

## **BY-LAWS**

### **CANADIAN TEAM CATTLE PENNING ASSOCIATION**

#### **ASSOCIATION SEAL**

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Association.

#### **CONDITIONS OF MEMBERSHIP**

2. Membership in the Association shall be limited to member Associations interested in furthering the objects of the Association and shall consist of any such Association that has been approved by the Board of Directors.
3. Any fees or dues shall be set by the Board of Directors.
4. Any member may withdraw from the Association by delivering to the Association a written resignation and lodging a copy of the same with the Secretary of the Association.
5. Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting provided that such member shall be granted an opportunity to be heard at such meeting.

#### **HEAD OFFICE**

6. Until changed in accordance with the Act, the Head Office of the Association shall be in the City of Calgary, Alberta.

#### **BOARD OF DIRECTORS**

7. The property and business of the Association shall be managed by the Board of Directors. A quorum is six (6) Directors. Directors must be eighteen (18) years of age or older. Six (6) Directors shall be independent of any Member Association and shall be known as the "Canadian Six". New appointments to the Canadian Six shall be made by the members of the Canadian Six. In addition to the Canadian Six, each Member Association may appoint a Director and an Alternate. Each Director from a Member Association that is sanctioned will have voting privileges. Directors from Member Associations that have Provisional Status may attend and participate in all meetings but will not have a vote.
8. The applicants for Letters Patent shall become the first Directors of the Association, whose term of office on the Board of Directors shall continue until successors are elected.

9. At the first meeting, the Board of Directors then appointed shall replace the provisional Directors named in the Letters Patent of the Association.
10. Directors shall be appointed for a term of two (2) years.
11. The office of Director shall be automatically vacated:
  - a) if the Director shall resign his office by delivering a written resignation to the Secretary of the Association;
  - b) if he is found by a Court to be of unsound mind;
  - c) if he becomes bankrupt or compounds with his creditors;
  - d) if at a special general meeting of members, a resolution is passed by seventy-five per cent (75%) of the members present at the meeting that he be removed from office;
  - e) on death.

Provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may by appointment fill the vacancy.

12. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that forty-eight (48) hours written notice of such meeting shall be given other than by mail to each Director. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. There shall be at least one (1) meeting per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Association shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting or may ratify, approve and confirm any or all proceedings taken or had thereat. Each Director is authorized to exercise one (1) vote.

If all the Directors of the Association consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in such meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

Meetings shall be conducted in accordance with Robert's Rules of Order unless otherwise specified in the bylaws.

13. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position, provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any Director from serving the Association as an Officer or in any other capacity and receiving compensation thereof.

14. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is appointed or elected.
15. The Board of Directors may appoint such agents and engage such employees 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.
16. A reasonable remuneration for all officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then cease to be payable from the date of such meeting of members.

### **INDEMNITIES TO DIRECTORS AND OTHERS**

17. Every Director of Officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any Association controlled by it and their heirs, executors and administrators, and estate and effects respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:
  - a) All costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, or in respect or any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
  - b) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs of the Association, unless such costs, charges or expenses are occasioned by his own willful neglect or default.

### **POWERS OF DIRECTORS**

18. 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 hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Association by its charter or otherwise is authorized to exercise and do.
19. The Directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an Officer or Officers of the Association the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Association in accordance with such terms as the Board of Directors may prescribe.

20. The Board of Directors shall take such steps as they deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.
21. The Officers of the Association shall be a President, Vice-President, Secretary and Treasurer and any such other offices as the Board of Directors may determine. Any two (2) offices may be held by the same person. Officers need neither be Directors nor members.
22. Officers shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following an annual meeting of members.
23. The Canadian Six representatives on the Board shall:
  - a) Be designated the Administrative Committee responsible for the organization and operation of the National Finals until such time as there is a change in venue involving another zone, and;
  - b) Be responsible to replace or remove one or more of their representatives by way of majority vote of the Canadian Six.

#### **DUTIES OF OFFICERS**

24. The President shall be the chief executive officer of the Association. He shall hold office for two (2) years. He shall preside at the meetings of the Board of Directors. He shall have the general and active management of the affairs of the Association. He shall see that all orders and resolutions of the Board of Directors are carried into effect. Upon retirement, the President may be an ex-officio member of the Board for two (2) years with voting privilege.
25. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board of Directors. The Vice-President shall be the President-elect.
26. The Board of Directors shall sanction or de-sanction Cattle Penning Associations that meet or fail to meet the conditions established from time to time by the Board.
27. The Treasurer shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall 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. He shall disburse the funds of the Association as may be directed by proper authority taking vouchers for such disbursements and shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association. He shall also perform such other duties as may from time to time be directed by the Board of

Directors.

28. The Secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry on the affairs of the Association generally under the supervision of the Officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and of the Board of Directors or President, under whose supervision he shall be. He shall be custodian of the seal of the Association which he shall deliver only as authorized by a resolution of the Board of Directors and to such person or persons as may be named in the resolution.
29. 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.

### **EXECUTION OF DOCUMENTS**

30. Contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by any two (2) Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Association to sign specific contracts, documents and instruments in writing. The Directors may give the Association's power of attorney to any registered dealer in securities for the purpose of the transferring of and dealing with any stocks, bonds and other securities of the Association. The seal of the Association, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.
31. At every annual meeting, in addition to any other business that may be transacted, the report of the Auditors shall be presented and Auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Board of Directors or the President or Vice-President shall have the power to call, at any time, a general meeting of the members of the Association. The Board of Directors shall call a special general meeting of the members on written requisition of those members carrying not less than sixty per cent (60%) of the voting rights. Three quarters of the members at such meeting shall constitute a quorum.
32. At least fourteen (14) days written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the members that he has the right to vote by proxy.
33. Each voting member present at a meeting shall have the right to exercise one (1) vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of the members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the Association.
34. No error or omission in giving notice of any annual or general meeting or any adjourned

meeting, whether annual or general, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, Director or Officer for any meeting or otherwise, the address of the member, Director or Officer shall be his last address recorded on the books of the Association.

### **VOTING OF MEMBERS**

35. At all meetings of members of the Association, every question shall be determined by a majority of votes, unless otherwise specifically provided by statute or by these By-Laws.

### **FINANCIAL YEAR**

36. Unless otherwise ordered by the Board of Directors, the fiscal year-end of the Association shall be December 31.
37. The Board of Directors may appoint committees whose members will hold their office at the will of the Board of Directors. The Board of Directors shall determine the duties of such committees.

### **AMENDMENT OF BY-LAWS**

38. The By-Laws of the Association not embodied in the Letters Patent may be repealed or amended by By-Laws enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said By-Laws, provided that the repeal or amendment of such By-Laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

### **AUDITORS**

39. The members shall at each annual meeting appoint both an Auditor to audit the accounts of the Association for report to the members at the next annual meeting, and a professional accountant to prepare the financial statements. A director of the Association may be appointed the Auditor only upon receiving the consent of all of the members of the Association. The Auditor shall hold office until the next annual 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.

### **BOOKS AND RECORDS**

40. The Directors 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.

### **RULES AND REGULATIONS**

41. The Board of Directors may prescribe such rules and regulations to be consistent with the 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, they shall at and from that time cease to have any force and effect.

### **INTERPRETATION**

42. In these By-Laws and in other By-Laws of the Association hereafter passed, unless the context requires words importing the singular number or the feminine gender, shall import the plural number and the masculine gender, as the case may be, and vice versa, and references to persons shall include firms and Associations.

Sanctioned by the Members on the 22nd, day of October, 2005.