



CANADIAN LIMOUSIN ASSOCIATION

Constitution Amended 2005

*Revised February 2006
(Reflecting approved by-law changes up to and including November 2005)*

CANADIAN LIMOUSIN ASSOCIATION BY-LAWS

ARTICLE I: NAME

The name of the Association shall be “CANADIAN LIMOUSIN ASSOCIATION”.

ARTICLE II: PURPOSES

1. The Canadian Limousin Association is a non-profit breed Association organized to promote the Limousin breed of Canada, to conduct research on this and other breeds of cattle and to improve the breeding and production of existing cattle herds in Canada through the infusion of Limousin blood.
2. The Association will provide methods of gathering information on the crossbreeding of Limousin with other breeds of cattle and maintain records deemed useful by its directors.
3. The Association will conduct an active promotion and publicity campaign to inform the cattle industry in Canada of the benefits and advantages of the Limousin breed and will perform and maintain research, marketing and development programs and services towards this end.
4. The Association will issue publish certificates of pedigree and performance, research reports, bulletins and other information and material on the cattle involved and maintain records and research data of interest and benefit to the cattle industry and to its members.
5. The Association will be authorized to buy and sell property, livestock, equipment, supplies, research data and facilities and to contract for any and all such property or services as the Directors may deem necessary to conduct the activities of the Association.
6. The Association will encourage and endeavor to facilitate importation and exportation of Limousin cattle into and from Canada.
7. The Association will strive to co-operate and maintain National Limousin Associations and related organizations.

ARTICLE III: MEMBERS

1. *QUALIFICATIONS:* Any reputable breeder or owner of cattle may, upon written application of the Association on a form approved by the Association, become a member of the Association upon the approval of such application by the Board of Directors of the Association or by the Executive Manager acting on behalf of the Board and upon payment of such membership fee as may be prescribed by the Association. Any application refused by the Executive Manager shall be referred to the Board whose decision in respect thereof shall be final. Bodies corporate and partnerships shall be eligible for membership in the same manner as individuals and shall have the same rights and duties as individual members. Every such corporate or partnership member shall appoint in writing a nominee to represent it at meetings of the Association. Notice of such appointment shall accompany the Application for Membership of the body corporate to partnership. A corporate or partnership member shall have the right to change its nominee upon three days written notice to that effect delivered to the Executive Manager of the Association.
2. *APPLICATION FOR MEMBERSHIP:* Applications for membership must be typed or filled in with ink and must furnish all information called for on the official form.
3. *CLASSIFICATION OF MEMBERS:*
 - (a) *Active Members:* shall be at least eighteen (18) years of age and owner-breeders of any breed or cross-bred cattle according to the requirements of this Association. They shall be entitled to vote and to participate in the affairs of the Association providing a transaction fee has been paid for the current year. Active members shall be bound by the By-laws and Rules & Regulations of this Association.
 - (b) *Associate Members:* shall be persons interested in the advancement of this Association and Limousin cattle. Associate members are non-voting members and are not entitled to register cattle at member fees.
 - (c) *Junior Members:* shall be persons under the age of twenty-one (21) years who are interested in Limousin or Limousin-cross cattle. Junior members are non-voting and cannot hold office in the Association, but are entitled to register cattle at member rates and shall be bound by the By-Laws and Rules & Regulations of this Association.
 - (d) *Honorary Members:* shall be persons who have been granted Honorary Membership in recognition of outstanding services or contributions to this Association on written recommendation of two Active Members and when such recommendation is approved by the Board of Directors.
 - (e) *Founder Members:* are the initial underwriters of the Canadian Limousin Association and as such are entitled to the same rights, privileges and responsibilities of membership as are Active Members.

(f) *Active Annual Members*: shall be at least eighteen (18) years of age and owner-breeders of any breed or cross-bred cattle according to the requirements of this Association. They shall be entitled to vote and to participate in the affairs of this Association and shall be bound by the By-Laws and Rules & Regulations of this Association.

4. *ADVANCEMENT OF MEMBERSHIP*: Associate or Junior Members may become Active Members upon qualification and payment of the Active Membership fee, less the amount already paid as an Associate or Junior Member unless in the case of the latter, more than six (6) months has elapsed from the date of the individual's twenty-first (21) birthday, in which event he shall be required to submit the entire Active Membership fee in order to qualify for Active Member status.

5. *DURATION OF MEMBERSHIP*: All Memberships shall be for the lifetime of the member provided the member shall continue to comply with the By-Laws and Rules of the Association and provided further that Junior Member reaches the age of twenty-one (21) years.

6. *SUSPENSION*: Memberships may be suspended or revoked by the Board of Directors as follows:

When a member ceases to qualify as such he may be dropped from membership, providing notice in writing is given by the Executive Manager of the Association as to change in membership status or a member voluntarily changes his status or resigns.

Any membership may be revoked by the Board of Directors if a member conducts himself in a manner detrimental to this Association, or fails to comply with the By-Laws and Rules of the Association, providing:

- (a) charges are in writing and signed by the writer;
- (b) the member is given an opportunity of personal appearance before the Board of Directors at closed session to show cause why his membership should not be revoked;
- (c) a majority of the Board members are present following a twenty-day notification of all Board members and two-thirds (2/3) of the Board members vote in favour of revocation of membership.

Any members so expelled from membership in an Association incorporated under the Animal Pedigree Act in Canada, or any other Association recognized by the Board of Directors, shall not be eligible for membership in this Association until reinstated in the Association and at the time of such expulsion, his membership in this Association shall be deemed to be terminated immediately and automatically.

7. *MEMBERSHIP FEES*: Membership fees for each classification of members shall be as established by the general membership at any Annual Meeting of the

Association as recommended by the Board of Directors and with the further approval of the Minister of Agriculture of Canada. Payment of any membership fee established by the Board of Directors shall be a condition precedent to membership in the Association, provided that the Board of Directors shall be entitled to waive such condition in respect to Honourary Members.

8. *DISTRIBUTION*: None of the dues, fees, net earnings, receipts or payments of any kind shall be distributed or shall insure to private or individual benefit of any Member, Officer or Director except employees that are appointed by the Board of Directors.

ARTICLE IV: GENERAL MEETING

1. A general meeting of the Association (to be called “Annual Meeting”) shall be held once in every calendar year at such time and place as the Board of Directors may from time to time designate. In addition to the General Meeting, the Board of Directors may, whenever they see fit, call a general meeting of the association (to be called “Social Meeting”) at such time and place as the Board of Directors may designate. Thirty (30) days notice at the least, specifying the general nature of the business, shall be given to each member of the Association and to the Minister of Agriculture for Canada. However, the accidental omission to give notice to any member or the non-receipt by any member of such notice shall not invalidate the proceedings of any General Meeting. The Annual Meeting and a Special Meeting may be convened by one and the same notice. Without any special notice that such other business is dealt with, the business of that Annual Meeting shall be to receive and consider the report or reports of the Board of Directors and Officers, the accounts and balance sheet and the report of the auditors therein and the announcement of Directors and to consider and, if thought expedient, to approve and ratify the Acts and Proceedings of the Board of Directors and Officers. All other business transacted at a general meeting shall be deemed special.
2. Only Active Lifetime, Active Annual and Founder Members in good standing shall be entitled to vote at any meeting of the members of the Association. Each such voting member may act as a proxy for no more than three other voting members. A voting member in good standing is a member who is not in default under any of the By-Laws hereof and who is not in arrears in payment of any fees, dues or other moneys to the Association and who is not under suspension from the Association. Notwithstanding anything contained herein no individual shall be at liberty to cast more than four votes (including all proxies and all designations by partnerships or limited companies) on any matter coming before a General Meeting.
3. At the written request (filed with the President or Executive Manager) of any nine (9) Active or Founder Members of the Association, the President (or in the absence of the President) the Vice President, shall forthwith call a Special Meeting of the

Association; however, such meeting shall have no power to enact constitutional amendments.

4. Any Annual or special meeting at which 25 Active Lifetime, Active Annual and Founder Members or more are present in person shall constitute a legal meeting for the transaction of any and all business which may legally come before it.

ARTICLE V: BOARD OF DIRECTORS

1. ***GENERAL POWER AND AUTHORITY:*** Subject to the provisions of Law and of the Articles of this Constitution, the Board of Directors shall have control of this Association's affairs including the general direction and management of the properties, business and operation of the Association, the appointment and employment of any and all such agents and employees as it deems advisable and the compensation and terms of office of each and the delegation of powers to certain standing or special committees as the Board shall from time to time specify and provide.

2. ***BOARD OF DIRECTORS, NUMBER, TENURE AND QUALIFICATIONS:*** The affairs of the Association shall be managed and conducted by a nine (9) member Board of Directors, which may include a maximum of three (3) directors per province, who shall be Canadian citizens and who shall be elected by ballot at the Annual Meeting of the Association as follows:

Three (3) Directors shall be elected at each Annual Meeting for a term of three (3) years. Each director may sit for a maximum of six (6) years.

Existing Board members will continue to serve their current term until it expires. The new schedule will allow for the election of three Directors at the 2006 AGM.

3. ***VACANCIES:*** All vacancies occurring on the Board of Directors may be filled from the representing province or region by the affirmative vote of the remaining Directors and each Director elected to fill such vacancy shall serve until the next Annual Meeting. A vacancy shall occur through the death, resignation or suspension of membership of a director.
4. ***ANNUAL MEETING OF THE BOARD:*** The Annual Meeting of the Board of Directors shall be held immediately following the Annual Membership Meeting without notice other than this By-Law.
5. ***REGULAR MEETING OF THE BOARD:*** The Board of Directors may by resolution at any time provide for the holding of regular meetings at such time and place and upon such notice as shall be specified in the resolution. Should any Board member be absent for any reason from two consecutive Board meetings, his resignation may be requested by a majority vote of the Board of Directors.

6. *SPECIAL MEETINGS OF THE BOARD*: Special meetings of the Board may be called by the President on five days notice to each director, either personally, by mail, by telephone or by telegram. Special Meetings shall be called when requested in writing to do so by three (3) or more members of the Board; such meeting may also be held at any time upon the written request of a majority of the Board of Directors. The notice of the meeting shall specify the date, time, place and the business to be transacted at the meeting. Specifications of the business to be transacted at the meeting shall not preclude the consideration at the meeting of other routine business or business that was not contemplated at the time the notice was sent. All meetings of the Board of Directors, whether regular or special, shall be deemed to be open to members unless otherwise decided by a majority vote of Board members present at the meeting.
7. *QUORUM*: At all meeting of the Board, a majority of the Directors then holding office shall be necessary and sufficient to constitute a quorum for the transaction of business.
8. *PRESUMPTION OF ASSENT*: All matters coming before a duly called and constituted meeting of the Board of Directors shall be resolved by the affirmative vote of a majority of the Directors present. 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.
9. *COMPENSATION*: By resolution of the Board of Directors any Director(s) may be compensated or reimbursed with respect to expense's incurred in attending to any other Association business delegated to such Director by the Board of Directors.
10. *LIAISON OFFICERS*: The President of the North American Limousin Foundation or his appointed representative, shall hold a non-voting, ex-officio position on the Board of Directors for the purpose of acting as liaison officer between the Canadian Limousin Association and the North American Limousin Foundation (NALF). Conversely, the President of the Canadian Limousin Association, or his appointed representative, shall hold a similar position on the Board of the NALF for the same reasons.

ARTICLE VI: OFFICERS OF THE ASSOCIATION

1. *OFFICERS*:
 - (a) The officers shall be the President, the Vice President, the immediate Past President and the Treasurer all of whom shall be voting members of the Executive.

- (b) In addition there shall be appointed an Executive Manager as well as such other officer or officers as the Board of Directors may at any time and from time to time, deem it advisable to elect. The term of such additional officer shall expire at the conclusion of the Annual Meeting next following his election.
- (c) The immediate Past President shall hold office until the presiding President becomes the Immediate Past President.
- (c) The executive Committee shall consist of the President, Vice President, immediate Past President, Treasurer, Executive Manager and any additional elected officers.

2. *THE FUNCTION OF THE OFFICERS OF THE ASSOCIATION SHALL BE:*

- (a) To reach emergent decisions which cannot be delayed for deliberation by the Board of Directors.
- (b) To make specific top priority recommendations to the Board.
- (c) To represent the Association in its liaison contacts with industry and government bodies.
- (d) The above named individuals shall form an Executive Committee of the Board which shall act as the agent and representative of the Board in those matters delegated to it by the Board. It shall be directly responsible and accountable to the Board and shall manage the Board's business affairs and enforce the By-Laws and Regulations of the Association.

3. *ELECTION, TENURE AND REMOVAL OF OFFICERS:*

- (a) The President and Vice President shall be elected for a one year term, such election to be from within the Board and by the Board. Any member shall be eligible for re-election as President for an additional one year term provided that such re-election does not result in that member serving more than two consecutive years as President. The President and Vice President shall take office at the conclusion of the meeting at which they are elected. The Executive Manager shall be appointed by the Board of Directors.
- (b) The immediate Past President shall hold office as such until the conclusion of the Annual Meeting next following his replacement as President.
- (c) If a vacancy occurs in the office of President, it shall be automatically filled by the Vice President.

- (d) The term of office of each of the functioning officers shall be for a period of one year commencing immediately following the General Meeting at which they are elected, providing however, that if the Treasurer and/or the Executive Manager is a paid employee, he (or they) shall hold office at the pleasure of the Board of Directors.
- (e) When any other vacancy occurs on the Executive Committee, the Board shall appoint an officer to complete that term.

PRESIDENT

The President shall be the Chief Executive Officer of the Association. He shall preside at all general meetings and shall be Chairman of the Board of Directors and do all such matters and things in addition thereto, as the Board of Directors may from time to time request. He shall present at each Annual Meeting a report of the activities of the Association. He shall call meetings of the Directors when required and in any event, upon the request of any two Directors.

VICE PRESIDENT

The Vice President shall assist the President in the exercises of his duties and will perform the duties and have the powers of the President in his absence, or upon the Presidency becoming vacant.

EXECUTIVE MANAGER

The Executive Manager shall keep proper books of account and business records containing entries of all such matters or things as are usually entered in books of account and business records and shall furnish from time to time such statements in detail of the affairs of the Association or such other matters as may be directed by the Board of Directors or Executive Committee. The Executive Manager shall maintain a book at the Head Office wherein shall be written a copy of the By-Laws of the Association with all amendments thereto which book shall at all reasonable times be opened to the inspection of the members of the Association who may make copies thereof.

The Executive Manager shall maintain the Articles of Incorporation of the Association with all amendments thereto which shall at all reasonable times be open to the inspection of the members of the Association who may make copies thereof.

TREASURER

The Treasurer shall be the Chief Financial Officer of the Board and his signature is thereby required on all financial documents. In the event the Board of Directors should appoint one individual to act as both Executive Manager and Treasurer, that

person shall perform the functions as listed above for both the Executive Manager and the Treasurer.

ARTICLE VII: HEAD OFFICE

The Head Office of the Association shall be in the City of Calgary, Province of Alberta or as may be determined by the Board of Directors.

ARTICLE VIII: FISCAL YEAR

The fiscal year of the Association shall be June 1st to May 31st of each following year.

At each Annual Meeting, auditors of the Association shall submit their report for the previous year and there shall be submitted to the Annual Meeting a balance sheet and statement of receipts and expenditures for the preceding fiscal year. The auditors of the Association shall be appointed at each Annual Meeting by the general membership.

ARTICLE IX: AMENDING OR ALTERING THE BY-LAWS

1. The By-Laws of this Constitution may be amended by extraordinary resolution at any Annual or Special Meeting of the Association by the affirmative vote of two-thirds (2/3) of the members present. Notice of all proposed amendments shall be given to the Executive Manager in writing at least sixty (60) days in advance of a General Meeting and they shall be included in the notice calling such meeting, otherwise there shall be no power to deal with same. No amendment adopted at any Annual or Social Meeting of the Association shall become effective until approved by the Minister of Agriculture for Canada.
2. *Amending the Articles of the Association:* The Articles of Incorporation of the Canadian Limousin Association (as defined in Section 8 of the Animal Pedigree Act), may be amended by consulting all board members in writing in such form as is prescribed by the Board of Directors in relation to the proposed amendment and provided that 25% or more of the members have responded in writing to the consultation and that at least two-thirds (2/3) of the members who responded have approved the amendment.
3. *Amalgamation:* The Association may amalgamate with one or more other Associations created under the Animal Pedigree Act, provided that the members have been consulted in writing in a form prescribed by the Board of Directors and that 25% or more of the members have responded in writing to the consultation and that at least two-thirds (2/3) of the members who responded have approved the proposed amalgamation.

4. *Dissolution:* The Association may be dissolved pursuant to Section 58 (1) (e) of the Animal Pedigree Act on the petition to the Minister of Agriculture of Canada provided that the petition is signed by at least two-thirds (2/3) of the members of the Association.

ARTICLE X: INDEMNIFICATION

Each person who shall serve as a Director or Officer of the Association shall be indemnified by the Association against all costs and expenses reasonably incurred by or imposed upon him, in connection with or resulting from any action, suit, or proceeding to which he is, or may be made a party, by reason of his or having been an Officer or Director of the Association. Such indemnification shall include settlements made with a view to curtailment of litigation in amounts approved by the Board of Directors at the time such settlement is effected, whether or not such person is a Director or Officer at the time such costs are incurred by or imposed upon him, except in such action, suit or proceeding in which he shall be finally judged to be liable, or have been negligent, guilty of misconduct, or otherwise derelict in the performance of his duty as an Officer or Director. The right to which such person may be entitled is a matter of Law.

ARTICLE XI: COMMITTEES

The Board of Directors may establish Committees and determine the duties and responsibilities and tenure thereof. It shall name the chairman of any committee so established and may appoint the members of the committee from the general membership. The President and Executive Manager shall ex-officio members of all Standing Committees of this Association.

In addition to any special Committee to be appointed by the Board of Directors, there may be in any event, the following Standing Committees:

- (a) *FINANCIAL COMMITTEE:* This Committee shall be responsible for overseeing the financial matters of the Association and for preparing the Annual Budget for the Association. The Treasurer (or Executive Manager acting as Treasurer) shall serve as Chairman of this Committee.
- (b) *IMPORT / EXPORT COMMITTEE:* This Committee shall deal with all matters of policy regarding the importation/exportation of Limousin cattle and/or beef between Canada and any other country.
- (c) *SHOW COMMITTEE:* This Committee shall be responsible for arrangements regarding the showing or exhibiting of Limousin cattle and establishing and awarding of prizes for show or carcass winners.

- (d) *TECHNICAL ADVISORY (PERFORMANCE STANDARDS) COMMITTEE:*
This Committee shall be responsible for investigating the performance standards of the Limousin breed, for suggesting changes in performance measurements of minimums and for conducting whatever activity is deemed advisable to maintain breed improvement and educate the members of the Association therein.

- (e) *RESOLUTIONS COMMITTEE:* This Committee shall be appointed at least ninety (90) days in advance of the Annual Meeting and shall thereafter, not less than sixty (60) days prior to the Annual Meeting, file with the Executive Manager in the Office of the Association, its report containing any proposed amendments to the Constitution of the Association to be voted on at the Annual Meeting by the general membership. Such report shall be included in the notice sent to the membership calling the Annual Meeting.

- (f) *SALES COMMITTEE:* This Committee, subject to the control of the Board shall establish policies and standards pertaining to the selling at auction of Limousin cattle in any C.L.A. sponsored sale, whether such sale is managed by the Association or otherwise.

ARTICLE XII: CORPORATE SEAL

The seal of the Association shall be kept in the custody of such officer(s) or person(s) as the Board of Directors may from time to time by resolution designate. It shall be affixed in the presence of such persons as the Board of Directors may from time to time, by resolution, designate. The form of the seal shall be such as may be determined by the Board of Directors.

ARTICLE XIII: PROVINCIAL ASSOCIATIONS

The Canadian Limousin Association provides for the formation of Provincial Associations which to operate under the auspices of and within the jurisdiction of this Association. A minimum of four (4) members in good standing of this Association, may organize a Provincial Association and obtain recognition thereof by submitting a written request for recognition to the office of this Association, listing the names and addresses of the Charter members of such proposed Association. Thereafter the group may obtain recognition after the Board of Directors of this Association has given official approval to the constitution and any amendment thereto, under which the Provincial Association proposes to operate.

The activities of any such Provincial Association shall be confirmed solely to its own provincial interests and shall not conflict in any way with the activities of this Association. No more than one Association in each province shall be recognized unless authorized by resolution at an Annual Meeting of this Association.

ARTICLE XIV: AUXILIARIES

Juniors Juniors shall be a supplementary group of persons under twenty-one (21) years of age who are interested in the advancement of this Association and Limousin cattle and shall have the right of operation under their own constitution and be encouraged to have liaison with the Board of Directors.

ARTICLE XV: CASES OF HARDSHIP

The Board of Directors is empowered to receive and determine any appeal presented to it in writing by any member in respect to any matter creating a hardship for such member. Every such appeal shall pertain to a situation which is not specifically governed by the By-Laws or Rules and Regulations or which otherwise requires that the By-Laws or Rules and Regulations be interpreted by the Board of Directors in respect thereof. The Board of Directors, upon determination of any such appeal, shall forthwith advise the appellant member of its decision and shall direct the Executive Manager to do such things pursuant thereto as shall or may be necessary to give subject to such terms and conditions as the Board of Directors deem appropriate or necessary. An appellant member may, at their direction of the Board of Directors be present in person at the time the Board of Directors shall consider the member's appeal.

Further, any extra expenses shall be entirely at the sole expense of the appellant member, or in the case of a dispute, shall be borne by the person or persons losing the dispute.

ARTICLE XVI: RULES AND REGULATIONS

The Association shall establish Rules and Regulations which shall be binding upon members and which shall govern the following matters:

- (a) The establishment of rules and eligibility for registration of animals that the Association is authorized to record/register;
- (b) The establishment of rules of entry for registration;
- (c) The issuance of certificates of registration and the amendment or cancellation of certificates of registration;
- (d) The issuance of pedigrees and the amendment or cancellation of pedigrees;
- (e) The issuance of certificates of transfer of ownership of registered animals and the amendment or cancellation of such certificates;
- (f) That the rules of the C.L.A. agree with the regulations as set forth in the Animal Pedigree Act, Section 15, Items (A) through (R) inclusive.

The Rules and Regulations shall be kept and maintained by the Executive Manager at the Association's office and shall there be available to members upon request.

The Rules and Regulations may be amended by Resolution in the same manner as an amendment of the By-Laws pursuant to ARTICLE IX thereof.