



# **CANADIAN SIMMENTAL ASSOCIATION**

## **BY-LAWS**

*Revised January, 2020*

*(Reflecting approved by-law changes up to and including August 10, 2019)*

## CANADIAN SIMMENTAL ASSOCIATION

### DEFINITIONS

1. In this By-law and all other By-laws of the Association, unless the context otherwise specifies or requires:
  - (a) "Act" means the *Animal Pedigree Act* R.S.C. 1985 c. 8;
  - (b) "Active Member" means a person who meets the eligibility requirements in Article 6 and is accepted as a member pursuant to Article 10;
  - (c) "Association" means the Canadian Simmental Association;
  - (d) "Board" or "Board of Directors" means the Board of Directors of the Association;
  - (e) "By-laws" means any by-laws of the Association from time to time in force and effect;
  - (f) "Committee" or "Committees" means the Standing Committees and any other Committees established by the Board of Directors;
  - (g) "days" means calendar days;
  - (h) "Director" means a Director of the Association;
  - (i) "Herd Book" means the Canadian Simmental Association Herd Book;
  - (j) "In good standing" means a member who is not more than forty-five (45) days in arrears in payment of any annual membership dues, fees or other monies owing to the Association and the member is not under suspension or expulsion pursuant to these By-laws;
  - (k) "Member" or "Members" means an Active Member or a Young Canadian Simmental Member;
  - (l) "ordinary resolution" means a resolution passed by a majority of 50% plus 1 of the votes cast by the persons who voted in respect of that resolution;
  - (m) "region" means any one of the following geographical areas:
    - (i) Province of Alberta;
    - (ii) Province of Saskatchewan;
    - (iii) Province of Manitoba;
    - (iv) Province of Ontario;
    - (v) Province of Quebec; and
    - (vi) Provinces of British Columbia, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland-Labrador.

- (n) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast by the persons who voted in respect of that resolution;
- (o) "Simmental Cattle", "Simmental Breed" and "Simmental Animal" means a fullblood, purebred or percentage Simmental cattle registered or recorded with the Association;
- (p) "Voting Member" means:
  - (i) an Active Member in good standing; and
  - (ii) a Young Canadian Simmental Association Member in good standing who is 18 years of age or older.
- (q) "YCSA Member" means an individual who meets the eligibility requirements of Article 7 and is accepted as a member pursuant to Article 10.

2. In this by-law and in all other By-laws of the Association hereafter passed:

- (a) unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations, and
- (b) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

### **NAME**

3. The name of the Association shall be CANADIAN SIMMENTAL ASSOCIATION.

### **OBJECTIVES**

4. The Association shall have as its objective the encouragement, development and regulation of the breeding of Simmental cattle in Canada. To facilitate the achievement of this objective, the Association may:
- (a) register Simmental cattle and keep Simmental cattle pedigrees;
  - (b) maintain records and issue certificates of pedigree registration of Simmental cattle;
  - (c) maintain records of the transfer of ownership of Simmental cattle;
  - (d) develop, maintain and promote a total herd enrollment program to provide Members with the ability to assess fertility and reproductive traits in cow families and access enhanced genetic information from the reporting of all offspring;
  - (e) do all things necessary to carry out the function of an animal pedigree association for Simmental cattle;

- (f) keep a record of the breeding and origin of all Simmental Cattle, and collect, preserve and publish data and documents relating to same;
- (g) maintain selective breeding standards for traits of economic importance to beef production;
- (h) maintain efficient supervision of breeders of Simmental Cattle to detect, prevent and punish fraud;
- (i) compile statistics of the industry and furnish official and authentic information thereto;
- (j) do all things necessary to effect the efficient promotion of the Simmental breed;
- (k) in order to implement and achieve the foregoing, make all necessary contracts and agreements, and to make, alter and repeal regulations subject to the provisions of the By-laws; and
- (l) encourage members to emphasize the economic productivity of the breed rather than specific types or models.

## **PART I – MEMBERSHIP**

### **SECTION 1 - CATEGORIES, ELIGIBILITY AND DUES**

#### **Categories of Members**

5. The Association shall have the following categories of Members:
- (a) Active Members; and
  - (b) Young Canadian Simmental Association Members.

#### **Eligibility**

6. Subject to Article 8, to be eligible to become an Active Member of the Association a person must:
- (a) if an individual, be 18 years of age or older;
  - (b) be interested in advancing the objectives of the Association;
  - (c) agree to comply with the By-laws of the Association;
  - (d) agree to comply with the Act and the *Health of Animals Act*; and
  - (e) be the registered owner of at least one Simmental Animal.
7. Subject to Article 8, to be eligible to become a Young Canadian Simmental Association Member of the Association a person must:
- (a) be an individual 25 years of age or younger as of January 1;
  - (b) be interested in advancing the objectives of the Association;

- (c) agree to comply with the By-laws of the Association; and
  - (d) agree to comply with the Act and the *Health of Animals Act*.
8. The Association may refuse to approve an application for membership from any person expelled from the membership of any association incorporated under the *Animal Pedigree Act* of Canada.

### **Application for Membership**

9. Any eligible person may apply to the Association, in writing and in the form prescribed by the Association, for membership and, upon acceptance by the Association and payment of the prescribed membership dues, become a member of the Association as:
- (a) an Active Member; or
  - (b) a Young Canadian Simmental Association Member.
10. The Board of Directors shall at all times have the power to:
- (a) reject or defer any application for membership; and
  - (b) admit applicants to membership in the Association
- and the decision of the Board of Directors in this regard shall be final.

### **Membership Dues**

11. Membership dues in the Association for Active Members and YCSA Members shall be established, from time to time, by the Board of Directors by special resolution.
12. In establishing the membership dues for Active Members and YCSA Members, the Board of Directors may establish classes of membership and specify the membership dues, if any, payable by members of each class.
13. When a YCSA Member who is 26 applies to become an Active Member of the Association, the membership dues paid by the YCSA Member shall be applied against the Active Membership dues payable providing the application is made by December 31.

## **SECTION 2 – MEMBERS**

### **General Rights of Active Members**

14. An Active Member may:
- (a) receive notice of all meetings of the Members;
  - (b) attend any meeting of the Members; and
  - (c) make representations on any matter at any meeting of the Members.
15. In addition to the rights of an Active Member under Article 14, an Active Member in good standing may:

- (a) vote on any matter at any meeting of the Members;
- (b) as permitted, vote in an election of Directors by mail-in ballot;
- (c) where permitted, vote on any matter by mail-in ballot;
- (d) hold office as a Director, Officer or Committee Chair;
- (e) be appointed as a member of any Committee established by the Board of Directors;  
and
- (f) register, transfer and enroll cattle at the fee level prescribed for Active Members.

### **General Rights of YCSA Members**

16. A YCSA Member may:
- (a) receive notice of all meetings of the Members;
  - (b) attend any meeting of the Members; and
  - (c) register, transfer and enroll cattle at the fee level prescribed for Active Members.
17. In addition to the rights of a YCSA Member under Article 16, a YCSA Member in good standing 18 years of age or older may:
- (a) vote on any matter at any meeting of the Members;
  - (b) as permitted, vote in an election of Directors by mail-in ballot;
  - (c) where permitted, vote on any matter by mail-in ballot; and
  - (d) make representations on any matter at any meeting of the Members.

### **Members Who are Individuals**

18. Where a Member is an individual that Member must exercise the rights of a Member personally and cannot appoint a representative to act on behalf of that Member.

### **Members Who are Not Individuals**

19. Where a Member is not an individual, that Member shall appoint an individual 18 years of age or older to be the representative of the Member and exercise the rights of a Member on its behalf.
20. A Member who is not an individual may notify the General Manager of the individual who is authorized to exercise, on behalf of the Member, the rights and privileges of such membership, including the right to vote and hold office in the Association.

### **Membership Year and Payment of Dues**

21. The membership year for the Association is the calendar year.

22. On March 31st, in each year, all Members who paid membership dues and fees for the preceding year but have not paid for the then current year shall be removed from the membership of the Association.
23. Any Member removed from the membership of the Association pursuant to Article 22 may be readmitted to the membership by the Board upon payment of outstanding membership dues and fees.

### **By-Laws**

24. The Association shall make these By-laws available in print or electronic format for inspection and making copies.

## **SECTION 3 - WITHDRAWAL, TERMINATION AND REINSTATEMENT OF MEMBERS**

### **Withdrawal by Member**

25. Any Member may withdraw from the Association by delivering written notice to the General Manager; but there shall be no refund of membership dues.

### **Suspension or Expulsion of Members**

26. Any Member who:
  - (a) conducts himself in a manner prejudicial to the best interests of the Association and contrary to the objectives of the Association;
  - (b) fails to observe any By-law, rule or procedure established by the Association;
  - (c) is expelled from membership in a pedigree cattle association incorporated under the *Animal Pedigree Act* of Canada; and
  - (d) ceases to be eligible to be a Member of the Association

may be expelled or suspended but, in accordance with section 61 of the Act, such expelled or suspended Member may not be denied the right to have registered or to transfer the ownership of cattle.

27. Any Member who:
  - (a) is in arrears of any fees owing to the Association;
  - (b) contravenes a By-law of the Association relating to:
    - (i) the eligibility for registration of animals by the Association;
    - (ii) the individual identification of animals; and
    - (iii) the keeping of private breeding records;
  - (c) contravenes any provision of the Act or the regulations thereunder; or

- (d) contravenes any provisions of the *Health of Animals Act* or the regulations thereunder relating to the identification, within the meaning of that Act, or testing of animals;

may be expelled or suspended and, in accordance with section 61 of the Act, may be denied the right to have registered or to transfer the ownership of cattle.

### **Reinstatement of Members**

- 28. A Member who is suspended or expelled by the Board of Directors pursuant to Articles 25 and 26 shall, after the expiration of sixty (60) days, have the right to apply to the Board of Directors for reinstatement and may be reinstated at the next meeting of the Board, provided two-thirds of the members of the Board of Directors present thereat vote in favour of such reinstatement.
- 29. If the Board of Directors refuses to reinstate a person suspended or expelled from membership, such person shall have the right to apply for reinstatement to the next succeeding Annual General Meeting of the Association, but reinstatement by Annual General Meeting shall be only by a vote of two-thirds of the Voting Members present at the meeting. No special notice of such an application need be sent to members of the Association and it shall not be deemed to be special business.

## **SECTION 4 - MEETINGS OF THE MEMBERS**

### **Annual and General Meetings**

- 30. The Annual General Meeting of the Members shall be held once in every calendar year at any place within Canada, on such day in each year and at such time as the Board of Directors may determine.
- 31. The Board of Directors shall have the power to call, at any time, a general meeting of the Members of the Association. Any business, either special or general, may be considered and transacted at any general meeting of the Members other than those matters which, by these By-laws are to be determined by mail-in ballot.
- 32. At every Annual General Meeting of the Members, in addition to any other business that may be transacted, the report of the Directors, the financial statements and the report of the auditors shall be presented, auditors appointed for the ensuing year and the results of the election or appointment of Directors announced, and if thought expedient, the approval and ratification of acts and proceedings of the Board of Directors and Officers.
- 33. The order of Business at all General Meetings shall be substantially as follows:
  - (a) Identification of Voting Members;
  - (b) Approval of the minutes of the previous meeting;
  - (c) Report of Officers, Directors and Committees, where applicable;
  - (d) Correspondence, where applicable;
  - (e) Unfinished business, where applicable;



- (f) Announcement of the results of the election of Directors or the appointment of Directors, if applicable;
- (g) New business, where applicable; and
- (h) Adjournment.

### **Auditor**

34. The Members shall, at each Annual General Meeting, appoint an auditor to audit the accounts and annual financial statements of the Association for report to the Members at the next Annual General Meeting of the Members. The auditor shall hold office until the next Annual General Meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors. The auditors shall not be, or be associated with, a Director, officer or employee of the Association or a corporation which is affiliated with the Association.

### **Special General Meetings**

35. Subject to Article 36, the Board of Directors:
- (a) shall have the power to call a Special General Meeting of the Members at such time and place as the Board may determine; and
  - (b) shall call a Special General Meeting, as soon as reasonably possible, on written request of not less than 100 Voting Members and such Special General Meetings shall be called and held for the purpose stated in such request.
36. Any matter which, by these By-laws, is to be determined by mail-in ballot shall not be the subject of a Special Meeting of the Members.

### **Notice for Meetings**

37. At least thirty (30) days' and not more than ninety (90) days' written notice of the date, time and place of each Annual General Meeting or Special General Meeting shall be sent to each Member.
38. Written notice of any meeting where special business will be transacted or where a special resolution will be considered shall contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.
39. No error or inadvertent omission in giving notice of any Annual General Meeting or Special General Meeting or any adjourned 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.

### **Meeting Chairman**

40. The President shall preside as Chairman of all meetings of the Members, but if at a meeting the President is not present within fifteen (15) minutes after the time appointed for holding such meeting, the First Vice-President or, in the alternative, the Second Vice-President, shall preside as Chairman, but if all are absent, the Voting Members shall choose a Director to preside as Chairman and if no Director be present, or if all the Directors present decline to preside as Chairman, then the Voting Members shall choose

one (1) of the Members to preside as Chairman. At any meeting the Chairman may appoint one (1) or more individuals to act as scrutineers.

### **Quorum**

41. A quorum for the transaction of business at any Annual General Meeting or Special General Meeting shall be twenty-five (25) Voting Members present in person.
42. There shall be no quorum for the election of Directors by mail-in ballot. A quorum for the amendment of the By-laws by mail-in ballot shall be twenty-five (25) Voting Members in good standing casting ballots.
43. No business other than election of a Chairman of the meeting and the adjournment or termination of the meeting shall be conducted at any meeting unless quorum is present at the commencement of the meeting, but quorum need not be present throughout the meeting.
44. If a meeting cannot be convened because there is not a quorum, it shall be at the discretion of those present to delay the opening of the meeting until such future time and place as may be proposed by the Chairman.

### **Adjournment**

45. The Chairman of the meeting may, with the consent of any meeting at which quorum is present, adjourn the meeting for no more than forty-eight (48) hours to a fixed time and place. If the meeting is so adjourned no notice of the time and place for the holding of the adjourned meeting need be given to the members. Only business which might have been brought before or dealt with at the original meeting shall be dealt with at the adjourned meeting.

### **Open and Closed Meetings**

46. All Annual General Meetings or Special General Meetings of the Members shall be open to the public except any closed portions of the meetings. Only Voting Members are eligible to attend closed portions of an Annual General Meeting or a Special General Meeting.

### **Voting**

47. Each Voting Member shall have one (1) vote on each matter put to the question at any meeting of Members. A Voting Member may only vote in person at an Annual General Meeting or a Special General Meeting.
48. A majority of votes cast by the Voting Members present, in person, at an Annual General Meeting or a Special General Meeting shall determine the questions in meetings except where the vote or consent of a greater number of the Voting Members is required by the Act or these By-laws.
49. A majority of votes cast by the Voting Members by mail-in ballot shall determine the questions by mail-in ballot except where the vote or consent of a greater number of the Voting Members is required by the Act or these By-laws.
50. Every matter put to the question at any meeting of the Members shall be decided in the first instance by a show of hands. In case of any equality of votes the Chairman shall, on a show of hands, secret ballot or at a poll, have a second or casting vote in addition to the

vote to which he is entitled as a Member. At any meeting, unless a secret ballot or poll is demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion.

### **Polls and Secret Ballots**

51. If at any meeting a secret ballot or poll is demanded on the election of Chairman or on the question of adjournment, it shall be taken forthwith without adjournment. If a secret ballot or poll is demanded on any other question it shall be taken in such manner and at such time and place as the Chairman directs and either at once or after an interval or adjournment or otherwise and the result of the secret ballot or poll shall be deemed to be the resolution of the meeting at which the secret ballot or poll was demanded. The demand for a secret ballot or poll may be withdrawn.

## **PART II - GOVERNANCE OF THE ASSOCIATION**

### **SECTION 1 - BOARD OF DIRECTORS**

#### **Management of the Association**

52. The property and business of the Association shall be managed by a Board of Directors, comprised of nine (9) directors elected in accordance with Articles 58 and 59.

#### **Powers of Directors**

53. The Directors shall exercise all of the powers and do all the acts and things that the Association may exercise and do, and which are not by these By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in an Annual General Meeting or Special General Meeting of the Members or by mail-in ballot.
54. The Directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as herein provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its objects otherwise authorized to exercise and do.
55. The Directors shall have the power to:
- (a) authorize expenditures on behalf of the Association from time to time;
  - (b) appoint such agents as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment; and
  - (c) delegate to the General Manager the right to employ and to establish and pay salaries to employees.
56. The Board of Directors is hereby authorized, from time to time:
- (a) to acquire, hold and dispose of real, personal, movable and immovable property necessary for the carrying out of its business and affairs;

- (b) to borrow money on the credit of the Association, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient;
  - (c) to draw, make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments necessary for the carrying out of its business and affairs;
  - (d) to mortgage or hypothecate, or create any security interest in, all or any property of the Association to secure any obligation of the Association.
57. The Board of Directors shall take such steps as it may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind for the purpose of furthering the objectives of the Association.

## **SECTION 2 - ELECTION OF DIRECTORS**

### **Election**

58. The Board of Directors shall consist of nine (9) Directors to be elected in the following manner:
- (a) One (1) Director is to be elected to represent the Members of each of the following regions from among the candidates nominated by the Active Members or the provincial Simmental association of those regions:
    - (i) Manitoba;
    - (ii) Ontario; and
    - (iii) Quebec
  - (b) One (1) Director is to be elected to represent the Members in the region consisting of British Columbia, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland/Labrador from among the candidates nominated by the Active Members or the provincial Simmental associations in this region;
  - (c) Three (3) Directors are to be elected to represent the Members of Alberta from among the candidates who are nominated by the Active Members or the provincial Simmental association of Alberta; and
  - (d) Two (2) Directors are to be elected to represent the Members of Saskatchewan from among the candidates who are nominated by the Active Members or the provincial Simmental association of Saskatchewan.
59. To the extent possible, the election of the Directors shall be staggered such that three (3) Directors are elected each year for a term of three (3) years.

### **Eligibility**

60. To be nominated for election and elected or appointed to a position on the Board as a Director, the nominee or appointee shall:

- (a) be an individual;
- (b) be a resident of the region for which the Director is being elected to represent;
- (c) be an Active Member in good standing or a representative of an Active Member in good standing;
- (d) be 18 years of age or older, with power under law to contract;
- (e) not be an employee or contractor of the Association; and
- (f) be a Canadian citizen.

### **Nominations**

61. Nominations for any election of Director shall be:

- (a) in the form and contain such information as may be prescribed by the Board; and
- (b) be received by the Association no later than one hundred and twenty (120) days prior to the Annual General Meeting.

### **Election by mail-in ballot**

62. The Voting Members may elect Directors to fill the required number of Director positions, in accordance with these By-laws, by secret mail-in ballot conducted as follows:

- (a) Each nominee will be allowed to furnish for enclosure with the ballot a brief factual statement of his service and qualifications, with each nominee being accorded equal opportunity and space.
- (b) The names of the nominees shall be listed on the ballot in alphabetical order by surname, followed by first name if more than one nominee has the same surname.
- (c) Each ballot package will consist of the following:
  - (i) The ballot, marked with one or more unique identifiers which will ensure the validity of the ballot but which are not associated to any individual Member;
  - (ii) A declaration form, marked with one or more unique identifiers which will ensure that the ballot package is valid and has been assigned to a Member, that must be signed by the Member;
  - (iii) An inner ballot secrecy envelope, into which the Member will seal their ballot; and
  - (iv) A return pre-addressed envelope, into which the Member will place their ballot secrecy envelope, containing their ballot, and their signed declaration.
- (d) Ballots shall be mailed to all Members by regular mail to their last post office address on file with the Association at least ninety (90) days prior to the Annual General Meeting.

- (e) Members must return their completed ballot to the Association, sealed in the ballot secrecy envelope, and their signed declaration, both in the pre-addressed return envelope provided to them, by mail postmarked at least sixty (60) days prior to the Annual General Meeting.
- (f) A Member whose ballot has been lost or spoiled may, no later than 75 days prior to the Annual General Meeting, request a replacement ballot from the Association. The Association will make every effort to issue that Member a replacement ballot if it is satisfied that doing so will not affect the integrity of the voting process.
- (g) The failure of any individual Member to receive a ballot, or a replacement ballot requested under clause (f), does not in any way affect the counting of the votes or the outcome of the election.
- (h) The outer envelopes will be opened by the Office Manager (or such other person as may be appointed by the General Manager) to review the declarations and separate the declarations from the ballot secrecy envelopes.
- (i) The determination as to whether a Member is a Voting Member will be made by the Office Manager (or such other person as may be appointed by the General Manager) when that Member's declaration is reviewed. If the Member does not qualify as a Voting Member on the day the declaration is reviewed, that Member's unopened ballot secrecy envelope will be attached to their declaration, set aside and not counted.
- (j) The unopened ballot secrecy envelopes received from Voting Members will be secured in sealed boxes in a locked location at the Association's office until the date the ballots are to be counted.
- (k) Subject to clause (l), the ballot secrecy envelopes received from Voting Members shall be opened and counted on the 45<sup>th</sup> day prior to the Annual General Meeting at the Association office by the General Manager (or in his absence by someone appointed by the Board) in the presence of two (2) scrutineers approved by the Board of Directors.
- (l) If the 45<sup>th</sup> day prior to the Annual General Meeting falls on a holiday, the ballot secrecy envelopes received from Voting Members shall be opened and counted on the next business day.
- (m) The following ballots shall be considered spoiled and shall not be counted:
  - (i) any ballot marked for less or more than the number of Directors to be elected;
  - (ii) two or more ballots marked with the same identifiers;
  - (iii) any ballots contained in two or more ballot secrecy envelopes with the same identifiers; and
  - (iv) any ballots contained in a ballot secrecy envelope that contains more than one ballot;

- (n) The nominee who receives the majority of the votes cast by the Voting Members returning valid ballots by the deadline set out in clause (e), shall be declared elected.
- (o) If two (2) or more nominees should receive the same number of votes, the election of the director will be determined by ordinary resolution of the Board conducted by secret ballot.
- (p) Upon the completion of the election, the General Manager shall announce the results of the election in such manner as may be determined by the Board of Directors. The official announcement of the results of the election shall be made at the Annual General Meeting.

### **Election by Acclamation**

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

### **Appointment of Directors**

64. Subject to Article 65, where fewer than the required number of Directors have been declared elected by acclamation, the Board of Directors shall appoint eligible individuals to the remaining positions as Directors and the individuals so appointed shall hold office as Directors in accordance with Article 67.
65. Notwithstanding Article 58, the Board of Directors may appoint an eligible individual from any region to fill any position which is not filled by acclamation.

### **Term of Office**

66. The term of office of a Director elected by mail-in ballot or acclamation:
- (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 at which the results of the election or appointment of a replacement Director are announced in the third (3<sup>rd</sup>) year following the year in which the term commenced.
67. The term of office of a Director appointed by the Board pursuant to Article 64:
- (a) commences at the close of the Annual General Meeting at which the appointment of the Director is announced; and
  - (b) expires at the close of the Annual General Meeting at which the results of the election or appointment of a replacement Director is announced in the first (1<sup>st</sup>) year following the year in which the term commenced.
68. An individual shall not serve for more than six (6) consecutive years as a Director. In determining the number of consecutive years that an individual has served as a Director, the portion of a term of office served by a Director who is appointed or elected pursuant to Articles 64, 70 or 76 shall not be included in the calculation if the time served is less than 18 months.

## **Vacancies**

69. The office of a Director shall be automatically vacated if:
- (a) the Director resigns his office by delivering a written resignation to the General Manager or the President of the Association;
  - (b) a Director misses two or more meetings of the Board of Directors, without providing just cause reasonably satisfactory to the Board of Directors;
  - (c) a Director is on long term disability and is unable to fulfill his normal functions as a Director;
  - (d) the Director is removed from office pursuant to Article 70;
  - (e) the Director is found by a court to be mentally incompetent or incapable of managing his own affairs;
  - (f) the Director becomes bankrupt or a receiving order is made against him or he makes an assignment under the *Bankruptcy Act*;
  - (g) the Director is convicted of any criminal offence; or
  - (h) the Director dies.
70. Subject to Article 71, where a Director ceases to hold office before the expiry of that Director's term of office, the Board of Directors shall appoint an eligible individual to serve as Director until the next Annual General Meeting.
71. Notwithstanding Article 58, the Board of Directors may appoint an eligible individual from any region to fill a vacancy.

## **Removal of Directors**

72. Subject to Article 73, the Voting Members may, by secret mail-in ballot, remove any Director who represents them from office who is in breach of his duties and responsibilities as a Director.
73. Subject to Article 74, a motion may be brought for the removal of a Director by:
- (a) a special resolution of the Board of Directors; or
  - (b) a petition of the Voting Members represented by that Director which shall:
    - (i) identify the Director and specify the grounds on which the Director is sought to be removed and the duty or responsibility the Director has allegedly breached;
    - (ii) be signed by 10 Voting Members;
    - (iii) contain the printed names, addresses and telephone numbers of each of the Voting Members signing the petition; and



- (iv) be delivered to the Association at least one hundred and twenty days (120) days in advance of an Annual General Meeting.
- 74. Where a special resolution referred to in Article 73(a) is approved by the Board of Directors or where a petition referred to in Article 73(b) is approved by the Board of Directors, the General Manager shall include a motion for the removal of the Director with the mail-in ballots for the election of Directors.
- 75. The motion to remove a Director shall be determined by mail-in ballot of the Voting Members represented by that Director unless, on or before the date the mail-in ballots are counted, the Director resigns from office.
- 76. Where a vacancy is created by the removal of a Director the position shall be filled under Article 70.

### **Remuneration**

- 77. The Directors shall serve as such without remuneration from the Association and no Director shall directly or indirectly receive any profit from his position as such; provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties to the Association. Nothing herein shall be construed to preclude any Director from serving as an officer or in any other capacity and receiving compensation therefore.

## **SECTION 3 - MEETINGS OF DIRECTORS**

### **Place and Frequency of Meetings**

- 78. The Board of Directors may hold its meetings at the Head Office of the Association or such place as the Board may determine from time to time.
- 79. The Board of Directors shall meet at least two times each year and at such additional times as may be required for the proper management of the Association provided that one (1) of the meetings of the Directors shall be held immediately following the Annual General Meeting of the Members.

### **Meeting by Telephone**

- 80. Directors may participate in a meeting of the Board of Directors by telephone provided that all persons participating in the meeting can hear each other, and the Directors participating in such meeting by such means are deemed to be present at the meeting.

### **Notices of Meetings**

- 81. A meeting of Directors may be convened at any time by the President, the Vice-Presidents or fifty per cent (50%) of the Directors. The General Manager, by direction of the President, one of the Vice-Presidents or fifty per cent (50%) of the Directors, shall convene a meeting of Directors.
- 82. The Directors may from time to time by resolution determine to hold regular meetings of the Directors and shall by such resolution fix the dates or times of such regular meetings; so long as any such resolution is in effect the General Manager of the Association shall convene such regular meetings by notice given in accordance with these By-laws.

83. Notice of Directors meetings stating the day, hour and place of the meeting shall be telephoned or sent by e-mail or facsimile to each Director no less than five (5) days before the meeting is to take place.
84. The notice of the meeting need not specify the purpose of the business to be transacted at the meeting except in the case where a special resolution will be considered.
85. The statement of the General Manager or the President that notice has been given pursuant to the By-laws shall be sufficient and conclusive evidence of the giving of such notice.
86. For the first meeting of the Board of Directors held immediately following Annual General Meeting of the members or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary to the newly elected or appointed Director or Directors in order for the meeting to be duly constituted, provided that a quorum of the Directors is present.
87. If an urgent meeting of the Board of Directors is called for a specific purpose, the members of the Board may unanimously 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 to the Directors.
88. Any abridgement of the notice period or an error or inadvertent omission in a notice of a meeting of Directors or any adjourned meeting of the Directors shall not invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any and all proceedings taken or had thereat.

### **Meeting Chairman**

89. The President shall preside as Chairman of all meetings of the Directors, but if at a meeting the President is not present within fifteen (15) minutes after the time appointed for holding such meeting, the First Vice-President or, in the alternative, the Second Vice-President, shall preside as Chairman, but if all are absent, the Directors present may choose one (1) of their members to preside as Chairman.

### **Voting**

90. Subject to Article 93, each Director, other than the Chairman of the meeting, present at a Board of Directors meeting shall have the right to exercise one (1) vote.
91. A majority of votes cast by the Directors present at the meeting shall determine the questions in meetings except where the vote or consent of a greater number of the Directors is required by these By-laws. In the case of an equality of votes, the Chairman shall have a casting vote.
92. Any Director present at any meeting of the Board of Directors shall be presumed and deemed to have assented to any and all action taken at such meeting unless he shall register his dissent to the action and such dissent shall be recorded in the minutes.
93. A Director shall not have the right to vote at any meeting of the Board of Directors if the Director, as an Active Member is not in good standing, or if a representative of an Active Member, that Active Member is not in good standing.

## **Quorum**

94. A quorum for the transaction of business at meetings of the Board of Directors shall be fifty per cent (50%) of the Directors.
95. No business other than the election of a Chairman and the adjournment or termination of the meeting shall be conducted at any meeting unless quorum is present at the commencement of the meeting, but quorum need not be present throughout the meeting.

## **Indemnities to Directors**

96. Except in respect of an action by or on behalf of the Association to procure a judgment in its favour, the Association shall indemnify a Director or Officer or a former Director or Officer of the Association and the Director's or Officer's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Director or Officer in respect of any civil, criminal or administrative action or proceeding to which the Director or Officer is made a party by reason of being or having been a Director or Officer of the Association, if:
  - (a) the Director or Officer acted honestly and in good faith with a view to the best interests of the Association, and
  - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director or Officer had reasonable grounds for believing that the Director's or Officer's conduct was lawful.
97. The Association may with the approval of the Court indemnify a person referred to in Article 96 in respect of an action by or on behalf of the Association to procure a judgment in its favour, to which the person is made a party by reason of being or having been a Director or Officer of the Association 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 96.
98. The Association may advance funds to a person in order to defray the costs, charges and expenses of a proceeding referred to in Articles 96 or 97, but if the person does not meet the conditions of Article 96 he shall repay the funds advanced.
99. The Association may purchase and maintain insurance for the benefit of any person referred to in Article 96 against any liability incurred by the person in the person's capacity as a Director or Officer of the Association, 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 Association.
100. The Association may enter into an agreement with its Directors or Officers with respect to the indemnification provided for in Articles 96 to 99.

## **SECTION 4 – OFFICERS**

### **Appointment**

101. At the first meeting of the Board of Directors following the Annual General Meeting or at such other times as may be required, the Directors shall elect from among themselves a President, a First Vice-President and a Second Vice-President and such other Officers as the Board of Directors may determine.

## **Executive**

102. The Executive of the Association shall consist of the President, First Vice-President and Second Vice-President and such other Officer or Officers as the Board of Directors may determine.
103. The Executive shall assist the Directors in carrying out the policies established by the Board of Directors. The Executive shall exercise such powers as are authorized by the Board of Directors. During the recess of the Board, the Executive shall exercise all the powers of the Board and shall report to the Board of Directors in writing any and all action taken.

## **Term of Office**

104. The term of office of a member of the Executive:
  - (a) commences immediately on the Officer being declared elected at the first meeting of the Board of Directors following the Annual General Meeting; and
  - (b) expires immediately on the Directors being declared elected at the next Annual General Meeting.

## **Vacancy**

105. Where a member of the Executive ceases to hold office before the expiry of that Officer's term of office,
  - (a) in the case of the President, the First Vice-President will serve as President for the unexpired portion of the term; and
  - (b) in the case of the First Vice-President or Second Vice-President or other Officer, the Board of Directors may elect another Director to fill the position for the unexpired portion of the term.

## **Removal**

106. The Board of Directors may, at any meeting of the Board, remove a member of the Executive from office.
107. Where a vacancy is created by the removal of a member of the Executive, the vacancy shall be filled in accordance with Article 105.

## **Meetings**

108. The Executive may, at the call of the President, conduct meetings of the Executive.
109. All members of the Executive shall have the right to exercise one vote.
110. The quorum necessary for the transaction of business at a meeting of the Executive shall be two Officers.
111. All of the other provisions governing meetings of the Board of Directors apply with necessary modification to meetings of the Executive.

## **SECTION 5 - DUTIES OF OFFICERS**

### **President**

112. The President shall:

- (a) when present, preside at all meetings of the Members of the Association and at all meetings of the Board of Directors;
- (b) be an ex officio member of all Committees;
- (c) have the general oversight of the management of the affairs of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect;
- (d) provide leadership to the Board of Directors and the Members, liaise with the Members and industry and government stakeholders and act as the primary spokesperson for the Association;
- (e) oversee and provide guidance to the General Manager of the Association; and
- (f) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the President from time to time by the Board of Directors.

### **First Vice-President**

113. The First Vice-President shall:

- (a) in the absence of the President, preside at all meetings of the Members of the Association and of the Board of Directors;
- (b) be vested with all the powers and shall perform all the duties and exercise the powers of the President in the absence or inability or refusal of the President to act;
- (c) be an ex officio member of all Committees; and
- (d) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the First Vice-President from time to time by the Board of Directors.

### **Second Vice-President**

114. The Second Vice-President shall:

- (a) in the absence of the First Vice-President, preside at all meetings of the Members of the Association and of the Board of Directors;
- (b) be vested with all the powers and shall perform all the duties and exercise the powers of the First Vice-President in the absence or inability or refusal of the First Vice-President to act;
- (c) be an ex officio member of all Committees; and

- (d) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Second Vice-President from time to time by the Board of Directors.

### **Other Officers**

- 115. The duties of all other Officers of the Association shall be such as the terms of their engagement call for or the Board of Directors requires of them.

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

- 116. In case of the absence or inability of the President, the First Vice-President, the Second Vice-President or any other Officer of the Association to act, the Board of Directors may delegate all or any of the powers of such Officer to any other Officer or to any Director for the time being.

### **General Manager**

- 117. The Board of Directors shall appoint a General Manager of the Association. The General Manager shall be the Chief Executive Officer of the Association and can be an employee or contractor. The General Manager shall be responsible for the general and active management of the business and affairs of the Association. The Board of Directors shall determine the terms and conditions of the General Manager's employment or contract.
- 118. The General Manager shall, under the direction of the President and Board of Directors:
  - (a) conduct the affairs of the Association within the policies determined by the Board of Directors;
  - (b) attend meetings of the Members, the Board of Directors and Committees as required by the Board of Directors;
  - (c) act as secretary of all meetings of Members and Directors and keep accurate minutes of all meetings of the Annual General Meetings, Special General Meetings, Board of Directors Meetings and Committee Meetings;
  - (d) maintain a record of all Members and their contact information and send all notices of the various meetings as required;
  - (e) have charge of the preparation and custody of all the correspondence and books of account and accounting records of the Association;
  - (f) hire and manage all employees and contractors of the Association;
  - (g) have charge of the Minute Book and corporate seal of the Association;
  - (h) have the care and custody of the funds and securities of the Association, keep accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and deposit all monies, securities and other valuable effects in the name and to the credit of the Association 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 Board of Directors from time to time;

- (i) disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Board of Directors at the regular meetings of the Board of Directors, or whenever they may require it, a full and detailed account of the receipts and disbursements and a statement of the financial position of the Association;
  - (j) prepare for submission to the Annual General Meeting a statement duly audited of the financial position of the Association and submit a copy of same to the Chair of the Finance Committee;
  - (k) collect and receive the membership dues and fees levied by the Association and all monies paid to the Association and deposit same in whatever institution the Board of Directors may order;
  - (l) properly account for the funds of the Association and keep such books as may be directed; and
  - (m) perform all duties incident to his office or that are properly required of him by the Board of Directors.
119. In case of the absence of the General Manager, his duties shall be discharged by such person as may be appointed by the Board of Directors.

## **SECTION 6 – COMMITTEES**

### **Standing Committees**

120. The Board of Directors shall establish the following Standing Committees which shall serve in an advisory capacity and report to the Board of Directors:
- (a) **PROMOTION COMMITTEE:** The Promotion Committee shall supervise the publication of information regarding the breed of Simmental cattle and the investigation of any case of misrepresentation of the breed and shall be responsible for recommending action thereon to the Board of Directors.
  - (b) **BREED IMPROVEMENT COMMITTEE:** The Breed Improvement Committee shall be responsible for supervising the activities of the Association directed towards improvement of the Simmental breed of cattle and shall make recommendations to the President, the Board of Directors, and the general membership for the improvement of the breed.
  - (c) **FINANCE COMMITTEE:** The Finance Committee shall be responsible for supervision of the finances of the Association and shall have appointed auditors prepare and submit audited financial statements at the end of each fiscal year. The Committee will approve the proposed budget that is submitted at the end of each fiscal year.
121. A Standing Committee shall perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Standing Committee from time to time by the Board of Directors.

### **Ad Hoc Committees**

122. The Board of Directors may establish such other committees (to be known as “ad hoc committees”) as it deems necessary or desirable, to assist it in the fulfillment of its duties and responsibilities and may delegate from time to time to such committees any of the Board’s responsibilities that may be lawfully delegated.
123. The Board of Directors may from time to time dissolve, suspend or re-establish any ad hoc committee.

### **Committee Chairs and Members**

124. The President shall appoint the Chair of each Committee from among the Directors.
125. The President, in conjunction with the Chair of the Committee, may appoint an Active Member, a Director or any other individual as a member of a Committee.
126. Committee Chairs shall be subject to removal by the President. Committee members shall be subject to removal by the President and the Committee Chairs.
127. Committee Chairs and members shall serve without remuneration but shall be entitled to reimbursement for any reasonable expenses which they may incur in the exercise of their duties.

### **Term of Office**

128. The Committee Chairs hold office at the pleasure of the President. Committee members hold office at the pleasure of the President and the Committee Chairs.

### **Terms of Reference of all Committees**

129. The Board of Directors may provide for the following:
  - (a) the terms of reference, governance, operation, duties and functions of the Committees; and
  - (b) the term of office of the Chairs and the members of the Committees.

### **Committee Meetings**

130. All of the other provisions governing meetings of the Board of Directors apply with necessary modification to meetings of Committees.

## **SECTION 7 - PROVINCIAL ASSOCIATIONS**

### **Organization of Provincial Associations**

131. Members of the Association in good standing may organize Provincial Associations under the By-laws or a Constitution approved by the Board of Directors.
132. The activities of any such Provincial Association shall be confined solely to its own Provincial interests and shall not conflict in any way with the activities of the National Association. No more than one Provincial Association in each Province shall be organized unless authorized at an Annual Meeting.



## **Provincial Levies**

133. The Board of Directors may from time to time, as requested by a Provincial Association, collect on behalf of said body, a levy based on registrations and/or transfers in such Province for the purposes of funding projects within that province or group of provinces. Provided however, that no request for additional a levy from a Provincial Association will be considered by the Board of Directors until the Board of Directors is satisfied that:
- (a) a motion to put the question of the levy to the members of the Provincial Association has been passed by a special resolution of the members at an Annual General Meeting or Special General Meeting;
  - (b) the members of the Provincial Association have been consulted in writing in a manner approved by the Board of Directors in relation to the proposed levy;
  - (c) twenty-five (25%) per cent or more of the members of the Provincial Association have responded in writing to the consultation; and
  - (d) at least two-thirds (2/3rds) of the members of the Provincial Association who responded approved the proposed levy.

## **PART III - BUSINESS MATTERS**

### **SECTION 1 - ADMINISTRATIVE MATTERS**

#### **Head Office**

134. The Head Office of the Association shall be at the City of Calgary, in the Province of Alberta.

#### **Fiscal Year**

135. The Fiscal Year of the Association shall correspond to the calendar year.

#### **Communication of Notices**

136. For the purposes of sending notices to Members, Directors or Committee members for any meeting or otherwise, the post office address, electronic address or facsimile number of the Members, Directors or Committee members shall be their last post office address, electronic address or facsimile number recorded in the books of the Association. However, written notice of any Annual General Meeting or Special General Meeting, election of Directors or vote by mail-in ballot will only be sent by to the Members by regular mail.
137. The Members, Directors or Committee members may change their address, telephone number, facsimile number and e-mail address by written notice to the General Manager of the Association.
138. Notices sent by mail shall be deemed to be received seven (7) days from the date of mailing, notices sent by facsimile shall be deemed to be received on the day of sending but if it is not a business day, on the next business day and notices sent by e-mail is valid only on proof that the e-mail was received.
139. A certificate of the President or the General Manager in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any Member,

Director or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every Member, Director or auditor of the Association, as the case may be.

### **Books and Records**

140. The Directors and President shall see that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute or law are regularly and properly kept.
141. The books and records of the Association may be inspected by any Director during regular business hours of the Association upon giving reasonable notice to the President.

### **Seal**

142. The Directors may provide a corporate seal for the Association. If the Association has a corporate seal, it shall be of such form and device as may be adopted by the Directors and the Directors may make such provision as they see fit with respect to affixing of the said seal and the appointment of a Director or Directors or other persons, to attest by their signatures that such seal was duly affixed.
143. The Directors shall have the power from time to time to destroy the seal and substitute a new seal in place of the seal destroyed.

### **Cheques, Drafts, Notes, Etc.**

144. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or person or persons, whether or not Officers of the Association and in such manner as the Board of Directors may from time to time designate by resolution.

### **Execution of Instruments**

145. Contracts, documents or instruments in writing requiring the signature of the Association may be signed by such Officer or Officers or person or persons, whether or not Officers of the Association in such manner as the Board of Directors may from time to time determine by resolution. All contracts, documents or instruments in writing so signed shall be binding upon the Association without any further authorization or formality.
146. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by individuals appointed by resolution of the Board of Directors.
147. The Directors may, by special resolution, give the Association's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Association and to the President for the purpose of carrying out his duties and responsibilities.

### **Rules and Regulations**

148. The Board of Directors may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Association when they shall be confirmed,

and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

## **SECTION 2 - BY-LAW AND ASSOCIATION MATTERS**

### **Making, Amending and Repealing By-Laws**

149. The By-laws of the Association may be made, amended or repealed by special resolution of the Voting Members by mail-in ballot.
150. Notice of all proposed amendments by a Member shall be given to the General Manager in writing one hundred and twenty (120) days in advance of a General Meeting and they shall be included in the mail-in ballot package; otherwise they shall have no power to deal with same.

### **Changing Articles of Incorporation**

151. The Articles of Incorporation of the Association may be amended in accordance with sections 20 and 21 of the *Animal Pedigree Act*. The approval of the Voting Members required by section 20(2)(c) of the *Animal Pedigree Act* shall be determined by mail-in ballot.

### **Amalgamating the Association**

152. The Association may amalgamate with one or more other Associations created under the *Animal Pedigree Act*, in accordance with section 25 of the *Animal Pedigree Act*. The approval of the Voting Members required by section 25(2)(d) of the *Animal Pedigree Act* shall be determined by mail-in ballot.

### **Dissolving the Association**

153. The Association may be dissolved in accordance with Section 58(1)(e) of the *Animal Pedigree Act* on the petition to the Minister of Agriculture and Agri-Food Canada by the Association supported by a resolution to that effect passed by at least two-thirds (2/3) of the Members of the Association. The resolution of Voting Members in support of the dissolution of the Association shall be determined by mail-in ballot.

### **Mail-In Ballot**

154. The procedure for the mail-in ballot referred to in Articles 149, 151, 152 and 153 shall be conducted using the same procedure as used for the election of Directors except that the dates for the return of the mail-in ballots and declarations, the date for the counting of the ballots, the announcement of the results of the vote and any other necessary changes to the procedure, as may be required, shall be determined by the Board of Directors.

### **Record Keeping**

155. A copy of the Association's Articles of Incorporation and By-laws together with any amendments thereto shall be maintained by the General Manager at the head office of the Association.

## **PART IV - REGISTRY MATTERS**

### **Registry**

156. A register shall be kept at the head office of the Association and shall be known as the Canadian Simmental Association Herd Book. It shall be published by the Association at such time as decided by the Board of Directors.

### **Private Breeding Records**

157. There shall be kept by each breeder, a private record which shall contain full particulars of his breeding operations. This record shall at all times be open to the inspection of officials of the Department of Agriculture for Canada and officials of the Association.

### **Performance Records**

158. The Association may publish the performance records of progeny of Simmental Cattle registered in the Herd Book at such time and in such form as decided by the Board of Directors. In doing so the Association will rely upon the information provided by its members and makes no representation or warranty as to the accuracy of the information used in compiling the results.

### **Registry Compliance**

159. All applications for registration of Simmental cattle, the registration of Simmental cattle, the issuance of certificates of registration and the amendment, transfer and cancellation of the certificates of registration, the individual identification of animals and the recording of transfers of ownership of animals registered with the Association shall be done in accordance with Schedule "A" to these By-laws.

### **Hardship Cases**

160. In case of proven hardship to a member, the Board of Directors may at their discretion, instructs the General Manager to proceed with the registration or transfer of an animal provided the animal(s) in question meet the pedigree requirements established in these By-laws. In granting such relief the Board of Directors may impose such terms and conditions as to costs, payment of fees and all other matters as the Board of Directors deems fair.

### **Non-Members**

161. Any person not a Member of this Association registering or transferring animals on the records of the Association shall be subject to the same rules and regulations as a Member except as otherwise specifically provided for.

### **Fees**

162. The Board of Directors shall, by special resolution, establish a schedule of fees for membership dues, administration, enrollment, certificates of registration, transfers of ownership and for all other services provided by the Association.
163. The due and fees established by the Board of Directors may be changed, from time to time, by special resolution of the Board of Directors.

164. All fees and applicable taxes must be paid to the Association in cash or acceptable legal tender as established by the Board of Directors.

## **PART V – TRANSITION**

### **Members**

165. The persons who were Members of the Association immediately before these By-laws came into effect shall continue to be Members of the Association.

### **Directors**

166. Upon these By-laws coming into effect, the Board shall review the status of the Directors who held office immediately before these By-laws came into effect; and
- (a) if there is only one (1) Director holding office from each of the regions set out in Article 58(a) and 58(b), then those Directors shall continue to hold office 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;
  - (b) if there is more than one (1) Director holding office from each of the regions set out in Articles 58(a) and 58(b), then those Directors shall continue to hold office until the next Annual General Meeting, with an election to be held between those Directors prior to the next Annual General Meeting;
  - (c) if there is no Director holding office in any of the regions set out in Articles 58(a) and (b), then the Director position in that region shall remain vacant until the announcement of the results of the first election of directors under these By-laws;
  - (d) if there are three (3) Directors holding office who are from Alberta, then those Directors shall continue to hold office until their terms of office to which they were elected expire, or their successors to the positions are elected or replaced under these By-laws;
  - (e) if there are two (2) Directors holding office who are from Saskatchewan, then those Directors shall continue to hold office until their terms of office to which they were elected expire, or their successors to the positions are elected or replaced under these By-laws;
  - (f) if there are less than the required number of Directors from Alberta and Saskatchewan holding office, then:
    - (i) the Directors from those regions, holding office shall continue to hold office until their terms of office to which they were elected expire, or their successors to the positions are elected or replaced under these By-laws; and
    - (ii) an election will be held to fill the vacant director positions, with such election to be held prior to the next Annual General Meeting.

### **Committees**

167. Any Committees established immediately before these By-laws came into effect shall continue until dissolved or suspended by the Board of Directors.

**Registrations, Transfers, Certificates**

168. All registrations, enrollments, transfers and certificates of registration issued by the Association before these By-laws came into effect shall continue to be registrations, transfers and certificates under these By-laws.

**Schedule "A"**  
**Registry Rules and Regulation – By-law Article 156**

**Definitions**

1. In this Schedule:
  - (a) "breeder" means the registered owner or lessee of the dam at the time of service;
  - (b) "ear tattoo" means the unique combination of tattoo letters, followed by a number of up to 4 digits to identify the animal, followed by a year letter;
  - (c) "first owner" means:
    - (i) the registered owner or lessee of the dam at the time of the birth of the calf; and
    - (ii) in the case of an embryo transplant, the owner of the embryo at the time of the birth of the calf;
  - (d) "fullblood" means a 100% or 32/32 animal that has no black or grey pigmentation;
  - (e) "herd prefix" means a unique combination of letters and numbers allotted to a person by the Association for that person's exclusive use as the first word(s) in the name of each animal registered by that person with the Association;
  - (f) "tattoo letters" means a unique combination of three or four letters allotted to a person by the Association for that person's exclusive use in identifying tattooing and registering animals with the Association;
  - (g) "parent verified" or "parentage verification" means that, through DNA or blood type testing by a laboratory approved by the Association, the animal has been proven to be the progeny of its sire and dam;
  - (h) "sire verified" or "sire verification" means that, through DNA or blood type testing by a laboratory approved by the Association, the animal has been proven to be the progeny of its sire; and
  - (i) "year letter" means the letter designated by the Association to correspond to a calendar year that is used to signify year of birth of an animal.

**Identification and Registration of Tattoo Letters**

2. Each person who wishes to register animals in the Herd Book must apply to the Association for, and be allotted, tattoo letters.
3. All animals must be identified with an ear tattoo in order to be eligible for registration in the Herd Book as follows:
  - (a) all calves born in Canada must be identified by an ear tattoo before the animal is six (6) months of age; and
  - (b) all imported animals must be identified by an ear tattoo using the Canadian owner's tattoo letters or such other letters as may be required by the Association.

4. No two (2) animals, regardless of sex, may have the same ear tattoo within a 22-year cycle of the year letters.

### **Registration of prefixes and naming animals**

5. Each person who wishes to register animals in the Herd Book must apply to the Association for, and be allotted, a herd prefix. A person's tattoo letters may be allotted as that person's herd prefix.

### **Cancellation and transfer of tattoo and herd letters**

6. A person's tattoo letters or herd prefix which have not been used in registered animals by that person for a period of at least ten (10) years may be cancelled by the Association. Such letters may, at the discretion of the Association, be allotted to another person.
7. A person may apply to the Association in the form and manner required by the Association to transfer the tattoo letters and herd prefix allotted to that person.
8. Subject to Article 9, where a herd prefix has been allotted to an individual, that person's herd prefix may be used by a son, daughter, son-in-law, daughter-in-law or spouse or a partnership of two or more of such son, daughter, son-in-law, daughter-in-law or spouse who is an individual.
9. An individual's herd prefix may only be used by the persons referred to in Article 8 if the individual to whom the herd prefix was allotted has provided the Association with his written consent. Any consent provided by the individual can be revoked in writing at any time.
10. Animals registered in the Herd Book must be named in accordance with the policies established by the Association from time to time.
11. An animal name shall not contain more than twenty-five (25) letters, spaces or characters, including the herd prefix.
12. The Association reserves the right to refuse any animal name which may be misleading in any manner or if there is some other sufficient reason why the name should not be registered.
13. Animal names shall not be duplicated in the Herd Book within a 22-year cycle of the year letters. The Association has the right to change any name when necessary, preserving, however, as far as possible, some characteristic of the name given on the application.
14. Imported animals shall be registered with the same name as shown on the certificate of registration issued in the country from which they were imported. If the name of the imported animal has a herd prefix or name that is identical to one registered with the Association, the Association has the right to change the herd prefix or name as necessary.
16. The Association may approve a change in a registered animal's name provided there are no registered progeny. An application for change of name must be completed and signed by the first owner and presented to the Association with the animal's Certificate of Registration and the prescribed fee. If a herd prefix was used in the original name, it must also be used as a herd prefix in any suggested change.



## **RULES OF ELIGIBILITY**

### **Eligible Animals**

17. Subject to Article 18, the following animals are eligible for registration in the Herd Book:
  - (a) animals whose parents are registered in the Herd Book and whose sires have DNA or blood type testing on file with the Association;
  - (b) calves conceived by artificial insemination provided the sire is parent verified;
  - (c) subject to Article 51, calves propagated by embryo transplants provided DNA or blood type testing of the sire and dam are on file with the Association.
  - (d) animals registered in the American Simmental Association Herd Book provided the animals have four generations of ancestry registered;
  - (e) animals registered in a foreign Simmental registry other than the American Simmental Association recognized by the Association that have four generations of ancestry registered in the foreign registry and are parent verified.
18. All animals sought to be registered in the Herd Book shall meet any conditions for registration as may be established by the Board of Directors of the Association from time to time.

### **Total Herd Enrollment**

19. Enrollment of a registered animal in the Total Herd Enrollment Program must be in the form prescribed by the Association and must be accompanied with the prescribed fee.
20. All Members electing on an annual basis to participate in the Total Herd Enrollment Program agree to enroll all active registered females and adhere to established rules and pay fees as determined by the Board of Directors from time to time. All females listed on enrollment forms each year must either be enrolled or assigned a disposal/cull code. Therefore, on an annual basis all females listed on Enrollment forms each year must either be enrolled or assigned a disposal/cull code.
21. Two transfers per enrolled female will be allowed: one for the female if required during that Enrollment year and the second transfer will follow the calf until utilized once in its lifetime.
22. Enrolled females calving for the first time are eligible to receive a full refund of Enrollment fees prior to the second year of Enrollment provided complete performance and disposal information has been filed by the Member.
23. Embryo transplant calves will receive the same registration and transfer privileges as natural born calves for the same enrolled fee provided the donor dam or recipient dam is enrolled in the Total Herd Enrollment Program. The first calf registered to such dam will be free and an enrollment fee will be charged for each additional transplant calf registered to the donor dam during the twelve-month period.
24. Should an enrolled female leave the Total Herd Enrollment Program and then rejoin, a reactivation fee must also be paid in addition to all other fees set by the Board of Directors.

### **Applications for registration of animals born in Canada**

25. The application for registration of an animal born in Canada must be in the form prescribed by the Association and must be accompanied with the prescribed fee.
26. The first owner shall be the applicant for registration.
27. The application must contain such information about the animal being registered and the sire and dam of the animal being registered as may be required from time to time by the Association.
28. Animals born in Canada cannot be registered in a foreign country prior to being registered in Canada.

### **Applications for registration of imported animals**

29. The application for registration of an imported animal must be in the form prescribed by the Association and must be accompanied with the prescribed fee.
30. The importer shall be the applicant for registration.
31. The application must
  - (a) contain such information about the animal being registered and the sire and dam of the animal being registered as may be required from time to time by the Association; and
  - (b) be accompanied by the certificate of registration showing four (4) generations of ancestry from the originating country.
32. All semen entering Canada from any source beyond the Canadian border must be legally admitted by the Canadian Food Inspection Agency. No application shall be made to the Association for a certificate of registration for progeny sired by semen imported without Health of Animals approval. Any certificate of registration obtained from the Association for progeny resulting from semen that is proven to be illegally imported into Canada is subject to cancellation by the Association.
33. Letters from the original European registries stating that all animals which were imported into Canada were, in fact, fullblood must be retained on file for any imported animals for which parentage is missing in its five-generation pedigree in the Herd Book as of November 3, 1990.

### **Format of registration of animals**

34. Animals shall be registered into the Herd Book with registration numbers containing the following designations:
  - (a) "NO" letter designation preceding the registration number signifies the animal is a FULL BLOOD.
  - (b) The letter "G" preceding the registration number signifies the animal is an UPGRADED Purebred from domestic stock.

- (c) The letters "RS" preceding the registration number signifies the animal is a PERCENTAGE.
- (d) The letter "T" preceding the registration number signifies the animal is the result of an EMBRYO TRANSPLANT.
- (e) The letter "P" preceding the registration number signifies the animal is POLLED.
- (f) The letter "S" preceding the registration number signifies the animal is SCURRED.
- (g) The letter "V" following the registration number signifies the animal is a CALFHOOD VACCINATE.
- (h) The letter "B" preceding the registration number, as declared by the breeder, signifies that the animal has black/grey pigmentation.
- (i) The letter "KA" following the registration number signifies the animal has been karyotyped and tested abnormal (by a laboratory approved by the Board of Directors) for any chromosomal abnormality. The letter "KN" following the registration number signifies the animal has been karyotyped and tested normal (by a laboratory approved by the Board of Directors) for a chromosomal abnormality.

35. The following rules apply with respect to any animal that has black/grey pigmentation:

- (a) the animal shall not be eligible for a Full Blood designation notwithstanding that both its parents have a Full Blood designation;
- (b) if both its parents have a Full Blood designation, then that animal, once it has had its parentage verified, may be registered as a Purebred with a G prefix; and
- (c) any dispute as to whether an animal has a black/grey pigmentation and is ineligible for a Full Blood designation shall be determined by the Board of Directors which decision shall be final.

### **Certificates of Registration**

36. A Certificate of Registration shall:

- (a) be in the form approved by the Board of Directors;
- (b) contain such information about the animal being registered and the sire and dam of the animal being registered as may be required from time to time by the Association; and
- (c) be issued for each animal approved by the Association for registration in the Herd Book.

### **Duplicate Certificates of Registration**

37. In the event a Certificate of Registration is lost or destroyed, a duplicate Certificate of Registration may be issued upon receipt by the Association of a declaration prepared by the registered owner, showing to the satisfaction of the Association that the original Certificate of Registration was in fact, so lost or destroyed.

### **Mistakes, Errors and Inaccuracies**

38. Registration or transfer of ownership of an animal is made on the understanding that the particulars given on the application or other documents filed with the Association are correct. If it is subsequently discovered that they are incorrect or fraudulent or if any application or document contains any material false statements or representations, the registration or transfer on that animal shall be suspended or cancelled by the Association along with the registration or transfer of any descendants of such animal. When an animal shall have been entered or transferred through misrepresentation or fraud, the Association may refuse for record any subsequent registration or transfer dependent upon the signature of any person implicated in such fraudulent entry or transfer.
39. The Association assumes no responsibility, financial or otherwise, for any loss or damage that may be sustained to any person by reason of the suspension, cancellation or correction of any registration, transfer or other documents or by reason of the rejection of any application for membership, application for registration or application for transfer of ownership.

### **Applications for Transfers of Registration**

40. An application for transfer of a registered animal shall be in the form prescribed by the Association and shall be accompanied with the prescribed fee.

### **Transfers for breeding purposes**

41. In the case of a bred female, service information must be provided at the time of transfer.
42. In the case of the sale of an animal or an interest in the animal for breeding purposes, the seller shall complete the application for transfer and forward the application for transfer and the certificate of registration to the Association.
43. The application for transfer must contain such information about the animal being transferred and the sire and dam of the animal being transferred as may be required from time to time by the Association.
44. It is the responsibility of both the seller and the purchaser to confirm that the tattoo on the animal being transferred matches the ear tattoo information on the Certificate of Registration issued to the purchaser.
45. In the event the breeding information is proven to be incomplete or in error, the owner of the cow at the time of breeding shall be responsible for correction and costs of parent verification.
46. If the sale of any animal takes place, and a transfer of ownership is made in the Herd Book and if it is subsequently discovered that the animal sold or registered is not the animal represented on the records, the Association shall on discovery of the same, declare the transfer or pedigree void together with any registration or transfer of descendants of such animals.
47. Unless otherwise authorized by the seller, the Association shall provide the seller with the transferred Certificate of Registration.

### **Animals leased for breeding purposes**

48. An application for registration of leased animals must be in the form prescribed by the Association and contain the following information:
  - (a) name, registration number and tattoo of the animal being leased for breeding purposes;
  - (b) the names and contact information of the lessor and the lessee of the animal;
  - (c) the conditions of the lease agreement; and
  - (d) the term of the lease agreement.
49. The application for registration of lease shall be dated and signed by the lessor and the lessee and must be filed with the Association.

### **PARENTAGE VERIFICATION**

#### **Natural breeding**

50. When two bulls are used concurrently to inseminate cows the natural born calves shall not be registered in the Herd Book unless the calves are parent verified.

#### **Embryo Transplants**

51. All calves produced as a result of an embryo transplant process must be parent verified prior to registration.
52. To verify parentage of embryo transplant offspring, a DNA or blood type record of all sires used as semen sources must be on record with a recognized laboratory prior to the time of transplanting. If a DNA or blood type record is not already on file with a recognized laboratory, the required donor cow must have a DNA or blood type sample collected no later than the time of transplanting.
53. All Imported embryos presented for entry into the Herd Book must be fully parent verified and a copy of a Four Generation registration certificate of the sire and dam (certified by the foreign registry in the country of origin) must accompany the required Application for Registration forms for Embryo Transplants, prior to their admission to the Herd Book.

#### **Random Sire and Parentage Verification**

54. The Association reserves the right at any time and for any reason it deems necessary or advisable to require any animal registered with the Association or for which application has been made for registration to be parent verified or sire verified.
55. In the event that the sire or parentage is verified the Association shall be responsible for the costs of the sire or parentage verification. In the event that the sire or parentage is not verified all costs incurred the sire or parentage verification shall be at the expense of the applicant.
56. If the sire or parentage verification is as a result of a complaint received by the Association, in the event that the sire or parentage is verified the complainant shall be responsible for the cost of sire or parentage verification. In the event that the sire or parentage is not verified all costs incurred shall be at the expense of the applicant.

57. The Board of Directors, shall at their discretion, require sire verification or parentage verification, be done on a number of animals registered in the Association based on a pre-determined random interval selection provided that the minimum number of animals typed per year shall not be less than one (1) animals for every five hundred (500) animals registered.
58. The Association may undertake such additional sire verification or parentage verification as it deems necessary and may assess charges to the breeder or owner in relation to the responsibility for error evident in each case.
59. In the event the sire verification or parent verification is not completed by the applicant as required and within the time required, the Association shall act as it deems necessary to enforce compliance including withholding registrations, requesting further testing, suspending or expelling a member or refusing an application for membership in the Association.
60. The Board of Directors shall designate the manner of sire verification or parentage verification from time to time as well as the laboratory or laboratories which will be authorized to conduct such sire verification or parentage verification.

#### **RULES REGARDING FOR A CHROMOSOMAL ABNORMALITY**

61. The Board of Directors shall designate the laboratory or laboratories which will be authorized to conduct testing for any chromosomal abnormality and to certify animals free from chromosomal abnormality.
62. Calves conceived by artificial insemination from semen drawn outside of Canada or the United States after January 1, 1995 must be from sires which have been tested for any chromosomal abnormalities as designated by the Board of Directors from time to time, in order to be eligible for registration in the Herd Book.
63. Where an animal has tested positive for any chromosomal abnormalities, the registered owner of such animal shall be immediately notified in order that the owner may within seven (7) days of such notification have the animal re-tested at a laboratory designated by the Board of Directors.
64. Once a bull has tested positive for any chromosomal abnormality (either after the original test if the owner chooses not to have a second test, or after the second test has been done where the owner so chooses) then the Association shall advise its' membership as soon as reasonably possible in the Association's Breed Publication.

#### **Genetic Defects**

65. The Association shall maintain a list of defects known to be inherited and accepted by a two-thirds (2/3) majority vote at an Annual Meeting to be disqualifying Genetic Defects. Notwithstanding anything to the contrary in these By-laws, animals expressing any such defect shall be ineligible for registration.
66. Any animals suspected of having a genetic defect must be reported to the Association as soon as possible.

#### **Upgrading**

67. In order to facilitate the development of the Simmental Breed of cattle in Canada through the widest possible genetic base, the Association will encourage breeders to engage in an upgrading program using established breeds.
- (a) Upgrading to a Purebred registered status may be accomplished by using registered Purebred or percentage bulls/females as designated in the upgrading table attached as Table 1. To be eligible for recordation, an animal must be at least one-half (1/2) Simmental blood and either the sire or dam must be registered with the Association. The non-Simmental registered purebred sire (from a recognized breed registry as determined by the Association) must have the pedigree entered into the Association's database.
  - (b) Parent stock must be recorded through each phase of upgrading.
  - (c) Bulls are accepted as Purebred and can be registered if they are at least 15/16 Simmental breeding.
  - (d) Heifers are accepted as purebred and can be registered if they are at least 7/8 Simmental breeding.
68. For the purpose of recording the progeny of cows of any beef breed, dairy breed, or combination of these breeds recognized under the Animal Pedigree Act used in an upgrading program, the amount of Simmental blood in any such female shall be assumed to be zero.

### **Rules and Regulations**

69. The Board of Directors may by special resolution prescribe such rules and regulations not inconsistent with this Schedule as the Association deems expedient respecting:
- (a) the eligibility for registration of animals,
  - (b) the requirements for parentage verification of animals, DNA genotyping, blood typing and other types of testing of animals;
  - (c) the procedures to be followed in applications for the registration of animals;
  - (d) the issuance of certificates of registration by the Association and the amendment, transfer and cancellation of such certificates;
  - (e) the keeping of pedigree and breeding records by the association and its members and the inspection by the association of pedigrees and breeding records kept by its members;
  - (f) the procedures to be followed in applications for the transfers of ownership of animal registered with the association;
  - (g) the payment of fees for certificates of registration, for transfers of ownership and for all other services provided by the Association and establishing the method of determining the amount of the fees; registration; and
  - (h) the completion of forms associated with the services provided by the Association.

Table 1. Determination of Simmental Fractions

SIRE		DAM		HEIFER CALVES		BULL CALVES	
Herdbook Status	Official Simmental Fraction	Herdbook Status	Official Simmental Fraction	Can Be Registered	Official Simmental Fraction	Can Be Registered	Official Simmental Fraction
Registered	(F/B) 32/32	NIL	0	Percentage	1/2	Percentage	1/2
Registered	(F/B) 32/32	Percentage	1/2	Percentage	3/4	Percentage	3/4
Registered	(F/B) 32/32	Percentage	3/4	Registered	(P/B) 7/8	Percentage	7/8
Registered	(F/B) 32/32	Registered	(P/B) 7/8	Registered	(P/B) 15/16	Registered	(P/B) 15/16
Registered	(F/B) 32/32	Registered	(P/B) 15/16	Registered	(P/B) 31/32	Registered	(P/B) 31/32
Registered	(F/B) 32/32	Registered	(F/B) 32/32	Registered	(F/B) 32/32	Registered	(F/B) 32/32
Registered	(P/B) 15/16	NIL	0	Percentage	1/2	Percentage	1/2
Registered	(P/B) 15/16	Percentage	1/2	Percentage	3/4	Percentage	3/4
Registered	(P/B) 15/16	Percentage	3/4	Registered	(P/B) 7/8	Percentage	7/8
Registered	(P/B) 15/16	Registered	(P/B) 7/8	Registered	(P/B) 15/16	Registered	(P/B) 15/16
Registered	(P/B) 15/16	Registered	(P/B) 15/16	Registered	(P/B) 15/16	Registered	(P/B) 15/16
Registered	(P/B) 15/16	Registered	(F/B) 32/32	Registered	(P/B) 31/32	Registered	(P/B) 31/32
Percentage	7/8	NIL	0	No	0	No	0
Percentage	7/8	Percentage	1/2	Percentage	1/2	Percentage	1/2
Percentage	7/8	Percentage	3/4	Percentage	3/4	Percentage	3/4
Percentage	7/8	Registered	(P/B) 7/8	Registered	(P/B) 7/8	Percentage	7/8
Percentage	7/8	Registered	(P/B) 15/16	Registered	(P/B) 7/8	Percentage	7/8
Percentage	7/8	Registered	(F/B) 32/32	Registered	(P/B) 15/16	Registered	(P/B) 15/16
Percentage	3/4	NIL	0	No	0	No	0
Percentage	3/4	Percentage	1/2	Percentage	1/2	Percentage	1/2
Percentage	3/4	Percentage	3/4	Percentage	3/4	Percentage	3/4
Percentage	3/4	Registered	(P/B) 7/8	Percentage	3/4	Percentage	3/4
Percentage	3/4	Registered	(P/B) 15/16	Registered	(P/B) 7/8	Percentage	7/8
Percentage	3/4	Registered	(F/B) 32/32	Registered	(P/B) 7/8	Percentage	7/8
Percentage	1/2	NIL	0	No	0	No	0
Percentage	1/2	Percentage	1/2	Percentage	1/2	Percentage	1/2
Percentage	1/2	Percentage	3/4	Percentage	1/2	Percentage	1/2
Percentage	1/2	Registered	(P/B) 7/8	Percentage	3/4	Percentage	3/4
Percentage	1/2	Registered	(P/B) 15/16	Percentage	3/4	Percentage	3/4
Percentage	1/2	Registered	(F/B) 32/32	Percentage	3/4	Percentage	3/4
Other HB	0	NIL	0	No	0	No	0
Other HB	0	Percentage	1/2	No	0	No	0
Other HB	0	Percentage	3/4	No	0	No	0
Other HB	0	Registered	(P/B) 7/8	Percentage	1/2	Percentage	1/2
Other HB	0	Registered	(P/B) 15/16	Percentage	1/2	Percentage	1/2
Other HB	0	Registered	(F/B) 32/32	Percentage	1/2	Percentage	1/2

"TABLE 1" - NOTE: Full Registrations and Percentage Registrations are conditional also on the animal meeting the performance rules and standards specified by the Canadian Simmental Association.