



CONSTITUTION & BY-LAW NO. 1 OF THE BEEF FARMERS OF ONTARIO

ARTICLE ONE - DEFINITIONS

1(1) **Definitions.** The following definitions shall be used in this By-Law No. 1:

“**Advisory Council**” means the governing body detailed in Article Seven.

“**AGM**” or “**Annual General Meeting**” means a meeting of the Members held in accordance with Section 9(1).

“**AHOA**” means the Agricultural and Horticultural Organizations Act (Ontario).

“**Association**” means Beef Farmers of Ontario, created in 1962 as an agricultural association under the AHOA.

“**BCMA**” means the Beef Cattle Marketing Act (Ontario).

“**Board**” means the Board of Directors of the Association.

“**Branch**” means a county or district branch of the Association, established by the Board from time to time.

“**CCA**” means the Canadian Cattle Association.

“**Credentials Committee**” means a committee consisting of individuals appointed by the Board on an annual basis. The purpose of the Credentials Committee is to review and adjudicate disputes regarding the eligibility of potential Members and potential Directors. The composition of the Credentials Committee must include a minimum of three Members in good standing, two (2) of whom must be current Directors. The Board reserves the right to appoint members external to the Board, at its discretion, to sit on the Credentials Committee.

“**Director**” means a member of the Board.

“**Meeting of Members**” means an AGM and a Special Meeting of Members. Only a Voting Delegate shall be entitled to cast a vote at a Meeting of Members. Each Branch shall be entitled to send such number of Voting Delegates to a Meeting of Members as set out in Section 9(8).

“**Member**” means an individual who is a member of the Association in accordance with Article 3.

“**ONCA**” means the Ontario Not-for-profit Corporations Act, 2010 and its regulations, or any successor legislation.

“**Officer**” means an individual elected or appointed by the Board in accordance with Article 10.

“**Policies and Procedures**” means the operational and governance policies and procedures of the Association.

“**Region of Eastern Ontario**” encompasses the counties of Northumberland, Peterborough, Victoria (City of Kawartha Lakes) and Haliburton Counties and all counties East of there.

“**Region of Northern Ontario**” encompasses the counties and/or districts of Algoma, Cochrane, Kenora, Manitoulin, Muskoka, Nipissing, Parry Sound, Sudbury, Rainy River, Temiskaming, and Thunder Bay.

“**Region of Southern Ontario**” encompasses the balance of counties not in the Region of Eastern Ontario or the Region of Northern Ontario, including but not limited to, Essex, Kent, Lambton, Elgin, Middlesex, Oxford, Perth, Huron, Brant, Haldimand, Norfolk, Waterloo, Wellington, Wentworth, Niagara, Bruce, Grey, Peel-Halton, Dufferin, Simcoe, York, and Durham.

“**Special Meeting of Members**” means a meeting of the Members that is not an Annual General Meeting.

“**Voting Delegate**” means (a) an individual appointed by a Branch to vote at a Meeting of Members on behalf of the members of the Branch in accordance with Section 9(8); (b) an individual on the Advisory Council; or (c) a Director.

ARTICLE TWO – OBJECTS OF THE ASSOCIATION

2(1) **Objects.** The Association will promote the development, sale, and export of agricultural products and provide educational opportunities related to agriculture and rural life:

- (a) to develop and advocate positions that improve the Ontario beef industry;
- (b) to ensure effective communications with members, industry stakeholders, government agencies, related organizations and the general public;
- (c) to initiate studies, programs and reviews as needed to provide direction and stimulus for industry development;
- (d) to identify and fund priority research areas; and
- (e) to promote environmentally and economically sustainable production methods.

2(2) **Dissolution.** A two-thirds vote of the Members is required to submit a request for voluntary dissolution. Subject to approval under the AHOA, all money and assets of the Association remaining after the payment of debts shall be disposed of in such manner determined by the Board.

ARTICLE THREE - MEMBERS

3(1) **Class of Members.** There is one class of Members of the Association. Only the following type of individual is eligible to become, and remain as, a Member:

- (a) An individual who is a bona-fide cattle producer who is actively engaged in the raising of cattle.

3(2) **Becoming a Member.** An individual shall become a Member as follows:

- (a) any individual who applies to become a Member, who is qualified to become a Member, and who has paid a license fee to the Association, personally, pursuant to the BCMA at any time during the twenty-four (24) months before the date of the membership application, shall be accepted as a Member;
- (b) any individual who applies to become a Member, who is qualified to become a Member, and has paid a license fee to the Association, on behalf of a farm owned by such individual, pursuant to the BCMA at any time during the twenty-four (24) months before the date of the membership application, shall be accepted as a Member;
- (c) any individual who applies to become a Member, and who is qualified to become a Member, but has not paid a license fee, personally or on behalf of a farm, to the Association during the twenty-four (24) months before the date of the membership application, but whose spouse or partner has paid a license fee during such twenty-four (24) month period, in either the spouse's name or in the name of the farm owned by the spouse, shall be accepted as a Member upon payment to the Association of a \$25.00 membership fee; and
- (d) any individual who applies to become a Member, and who is qualified to become a Member, but has marketed cattle only in such a manner as to be exempt from payment of license fees under the BCMA during the twenty-four (24) months before the date of the membership application, shall be accepted as a Member upon payment to the Association of a \$75.00 membership fee.

3(3) **Membership Applications.** Applications for Membership shall be in such form as the Board may, from time to time, prescribe.

3(4) **Membership Eligibility Disputes.** The Credentials Committee shall review and adjudicate Membership eligibility disputes.

3(5) **Transfer and Termination of Membership.** A Member's membership cannot be transferred. A Member's membership shall terminate for any of the following reasons:

- (a) the Member hasn't paid a license fee to the Association, or a membership fee, within the past twenty-four (24) months;
- (b) the Member dies;
- (c) the Member ceases to be a bona-fide cattle producer who is actively engaged in the raising of cattle;

(d) the Association ceases to exist.

ARTICLE FOUR – MEETINGS OF THE ASSOCIATION’S MEMBERS

- 4(1) **Annual General Meetings.** The AGM shall be held at such time and place as determined by the Board, provided that the AGM is held no later than fifteen (15) months after the date of the previous AGM and no later than six (6) months after the previous fiscal year end. At each AGM, the Board must present a report on the activities of the Association during the previous year, along with the audited financial statements for the previous year.
- 4(2) **Special Meetings.** A Special Meeting of Members may be called by the Board. The Board shall call a Special Meeting of Members on written requisition of Members carrying not less than ten per cent (10%) of the voting rights. If the Board does not call a Special Meeting of Members within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the Special Meeting of Members.
- 4(3) **Attending a Meeting.** Voting Delegates may attend a Meeting of Members in person, telephonically, or electronically, or an entire Meeting of Members may be held telephonically or electronically, as determined by the Board.
- 4(4) **Notice.** Notice of a Meeting of Members shall be published at least fourteen (14) days prior to the Meeting of Members in at least one agricultural publication having a wide circulation in Ontario. Notice of a Meeting of Members shall also be sent to each Director and to the auditor of the Association. Notice of a Meeting of Members shall state the nature of the business to be transacted in sufficient detail to permit the Member to form a reasoned judgment on the business.
- 4(5) **Quorum.** A quorum at a Meeting of Members will consist of forty percent (40%) of the Voting Delegates. Voting Delegates, when registering at a Meeting of Members, shall identify themselves as cow-calf, feedlot, backgrounder and either North, South or East. For the purpose of determining quorum, a Member may be present in person or by telephonic or electronic means. If, within one-half (1/2) hour after the time appointed for a Meeting of Members, a quorum is not present, the Meeting of Members shall stand adjourned and the provisions of Section 4(6) shall apply. A quorum must be maintained throughout the Meeting.
- 4(6) **Adjournment.** The chair of a Meeting of Members may, with the consent of the Members by a majority vote, adjourn (postpone) the meeting to a fixed time and place. Notice of an adjourned Meeting of Members is not required if the time and place of the adjourned Meeting of Members is announced at the original Meeting of Members and such adjourned Meeting of Members is to be held within thirty (30) days of the original Meeting of Members; if the adjourned Meeting of Members is to be held more than thirty (30) days after the date of the original Meeting of Members, notice of the adjourned Meeting of Members will be required. Any business may be brought before or dealt with at any adjourned Meeting of Members which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 4(7) **Chair of the Meeting.** In the event that the President and the Vice-President are absent or unwilling or unable to act at a Meeting of Members, the Voting Delegates who are present

and entitled to vote shall choose another Officer or, failing the availability or interest of any remaining Officer, another Voting Delegate to chair the meeting. If desired, one (1) or more scrutineers, who need not be Voting Delegates, may be appointed by a majority vote of the Voting Delegates or by the chair of the Meeting of Members.

- 4(8) **Votes to Govern.** All questions proposed for consideration of the Members shall be determined by a majority vote of the Voting Delegates at a Meeting of Members, unless required otherwise by the Act or the By-Laws. Every Voting Delegate shall have one (1) vote. The chair of a Meeting of Members shall be entitled, as a Member, to vote. In the case of an equality of votes, the chair of the Meeting of Members shall be entitled to cast a second, tie-breaking vote.
- 4(9) **Show of Hands.** Voting on any question proposed for consideration at a Meeting of Members shall be by show of hands, verbal declaration, or electronic device, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.
- 4(10) **Change in License Fee Deductions.** A recommendation by the Association to make a change in the license fee deductions authorized under the BCMA shall be made only by a vote in favour thereof of at least two-thirds of the Voting Delegates at an AGM and only where notice of the proposed recommendation has been given in the notice of the AGM.
- 4(11) **Ministry of Agriculture, Food and Rural Affairs.** Within ninety (90) days of each AGM, a copy of the audited financial statements, a statement of the number of current Members, a list of the Directors and Officers and their addresses, and a copy of the annual report must be submitted to the Ontario Ministry of Agriculture, Food and Rural Affairs. This information shall be open to examination by the public upon request to the Ministry.

ARTICLE FIVE – BOARD OF DIRECTORS

- 5(1) **Eligibility.** The affairs of the Association shall be managed or supervised by the Board. The following persons are disqualified from being elected as, or remaining as, a Director:
- (a) anyone who is not an individual (i.e. a human being);
 - (b) anyone who is under eighteen (18) years of age;
 - (c) anyone who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
 - (d) anyone who has been found to be incapable by any court in Canada or elsewhere;
 - (e) anyone who has the status of bankrupt; and
 - (f) anyone who is not a Member.

5(2) Composition of Board of Directors. The Board shall consist of twelve (12) individuals elected, at an AGM, by votes cast by Voting Delegates from the sector or region up for election, from nominations submitted by the nominating committee:

- (a) Three individuals who have been appointed as Voting Delegates by their Branches and are identified as cow-calf;
- (b) Three individuals who have been appointed as Voting Delegates by their Branches and who are identified as feedlot;
- (c) One individual who has been appointed as a Voting Delegate by such individual's Branch and who is identified as a backgrounder;
- (d) One individual who has been appointed as a Voting Delegate by such individual's Branch and who is from the Region of Southern Ontario;
- (e) One individual who has been appointed as a Voting Delegate by such individual's Branch and who is from the Region of Eastern Ontario;
- (f) One individual who has been appointed as a Voting Delegate by such individual's Branch and who is from the Region of Northern Ontario; and
- (g) Two individuals, from any sector and any region, who have been appointed as Voting Delegates by their Branches.

5(3) Nominations and Elections. All nominations for Directors must be received by the nominating committee no later than ten (10) business days prior to the start of the AGM. All elections conducted by the Association shall be conducted as follows:

- (a) all votes shall be by secret ballot;
- (b) if two candidates are nominated, the candidate receiving the majority of votes shall be declared elected; and
- (c) if more than two candidates are nominated, a ranked-choice ballot shall be used whereby the voters rank candidates in order of highest to lowest preference as follows:
 - i. If any candidate receives a majority of first-preference votes, they shall be declared elected.
 - ii. If no candidate receives a majority of first-preference votes, the candidate or candidates, in the case of a tie, with the fewest first-preference votes, is/are eliminated and votes for those candidates transferred to the continuing candidate who received the next highest ranking of all continuing candidates.

This process is repeated until a candidate receives the majority of all votes.

5(4) Term of Office. At each AGM at which an election is required, the Members shall elect Directors for a term that shall expire at the third (3rd) AGM held after the election. In addition, at each AGM, the Members shall ratify and confirm the composition of the current Board of Directors. An individual may not serve as a Director for more than three (3)

consecutive terms (approximately nine (9) consecutive years). After serving the maximum amount of terms, an individual must wait twelve (12) months before becoming eligible to serve as a Director again.

5(5) Vacancy After August 1st. In the event, on or after August 1st of any year, a Director dies, resigns (or is deemed to have resigned), or is removed as a Director, the vacancy caused by the death, resignation, or removal shall remain vacant until the next AGM where it shall be filled according to the manner prescribed under Section 5(2) above.

5(6) Vacancy Before August 1st. In the event, prior to August 1st of any year, a Director dies, resigns (or is deemed to have resigned), or is removed as a Director, the Board shall initiate the following process to elect a replacement within sixty (60) calendar days:

- (a) Current (as of the day the vacancy became open) members of the Advisory Council and the alternate Advisory Council, and members of the Cow-Calf and Feedlot Committees, shall be deemed eligible to run as a candidate.
- (b) Voting Delegate registration information from the previous year's AGM shall be used to determine eligibility for sector and regional positions. Interested candidates that did not attend the previous year's AGM will be asked to sign a declaration to validate sector eligibility and may be asked to provide proof of residence to be deemed eligible for a regional position.
- (c) For regional positions, only members of the Advisory Council from the region up for election shall be deemed eligible to vote.
- (d) For all other positions, members of the Advisory Council, regardless of sector, shall be deemed eligible to vote.
- (e) In the event of three consecutive tie-votes, a single candidate name shall be drawn from a hat to determine a winner. All other voting procedures shall follow those outlined under Section 5(3).
- (f) The Credentials Committee shall review and adjudicate disputes regarding candidate and voter eligibility.
- (g) In the event that no candidate stands for election, the seat shall remain vacant until the next AGM; the seat shall be filled at such AGM according to the manner prescribed under Section 5(2) above.

5(7) Removal. The Members may, by a majority vote passed at a Meeting of Members, remove any Director from office before the expiration of the Director's term. The vacancy shall be filled in accordance with Section 5(5) or Section 5(6), as applicable.

5(8) Resignation and Deemed Resignation.

- (a) A Director may resign by providing written notice to the President. Such resignation shall be effective as of the date set out in the notice or the date received by the President, whichever is later.

- (b) In the event that it is determined by the Board of Directors that a Director (i.) has violated any provisions of the Association's by-laws, policies, or procedures; or (ii) has carried out any conduct that may be detrimental to the Association, such individual will be deemed to have resigned as a Director and will cease to be a Director as of the date of the Board meeting at which the Board made its determination. The following process must be followed before the Board can conclude that a deemed resignation has occurred:
- i. Any Director may provide a written request to the President to initiate an investigation to determine if a deemed resignation is warranted. In the event that the President is the Director in question, the request shall be made to the Vice- President.
 - ii. A 'presiding body' consisting of the President and Vice-President shall oversee the determination process. In the event that the President or Vice-President is the Director in question, the Executive Director shall replace such individual as a member of the 'presiding body'.
 - iii. An in-person meeting between the 'presiding body' and the Director in question shall occur within fourteen (14) days of the written request. The Director in question shall be made aware of the reasons behind the written request and provide an opportunity to respond. The 'presiding body' and the Director in question shall attempt to resolve the issue, keeping the best interests of the Association in mind. Any understanding that is reached by the 'presiding body' and the Director in question shall be incorporated into a written recommendation for action.
 - iv. The 'presiding body' shall call a Board meeting to present the recommendation for action. At least fourteen (14) days' notice, and no more than thirty (30) days' notice, of the meeting shall be given. The meeting can be held in conjunction with a regularly-scheduled Board meeting, if scheduling permits. All discussions regarding the deemed resignation request will be held in-camera and the Director in question will not be invited to participate in such discussions.
 - v. The Board shall vote by secret ballot. If the Board determines by a two-thirds (2/3rds) vote, with not less than seven (7) Directors voting in total, that a Director has violated any provisions of the Association's by-laws, policies, or procedures, or has carried out any conduct that may be detrimental to the Association, the Director in question will be deemed to have resigned as the date of the Board meeting. Immediately following the Board meeting, the Board will notify the Director in question in writing of the Board's decision, confirming the effective date of the deemed resignation.

5(9) Place of Board Meetings. Meetings of the Board may be held at the registered office of the Association or at any other place within or outside of Canada as the Board may determine.

- 5(10) **Calling of Meetings.** Meetings of the Board may be called by the President or any three (3) Directors. At least four (4) meetings of the Board shall be held each calendar year, unless determined otherwise by the Board.
- 5(11) **Notice of Meeting.** A meeting of the Board will be held immediately after each AGM, without further notice. Otherwise, notice of the time and place for the holding of a meeting of the Board shall be given telephonically, electronically, or in person not less than seven (7) days before the time when the meeting is to be held; provided, however, that if the President or Executive Director determine that a situation requires an urgent meeting to be held by the Board, twenty-four (24) hours' notice will be acceptable. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. A notice of meeting need not specify the purpose or the business to be transacted at the meeting. The Board may appoint, by resolution, a day or days in any month or months for regular meetings at a place and hour to be named; such resolution shall be provided to the Directors after being passed and no other notice shall be required for any such regular meeting.
- 5(12) **Quorum.** A majority (half plus one) of the Directors currently in office constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or by telephonic or electronic means. If, within one-half (1/2) hour after the time appointed for a Board meeting, a quorum is not present, the meeting shall stand adjourned. A quorum must be maintained throughout any meeting of the Board. In the absence of a quorum, any business transacted, including, without limitation, any decisions taken (except a decision to adjourn) will be null and void.
- 5(13) **Resolutions in Writing.** A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, shall be as valid as if it had been passed at a meeting of Directors or committee of Directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Directors or committee of Directors. While a resolution in writing can be distributed by e-mail, the signature of every Director is required in order for a resolution in writing to be valid.
- 5(14) **Participation at Meeting by Telephonic or Electronic Means.** A Director may participate in a meeting of Directors or of a committee of Directors using telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.
- 5(15) **Attendance at Board Meetings.** Only Directors have the right to attend Board meetings. The Board may invite guests to attend and speak at meetings, but not to vote; such guests may be removed from a meeting by the Board and/or the chair of the meeting. Directors may not appoint proxies to attend meetings in their stead.
- 5(16) **Chair of the Meeting.** In the event that the President and Vice-President are absent or unwilling or unable to act at a Board meeting, the Directors who are present shall choose the next senior Director (in terms of years of service on the Board) to chair the meeting.

5(17) Votes to Govern.

- (a) At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question.
- (b) Each Director (including the chair of a meeting, as a Director) shall have one (1) vote. In case of an equality of votes, the chair of the meeting will have a second, tie-breaking vote.
- (c) Abstentions are not permitted by the Act (other than in situations of conflicts of interest). A Director who is present at a Board meeting, but doesn't vote, or is not present at a Board meeting, will be deemed to have consented to any resolution passed or action taken at the meeting unless the Director causes the Director's dissent to be entered into or placed with the minutes of the meeting, or submits the dissent to the Association, either during the meeting or immediately thereafter (if the Director was present at the Board meeting) or within seven (7) days after becoming aware of the resolution (if not present at the Board meeting).

ARTICLE SIX – APPOINTMENTS TO THE CANADIAN CATTLE ASSOCIATION

6(1) **President and Vice-President.** The President and Vice-President of the Association will receive automatic appointments to sit on the CCA's Board of Directors. Depending on the number of seats allocated to Ontario, subsequent appointments to the CCA's Board of Directors will be made by the Association as follows:

- (a) The nomination of candidates for appointment to the CCA Board of Directors shall be in writing and submitted to the Executive Director of the Association (or such person duly appointed by the President) prior to or at a time during the Annual General Meeting as designated by the President.
- (b) The first available seat shall be filled by a Director of the Association who shall be determined by a majority vote of the Voting Delegates at the Annual General Meeting.
- (c) The next available seat, and any subsequent available seats, shall be determined by a majority vote of the Voting Delegates at the Annual General Meeting.

6(2) **Vacancy After September 1st.** In the event, on or after September 1st of any year, a CCA Director dies, resigns (or is deemed to have resigned), or is removed as a Director, the vacancy caused by the death, resignation, or removal shall remain vacant until the next AGM where it shall be filled according to the manner prescribed under Section 6(1) above.

6(3) **Vacancy Before September 1st.** In the event, prior to September 1st of any year, a CCA Director dies, resigns (or is deemed to have resigned), or is removed as a Director, the BFO Board shall appoint an interim replacement until the next BFO AGM.

6(4) **Qualifications.** An individual appointed by the Association to sit on the CCA's Board of Directors must be a Director of the Association or a member (or alternate member) of the Advisory Council.

ARTICLE SEVEN – ADVISORY COUNCIL

- 7(1) **Purpose.** The purpose of the Advisory Council is to bring forward grass roots issues from Branches to the Board, to communicate Association policies and actions to Branches, and to provide advice and make recommendations to the Board on Association policies and strategic directions.
- 7(2) **Composition.** The Advisory Council shall be composed of one (1) individual from each Branch, who shall be a Voting Delegate (in addition to the Branch's Voting Delegate elected in accordance with Section 9(8)).
- 7(3) **Members of the Advisory Council.** The members of each Branch shall, at the Branch's annual general meeting, elect one of the members of the Branch to sit on the Advisory Council as the Branch's representative. A second member of the Branch shall be elected as the alternate representative; the alternate representative shall sit on the Advisory Council if the original representative resigns from the Advisory Council, is removed as a member of the Advisory Council by a majority vote of the Association's Board, or becomes a Director.
- 7(4) **Election Procedure.** All elections of representatives to the Advisory Council by a Branch shall be conducted by secret ballot with at least two scrutineers appointed by the attendees at the meeting.
- 7(5) **Term of Office.** The term of office for members of the Advisory Council shall commence as of the date of the Branch's annual general meeting and shall terminate immediately prior to the annual general meeting of the following year. There shall be no limit on the number of consecutive terms that an individual may serve as a member of the Advisory Council.
- 7(6) **Meetings.** Meetings of the Advisory Council shall be called by the President of the Board. The Advisory Council shall meet not less than two (2) times each calendar year, at a time and location to be determined by the Board. Each meeting of the Advisory Council shall be attended by the Directors.

ARTICLE EIGHT – FINANCIAL AND CONTRACTUAL MATTERS

- 8(1) **Expenditures.** No money may be expended by the Association, except for:
- (a) payment of expenses incurred by the Association and expenses and per diems of Directors, standing committees, Advisory Council, and ad hoc committees under this By-Law No. 1; and

(b) carrying out the objects of the Association, including the ability to acquire by purchase, lease, devise, gift or other means and to hold and use or occupy any real property determined by the directors to be reasonably necessary for the carrying on of its undertaking and to sell, dispose of and convey the same or any part thereof as may be considered advisable.

8(2) **Cheques.** All payments made by cheque, by or on behalf of the Association, shall be signed by any two of the President, Vice-President, Executive Director, or other staff or Director deemed appropriate as appointed by the President and Executive Director.

8(3) **Execution of Documents.** Deeds, contracts, and other written documents, other than cheques, ("Documents") to be executed on behalf of the Association shall be signed in accordance with the Board's Signing Authority Policy, as amended from time to time. Documents may be executed and delivered by hand or by electronic or telephonic transmission, and in counterparts, and such documents, when duly executed and delivered by all persons required, shall be deemed to constitute one (1) document. The Board may also, by resolution, direct the manner in which, and the person or persons by whom, Documents generally and/or a particular Document or type of Document shall be executed. Any person authorized to sign any Document may affix the corporate seal to the Document.

8(4) **Banking.** The banking business of the Association shall be transacted at such bank, trust company, or other firm carrying on a banking business in Canada or elsewhere as the Board may designate, appoint, or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the Association and/or other persons as the Board may by resolution from time to time designate, direct, or authorize.

8(5) **Compensation.** Directors, members of the Advisory Council, standing committee members, and ad hoc committee members shall, in accordance with Board policy, be reasonably compensated and reimbursed for expenses actually incurred for their services while attending meetings or on official business for the Association.

8(6) **Fiscal Year End.** The fiscal year end of the Association shall be December 31st each year.

ARTICLE NINE – COUNTY OR DISTRICT BRANCHES

9(1) **Becoming a Member of a Branch.** An individual will automatically become a member of the Branch in which that individual resides at the time that such individual is accepted as a Member of the Association. An individual will automatically cease to be a Member after twenty-four (24) months have passed since the individual (or the individual's farm or spouse) has paid a license fee or membership fee to the Association. When an individual ceases to be a Member of the Association, such individual will automatically also cease to be a member of the relevant Branch.

9(2) **Changing Branches.** A Member may apply to the Board to become a member of a different Branch and the Board, at its sole discretion, may approve such transfer.

- 9(3) **Participating Members.** A Branch may, by resolution, establish a class of its members known as “participating members” and may fix membership fees to be paid by participating members. A Member within a Branch is not required to become a participating member of such Branch.
- 9(4) **Rights of Branch Members.** A Member has the right, within such Member’s Branch, to attend meetings, vote and be elected to any office in the Branch. However, a participating member of a Branch may receive such additional benefits and services as the Branch may, by resolution, prescribe. For example, a Branch may, by resolution, restrict voting for and election as a member of the Branch’s board of directors to participating members.
- 9(5) **Branch Areas.** The areas for Branches shall conform to the boundaries of counties and territorial districts in Ontario but two or more adjacent counties or districts may be joined to form one Branch. The word "counties" includes regional municipalities or a part of a regional municipality that was a county prior to the formation of the regional municipality.
- 9(6) **Existing and New Branches.** The Branches in existence at the time of coming into force of this Constitution and By-Laws are set forth in the schedule attached hereto. No new Branch may be formed nor may any existing Branch be extended, consolidated or dissolved without the approval of the Board.
- 9(7) **Branch Board of Directors.** Every Branch shall be operated by a group of individuals locally elected, called the “Branch Board of Directors”, one of whom shall be appointed by the Branch Board of Directors to be the “Secretary of the Branch”. The Branch Board of Directors may adopt rules to govern its affairs provided that such rules are not inconsistent with this Constitution and By-Laws.
- 9(8) **Voting Delegates.** The members of each Branch shall, at each annual general meeting of the Branch, elect from among the Branch members, one or more individuals to act as the Branch’s Voting Delegate(s) at the upcoming AGM. The number of Voting Delegates to be elected by a Branch shall be determined as follows:
- (a) The total number of all Voting Delegates elected under this Section 8(8) shall be Two Hundred (200).
 - i. Of the two hundred (200) Voting Delegates, eighty (80) shall be elected based on cattle population. Of such eighty (80) Voting Delegates, the members of each Branch shall elect the same proportion of that figure as the cattle population of the counties or districts represented by the Branch bears to the total cattle population of Ontario as reported by Statistics Canada in the most recent agricultural census.
 - ii. Of the two hundred (200) Voting Delegates, one hundred twenty (120) shall be elected based on the number of farms in Ontario with cattle. Of such one hundred twenty (120) Voting Delegates, the Members of each Branch shall elect the same proportion of that figure as the number of farms with cattle in the county or district represented by the Branch bears to the total number of farms with cattle as reported by Statistics Canada in the most recent agricultural census.

- iii. Where, in a Branch, the total of the two above-listed calculations produces a number of Voting Delegates for the Branch that is not a whole number, any fraction of a Voting Delegate below .5 shall be rounded down to the nearest whole number and any fraction of a Voting Delegate of .5 or greater shall be rounded up to the next whole number. Even if such rounding process produces a total number of Voting Delegates from all Branches that does not equal two hundred (200), no further adjustments shall be made.
- (b) A Branch may elect one or more additional persons to be alternate Voting Delegates to perform the functions of any Voting Delegate from the Branch who is unavailable to act at a Meeting of Members.
- (c) All elections of Voting Delegates shall be conducted by secret ballot with at least two scrutineers appointed by the attendees at the meeting.

9(9) Minutes of Branch Meetings. The minutes and financial statements presented at a Branch's annual general meeting, and the names, mailing address, phone numbers and e-mail addresses of the Branch's officers elected at such meeting, shall be submitted to the Executive Director of the Association (or the Executive Director's staff designate) by March 31 of each year.

9(10) Notice of a Branch Meeting.

- (a) Notice of the date, time, and place of the annual general meeting of a Branch shall be provided:
 - i. to the Executive Director of the Association no later than November 1st each year; and
 - ii. to the Branch's members no later than December 1st each year.
- (b) The annual general meeting of a Branch must be held at least thirty (30) calendar days before the date of the Annual General Meeting of the Association.

9(11) List of Branch Members. Subject to the regulations under the BCMA, the Board may cause to be established a list of all Members and, where such a list is established, the Board shall provide to each Branch, after December 31st and prior to the Branch's upcoming annual general meeting, a list of eligible voting members of the current year for the purpose of voting at the Branch's upcoming annual general meeting. If an individual's name does not appear on the list provided to the Branch by the Board, or where no such list is provided, the individual may establish eligibility as a member of the Branch and as a Member of the Association by producing to the Secretary of the Branch proof that license fees were paid by that individual, or deducted on behalf of such individual, during the period for which eligibility is at issue.

9(12) Special Meeting of Branch Members. The Branch Board of Directors may, at its discretion, call a special meeting of the members of the Branch to deal with such matters as are described in the notice of the meeting; the provisions of Section 9(10) shall apply to that notice.

9(13) **Quorum and Votes to Pass.** At any meeting of the members of a Branch, a majority of the Branch members present shall constitute a quorum, and a majority of the votes cast shall pass any resolution.

ARTICLE TEN – OFFICERS

10(1) **Election of Officers.** The Board shall, at its meeting held after each AGM, elect by majority vote, the following Officers:

- (a) a Chair and President (who shall be referred to in the Association’s documents as the “Chair and President” or the “President”), who must be a Director; and
- (b) a Vice-Chair and Vice-President (who shall be referred to in the Association’s documents as the “Vice-Chair and Vice-President” or the “Vice-President”), who must be a Director.

10(2) **Additional Officer Positions.** The President may also establish additional Officer positions as necessary, subject to a two-thirds (2/3rds) vote by the Board.

10(3) **Term of Office.** The Officers shall be elected for a one (1) year term. An individual may serve up to three consecutive one-year terms as an Officer.

10(4) **Role of President.** The President shall preside at all meetings of the Members, the Board, and the Advisory Council.

10(5) **Role of Vice-President.** Where the President is absent, unable, or fails to exercise the rights and powers of such position under these by-laws, the Vice-President shall have and may exercise all the rights and powers of the President.

10(6) **Executive Director.** The Board shall hire an executive director who shall be responsible to the Board through the President. The Executive Director shall be responsible for managing the office and for hiring and supervising necessary office staff including an accountant. The Executive Director shall ensure that a complete record of the minutes of all meetings of the Association is maintained.

10(7) **Accountant.** The Association’s accountant shall keep a full and true account of all receipts and expenditures, assets and liabilities, prepare an annual statement, receive all money paid into the Association and forthwith deposit same in such chartered bank, trust company, or other firm carrying on a banking business in Canada or elsewhere as may be approved by the Board.

10(8) **Vacancy in Office.** An Officer (other than an employee) shall hold office until the earlier of:

- (a) the Officer’s resignation, which resignation shall be effective at the time the written resignation is received by the President, or at the time specified in the resignation, whichever is later;
- (b) the removal of the Officer by a majority vote of the Board;
- (c) such Officer ceasing to be a Director; or

(d) such Officer's death.

If the office of any Officer of the Association becomes vacant, the Directors may, by a majority vote, appoint a person to fill such vacancy.

ARTICLE ELEVEN - COMMITTEES

11(1) **Standing Committees.** There shall be three Standing Committees of the Association: Cow-Calf, Feedlot, and Research.

11(2) **Composition of Committees.** The Cow-Calf Committee and the Feedlot Committee shall each consisting of eleven (11) individuals elected as follows:

(a) **Cow-Calf Committee.**

- i. Voting Delegates identified as cow-calf shall elect, at the AGM, from among themselves, six (6) persons to sit on the Cow-Calf Committee for a two (2) year term. Such individuals may not serve for more than four (4) consecutive terms.
- ii. Voting Delegates identified as backgrounder shall elect, at the AGM, from among themselves, one (1) person to sit on the Cow-Calf Committee for a two (2) year term. Such individuals may not serve for more than four (4) consecutive terms.
- iii. The three (3) cow-calf Directors elected to the Board at the AGM, from among Voting Delegates identified as cow-calf, shall receive automatic appointment to the Cow-Calf Committee for a one (1) year term.
- iv. The Cow-Calf Committee shall elect one of its members to serve as a member of the Feedlot Committee for a one (1) year term.

(b) **Feedlot Committee.**

- i. Voting Delegates identified as feedlot shall elect, at the AGM, from among themselves, six (6) persons to sit on the Feedlot Committee for a two (2) year term. Such individuals may not serve for more than four (4) consecutive terms.
- ii. Voting Delegates identified as backgrounder shall elect, at the AGM, from among themselves, one (1) person to sit on the Feedlot Committee for a two (2) year term. Such individuals may not serve for more than four (4) consecutive terms.
- iii. The three feedlot Directors elected to the Board at the AGM, from among Voting Delegates identified as feedlot, shall receive automatic appointment to the Feedlot Committee for a one (1) year term.

- iv. The Feedlot Committee shall elect one of its members to serve as a member of the Cow-Calf Committee for a one (1) year term.

11(3) **Chair and Vice-Chair of Committees.** The Cow-Calf, Feedlot, and Research Committees shall each elect a chair and vice-chair, but if both are absent at any meeting of a Committee, the members of such Committee shall choose a chair for the meeting.

11(4) **Vacancy.** In the event that a Cow-Calf, Feedlot, or Research Committee member is unable to complete such member's term of office, the seat shall remain vacant until the next AGM or, in the case of the Research Committee, the next Board meeting, where the seat shall be filled according to the manner prescribed under Section 10(2) or 10(5), as applicable.

11(5) **Research Committee.** There shall be a Research Committee consisting of eight (8) persons elected as follows:

- (a) One person elected at the discretion of each the following organizations:
 - i. The University of Guelph
 - ii. The Ontario Ministry of Agriculture, Food and Rural Affairs
 - iii. The Ontario Association of Bovine Practitioners
 - iv. AgSights
- (b) The Advisory Councillors and Directors shall elect, from among themselves, two (2) persons to sit on the Research Committee.
- (c) The two (2) Directors elected by the Board to sit on the Beef Cattle Research Council shall receive automatic appointment to the Research Committee. The following process shall be used in the event that the number of Ontario seats on the Beef Cattle Research Council is less than, or more than, two:
 - i. In the event that Ontario's allocation to the Beef Cattle Research Council is more than two, the Board shall elect two persons, from among the Ontario persons elected to the Beef Cattle Research Council, to serve on the Research Committee.
 - ii. In the event that Ontario's allocation to the Beef Cattle Research Council is less than two, all remaining seats on the Research Committee shall be filled by individuals elected by Advisory Councillors and Directors, from among themselves.
- (d) All Research Committee members shall be elected to serve a one-year term.

11(6) **Nominating Committee.** There shall be a Nominating Committee consisting of individuals elected at the first Board meeting following the AGM. The function of the Nominating Committee is to present a slate of names for election as regional Board positions, sector Board positions, at-large Board positions, and committee positions with the provision that additional nominations for committee positions may be made at the time of the election by Voting Delegates.

11(7) **Ad Hoc Committees.** The Board may, but need not, appoint any ad hoc committee or other advisory body as it deems necessary or appropriate from time to time, and may delegate such powers as the Board shall see fit, with the exception of such powers that the ONCA prohibits from being delegated namely:

- (a) The power to submit to the Members any question or matter requiring the approval of the Members.
- (b) The power to fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the Association.
- (c) The power to appoint additional Directors.
- (d) The power to issue debt obligations except as authorized by the Board.
- (e) The power to approve any financial statements.
- (f) The power to adopt, amend or repeal By-Laws.
- (g) The power to establish contributions to be made, or dues to be paid, by Members.

11(8) **Governance of Committees and Advisory Bodies.** Every committee or advisory body shall be governed by such policies, procedures, codes, and/or terms of reference approved by the Board from time to time. Any committee member may be removed by resolution of the Board. The chair of a committee shall be appointed by the committee members. Any committee that includes one (1) or more non- Directors may not be delegated any of the powers of the Board but shall only act in an advisory capacity.

ARTICLE TWELVE – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

12(1) **Standard of Care.** Every Director and Officer of the Association, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the Association and shall meet the standard of care required by the common law and the Act, which shall be no less than the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Association shall comply with the Act, the ONCA, this By-Law No. 1, and the Policies and Procedures.

12(2) **Limitation of Liability.** Provided that the standard of care required of the Directors under the ONCA and this By-Law No. 1 has been satisfied, which includes relying in good faith on financial statements of the Association presented by an Officer, reports of the auditor (or person conducting a review engagement, if applicable), financial reports of the Association presented by an Officer, a report or advice of an Officer or employee of the Association, or a report of a professional, no Director shall be liable for money or property distributed or paid by the Association contrary to the Act.

12(3) **Indemnification of Directors and Officers.** The Association shall indemnify each former and present Director and Officer of the Association, and each other individual who acts or acted at the Association's request as a Director or Officer or in a similar capacity of another entity,

against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Association or other entity if:

- (a) the person was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done;
- (b) the person acted honestly and in good faith with a view to the best interests of the Association or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Association's request; and
- (c) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

The Association may indemnify such persons and their heirs, executors, administrators, and legal representatives, in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-Law No. 1 shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law No. 1.

12(4) **Insurance.** Subject to the Act, the Association shall purchase and maintain directors' and officers' liability insurance for the benefit of any person entitled to be indemnified by the Association pursuant to Section 12(3) against any liability incurred by the individual in the individual's capacity as a Director or an Officer of the Association; or in the individual's capacity as a Director or Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Association's request.

12(5) **Advances.** With respect to the defence by a Director or Officer or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which the Association is liable to indemnify a Director or Officer pursuant to the terms of the Act, the Board may authorize the Association to advance to the Director or Officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to the Association disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The Director or Officer shall repay the money advanced if the Director or Officer is required to do so by the Act.

ARTICLE THIRTEEN - NOTICES

13(1) **Method of Giving Notices.** Any notice (which term includes any communication or document) to be given to a Member, Director, Officer, member of a committee of the Board, or the auditor or person appointed to conduct a review engagement shall be sufficiently given if given by mail, courier or personal delivery, or by an electronic, telephonic, or other communication facility. A notice so delivered shall be deemed to have been given when it is

delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of electronic or similar communication shall be deemed to have been given when sent by the sender's electronic server or equivalent facility. The President may change or cause to be changed the recorded address of any Member, Director, Officer, or the auditor (or person appointed to conduct a review engagement, if applicable) in accordance with any information believed by the President to be reliable. The declaration by the President that notice has been given pursuant to this By-Law No. 1 shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Association to any notice or other document to be given by the Association may be written, stamped, typewritten, electronically signed, or printed, or partly written, stamped, typewritten, electronically signed, or printed.

13(2) **Omissions and Errors.** The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or the auditor (or the person appointed to conduct a review engagement, if applicable), or the nonreceipt of any notice by any such person where the Association has provided notice in accordance with this By-Law No. 1, or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

13(3) **Waiver of Notice.** Any person entitled to notice may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice. Any such waiver or abridgement shall be in writing.

ARTICLE FOURTEEN – DISPUTE RESOLUTION

14(1) **Mediation and Arbitration.** Disputes or controversies among Members, Directors, or Officers (other than any employees of the Association), or between a Member, Director, or Officer (other than any employee of the Association) and the Association, in relation to the applicability and enforcement of this By-Law No. 1 or any Policies and Procedures, are, to the furthest extent permitted by law, to be resolved in accordance with mediation and arbitration as provided in Section 14(2).

14(2) **Dispute Resolution Mechanism.** In the event that a dispute or controversy among Members, Directors, or Officers of the Association arising out of or related to the this By-Law or the Policies and Procedures is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, Directors, or Officers of the Association as set out in this By-Law No. 1, the Policies and Procedures, the ONCA, or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a panel of professional mediators whereby each party appoints one (1) mediator and the mediators so

appointed jointly appoint an additional mediator. The mediators will then meet with the parties in question to attempt to mediate a resolution between the parties.

- (b) The number of mediators may be reduced upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the dispute shall be determined by arbitration before a single arbitrator, in accordance with the Arbitration Act, 1991 (Ontario). The seat of the arbitration will be Guelph and the language of the arbitration will be English. The arbitrator shall not be any one (1) of the mediators previously used to mediate a resolution of the dispute. The party commencing the arbitration will give written notice proposing the names of three (3) individuals who are acceptable to it to serve as a sole arbitrator. Within ten (10) days of the receipt of the proposed individuals, each of the other parties will give written notice that they accept the appointment of one (1) of the three (3) individuals or will name three (3) other individuals who are acceptable to it to serve as sole arbitrator. If the parties are unable to agree upon a sole arbitrator within a further ten (10) days, any party may apply to the Superior Court of Justice to appoint an arbitrator. The parties will act reasonably and in good faith to attempt to agree upon the sole arbitrator in the most expedient manner possible. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law, or mixed fact and law.
- (d) Both the mediation and the arbitration will be kept confidential and the existence of the proceedings and any element of them will not be disclosed beyond the mediators, the arbitrator, the parties, their counsel, and any expert person necessary to the conduct of the proceeding, except as may lawfully be required in judicial proceedings relating to the arbitration, as may be reasonably necessary for the enforcement of the arbitration award, and as may be required by law.
- (e) All costs of the mediators appointed in accordance with this Section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this Section shall be borne by such parties as may be determined by the arbitrators.

ARTICLE FIFTEEN – AUDITOR

15(1) Remuneration. The Board shall determine the fee to be paid to the auditor.

15(2) Qualifications. The auditor shall be duly licensed under the laws of Ontario. Such individual, and such individual's business partners, shall not (a) be a business partner, Director, an Officer, or an employee of the Association or any of its affiliates, or a business partner of any Director, Officer, or employee of the Association or any of its affiliates; (b) beneficially own or control a material interest in the debt obligations of the Association or any of its affiliates; or (c) have been a receiver, receiver-manager, liquidator, or trustee in bankruptcy of the Association or any of its affiliates within two years before the person is proposed to be appointed as the auditor of the Association.

- 15(3) **Removal.** The auditor shall cease to hold such position when such person dies or resigns, is declared disqualified by a court, or is removed by the Members in accordance with the Act.
- 15(4) **Vacancy.** The Board shall immediately fill a vacancy in the position of auditor if such appointment is permitted by the ONCA.

ARTICLE SIXTEEN – BY-LAWS AND EFFECTIVE DATE

16(1) **By-Law and Effective Date.** The Board may make, amend or repeal any by-laws that regulate the activities or affairs of the Association. Any such By-Laws, amendment or repeal shall be effective from the date of the resolution of the Board until the next Meeting of Members where it must be confirmed, rejected or amended by the Members by a majority vote. If the by-laws, amendment, or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed or confirmed as amended. The By-Laws, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

This Section 16(1) does not apply to a By-Law amendment that requires a Special Resolution under the ONCA because such By-Law amendments are only effective when confirmed by the Members.

Upon the enactment of this By-Law No. 1, all previous Constitutions and By-Laws of the Association shall be repealed. Such repeal shall not affect the previous operation of any By-Laws or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles obtained pursuant to, any such By-Laws prior to its repeal. All Directors, Officers, and person acting under any By-Laws so repealed shall continue to act as if appointed under the provisions of this By-Law No. 1 and all resolutions of the Members and of the Board with continuing effect passed under any repealed By-Laws shall continue as good and valid except to the extent inconsistent with this By-Law No. 1 and until amended or repealed.

APPROVED by the Board of Directors as of the 20th day of November, 2023



Jack Chaffe
Chair and President



Craig McLaughlin
Vice Chair and Vice President

CONFIRMED by the Members as of the 21st day of February, 2024



Craig McLaughlin
Chair and President



Jason Leblond
Vice Chair and Vice President