee;
- c) maintain the Canadian Angus Herd Book;
- d) approve the forms for the applications of registration;

- e) issue a certificate of registration for all eligible animals on the form adopted by the Board;
- f) record changes of names, ownership or the death of registered animals pursuant to these Bylaws;
- g) cancel and re-record pedigrees that have been recorded incorrectly at the expense of the original applicant for registration or transfer;
- h) receive applications for and issue herd names pursuant to these Bylaws;
- i) have the right to: notice of meetings, attend, make motions, speak in debate, but not vote, at general meetings, if not a member of the Association;
- j) perform such other duties as may be assigned or delegated by the Board or the senior manager.

ARTICLE X — DISCIPLINE

Section 1. Offenses in a Meeting. A member who breaches the rules in a meeting may:

- a) be censured, expelled from the meeting, and have a complaint filed with the Chief Executive Officer by a majority vote at the meeting.

Section 2. Offenses Elsewhere Than in a Meeting. The Board shall handle complaints or allegations that a member of the Association may have committed an offense by breaching the rules contained in the Act, these Bylaws, the rules of the Association, the Association's code of conduct, or other actions that may bring disrepute to the Association, in the following manner.

- a) A non-member of the Association may file a complaint against a member of the Association, which shall be forwarded to the Chief Executive Officer, who shall:
 - i) advise the members of the Board of the receipt of the complaint, and
 - ii) forward the complaint to the President.
- b) A member of the Association may file a complaint against another member of the Association, which shall be forwarded to the Chief Executive Officer together with any fee as may be specified by the Board, who shall:
 - i) advise the members of the Board of the receipt of the complaint; and
 - ii) forward the complaint to the President.
- c) The President shall appoint an Investigation Committee of at least three (3) persons, and the Investigation Committee shall:
 - i) Conduct a confidential investigation to determine whether to recommend that further action, including the preferring of charges if necessary, is warranted; and
 - ii) Prepare a report in writing to the President, adopted by a majority vote of the members of the Investigation Committee and signed by every Investigation Committee member who agrees, outlining the course of its investigations and if thought fit recommending in the report the adoption

- of resolutions by the Board preferring charges supported by at least one specification, arranging for a trial, and, if desired, suspending the rights of the accused.
- d) Upon the receipt of the report from the Investigating Committee by the President, the Board shall consider the recommended resolutions of the Investigating Committee and if a recommendation to prefer charges is adopted by majority vote by the Board, the President shall:
 - i) Appoint at least one (1) manager who shall have the responsibility to present the evidence against the accused;
 - ii) Appoint a Trial Committee, of at least five (5) members of the Association, who shall not have been members of the Investigating Committee, one of which shall be appointed Chair of the Trial Committee. The Trial Committee shall decide on the innocence or guilt of the accused based on the evidence and arguments presented at trial; and
 - iii) Provide a letter to the accused notifying him of the date, hour, and place of the trial, containing an exact copy of the charge(s) and specifications with the date of their adoption, and directing him/her to appear as cited.
 - e) A trial shall be conducted pursuant to the processes and rules contained in the adopted parliamentary authority. The Trial Committee shall be presented the evidence against the accused by the manager, and the accused shall have the rights: to be represented by counsel who may not be a member of the Association, to speak, and to produce witnesses in his/her own defense. If the accused is found guilty by two-thirds vote, the manager shall make a motion to the Trial Committee for a non-monetary penalty that shall require a two-thirds vote to adopt.
 - f) The decisions of the Trial Committee respecting guilt and penalty may be appealed to the Board, who may sustain the decisions of the Trial Committee or amend the decisions as they see fit by majority vote.
 - g) The Minister of Agriculture for Canada shall be immediately notified of the suspension, expulsion or reinstatement of a member of the Association.
 - h) A member of the Association suspended or expelled from the Association shall have no claim against the Association, nor its Directors, Officers, and employees for any loss or damage that may be sustained as a result of being suspended or expelled.
 - i) The Association, and its Directors, Officers, and employees shall not be liable for any loss or damage that may be sustained resulting from the suspension, cancellation or correction of any registration.

ARTICLE XI — CODE OF ETHICS

The Board shall adopt a code of ethics that all members must abide by. The code is attached as an addendum to these bylaws. By paying annual membership dues, the

member agrees to abide by the code of ethics and accepts that they may face disciplinary action for violating the code of ethics.

ARTICLE XII — CONFLICT OF INTEREST

Section 1. Conflict of Interest. A Director of the Association who is a party to a material transaction or proposed material transaction with the Association or is a Director or an Officer of or has a material interest in any organization, partnership, company, corporation, society or individual (“Person”) who is a party to a material transaction or proposed material transaction with the Association shall disclose fully the nature and extent of the interest. No such Director of the Association shall vote on any resolution to approve such a transaction, however, the Director can be present during such a vote and if present at the meeting, shall be counted to determine the presence of a quorum at the meeting whether the Director was present for the vote or not.

Section 2. Valid Contracts. If a material transaction is entered into between the Association and one or more of its Directors, or between the Association and another Person of which a Director of the Association is a Director or Officer or in which he has a material interest: (i) any contract or transaction is neither void or voidable by reason only of the relationship, or by reason only that a Director with an interest in the contract or transaction is present or is counted to determine the presence of a quorum at a meeting of the Board that authorized the contract or transaction: and (ii) a Director or former Director of the Association to whom a profit accrues as a result of the contract or transaction is not liable to the Association for that profit by reason only of holding office as a Director if the Director disclosed their interest in accordance herewith and the contract or transaction was approved by the Board and it was reasonable and fair to the Association at the time it was approved.

Section 3. Notice of Conflict. A general notice that any Director is entered into a contract(s) as outlined above shall be sufficient disclosure under the previous section and after such notice, it shall not be necessary to give any further notice relating to any particular transaction with such Person.

ARTICLE XIII — INDEMNIFICATION

The Association shall indemnify every Director, committee member, senior manager or employee and his or her heirs, executors and administrators against all loss, costs and expense, including legal fees, reasonably incurred by him/her in connection with any action, suit or proceeding to which (s)he may be made a party by reason of his/her being or having been a Director, committee member, senior manager or employee of the Association, except as to matters as to which (s)he shall be finally adjudged in such

action, suit or proceeding to be liable for costs, fines or penalties imposed:

- a) in a criminal action,
- b) suit for unjustified profit or advantage,
- c) suit for damages incurred by the Association resulting from actions taken by the Executive Committee which were not ratified by the Board,
- d) for any illegal act done or attempted in bad faith,
- e) dishonesty, or
- f) for any breach of the Act or these Bylaws.

ARTICLE XIV — DISSOLUTION

In the event of the dissolution of the Association, after payment of all debts, all remaining assets of the Association shall be dispersed to a non-profit entity dedicated to cattle breeding or wellbeing as designated by the Board.

ARTICLE XV — PARLIAMENTARY AUTHORITY

The rules and definitions contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern and apply to the Association in all cases to which they are applicable and in which they are not inconsistent with any legislation, the Bylaws and any special rules of order that the Association may adopt.

ARTICLE XVI — AMENDMENT

Section 1. Bylaws. These bylaws shall only be amended through the following procedure:

- a) Notice of all proposed amendments to these Bylaws shall be in writing and signed by ten (10) members in good standing or passed by a simple majority of the Board of Directors.
- b) These Bylaws may be amended by a majority vote of those members in good standing who vote in a referendum by mail or online which is properly conducted under the regulations established by the Association.
- c) No amendments shall be valid until approved by the Minister of Agriculture for Canada and filed at the Department of Agriculture of Canada.
- d) Notice of all proposed amendments to these Bylaws shall be provided to the Minister of Agriculture for Canada.

Section 2. Articles of Incorporation, Amalgamating or Dissolution. A proposal to amend the Articles of Incorporation, amalgamate with one or more other associations or dissolve the Association shall only be adopted;

- a) by a resolution adopted by an electronic vote,
- b) with at least twenty-five percent (25%) of the eligible members voting,
- c) with not less than twenty-one (21) days notice given which shall include the wording of the resolution to be proposed,
- d) by a two-thirds vote, and
- e) with the approval of the Minister of Agriculture for Canada.

ARTICLE XVII — FINANCES, BORROWING AND RECORDS

Section 1. Fiscal Year. The fiscal year of the Association shall be from January 1 to December 31.

Section 2. Deposit of Funds. The funds of the Association shall be kept in such chartered bank, trust company, credit union or Treasury Branch as the Board may direct (or as selected by the CEO).

Section 3. Borrowing. The Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular, by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the prior approval of the Board by majority vote.

Section 4. Delegation of Authority. The Board shall appoint, by resolution, those persons who are entitled to sign cheques and evidence of indebtedness on behalf of the Association.

Section 5. Records Inspection. During the regular business hours of the Association any member of the Association shall have the right to:

- a) inspect and make copies of the audited and approved financial statements of the Association and these Bylaws; and

Section 6. Corporate Seal. The seal of the Association will be kept in the custodial care of the Chief Executive Officer and shall be used as directed by the Board. Any document executed under seal shall be signed by persons authorized by the Board.

Section 7. Remuneration. No Director, committee member or any other member of the Association shall receive any remuneration for their services as a Director, committee member or any other member of the Association or reimbursement of expenses incurred, or advances made, on behalf of the Association unless authorized and instructed by the Board.

Section 8. Profits. All profits or accretions of value to the property of the Association shall be used in furtherance of the purpose of the Association, and no part of the property or profits of the Association may be distributed, directly or indirectly, to any member of the Association, pursuant to Section 13(2) of the Act.

Section 9. Use Of Funds. The Association may use its funds to advance the purpose of the Association, including, using its funds for developing and promoting breed improvement programs, making grants to exhibitions and providing services to the breeders of Angus cattle, pursuant to Section 13(1) of the Act.

Section 10. Data. Data including but not limited to genetic information, genomic information, phenotypes, weights and pedigrees submitted to CAA for use in performance evaluation, research and performance programs are jointly owned by the Association and its members. The CAA acts as the caretaker of the information and is able to use and leverage the information for the betterment of the breed, its programs, services and to the benefit of the Association members as a whole.

ARTICLE VIII — SUBSIDIARIES AND AFFILIATES

Section 1. Subsidiaries. The Association shall have the following subsidiaries;

- a) **Canadian Junior Angus Association.** The Association may own and manage a subsidiary entity named the Canadian Junior Angus Association, hereinafter referred to as “CJAA”, for the purpose of assuring and promoting the specific interests of those members of the Association who have not reached the age of twenty-two (22) within the current year of their membership. The CJAA represents a special class of membership within the Association and is subject to all membership rights, privileges and responsibilities.
- b) **Canadian Angus Foundation Inc.** Pursuant to Canada Not-For-Profit Corporations Act, the Association may create, own and manage a non-profit entity named the Canadian Angus Foundation Inc., hereinafter referred to as “the Foundation”, for the purpose of fundraising and allocating such funds based on the following four (4) key objectives:
 - i) Opportunity for personal growth and development for Junior Members of the Association through the activities of, but not limited to, the CJAA;
 - ii) Collection and preservation of the Association’s and its membership’s historical archives;
 - iii) Research, development and technological advancement to create and enhance breed improvement tools used by Association members and those supporting and utilizing Angus genetics;
 - iv) Education of the Association membership and those supporting Angus genetics with national and international cattle and beef interests.

The Foundation will be subject to registration in accordance with federal “not-for-profit” legislation and be bound by all requirements contained therein. The activity of the Foundation shall be confined solely to the previously stated four (4) objectives and shall not conflict in any way with the activities of this Association. A financial statement for the Foundation shall be reported annually in the Annual Report of the Canadian Angus Association.

Section 2. Affiliations. The Association may participate with and work together with any organization, as the Board may decide, that advances the development, promotion, education, research or breed improvement of Angus cattle.

- a) **Regional Associations.** Members of the Association in good standing may organize regional associations, clubs or societies under bylaws approved by the Board of Directors of the Canadian Angus Association. The activities of any such regional association shall be confined solely to its provincial interests and shall not conflict in any way with the activities of the Association. Not more than one association in each province shall be organized. Two or more provinces or territories may join together to form one association. A financial statement of each regional association shall be submitted annually to the Canadian Angus Association.

ARTICLE VIX — REGISTRATION

Section 1. Registration of Pedigrees.

- a) An accurate copy of all records, known as the Canadian Angus Herd Book, shall be maintained at the office of the Canadian Angus Association.
- b) There shall be furnished by the Registrar for all eligible animals a certificate of registration on the form adopted by the Board of Directors.
- c) Any person suspended or expelled from membership shall not be allowed the privilege of recording pedigrees in the records of the Association.
- d) A person shall be denied the right to have registered, to have identified or to transfer the ownership of any animal, pursuant to Section 61 of the Act, if that person
 - a) is, at the time the right is denied, in arrears of any fees owing to the Association; or
 - b) has contravened
 - i) a bylaw of the Association relating to
 - a. the eligibility for registration or identification, as the case may be, of animals by the Association,
 - b. the individual identification of animals, or
 - c. the keeping of private breeding records,
 - ii) any provision of the Act or the regulations, or
 - iii) any provision of the [Health of Animals Act](#) or the regulations thereunder relating to the identification, within the meaning of that Act, or testing of animals.

Section 2. Registration of Tattoo Letters.

- a) Every Angus animal for which application for registration is made shall be marked for identification by tattoo as provided herein.
- b) The owner at the time of birth of every animal born in Canada should tattoo mark such animal.
- c) Every animal shall be marked before it is weaned and before it is eight (8) months of age.
- d) Imported cattle, if not previously marked by tattoo in the country of origin, shall be marked before application is made for registration in the Canadian Angus Records.
- e) Each breeder or owner who desires to register Angus cattle in Canada shall apply for and shall be allotted designated herd letters from the Registrar for his/her exclusive use with which to tattoo mark animals born under his/her ownership.
- f) Such tattoo letters shall be tattooed in the right ear in the manner prescribed by the Association.
- g) In the event of a change of name of a partnership or company, or if a member of the same family is taken into partnership, the tattoo letters may be transferred on the application of the registered owner or his/her authorized representative. Likewise, transfer may be made from a deceased owner to his/her heir.

Section 3. Registration of Names. All animals entered in the Canadian Angus Herd Book must be named in accordance with the following rules:

- a) Names shall not contain more than thirty (30) letters or characters, including numeral affix and spaces.
- b) Where an animal is red in colour the word "Red" must be included in the name as the prefix.
- c) A breeder must register a unique herd name for his/her exclusive use in naming his/her animals, by applying to the Registrar, and paying the prescribed fee. A particular herd name will be allowed to one (1) person or partnership only, or used by multiple members of a family operation whereby the animals are maintained together, and in registering such a herd name, priority in use and in application for registration shall be considered.
- d) Letters may be used as a registered herd name.
- e) No herd names shall be issued with the word "Red".
- f) A registered herd name may be used by a member of the immediate family, provided written consent of the registered owner is on file with the Registrar.
- g) The registered owner may transfer a herd name on application to the Registrar.
- h) The Association reserves the right to refuse any name which may be misleading as to the origin or relationship of an animal. Names of members of the Royal Family or leaders of national governments of the day shall not be used.
- i) Any dispute between breeders as to priority right to any herd name shall be referred to the Board of Directors.
- j) Where an animal is propagated by embryo transplant, the letters ET must be included on the registration certificate following the sex of the animal.

- k) Where an animal is propagated by cloning, the letters CL must be included on the registration certificate following the sex of the animal.
- l) Duplication of names shall not be permitted, except in the case of clones where the clone must bear the same name and a numeric indicator.
- m) It shall be permissible to change the name of an animal provided no descendants of such animal are yet registered in the Canadian Angus Herd Book. A new application for registration must be completed and signed by the owner at birth, then presented to the Registrar with the certificate of registration and the necessary fee.
- n) Animals from other countries shall be registered with the same name as shown on the certificate of registration issued in the country from which they came.
- o) Where an animal is a twin the letters "TW" will be used as a prefix before the registration number. Where an animal is from a multiple birth, an "M" will be used as a prefix before the registration number.

ARTICLE XX — RULES OF ELIGIBILITY

Section 1. Eligible Animals. The following animals are eligible for registration and entry into the Canadian Angus Herd Book:

- a) Animals bred and born in Canada, whose sires and dams are recorded in the Canadian Angus Herd Book.
- b) An animal imported in utero, whose dam is recorded in the Canadian Angus Herd Book and whose sire is eligible for registration in the Canadian Angus Herd Book.
- c) Animals imported from countries where they have been registered in the Herd Book of an association recognized by the Canadian Angus Association, provided the application for registration is accompanied by an official certificate of registration bearing three (3) generations of individually registered ancestry, provided the animals meet the Canadian Angus Association rules of eligibility.
- d) A calf the product of artificial insemination shall be eligible for registration, provided the requirements of the Association's "OFFICIAL REGULATIONS GOVERNING ARTIFICIAL INSEMINATION" are met.
- e) Any animal having birth marks or white hairs on traditional black or red coloured skin shall be eligible for registration.
- f) A calf propagated by embryo transfer will be eligible for registration under the same terms as a calf propagated by natural or artificial mating provided the requirements of the Association's "OFFICIAL REGULATIONS GOVERNING EMBRYO TRANSFER" are met.

Section 2. Ineligible Animals. The following animals are NOT eligible for registration and entry into the Canadian Angus Herd Book:

- a) A natural calf born less than the prescribed number of days set by the Board of Directors in CAA registration policies after the birth of the dam's last calf shall be eligible for registration, provided it meets a parentage verification requirement.

- b) An animal with white skin above the underline, in front of the umbilical scar (navel) or on leg or legs, or which does not possess traditional black or red skin colour, shall not be eligible for registration.
- c) Animals with a horn or horns shall not be eligible for registration.
- d) An animal with a scur or scurs shall not be eligible for registration. Scurs are defined as any cartilaginous or horny growth which may develop from natural causes through the skin or on the surface of the skin on that part of the head where horns grow on horned cattle.
- e) In any case where the parentage of an animal that is claimed to be registerable Angus is questioned, or as a periodic parentage verification, the Association may require the use of Deoxyribo-Nucleic Acid (DNA) analysis to determine the correctness of the parentage claim respecting the Association's "OFFICIAL REGULATIONS GOVERNING PARENTAGE VERIFICATION".
- f) An animal having abnormalities or non-Angus characteristics shall not be eligible for registration. To be eligible for inclusion in the Canadian Angus Association Herd Book, an animal is subject to the Canadian Angus Association GENETIC CONDITION POLICY.

ARTICLE XXI — APPLICATION FOR REGISTRATION

- a) All applications for registration of animals under these Bylaws must be made on forms supplied or approved by the Registrar of the Canadian Angus Association and all blank spaces must be filled in electronically, in ink or filled in electronically and printed.
- b) Applications for registration of animals from other countries must be signed by the importer, show date of importation and be accompanied by Certificates of Registration showing that they were registered in the record book of the country from which they came, and in the name of the Canadian importer. If any animal is in calf, in order to register the progeny, the service information must be verified by the Recording Association in which the service sire is registered.
- c) An application for registration of an animal born in Canada must be signed by the owner of the animal at the time of birth, and by the owner of the sire at the time the dam was served. The dam must be registered in the Canadian Angus Herd Book in the name of the owner signing and the sire must be registered in the Canadian Angus Herd Book in the name of the owner certifying the service.
- d) Registration of Canadian bred animals in all cases will be made in the name of the person owning or leasing the dam at the date of birth of the calf. If change of ownership has taken place after birth, the usual transfer must be filed, for which the usual fee will be charged.
- e) When an animal is a multiple birth, it shall be so stated when applying for registration, and the sex given of the animals within the multiple birth. Should a multiple birth be entered upon the record, without such statement no subsequent application for entry of an animal multiple birth with the same, shall be accepted.

- f) The breeder of an animal is the registered owner or lessee of the dam at the time of conception.
- g) The first owner is the registered owner or lessee of the dam at the time she produced the calf.
- h) When a donor cow produces embryos the breeder shall be the registered owner or lessee of the dam at the time of recovery. The registered owner of the embryo at the time of the transplant shall be the first owner.
- i) Duplicate names must be avoided. The right is reserved to change any name when necessary, preserving, however, as far as possible, some characteristic of the name given in the application.

ARTICLE XXII — SUSPENSION AND CANCELLATION OF REGISTRATION CERTIFICATES

- a) Registration or transfer of ownership of an animal is made on the understanding that the particulars given on the application are correct.
- b) Pedigrees recorded incorrectly may be cancelled and re-recorded by the owner or by the Registrar at the expense of the original applicant for registration or transfer.
- c) If, after registry of an animal in the Canadian Angus Association Herd Book, information becomes available which raises doubt as to the propriety of such registration, the CEO shall cause the matter to be investigated and the CEO shall have the power to temporarily suspend such registration and all offspring registered from the said animal (hereinafter referred to as “interim suspension”). The CEO shall notify in writing the owner(s) of the animal(s) and any other party with an interest in the matter immediately upon such interim suspension with a description of the grounds for the suspension and the steps proposed for investigating the suspension.
- d) Within sixty (60) days of the interim suspension of the registered certificate of any animal the CEO must either:
 - i) Satisfy him/herself that the registration certificate is satisfactory and thus remove the interim suspension; or
 - ii) Satisfy him/herself that the interim suspension should continue. When such determination has been made, the owner(s) or any other party with an interest in the matter shall have ninety (90) days to appeal the matter to the Board of Directors.
- e) If no appeal is made within the ninety (90) days following the interim suspension period, the certificate of registration for the animal in question is cancelled.

ARTICLE XXIII — APPEAL OF SUSPENDED REGISTRATION CERTIFICATES

- a) If appealed within the ninety (90) days, the matter of such suspended registration must be placed before the next Board of Directors meeting. The owner(s) of the animal or any other party with an interest in the matter shall be given thirty (30) days notice of the meeting together with advice that he may attend the meeting, he/she may be represented by counsel, he/she may call evidence or he/she may present affidavit evidence.
- b) At the conclusion of the due hearing, the Board of Directors may either:
 - i) Continue the suspension until certain conditions have been completed at which point the suspension would be removed; or
 - ii) Cancel the registration certificate; or
 - iii) Reinstate the registration certificate.
- c) The Board of Directors shall have the power to adjourn any hearing to obtain further information before reaching a decision.
- d) The CEO, at his/her discretion, may include more than one (1) animal in any notice to an owner with respect to a hearing before the Board of Directors.

Notice and Publication

- a) Service of any notice on a member shall be in writing to the last address shown in the Association for that member. Service shall be deemed to be received seven (7) days after the notice was sent by the Association.
- b) The announcement and publication of any ruling of the Board of Directors shall be within the discretion of the Board of Directors.
- c) All proceedings of either the Board of Directors or the annual meeting with respect to proceedings contained within the Bylaws which are not specifically provided herein shall be determined by either the President or, failing the President determining such procedures, the President Elect and shall be announced prior to the beginning of each such hearing.

ARTICLE XXII — LEASES

Section 1. Animals Leased for Breeding Purposes.

- a) Application for lease must be made to the Canadian Angus Association by the lessor on the form or in the format approved by the Canadian Angus Association.
- b) The terms of the lease agreement shall be fully disclosed on the application.
- c) The lessee will in all cases be considered the owner of the progeny of leased females for the term of the lease.

ARTICLE XXIII — TRANSFER CERTIFICATES

- a) In case of the sale of an animal, the seller must furnish to the purchaser a transferred certificate of registration in the Canadian Aberdeen Angus Herd Book, showing the purchaser's ownership.
- b) If the animal is sold to any purchaser resident in Canada or outside of Canada, refusal to do so on any grounds whatsoever, unless stated specifically in the terms of sale that the certificate of registration would not be provided, shall be grounds for his/her expulsion, if a member, from the Association. If not a member further application for registration or transfer shall be refused until such time as the dispute is settled to the satisfaction of the Board of Directors of the Canadian Aberdeen Angus Association.
- c) Unless otherwise agreed upon between the parties the Association considers an animal sold when the seller receives the full payment for the animal.
- d) Applications for registration of change of ownership must be made electronically if the animal is e-stored, or in ink, or filled in electronically and printed on forms supplied by the Registrar or on the back of the original certificate and must give date of sale and date of delivery, and in the case of females, if bred, service information must be provided through the information being shared either electronically or by filling out this section on the back of the original certificate concurrent with transfer information being provided and authorized.
- e) All service sires must be DNA tested to ensure their offspring qualify for registration per rules governing parentage verification.
- f) Change of ownership will be endorsed on the back of the original certificate of registration which must be forwarded to the Registrar with the application for transfer of ownership.
- g) In the case of the sale of an animal for any other reason than breeding purposes, as prescribed by the regulations of this Association, the seller shall not furnish the purchaser with the certificate of registration but forward it, with full details of the sale, to the Registrar. The transfer of ownership of an animal so reported shall not be recorded on the records of this Association.
- h) In the case of death of an animal from any cause whatever, the pedigree certificate should be sent to the Registrar with a statement of the reasons therefore.
- i) If the sale of any animal takes place, and a transfer of ownership is made on the records of the Association and if it is subsequently discovered that the animal sold or the animal registered is not the animal represented on the records, the Registrar shall on discovery of the same, declare the transfer or pedigree void together with any entry or transfer of descendants of such animal.

ARTICLE XXIV — DUPLICATE CERTIFICATES

A duplicate certificate may be issued if the registered owner or his/her authorized agent files a statutory declaration on a form supplied by the Registrar showing in a satisfactory manner that the original is lost, destroyed, or unobtainable.

ARTICLE XXV — PRIVATE HERD RECORDS AND AUTHORITY TO INSPECT

Section 1. Private Herd Records.

- a) Members shall keep a private herd record in which the name, registration number, and identification mark of each breeding female shall be entered together with such other information regarding each animal as in the opinion of the breeder may be deemed advisable.
- b) Opposite or under the name of each breeding female so entered, the date of birth, sex, identification mark, and name, and registration number of the sire of each calf produced by such female, shall be entered at the same time that each calf is marked for identification.
- c) The private herd record shall include an inventory of all semen and embryos which are the property of the breeder.
- d) The record shall include storage locations and in the case of embryos, shall include the registration number of both sire and dam.
- e) Such record shall be open to inspection, as defined herein.

Section 2. Authority to Inspect.

- a) The Board of Directors shall have authority to:
 - i) appoint an inspector at any time to examine on behalf of the Association the manner in which private herd records are kept and the identification system practiced by any breeder, or breeders registering cattle in the Canadian Angus Herd Book;
 - ii) and may appoint an inspector to investigate a special complaint;
 - iii) or may at the first meeting after the annual meeting each year, appoint an inspector or inspectors whose duty it shall be to investigate all complaints that are referred to him or them by the Board of Directors.
- b) Such duly appointed inspectors shall, after receiving specific instructions from the Association, have authority to enter premises of any breeder who is registering cattle in the Canadian Angus Herd Book, and examine his/her private herd records, and identification system.
- c) When as the result of an inspection of the manner in which private herd records are being kept, and identification practiced by any breeder, it is shown that the regulations in that regard as laid down herein are not being observed, the Board of Directors may immediately suspend or expel such breeder if a member. If not a member, further registrations and transfers may be refused.

- d) If such inspection should indicate that the private herd records, and identification system as practiced by such breeder are in such a state of confusion as to raise a doubt as to the identity of any number or all of the animals in the herd, the Board of Directors may suspend the pedigrees of any number or all cattle standing in the name of such breeder as from the date of such inspection.
- e) Authority to inspect private herd records and identification as practiced by breeders of Angus cattle, shall also extend to the Minister of Agriculture or anyone appointed by him for that purpose, but when such inspection is instituted by the said Minister, the CEO of the Canadian Aberdeen Angus Association shall be immediately notified.

INTERPRETATION

- a) In these Bylaws, words importing the singular or masculine shall include the plural and feminine, and *vice versa*, unless the context otherwise requires.
- b) References or notations to the Act and the Regulation are for reference purposes only, and provisions contained in the Act and Regulation shall prevail over any provision in any other document including these Bylaws.