

ALBERTA BEEF PRODUCERS

BY-LAWS

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ALBERTA BEEF PRODUCERS

BY-LAWS

Definitions

1(1) Words used in these by-laws have the same meaning as they do in the Plan.

1(2) In these By-laws

- (a) “cattle industry council member” means a member appointed to the Cattle Industry Council under section 61,
- (b) “committee” means a zone committee, any standing, special or ad hoc committee of the Commission or the cattle councils, the Governance Committee and the Audit Committee,
- (c) “cattle council” includes the Cow Calf Council, the Cattle Feeder Council and the Cattle Industry Council or any one of the cattle councils as the context requires,
- (d) “cattle council director” means a cow calf council director, a cattle feeder council director and a cattle industry council director or any one type of these directors as the context requires,
- (e) “delegate” includes a zone delegate, cattle feeder council delegate, cattle feeder council delegate at large and a cattle industry council delegate or any one type of these delegates as the context requires,
- (f) “director” means a member of the Commission and includes a zone director, a director at large, a cow calf council director, a cattle feeder council director and a cattle industry council director or any one of these types of directors as the context requires,
- (g) “eligible producer” means a producer who
 - (i) is 18 years of age or older,
 - (ii) has, during the current or immediately preceding year, paid a service charge to the Commission or to another person on behalf of the Commission,
 - (iii) in the case of a producer who is an individual, is a resident of Alberta, and
 - (iv) in the case of a producer that is not an individual, carries on business in Alberta.

PART 1

Producers, Eligible Producers and Delegates

Division 1

Producers and Eligible Producers

General rights of producers

2 In accordance with these By-laws, a producer is entitled

- (a) to attend any producer meeting,

- (b) to make representations on any matter pertaining to the Plan and the operation of the Commission at any producer meeting,
- (c) to vote on any matter at any producer meeting at which a vote is held in the zone in which the producer is entitled to vote,
- (d) to vote in any election for zone delegates or cattle feeder council delegates that is conducted at any producer meeting at which an election is held in the zone in which the producer is entitled to vote,
- (e) to vote in any plebiscites of producers held under the Act,
- (f) to be appointed by the Commission to represent the Commission on any task force, committee, group or organization of which the Commission is a member or to which the Commission elects or appoints individuals, and
- (g) be appointed by the Commission or the cattle councils to sit as a member of any committee established by the Commission or the cattle councils under Part 4.

General rights of eligible producers

3(1) In accordance with these By-laws, in addition to what a producer may do under these By-laws, an eligible producer is entitled

- (a) to hold office as a zone delegate or cattle feeder council delegate in the zone in which the eligible producer is entitled to hold office,
- (b) to hold office as a cattle feeder council delegate at large,
- (c) to hold office as a cattle industry council delegate,
- (d) to hold office as
 - (i) a director of Canadian Cattlemen's Association,
 - (ii) a member of Beef Information Centre, and
 - (iii) a director of the Canadian Beef Cattle Research, Market Development and Promotion Agency.

3(2) An eligible producer may not

- (a) at any one time, hold more than one position as a delegate,
- (b) stand for election or be a candidate for a delegate position when holding office as a delegate, or
- (c) stand for election for more than one delegate position in the same election.

Producers and eligible producers who are individuals

4(1) Where a producer or an eligible producer is an individual, that producer or eligible producer may exercise the rights described in sections 2 and 3 in only one zone.

4(2) Where a producer or an eligible producer to which this section applies

- (a) resides and is a producer in only one zone, that zone,

- (b) resides and is a producer in one zone and is also a producer in one or more other zones, only in the zone in which that producer or eligible producer resides,
- (c) resides and is a producer in more than one zone, in only one of the zones in which that producer or eligible producer resides and is a producer,
- (d) resides in one zone but is a producer in a different zone, only in the zone in which that producer or eligible producer is a producer,
- (e) resides in one zone but is a producer in two or more different zones, in only one of the zones in which that eligible producer is a producer.

4(3) A producer or an eligible producer to which this section applies shall not appoint a representative to act on behalf of that producer under these By-laws.

Producers and eligible producers that are not individuals

5(1) Where a producer or an eligible producer is not an individual, that producer or eligible producer may exercise the rights described in sections 2 and 3 in only one zone.

5(2) Where a producer or an eligible producer to which this section applies

- (a) carries on business and is a producer in only one zone, that zone,
- (b) carries on business and is a producer in one zone and is also a producer in one or more other zones, only in the zone in which that producer or eligible producer carries on business,
- (c) carries on business and is a producer in more than one zone, in only one of the zones in which that producer or eligible producer carries on business and is a producer,
- (d) carries on business in one zone but is a producer in a different zone, only in the zone in which that producer or eligible producer is a producer, or
- (e) carries on business in one zone but is a producer in two or more different zones, in only one of the zones in which that eligible producer is a producer.

5(3) A producer or an eligible producer to which this section applies shall appoint an individual to be its representative to exercise the rights referred to in sections 2 and 3 on behalf of that producer or eligible producer.

5(4) A representative of a producer or an eligible producer must reside in the zone in which the rights of the producer or the eligible producer are exercised unless the representative is the majority owner of that producer or eligible producer and is a resident of Alberta.

5(5) An individual cannot be a representative under this section for more than one producer or eligible producer at any one time.

5(6) An individual shall not exercise any of the rights of a producer or an eligible producer in that individual's own capacity as a producer or an eligible producer while appointed as the representative of a producer or an eligible producer.

5(7) If a producer or an eligible producer to which this section applies is

- (a) a corporation, it shall appoint an individual who is a director, shareholder, member, officer or employee of the corporation as its representative,

- (b) a partnership, it shall appoint an individual who is a partner or employee of the partnership as its representative, or
- (c) an organization, other than a corporation or a partnership, it shall appoint an individual who is a member, officer or employee of the organization as its representative.

PART 1
Eligible Producers and Delegates

Division 2
Zones and Zone Delegates

Zones

6 For the purposes of these By-laws,

- (a) Alberta is divided into 9 zones as set out in the Schedule to the Plan, and
- (b) each zone is comprised of the lands set out in the Schedule to the Plan.

Zone delegates

7(1) The Commission shall have a minimum of 27 and a maximum of 45 zone delegates to be elected pursuant to section 8 or otherwise appointed under these By-laws.

7(2) The zone delegates elected or otherwise appointed for a zone represent the eligible producers of that zone.

Election of zone delegates

8(1) The producers in each zone shall, at the annual producer meeting for their zone, elect a minimum of three (3) and a maximum of five (5) zone delegates.

8(2) Where fewer than or only a sufficient number of eligible producers have been nominated to fill the required minimum number of zone delegate positions, the returning officer shall declare the eligible producers nominated as zone delegates as being elected by acclamation.

8(3) Where fewer than the minimum number of zone delegates have been declared elected by acclamation, the zone delegates and the cattle feeder council delegate who have been declared elected shall appoint eligible producers to the remaining minimum number of positions as zone delegates and the eligible producers so appointed shall, subject to the approval of the Commission, hold office as zone delegates as if elected.

8(4) Where only the minimum number or fewer than the maximum number of zone delegates have been declared elected by acclamation or appointed, the zone delegates and the cattle feeder council delegate who have been declared elected or appointed may appoint eligible producers to the maximum number of positions of zone delegates and the eligible producers so appointed shall, subject to the approval of the Commission, hold office as zone delegates as if elected.

8(5) The elections for the zone delegates are to be conducted in such a manner so that,

- (a) up to two (2) zone delegates are elected in one year, and
- (b) up to three (3) zone delegates are elected in the following year.

Term of office

9 The term of office of a zone delegate

- (a) commences on the announcement of the results of the elections held at the annual producer meeting, and
- (b) expires on the announcement of the results of the elections held at the annual producer meeting that takes place in the 2nd year following the year in which the term commenced.

Zone delegate vacancy

10 If a zone delegate ceases to hold office before the expiry of that delegate's term of office, all the other zone delegates and the cattle feeder council delegate

- (a) shall, if the number of zone delegates falls below the minimum number required, and
- (b) may, if clause (a) does not apply

appoint another eligible producer as a zone delegate who shall, subject to the approval of the Commission, serve for the unexpired portion of that term of office.

Removal and replacement of zone delegates

11(1) Subject to section 28, the producers may, at a producer meeting, remove any zone delegate from office.

11(2) Where a vacancy is created by the removal of a zone delegate, the producers may, at the meeting at which the zone delegate was removed, elect a zone delegate from among the eligible producers to serve for the unexpired portion of that term of office.

11(3) Notwithstanding subsection (1), if a zone delegate is not elected under subsection (1), the position may be filled under section 10.

PART 1 **Eligible Producers and Delegates**

Division 3 **Cattle feeder council delegates**

Cattle feeder council delegates

12(1) The Commission shall have

- (a) a minimum of five (5) and a maximum of nine (9) cattle feeder council delegates to be elected pursuant to section 13 or otherwise appointed under these By-laws, and
- (b) up to seven (7) cattle feeder council delegates at large elected pursuant to section 14 or otherwise appointed under these By-laws.

12(2) The cattle feeder council delegates elected or otherwise appointed for a zone pursuant to section 13 represent the eligible producers of that zone.

12(3) The cattle feeder council delegates at large elected pursuant to section 14 represent the cattle feeders in Alberta.

Election of cattle feeder council delegates

13(1) The producers in each zone, may, at the annual producer meeting elect one cattle feeder council delegate for that zone.

13(2) Where only one eligible producer has been nominated to fill the position of cattle feeder council delegate for a zone, the returning officer shall declare the eligible producer nominated as the cattle feeder council delegate as being elected by acclamation.

13(3) Where a cattle feeder council delegate has not been declared elected under sub-section (1) and has not been declared elected by acclamation under sub-section (2), the zone delegates who have been declared elected may appoint an eligible producer to the cattle feeder council delegate position and the eligible producer so appointed shall, subject to the approval of the Commission, hold office as a cattle feeder council delegate as if elected.

13(4) The elections for cattle feeder council delegates are to be conducted in such a manner so that,

- (a) in the case of zones 1, 3, 5, 7 and 9 the cattle feeder council delegates are elected in the same year that up to two (2) zone delegates referred to in section 8(5)(a) are elected, and
- (b) in the case of zones 2, 4, 6 and 8, the cattle feeder council delegates are elected in the same year that up to three (3) zone delegates referred to in section 8(5)(b) are elected.

Election of cattle feeder council delegates at large

14(1) Where a minimum of five (5) cattle feeder council delegates have been elected or appointed the delegates may, at the annual delegate meeting, elect up to seven (7) cattle feeder council delegates at large from among the zone delegates and eligible producers provided the total number of cattle feeder council delegates and cattle feeder council delegates at large does not exceed twelve (12) delegates.

14(2) Where fewer than or only a sufficient number of zone delegates or eligible producers have been nominated to fill the number of cattle feeder council delegate at large positions, the returning officer shall declare the zone delegates or eligible producers nominated as cattle feeder council delegates at large as being elected by acclamation.

14(3) Where fewer than the maximum number of cattle feeder council delegates at large have been declared elected by acclamation, the cattle feeder council delegates who have been declared elected may appoint zone delegates or eligible producers to the maximum number of positions as cattle feeder council delegates at large and the zone delegates and eligible producers so appointed shall, subject to the approval of the Commission, hold office as cattle feeder council delegates at large as if elected.

Term of office

15(1) The term of office of a cattle feeder council delegate

- (a) commences on the announcement of the results of the elections held at the annual producer meeting, and
- (b) expires on the announcement of the results of the elections held at the annual producer meeting that takes place in the 2nd year following the year in which the term commenced.

15(2) The term of office of a cattle feeder council delegate at large

- (a) commences on the announcement of the results of the elections held at the annual delegate meeting, and
- (b) expires on the announcement of the results of the elections held at the next annual delegate meeting.

Cattle feeder council delegate vacancy

16 If a cattle feeder council delegate elected at an annual producer meeting under section 13 ceases to hold office before the expiry of that delegate's term of office, the zone delegates may appoint another eligible producer as a cattle feeder council delegate who shall, subject to the approval of the Commission, serve for the unexpired portion of that term of office.

Cattle feeder council delegate at large vacancy

17 If a cattle feeder council delegate at large elected at the annual delegate meeting under section 14 ceases to hold office before the expiry of that delegate's term of office, the delegates may elect another zone delegate or eligible producer at the next delegate meeting who shall serve for the unexpired portion of that term of office.

Removal and replacement of cattle feeder council delegates

18(1) Subject to section 28, the producers may, at a producer meeting, remove from office any cattle feeder council delegate.

18(2) Where a vacancy is created by the removal of a cattle feeder council delegate, the producers may, at the meeting at which the delegate was removed, elect a cattle feeder council delegate from among the eligible producers to serve for the unexpired portion of that term of office.

18(3) Notwithstanding subsections (1) and (2), if a cattle feeder council delegate is not elected under subsection (2), the position may be filled under section 16.

Removal of and replacement of cattle feeder council delegates at large

19(1) Subject to sections 28, the delegates may, at a delegate meeting, remove any cattle feeder council delegate at large from office.

19(2) Where a vacancy is created by the removal of a cattle feeder council delegate at large, the delegates may, at the meeting at which the delegate was removed, elect or appoint a cattle feeder council delegate at large from among the zone delegates and eligible producers who shall serve for the unexpired portion of that term of office.

19(3) Notwithstanding subsections (1) and (2), if a cattle feeder council delegate at large is not elected under subsection (2), the position may be filled under section 17.

PART 1
Eligible Producers and Delegates

Division 4
Cattle Industry Delegates

Cattle industry council delegates

20 The Commission shall have up to ten (10) cattle industry council delegates to be elected pursuant to section 21 or otherwise elected or appointed under these By-laws.

Election of cattle industry council delegates

21(1) The cattle industry council members shall at the annual Cattle Industry Council meeting elect up to ten (10) cattle industry council delegates from among the cattle industry council members who are eligible producers.

21(2) Where fewer than or only a sufficient number of cattle industry council members who are eligible producers have been nominated to fill the number of cattle industry council delegate positions, the returning officer shall declare those cattle industry council members nominated as cattle industry council delegates as being elected by acclamation.

21(3) Where fewer than the number of cattle industry council delegates have been declared elected by acclamation, the Cattle Industry Council may appoint cattle industry council members who are eligible producers to the remaining positions as cattle industry council delegates, and the members so appointed shall hold office as cattle industry council delegates as if elected.

21(4) The elections for cattle industry council delegates are to be conducted in such a manner so that,

- (a) up to five (5) cattle industry council delegates are elected in the same year that up to two zone delegates referred to in section 8(5)(a) are elected, and
- (b) up to five (5) cattle industry council delegates are elected in the same year that up to 3 zone delegates referred to in section 8(5)(b) are elected.

Term of office

22 The term of office of a cattle industry council delegate

- (a) commences on the announcement of the results of the elections held at the annual Cattle Industry Council meeting, and
- (b) expires on the announcement of the results of the elections held at the annual Cattle Industry Council meeting that takes place in the 2nd year following the year in which the term commenced.

Cattle industry council delegate vacancy

23 If a cattle industry council delegate ceases to hold office before the expiry of that delegate's term of office, the Cattle Industry Council may elect or appoint another cattle industry council member who is an eligible producer as a cattle industry council delegate who shall serve for the unexpired portion of that term of office.

Removal of cattle industry council delegates

24(1) Subject to section 28, the Cattle Industry Council may, at a Cattle Industry Council meeting, remove any cattle industry council delegate from office.

24(2) Where a vacancy is created by the removal of a cattle industry council delegate, the Cattle Industry Council may, at the meeting at which the delegate was removed, elect or appoint a cattle industry council delegate from among the cattle industry council members who are eligible producers to serve for the unexpired portion of that term of office.

24(3) Notwithstanding subsection (2), if the cattle industry council delegate is not appointed under subsection (2), the position may be filled under section 23.

PART 1
Eligible Producers and Delegates

Division 5
Common delegate provisions

Functions of delegates

25(1) In addition to what an eligible producer may do under these By-laws,

- (a) a delegate who is a zone delegate or cattle feeder council delegate may, in the zone that the delegate represents,
 - (i) attend zone committee meetings,
 - (ii) at zone committee meetings,
 - (A) make representations on any matter pertaining to the Plan, these By-laws or the operation of the Commission,
 - (B) vote on any matter under the Plan or these By-laws, and
 - (C) vote in any election for a zone director,

and

- (iii) hold office as a zone director,
- (b) a delegate who is a cattle feeder council delegate or a cattle feeder council delegate at large may
 - (i) attend Cattle Feeder Council meetings,
 - (ii) at Cattle Feeder Council meetings,
 - (A) make representations on any matter pertaining to cattle feeders,
 - (B) vote on any matter pertaining to cattle feeders, and
 - (C) vote in any election for the cattle feeder council director,

and

- (iii) hold office as a cattle feeder council director,
- (c) a zone delegate who is elected to the Cow Calf Council under sections 50(1) and (2) may
 - (i) attend Cow Calf Council meetings,
 - (ii) at Cow Calf Council meetings,
 - (A) make representations on any matter pertaining to cow calf producers,
 - (B) vote on any matter pertaining to cow calf producers, and
 - (C) vote in any election for the cow calf council director,

and

- (iii) hold office as a cow calf council director,
- (d) a delegate who is a cattle industry council delegate may
 - (i) attend Cattle Industry Council meetings,
 - (ii) at Cattle Industry Council meetings,
 - (A) make representations on any matter pertaining to the cattle industry,
 - (B) vote on any matter pertaining to the cattle industry, and
 - (C) vote in any election for cattle industry council director,
- and
- (iii) hold office as a cattle industry council director,
- and
- (e) a delegate may
 - (i) attend any annual or special delegate meeting,
 - (ii) at any annual or special delegate meeting,
 - (A) make representations on any matter pertaining to the Plan, these By-laws or the operation of the Commission,
 - (B) vote on any matter under the Plan or these By-laws, and
 - (C) vote in any election for
 - (I) directors at large of the Commission,
 - (II) cattle feeder council delegates at large,
 - (III) zone delegates to the Cow Calf Council,
 - (IV) directors of the Canadian Cattlemen's Association,
 - (V) members of the Beef Information Centre, and
 - (VI) directors of the Canadian Beef Cattle Research, Market Development and Promotion Agency
 - (iii) hold office as a director at large of the Commission,
 - (iv) be appointed by the Commission to sit as a member of any committee established by the Commission under Part 4, and
 - (v) be appointed by the Commission to represent the Commission on any task force, committee, group or organization of which the Commission is a member or to which the Commission elects or appoints individuals.

25(2) A delegate may not,

- (a) at any one time, hold more than one position as a director, or

- (b) stand for election or be a candidate for a director position when holding office as a director.

Number of terms

26(1) An eligible producer shall not serve for more than five (5) consecutive terms as a delegate.

Amended 2009 AGM

26(2) If an eligible producer serves for five (5) consecutive terms as a delegate, that eligible producer is not eligible to serve again as a delegate of any type under these By-laws until one year has expired following the expiry of that eligible producer's last term of office as a delegate.

Amended 2009 AGM

26(3) Subject to subsection (4), for the purpose of determining the number of consecutive terms that an eligible producer has served as a delegate, any portion of a term of office served by a delegate shall be considered to be a term of office.

26(4) For the purpose of determining the number of consecutive terms that an eligible producer has served as a delegate, an unexpired term of office served by a delegate who is appointed or elected pursuant to sections 10, 11, 16, 17, 18, 19, 23 and 24 of these by-laws and section 23 of the Plan shall be considered to be a term of office only if the time served exceeds 12 months.

Completion of term

27 A delegate may complete that delegate's term of office even though,

- (a) if the delegate is an eligible producer who is an individual, that delegate ceases to
 - (i) be an eligible producer, or
 - (ii) meet the requirements of section 4,
- (b) if the delegate is the representative of an eligible producer,
 - (i) that eligible producer ceases to be an eligible producer,
 - (ii) that delegate ceases to be the representative of an eligible producer, or
 - (iii) that delegate ceases to meet the requirements of section 5.

Procedure and restriction on removing delegates

28(1) For the purposes of this section, meeting means:

- (a) in the case of a zone delegate or a cattle feeder council delegate, a producer meeting,
- (b) in the case of a cattle feeder council delegate at large, a delegate meeting,
- (c) in the case of a cattle industry council delegate, a cattle industry council meeting.

28(2) A motion may be brought before a meeting for the removal of a delegate by:

- (a) a resolution of

- (i) the zone committee, in the case of a zone delegate or cattle feeder council delegate,
 - (ii) the Cattle Feeder Council, in the case of a cattle feeder council delegate or a cattle feeder council delegate at large, or
 - (iii) the Cattle Industry Council, in the case of a cattle industry council delegate,
- (b) a petition of the producers in the case of the zone delegate or a cattle feeder council delegate which shall
- (i) be signed by 15 producers,
 - (ii) contain the printed names, addresses and telephone numbers of each producer signing the petition, and
 - (iii) be delivered to the Commission.
- (c) The resolution or petition referred to in clauses (a) and (b) shall identify the delegate and specify the grounds on which the delegate is sought to be removed and the duty or responsibility the delegate has allegedly.

28(3) Where a resolution referred to in section 28(2)(a) is approved or where a petition referred to in section 28(2)(b) is received by the Commission, the Commission shall

- (a) schedule a meeting to consider the resolution or petition, as the case may be, at such reasonable date and time as may be determined by the Commission,
- (b) include a motion for the removal of the delegate in the notice calling the meeting held for the purpose of removing the delegate, and
- (c) provide a copy of the resolution or petition, as the case may be, to the delegate sought to be removed with that delegate's copy of the notice calling the meeting.

28(4) The motion to remove a delegate shall be determined by ordinary resolution

- (a) of the producers, in the case of a zone delegate or cattle feeder council delegate,
- (b) of the delegates, in the case of a cattle feeder council delegate at large, and
- (c) of the Cattle Industry Council, in the case of a cattle industry council delegate

unless on or before the date of the meeting the delegate resigns from office.

28(5) If a delegate is a director, that delegate may not be removed from office as a delegate without first having been removed from office as a director pursuant to sections 38, 39 and 40 as the case may be.

28(6) If a delegate is the chair, vice chair or finance chair of the Commission, that delegate may not be removed from office as a delegate without first having been removed from office

- (a) as a director in the manner referred to in sections 38, 39 or 40 as the case may be, and
- (b) as the chair, vice chair or finance chair pursuant to section 47(1).

PART 2
Commission Members

Division 1
Commission

Commission

29 The Commission members elected pursuant to section 14 of the Plan shall be known as Directors and, subject to section 14(2) of the Plan, the Directors are

- (a) the nine (9) zone directors elected pursuant to section 32,
- (b) the four (4) directors at large elected pursuant to section 33, and
- (c) the three (3) cattle council directors elected pursuant to section 34.

Responsibilities and authority of the Commission

30(1) The responsibilities of the Commission, the authority delegated to the Commission by the Council and the direction, administration and management of the Commission's work, business and affairs, including the control and management of all the assets owned, held or acquired by the Commission, are vested in the Commission members.

30(2) Without restricting the generality of the foregoing, the Commission

- (a) shall maintain an office in Calgary, Alberta,
- (b) may appoint a General Manager and prescribe the duties and fix the remuneration of the General Manager,
- (c) may allow the General Manager
 - (i) to retain other employees or contractors, other than the auditor appointed pursuant to the Plan, and
 - (ii) to prescribe the duties and remuneration payable to those employees and contractors,
- (d) shall open one or more bank accounts with one or more financial institutions and designate any officers, employees and other persons as persons permitted
 - (i) to sign cheques and other negotiable instruments,
 - (ii) to transact the business of the Commission with its financial institutions, and
 - (iii) generally to do all things incidental to or in connection with the transaction of the business of the Commission with its financial institutions,
- (e) shall maintain or cause to be maintained books and records that from time to time may be required under the Act or the regulations or by virtue of any order of the Council or that may be required by the Commission,

30(3) They have the power to do all things necessary to carry out the purpose of these By-laws and the responsibilities and authority of the Commission.

30(4) Where a person, entity, cattle council or committee is authorized under section 6(2) of the Plan to exercise any power of the Commission,

- (a) that person, entity, cattle council or committee shall report back to the Commission with respect to the exercise of that power, and
- (b) the Commission shall retain a supervisory function to oversee the actions of that person, entity, cattle council or committee in the exercise of that power.

Functions of directors

31 In addition to any function that a delegate may carry out under these By-laws, a director may

- (a) attend Commission meetings,
- (b) at Commission meetings
 - (i) make representations on any matter pertaining to the Plan, these By-laws or the operation of the Commission, and
 - (ii) vote on any matter under the Plan or these By-laws,
- (c) vote at an election for the chair of the Commission, vice chair of the Commission and finance chair of the Commission,
- (d) hold office as chair of the Commission, vice chair of the Commission or finance chair of the Commission,
- (e) be elected or appointed by the Commission or the cattle councils to committees in accordance with Part 4,
- (f) be elected or appointed by the Commission to represent the Commission on any task force, committee group or organization of which the Commission is a member or to which the Commission elects or appoints individuals.

Election of zone directors

32 In each year at the annual zone committee meetings each zone committee shall elect from among themselves a delegate who shall be both

- (a) the zone director for that zone, and
- (b) a zone director of the Commission.

Election of directors at large

33 At the annual delegate meeting, the delegates shall elect from among themselves four (4) directors at large.

Election of cattle council directors

34 In each year at the annual cattle council meetings, the cattle councils shall elect from among themselves a cattle council delegate who shall be both

- (a) the cattle council director for that cattle council, and
- (b) the chair of the cattle council.

Election of directors by acclamation

35(1) Where fewer than or only a sufficient number of eligible delegates have been nominated to fill the required number of zone director, director at large and cattle council director positions the returning officer shall declare those delegates nominated as directors as being elected by acclamation.

35(2) Where fewer than the required number of zone directors, directors at large and cattle council directors have been declared elected by acclamation, the directors that have been elected shall appoint from among the eligible delegates an eligible delegate to the remaining positions as director and those delegates so appointed shall, subject to the approval of the Council hold office as a director as if elected.

Completion of term of office and maximum number of consecutive terms

36(1) A director may complete that director's term of office even though that director ceases to be a delegate pursuant to section 9(b), 15(1)(b), 15(2)(b) and 22(b).

36(2) If a director continues in office in accordance with subsection (1), that director may, until the expiry of that director's term of office, carry out only those functions that relate solely to the office held by that director.

36(3) Subject to section 26,

- (a) the maximum number of terms that a delegate may serve as a director is 6 consecutive terms,
- (b) for the purposes of clause (a), a delegate shall be not be considered to have served a term of on the Commission if the delegate was elected or appointed to fill a partial term for a period of that did not exceed 6 months, and
- (c) a delegate who has served 6 consecutive terms cannot serve on the Commission until one term has elapsed from the end of the last term.

Director vacancy

37(1) Where a zone director ceases to hold office before the expiry of that director's term of office, the zone committee shall elect from among the zone delegates and cattle feeder council delegate another delegate from the zone to be both

- (a) the zone director for that zone, and
- (b) a zone director of the Commission,

to serve for the unexpired portion of that term of office.

37(2) Where a cattle council director ceases to hold office before the expiry of that director's term of office the cattle council shall elect from among the eligible delegates another eligible delegate as a cattle council director to serve for the unexpired portion of that term of office.

37(3) Where a zone director or a cattle council director, as the case may be, is not elected under subsections (1) or (2) to fill the vacancy, the zone committee or the cattle council may, subject to the approval of the Commission, appoint an eligible delegate to fill the vacancy for the unexpired portion of that term of office.

Removal of zone directors

38(1) Subject to section 41, the zone committee may, at a zone committee meeting, remove their zone director from office.

38(2) Where a vacancy is created by the removal of a zone director,

- (a) the zone committee may at the meeting at which the zone director was removed elect a zone director from among the eligible delegates to serve for the unexpired portion of that term of office, or
- (b) if a zone director is not elected under clause (a), the position may be filled under section 37(1).

Removal of directors at large

39(1) Subject to section 41, the delegates may, at a delegate meeting, remove any director at large from office.

39(2) Where a vacancy is created by the removal of a director at large,

- (a) the delegates may, at the meeting at which the director at large was removed, elect a director at large from among the delegates to serve for the unexpired portion of that term of office, or
- (b) if a director at large is not elected under clause (a), the position may be filled under section 37(2).

Removal of cattle council directors

40(1) Subject to section 41, a cattle council may, at a cattle council meeting, remove the cattle council director from office.

40(2) Where a vacancy is created by the removal of a cattle council director,

- (a) the cattle council may at the meeting at which the cattle council director was removed elect a cattle council director from among the eligible delegates to serve for the unexpired portion of that term of office, or
- (b) if a cattle council director is not elected under clause (a), the position may be filled under section 37(3).

Procedure and restriction on removal of directors

41(1) For the purposes of this section, meeting means:

- (a) in the case of a zone director, a zone committee meeting,
- (b) in the case of a cattle council director, a cattle council meeting,
- (c) in the case of a director at large, a delegate meeting.

41(2) A motion may be brought before a meeting for the removal of a director by:

- (a) a resolution of
 - (i) the zone committee, in the case of a zone director,
 - (ii) the cattle council, in the case of a cattle council director,

- (iii) the Commission, in the case of a zone director, cattle council director or a director at large.
- (b) a petition of the delegates in the case of a director at large which shall
 - (i) be signed by a total of 10 delegates representing at least 3 zones,
 - (ii) contain the printed names, addresses and telephone numbers of each of the delegates signing the petition, and
 - (iii) be delivered to the Commission.
- (c) The resolution or petition referred to in clauses (a) and (b) shall identify the director and specify the grounds on which the director is sought to be removed and the duty or responsibility the director has allegedly breached.

41(3) Where a resolution referred to in section 41(2)(a) is approved or where a petition referred to in section 41(2)(b) is received by the Commission, the Commission shall

- (a) schedule a meeting to consider the resolution or petition, as the case may be, at such reasonable date and time as may be determined by the Commission,
- (b) include a motion for the removal of the director in the notice calling the meeting held for the purpose of removing the director, and
- (c) provide a copy of the resolution or petition, as the case may be, to the director sought to be removed with that director's copy of the notice calling the meeting.

41(4) The motion to remove a director shall be determined by ordinary resolution

- (a) of the zone committee, in the case of a zone director,
- (b) of the cattle council, in the case of a cattle council director, and
- (c) the delegates, in the case of a director at large

unless on or before the date of the meeting the director resigns from office.

41(5) If a director is the chair, vice chair or finance chair of the Commission, that director may not be removed from office as a director without first having been removed from office as the chair, vice chair or finance chair under section 47(1).

PART 2 Commission Members

Division 2 Executive

Members of the executive

42(1) The Executive of the Commission shall consist of

- (a) a chair of the Commission,
- (b) a vice chair of the Commission,
- (c) a finance chair of the Commission,
- (d) the past chair of the Commission, except when the current chair of the Commission is re elected for a subsequent term, and

- (e) subject to section 42(2), a director appointed by the chair, vice chair and finance chair.

42(2) Following the expiry of the term of office of the Past Chair or any vacancy in the office of the Past Chair, the chair, vice chair and finance chair may appoint a director as a member of the Executive.

Functions

43(1) The chair, vice chair, finance chair and past chair of the Commission must carry out those responsibilities of the Commission that are delegated to the chair, vice chair, finance chair and past chair by the Commission.

43(2) The chair, vice chair, finance chair and past chair shall report to the Commission on their activities as required by the Commission.

Election of chair, vice-chair and finance chair

44(1) After the directors have been declared elected at the annual delegate meeting the Commission shall hold a Commission meeting and that meeting must be held before the conclusion of that annual delegate meeting.

44(2) At the Commission meeting held under subsection (1), the Commission shall elect from among themselves

- (a) a chair of the Commission,
- (b) a vice chair of the Commission, and
- (c) a finance chair of the Commission.

44(3) Where only one director has been nominated for the position of chair, vice chair or finance chair, the returning officer shall declare the directors nominated as chair, vice chair and finance chair as being elected by acclamation.

Term of office

45(1) The term of office of the chair, vice chair and finance chair,

- (a) commences immediately on the chair, vice chair and finance chair being declared elected at the first Commission meeting held during the annual delegate meeting, and
- (b) expires immediately on the directors being declared elected at the next annual delegate meeting.

45(2) The term of office of the past chair of the Commission

- (a) commences immediately on the directors being declared elected at the annual delegate meeting, and
- (b) expires immediately on the directors being declared elected at the next annual delegate meeting.

45(3) The term of office of a director appointed to the Executive pursuant to section 42(2)

- (a) commences immediately on the director being appointed to the Executive, and

- (b) expires immediately on the directors being declared elected at the next annual delegate meeting or upon the director being removed from the Executive by the chair, vice chair or finance chair, whichever is earlier.

45(4) A chair, vice chair or finance chair may complete that chair's, vice chair's or finance chair's term of office even though that chair, vice chair or finance chair ceases to be a delegate pursuant to section 8(b), 15(1)(b), 15(2)(b) and 22(b).

Executive vacancy

46 Where a member of the Executive, other than the past chair of the Commission, ceases to hold office before the expiry of that member's term of office, the Commission may elect another director to that position on the Executive to serve for the unexpired portion of that term of office.

Removal of the Executive

47(1) The Commission may, at a special Commission meeting, remove the chair, vice chair or finance chair of the Commission, from office.

47(2) Where a vacancy is created by the removal of the chair, vice chair or finance chair under subsection (1),

- (a) the Commission may, at the special Commission meeting at which the chair, vice chair or finance chair was removed, appoint another director as chair, vice chair or finance chair to serve for the unexpired portion of that term of office, or
- (b) if a chair, vice chair or finance chair was not appointed under clause (a), that position may be filled under section 46.

PART 3 Cattle councils

Division 1 Cow Calf Council

Cow Calf Council

48 The Commission shall have a Cow Calf Council consisting of up to thirteen (13) members with

- (a) a minimum of five (5) and a maximum of nine (9) zone delegates elected pursuant to section 50(1),
- (b) up to seven (7) zone delegates elected pursuant to sub-section 50(4), and
- (c) one (1) Commission member appointed pursuant to section 68(2).

Functions of Cow Calf Council

49 The duties of the Cow Calf Council are

- (a) to investigate and address issues of importance or concern to producers who are cow calf producers,
- (b) to carry out the purpose, intent and responsibilities of the Commission with regard to the work assigned to the Cow Calf Council by the Commission pertaining to cow calf producers,

- (c) to provide advice and make recommendations to the Commission, the cattle councils and the committees with respect to matters of importance or concern to cow calf producers and with respect to the work assigned to the Cow Calf Council by the Commission, and
- (d) represent the interests of the cow calf sector and advocate on behalf of that sector.

Amended 2009 AGM

Election of zone delegates to Cow Calf Council

50(1) In each year at the annual zone committee meeting each zone committee may elect from among the zone delegates a zone delegate who shall be a member of the Cow Calf Council.

50(2) Where only one zone delegate has been nominated to fill the position of Cow Calf Council member for a zone, the returning officer shall declare the zone delegates nominated to the Cow Calf Council as being elected by acclamation.

50(3) Where a zone delegate has not been declared elected under subsection (1) and has not been declared elected by acclamation under subsection (3) the zone delegates who have been declared elected may appoint zone delegates to the maximum number of positions on the Cow Calf Council and the zone delegates so appointed shall, subject to the approval of the Commission, hold office as members of the Cow Calf Council as if elected.

50(4) Where a minimum of five zone delegates have been elected or appointed to the Cow Calf Council pursuant to section 50(1), the delegates may, at the annual delegate meeting, elect up to seven (7) zone delegates who shall be members at large of the Cow Calf Council provided the total number of zone delegates elected to the Cow Calf Council does not exceed twelve (12) members.

Amended 2009 AGM

Term of office of Cow Calf Council members

51(1) The term of office of the zone delegates elected to the Cow Calf Council under section 50(1)

- (a) commences on the announcement of the election of the zone delegates to the Cow Calf Council at the annual zone committee meeting, and
- (b) expires on the announcement of the results of the elections of the zone delegates to the Cow Calf Council at the next annual zone committee meeting following the year in which the term commenced.

51(2) The term of office of the zone delegates elected to the Cow Calf Council under section 50(4)

- (a) commences on the announcement of the election of the zone delegates to the Cow Calf Council at the annual delegate meeting, and
- (b) expires on the announcement of the results of the elections of the zone delegates to the Cow Calf Council at the next annual delegate meeting following the year in which the term commenced.

Vacancy

52(1) Where a zone delegate elected to the Cow Calf Council under section 50(1) ceases to hold office as a zone delegate or a member of the Cow Calf Council before the expiry of that delegate's term of office, the zone committee may appoint another zone delegate to the Cow Calf Council to serve for the unexpired portion of that term of office.

52(2) Where a zone delegate elected to the Cow Calf Council under section 50(4) ceases to hold office as a zone delegate or a member of the Cow Calf Council before the expiry of that member's term of office, the delegates may elect another zone delegate at the next delegate meeting who shall serve for the unexpired portion of that term of office.

Removal of zone delegates elected to Cow Calf Council by zone committee

53(1) Subject to section 28, the zone committee may, at a special zone committee meeting, remove a zone delegate elected as a member of the Cow Calf Council under section 50(1).

53(2) Where a vacancy is created by the removal of a zone delegate from the Cow Calf Council under subsection (1), the zone committee may, at the special zone committee meeting where the zone delegate was removed, elect a zone delegate to the Cow Calf Council to serve for the unexpired portion of that term of office.

53(3) Notwithstanding subsections (1) and (2), if a zone delegate is not elected to the Cow Calf Council under subsection (2), the position may be filled under section 52(1).

Removal of zone delegates from Cow Calf Council elected at the annual delegate meeting

54(1) Subject to section 28, the delegates may, at a special delegate meeting, remove any zone delegate elected to the Cow Calf Council under section 50(4) from office.

54(2) Where a vacancy is created by the removal of zone delegate from the Cow Calf Council under subsection (1), the delegates may, at the special delegate meeting at which the zone delegate was removed, elect another zone delegate to the Cow Calf Council who shall serve for the unexpired portion of that term of office.

54(3) Notwithstanding subsections (1) and (2), if a zone delegate is not appointed to the Cow Calf Council under subsection (2), that position may be filled under section 52(2).

PART 3 Cattle councils

Division 2 Cattle Feeder Council

Cattle Feeder Council

55 The Commission shall have a Cattle Feeder Council consisting of up to thirteen (13) members with

- (a) a minimum of five (5) and a maximum of nine (9) cattle feeder council delegates elected pursuant to section 13,
- (b) up to seven (7) cattle feeder council delegates at large elected pursuant to section 14, and
- (c) one (1) Commission member appointed pursuant to section 68(2).

Functions of Cattle Feeder Council

56 The duties of the Cattle Feeder Council are

- (a) to investigate and address issues of importance or concern to cattle feeders,
- (b) to carry out the purpose, intent and responsibilities of the Commission with regard to the work assigned to the Cattle Feeder Council by the Commission pertaining to cattle feeders,
- (c) to provide advice and make recommendations to the Commission. the cattle councils and the committees with respect to matters of importance or concern to cattle feeders and with respect to the work assigned to the Cattle Feeders Council by the Commission, and
- (d) to represent the interests of the cattle feeding sector and advocate on behalf of that sector.

Amended 2009 AGM

PART 3 Cattle councils

Division 3 Cattle Industry Council

Definitions

57 In this Division, “cattle industry stakeholder” means any association or person representing producers or persons that provide services to the beef cattle industry that is

- (a) a not-for-profit association or meets the eligibility criteria established by the Cattle Industry Council and approved by the Commission, and
- (b) approved for membership by the Cattle Industry Council and the Commission.

Membership of Cattle Industry Council

58 The Commission shall have a Cattle Industry Council consisting of

- (a) the members appointed pursuant to section 61,
- (b) one Commission member appointed under section 68(2).

Functions of Cattle Industry Council

59 The duties of the Cattle Industry Council are

- (a) to investigate and address issues of importance or concern to producers and the cattle industry,
- (b) to carry out the purpose, intent and responsibilities of the Commission with regard to the work assigned to the Cattle Industry Council by the Commission pertaining to the cattle industry, and
- (c) to provide advice and make recommendations to the Commission, the cattle councils and the committees and the other committees of the Commission with respect to matters of importance or concern to the cattle industry and with respect to the work assigned to the Cattle Industry Council by the Commission.

Amended 2009 AGM

Eligibility

60(1) Only the following persons may be appointed as a cattle industry council member

- (a) an eligible producer, or
- (b) an individual who is not an eligible producer who is
 - (i) at least 18 years of age, and
 - (ii) a resident of Alberta.

60(2) Where a cattle industry council member is an individual referred to in subsection (1)(b), that member may not be elected or appointed as a cattle industry council delegate or a cattle industry council director.

Appointment by cattle industry stakeholders

61(1) The Cattle Industry Council, with the approval of the Commission may, in accordance with criteria approved from time to time by the Commission, invite cattle industry stakeholders to appoint members to the Cattle Industry Council.

61(2) A cattle industry stakeholder may, within one month of receiving an invitation under subsection (1), appoint one (1) member to the Cattle Industry Council.

61(3) An invitation under subsection (1) and an appointment under subsection (2) shall be in writing.

61(4) The Cattle Industry Council may, with the approval of the Commission, at any meeting of the Cattle Industry Council, revoke an invitation issued under subsection (1).

61(5) To be eligible to join Cattle Industry Council, a member must be elected to Cattle Industry Council at the cattle industry council's stakeholder's annual general meeting or be elected to the stakeholder's Board of Directors and appointed by that Board to the Cattle Industry Council.

61(6) If a cattle industry council member is not an eligible producer or if the member agrees not to hold office as a cattle industry council delegate, that member may be appointed to the Cattle Industry Council by the cattle industry stakeholder.

Term of Office

62 The term of office of a cattle industry council member appointed under section 61

- (a) commences on the announcement of the appointment of the cattle industry council member by the cattle industry stakeholder, and
- (b) terminates when the cattle industry council member is removed from office under this Division or vacates the position.

Vacancy

63 Where a cattle industry council member ceases to hold office, the cattle industry stakeholder that appointed that member may appoint another member.

Removal of members

64(1) The Commission may, at a meeting of the Commission, remove any cattle industry council member from office.

64(2) A cattle industry council member may be removed at any time by the cattle industry stakeholder that appointed that member.

64(3) Where a cattle industry council member is removed under subsection (1) or (2), the cattle industry stakeholder that appointed the member may appoint another member.

Restriction from removal as members

- 65** Notwithstanding section 64, if a cattle industry council member is
- (a) an cattle industry council delegate, that member may not be removed from office as a member without first having been removed from office as a cattle industry council delegate pursuant to section 24,
 - (b) a cattle industry council director, that member may not be removed from office as a member without first having been removed from office as
 - (i) a cattle industry council delegate pursuant to section 24, and
 - (ii) a cattle industry council director pursuant to section 40,
- or
- (c) the chair, vice chair or finance chair of the Commission, that member may not be removed from office as a member without first having been removed from office
 - (i) as a cattle industry council delegate pursuant to section 24,
 - (ii) a cattle industry council director pursuant to section 40, and
 - (iii) as the chair, vice chair or finance chair pursuant to section 47(1).

Revocation of invitation

66 Notwithstanding section 65, if the Cattle Industry Council, with the approval of the Commission, revokes an invitation issued to a cattle industry stakeholder under section 61(1), then immediately following the date of the revocation the cattle industry council members appointed by the stakeholder cease to be cattle industry council members, cattle industry council delegates and cattle industry council directors, as the case may be.

PART 3 **Cattle councils**

Division 4 **Common cattle council provisions**

Ex officio members

67 The chair, vice chair and finance chair of the Commission are ex officio members non-voting members of each cattle council.

Commission members on the cattle councils

68(1) In this Part, "Commission member" means a zone director or director at large who is appointed as a member of the cattle councils under section 68(2).

68(2) The Commission may, in consultation with the chair of a cattle council, appoint a zone director or director at large, other than the chair, vice chair or finance chair of the Commission, as a member of the cattle council.

68(3) The term of office of a Commission member of a cattle council

- (a) commences on the announcement of the appointment of a zone director or director at large as the Commission member of the cattle council following the annual delegate meeting, and
- (b) expires on the announcement of the appointment of a zone director or director at large as the Commission member of the cattle council following the next annual delegate meeting.

68(4) Where a Commission member on a cattle council ceases to hold office before the expiry of that member's term of office as a Commission member, the Commission, in consultation with the chair of the cattle council, shall appoint another zone director or director at large as a Commission member to serve for the unexpired portion of that term of office.

68(5) The Commission may, at a Commission meeting, remove a Commission member of a cattle council from office.

68(6) Where a vacancy is created by the removal of the Commission member,

- (a) the Commission may, at the Commission meeting at which the Commission member of a cattle council was removed, appoint another zone director or director at large as a member of the cattle council to serve for the unexpired portion of that term of office, or
- (b) if the Commission member of a cattle council is not appointed under clause (a), that position may be filled under section 69(3).

Reports to the Commission

69 The cattle councils shall submit to the Commission a report and review of their respective activities at least once each year in advance of the annual delegate meeting.

PART 4 Committees

Division 1 Zone Committees

Zone committees

70(1) The Commission shall have nine (9) zone committees.

70(2) Each zone committee shall consist of

- (a) the number of zone delegates elected pursuant to section 8, and
- (b) the cattle feeder council delegate elected pursuant to section 12.

70(3) The zone director shall be the chair of the zone committee.

Role of the zone committee and zone delegates

71(1) The role of the zone committees and the zone delegates is to

- (a) act as the liaison between the producers in each zone and the cattle councils and the Commission,
- (b) organize producer meetings, teleconferences, webcasts, mail-outs and other means to
 - (i) seek out the opinions and concerns of producers and to communicate that information to the cattle councils and the Commission,
 - (ii) keep the producers informed as to the ongoing work and activities of the cattle councils and the Commission,
- (c) represent the producers from their zones at Commission meetings,
- (d) be willing and able
 - (i) to serve on standing and special committees established by the Commission and the cattle councils,
 - (ii) to serve on the Governance Committee and the Audit Committee,
 - (iii) represent the Commission on any task force, committee, group or organization of which the Commission is a member or to which the Commission elects or appoints individuals.

71(2) The zone committees shall submit to the Commission a report and review of its activities at least once each year in advance of the annual delegate meeting.

PART 4 Committees

Division 2 Standing or special committees

Establishment of committees

72(1) The Commission or the cattle councils may establish standing or special committees as the Commission or cattle councils may, from time to time, consider necessary and may provide for the following

- (a) the election or appointment of the members and chair and vice chair, if any, of the committee,
- (b) the governance and operation of the committee, and
- (c) the duties and functions of the committee.

72(2) The Commission or the cattle councils may, from time to time, dissolve, suspend or re-establish a committee established under subsection (1).

Appointment of committee chairs and members

73(1) The Commission or the cattle councils, shall appoint a chair of any committee established under section 72 committee from among the Commission members or the cattle council members, as the case may be.

73(2) In consultation with the chair of a committee appointed under subsection (1), the Commission and the cattle councils may appoint the committee members from among any of the following

- (a) the delegates,

- (b) the directors,
- (c) the eligible producers,
- (d) any person who is an individual not referred to in clauses (a) to (c).

73(3) The chair, vice chair and finance chair of the Commission are ex officio members non-voting members of all committees.

Duties of committee

74(1) The duties of a committee are

- (a) to carry out the purpose, intent and responsibilities of the Commission with regard to the work assigned to the committee by the Commission or the cattle councils, and
- (b) to investigate and make recommendations and reports on specific matters referred to the committee by the Commission or the cattle councils.

74(2) Each committee shall submit to the Commission or the cattle councils a report and review of the committee's activities at least once each year in advance of the annual Commission meeting.

PART 4 Committees

Division 3 Governance and Audit Committees

Establishment

75 The Commission shall establish a Governance Committee and Audit Committee and may provide for the following

- (a) the governance and operation of the Governance Committee and Audit Committee, and
- (b) the duties and functions of the Governance Committee and Audit Committee.

Appointment of chairs and members

76(1) The members of the Governance Committee and Audit Committee shall be appointed as follows

- (a) one (1) member appointed by the Commission,
- (b) one (1) member appointed by the Cattle Feeder Council,
- (c) one (1) member appointed by the Cow Calf Council,
- (d) one (1) member appointed by the Cattle Industry Council, and
- (e) one (1) member appointed by the members of the Governance Committee and Audit Committee, respectively.

76(2) Subject to subsections (4), the members of the Governance Committee and the Audit Committee may be appointed from among any of the following

- (a) the delegates,

- (b) the directors,
- (c) the eligible producers,
- (d) any person who is an individual not referred to in clauses (a) to (c).

76(3) The member of the Governance Committee and Audit Committee appointed under section 76(1)(e) shall not be a not be a delegate.

76(4) The Commission shall elect the chair of the Governance Committee and the Audit Committee from the members of the Governance Committee and the Audit Committee respectively.

Role of the Governance Committee

77(1) The role of the Governance Committee is to

- (a) develop and make recommendations to the Commission and the cattle councils regarding matters of governance,
- (b) identify and recruit qualified individuals to run for office,
- (c) review from time to time the appropriate skills and characteristics required of directors, cattle council and committee members in the context of the composition of the Commission, the cattle councils and the committees,
- (d) periodically review the regulations and, if appropriate, make recommendations to the Commission or any changes to the regulations,
- (e) oversee the election of delegates and directors and the resolution process, and
- (f) review and make recommendations for improvement to the election and resolution process.

77(2) The Governance Committee shall submit a report to the Commission and the cattle councils at least once each year in advance of the annual delegate meeting and shall report to the delegates at the annual delegate meeting.

Role of the Audit Committee

78(1) The role of the Audit Committee is to

- (a) assist the Commission in carrying out its responsibility for the organization's financial reporting, accounting systems, internal controls and audit processes,
- (b) oversee and provide guidance to the Commission in the areas of finance and audit, and
- (c) assist the Commission and the cattle councils in communicating to producers how the service charge is spent in an effort to improve the level of accountability to the producers.

78(2) The Audit Committee shall submit a report to the Commission and the cattle councils at least once each year in advance of the annual delegate meeting and shall report to the delegates at the annual delegate meeting.

Division 4
Common committee provisions for all committees other than zone committees

Term of office

79(1) The term of office of a chair of a committee

- (a) commences on the announcement of the appointment of the chair of the committee, and
- (b) expires on the announcement of the appointment of another person as the chair of the committee.

79(2) The term of office of a member of a committee

- (a) commences on the announcement of the appointment of the person to the committee, and
- (b) expires when the member is removed or replaced or such other time as may be determined by the Commission or the cattle councils.

79(3) A chair of a committee may complete that chair's term of office even though that chair ceases to be a delegate pursuant to section 15(1)(b) or (2)(b).

79(4) A chair of a committee may complete that chair's term of office even though that chair ceases to be a director pursuant to section 35.

79(5) If a chair of a committee continues in office in accordance with subsection (3) or (4), the chair of the committee may, until the expiry of that chair's term of office, carry out only those functions that relate solely to the office of the chair of the committee.

Committee vacancy

80(1) Where a chair of a committee ceases to hold office before the expiry of that chair's term of office, the Commission or the cattle councils may appoint another chair to serve for the unexpired portion of that term of office.

80(2) Where a member of a committee ceases to hold office before the expiry of that member's term of office as a member of that committee, the Commission or the cattle councils, in consultation with the chair of that committee, may appoint another individual as a member of that committee to serve for the unexpired portion of that term of office.

Removal of committee chairs

81(1) The Commission or the cattle councils may, at a meeting of the Commission or the cattle councils, remove any chair of a committee from office.

81(2) Where a vacancy is created by the removal of a chair of a committee,

- (a) the Commission or the cattle councils may, at the meeting of the Commission or the cattle councils at which the chair of the committee was removed, appoint another director as chair of the committee to serve for the unexpired portion of that term of office, or
- (b) if a chair of a committee is not appointed under clause (a), that position may be filled under section 80(1).

Removal of committee members

82(1) The Commission or a cattle council may, at a meeting of the Commission or cattle council, remove any member of a committee from office.

82(2) Where a vacancy is created by the removal of a member of a committee,

- (a) the Commission or the cattle councils may, at the meeting of the Board or the cattle councils at which the member of the committee was removed, appoint another individual as a member of that committee to serve for the unexpired portion of that term of office, or
- (b) if a member of the committee is not appointed under clause (a), that position may be filled under section 80(2).

PART 5 Meetings

Division 1 Business Meetings

Calling meetings

83(1) The Executive, a cattle council or a committee may, at the call of the chair, conduct meetings of the cattle council or committee as the case may be.

83(2) The Executive, a cattle council or a committee shall, on the written request of a majority of its members conduct a meeting of Executive, cattle council or committee, as the case may be.

83(3) A cattle council or a committee shall, on the written request of the Commission or the Council, conduct a meeting of the cattle council or committee as the case may be.

83(4) The Executive, a cattle council or a committee may hold a special meeting of the Executive, a cattle council or a committee, as the case may be, when the chair is of the opinion that circumstances warrant the holding of a special meeting.

Notice of meetings

84(1) Notice of a Commission meeting, Executive meeting, cattle council meeting or committee meetings stating the day, hour and place of the meeting shall be telephoned or sent by e-mail or facsimile to each member of the Commission, Executive, cattle council or committee, as the case may be, no less than five (5) days before the meeting is to take place.

84(2) The notice of the meeting need not specify the purpose of the business to be transacted at the meeting except in the case where a special resolution will be considered.

84(3) The statement of the General Manager or the Chair that notice has been given pursuant to the By-laws shall be sufficient and conclusive evidence of the giving of such notice.

84(4) For the first meeting of the Commission held immediately following annual delegate meeting or for a meeting of the Commission at which a Director is appointed to fill a vacancy, no notice of such meeting shall be necessary to the newly elected or appointed Director in order for the meeting to be duly constituted, provided that a quorum of the Commission is present.

84(5) If an urgent meeting of the Commission, Executive, cattle council or committee is called for a specific purpose, the members of the Commission, Executive, cattle council

or committee may unanimously consent to waive or reduce the notice requirement for that particular meeting and all proceedings and resolutions passed at that meeting relating to that specific purpose shall be valid notwithstanding that the otherwise required notice had not been given to the members.

84(6) Any abridgement of the notice period or an error or inadvertent omission in a notice of a meeting of the Commission, Executive, cattle council or committee or any adjourned meeting shall not invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any and all proceedings taken or had thereat.

Voting

85 All members of the Commission and the Executive, other than the Past Chair, and all members of the cattle councils and the committees are eligible to vote on each matter put to the question at the meeting.

Quorum

86(1) The quorum necessary for a cattle council or a committee to conduct business, hold a vote on any matter or have an election is a majority of the total number of voting members on the cattle council or committee, as the case may be.

86(2) In determining whether a quorum exists the ex officio members of a cattle council or committee are not to be taken into account.

86(3) The quorum necessary for the Executive to conduct business or hold a vote on any matter is two (2) of the members of the Executive holding office not including the past chair of the Commission or a director appointed under section 42(2).

Minutes

87(1) The Commission, a cattle council and a committee shall keep written minutes of all meetings of the Commission, the cattle council and the committee.

87(1) A cattle council and a committee shall provide copies of the unapproved minutes to the Commission within two (2) weeks of the meeting being held and a copy of the approved minutes within two (2) weeks of the minutes being approved.

87(3) The Commission, a cattle council and a committee shall provide copies of all approved minutes to the delegates within two (2) weeks of the minutes being approved.

PART 5 Meetings

Division 2 Annual Meetings and Special Meetings

Annual zone committee meetings

- 88** The zone committees shall hold an annual zone committee meeting
- (a) after the announcements of the results of the election of the zone delegates and the cattle feeder council delegates at the annual zone meetings, and
 - (b) before the election of the Commission at large and the chair of the commission

for the purpose of electing the zone Commission and the zone delegates to the Cow Calf Council.

Annual cattle council meetings

89(1) The Cow Calf Council and the Cattle Feeder Council shall hold an annual cattle council meeting

- (a) after the announcements of the results of the election of
 - (i) the zone delegates and the cattle feeder council delegates at the annual producer meetings,
 - (ii) the zone delegates to the Cow Calf Council at the annual delegate meeting,
 - (iii) the cattle feeder council delegates at large at the annual delegate meeting, and
- (b) before the election of the Commission at large

for the purpose of electing the cow calf council director and the cattle feeder council director.

89(2) The Cattle Industry Council shall hold an annual cattle council meeting

- (a) after the announcements of the results of the election of the zone delegates at the annual zone meetings, and
- (b) before the election of the directors at large

for the purpose of electing the cattle industry council delegates and the cattle industry council director.

**PART 5
Meetings**

**Division 3
National and Other Organizations**

Commission membership in other organizations

90(1) The Commission may become the provincial member of, elect or appoint individuals to sit as directors or members of and contribute funds to

- (a) the Canadian Cattlemen's Association,
- (b) the Beef Information Centre,
- (c) the Canada Beef Export Federation,
- (d) the Canadian Beef Cattle Research, Market Development and Promotion Agency, and
- (e) any task force, committee, group, organization or person,

when, in the opinion of the Commission, that membership, election, appointment or contribution will further the purpose of these By-laws and the objects of the Commission.

**PART 6
Voting and Elections**

Eligibility to vote re individual

91 Where a producer is an individual, that producer may vote in an election or on any matter under the Plan and these By-laws only if

- (a) the producer's name appears on the current voters list, or
- (b) the producer prior to the vote being cast, makes a declaration stating that he or she
 - (i) is a producer,
 - (ii) resides and is a producer within the zone in which the election or vote is being held or is a producer within the zone in which the election or vote is being held and is not a producer within the zone in which the producer or eligible producer resides,
 - (iii) has not previously voted in the election or on the matter in respect of which the producer wishes to cast a vote in either the zone in which the election or vote is being held or in any other zone, and
 - (iv) has not been appointed as the representative of a producer for the purpose of the election or the matter in respect of which the producer wishes to cast a vote.

Eligibility to vote re non-individual

92 Where a producer is not an individual, the representative of the producer may vote in an election or on any matter under the Plan or these By-laws only if

- (a) the producer name appears on the current voters list, and
- (b) that representative, prior to the vote being cast, makes a declaration stating that
 - (i) the representative has been appointed in writing as the representative of the producer,
 - (ii) the representative is the only representative of the producer,
 - (iii) the producer carries on business and is a producer within the zone in which the election or vote is being held or is a producer within the zone in which the election or vote is being held and is not a producer within the zone in which the producer carries on business,
 - (iv) the representative of the producer resides within the zone in which the election or vote is being held or the representative is the majority owner of the producer and is a resident of Alberta,
 - (v) the representative has not, in the representative's own capacity as a producer, previously voted in the election or on the matter in respect of which the representative wishes to cast a vote in either the zone in which the election or vote is being held or in any other zone, and
 - (vi) the representative has not previously voted in the election or on the matter in respect of which the representative wishes to cast a vote on behalf of

the producer in either the zone in which the election or vote is being held or in any other zone.

Declaration

93 A declaration referred to in sections 91 and 92 shall,

- (a) in the case of an election, be provided to or made before the returning officer or deputy returning officer, or
- (b) in the case of a vote other than an election, be provided to or made before a director or officer of the Commission.

Voting at producer meetings

94 A producer who

- (a) is entitled to vote in the zone, and
- (b) is present at the annual or special producer meeting,

is eligible to vote

- (c) on each matter put to the question, and
- (d) for such number of candidates for delegates as the producer chooses, not exceeding the number of zone delegates or cattle feeder council delegates to be elected.

PART 7 By-law Amendments

By-law amendment, repeal or replacement

95(1) The repeal or amend or a new by-law relating to the requirements of section 7 of the Plan may be initiated by:

- (a) a resolution of the Commission, or
- (b) a petition of the delegates in accordance with section 95(2).

95(2) The Commission shall not accept a petition under subsection (1) unless the petition

- (a) clearly states the proposed amendment or repeal of the by-laws and the reason for the proposed amendment or repeal,
- (b) is signed by at least 20% of the delegates,
- (c) sets forth in a legible manner the name and address and the signature of each petitioner,
- (d) is presented to the Commission
 - (i) within 6 months from the date the first petitioner signed the petition, and
 - (iii) at least 90 days prior to an annual delegate meeting or a special delegate meeting.

95(3) By-laws may be repealed or amended by by-law or a new by-law relating to the requirements of section 7 of the Plan may be enacted by a majority vote of the delegates

present at an annual or special meeting duly called for the purpose of considering the repeal, amendment or new by-law.

PART 8 Transitional provisions

Zone delegates

96 Notwithstanding section 8, the existing 7 zone delegates in each zone shall be reduced to a maximum of 5 zone delegates by eliminating one zone delegate position in 2009 elections and the second zone delegate position in the 2010 elections.

Cattle feeder council delegates

97(1) Notwithstanding section 12

- (a) the additional cattle feeder council delegate positions in zones 1, 2 and 3 will be eliminated in the 2009 elections,
- (b) one (1) cattle feeder council delegate in zone 1 shall become a cattle feeder council delegate at large in 2009,
- (b) the term of office of the cattle feeder council delegates elected in zones 3, 5 and 9 shall have their terms extended a one year with
 - (i) the cattle feeder council delegates in zones 2, 4, 6 and 8 will stand for election or re-election at the 2010 producer meetings, and
 - (ii) the cattle feeder council delegates in zones 1, 3, 5, 7 and 9 will have their positions filled in the alternative years commencing with the 2011 producer meetings.

97(2) Notwithstanding section 26, the additional year served by the cattle feeder council delegates in zones 3, 5 and 9 is not a term of office for the purpose of determining the number of consecutive terms served by a delegate for the purposes of section 26(2).

Producer associations

98(1) The producer associations in place prior to the coming into force of the Plan and these by-laws shall be cattle industry stakeholders.

98(2) The producer association delegates elected prior to the coming into force of the Plan and these by-laws shall hold office as cattle industry council delegates until the expiry of that person's term of office.

Cattle industry council delegates

99(1) The cattle industry stakeholders invited to appoint members to Cattle Industry Council prior to the coming into force of the Plan and these by-laws shall continue as cattle industry stakeholders under these by-laws.

99(2) The members appointed by the cattle industry stakeholders prior to the coming into force of the Plan and these by-laws shall continue as members of cattle industry council until the expiry of that person's term of office.