

ALBERTA BEEF PRODUCERS

BYLAWS

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ALBERTA BEEF PRODUCERS

BYLAWS

Definitions

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

1(2) In these Bylaws

- (a) “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,
- (b) “cattle council” includes the Cow Calf Council and the Cattle Feeder Council or either of these cattle councils as the context requires,
- (c) “cattle council director” means a cow calf council director and a cattle feeder council director or either of these directors as the context requires,
- (d) “delegate” includes a zone delegate, cattle feeder council delegate and a cattle feeder council delegate at large or any one type of these delegates as the context requires,
- (e) “director” includes a zone director, a director at large, a cow calf council director and a cattle feeder council director or any one of these types of directors as the context requires,
- (f) “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 and levy 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 Bylaws, 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 Bylaws, in addition to what a producer may do under these Bylaws, 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
 - (i) a director of Canadian Cattlemen's Association, and
 - (ii) a director of the Canadian Beef Cattle Research, Market Development and Promotion Agency, operating as Canada Beef Inc.
- (d) to hold office for one term as a director at large provided the eligible producer
 - (i) is chair of the commission at the time of the annual delegate meeting at which the eligible producer is standing for election as a director at large, and
 - (ii) is ineligible to hold office as a delegate pursuant to sections 21(1) and 21(2).

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 eligible producer under these Bylaws.

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 Bylaws,

- (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 Bylaws.

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 Bylaws, and
- (b) up to seven (7) cattle feeder council delegates at large elected pursuant to section 14 or otherwise appointed under these Bylaws.

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 23, 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 section 23, 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
Common delegate provisions

Functions of delegates

20(1) In addition to what an eligible producer may do under these Bylaws,

(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 Bylaws or the operation of the Commission,
 - (B) vote on any matter under the Plan or these Bylaws, 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 47(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,

and

(d) 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 Bylaws or the operation of the Commission,
- (B) vote on any matter under the Plan or these Bylaws, 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.

20(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

21(1) An eligible producer shall not serve for more than five (5) consecutive terms as a delegate.

21(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 Bylaws until one year has expired following the expiry of that eligible producer's last term of office as a delegate.

21(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.

21(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 and 19 of these Bylaws 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

22 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

23(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, and
- (b) in the case of a cattle feeder council delegate at large, a delegate meeting.

23(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, or
 - (ii) the Cattle Feeder Council, in the case of a cattle feeder council delegate or a cattle feeder council delegate at large,
- (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.

23(3) Where a resolution referred to in subsection (2)(a) is approved or where a petition referred to in subsection (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.

23(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, and
- (b) of the delegates, in the case of a cattle feeder council delegate at large,

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

23(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 33, 34 and 35 as the case may be.

23(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 33, 34 and 35 as the case may be, and
- (b) as the chair, vice chair or finance chair pursuant to section 44(1).

PART 2 Commission Directors

Division 1 Commission

Commission

24 The Commission directors are

- (a) the nine (9) zone directors elected pursuant to section 27,
- (b) the five (5) directors at large elected pursuant to section 28, and
- (c) the two (2) cattle council directors elected pursuant to section 29.

Responsibilities and authority of the Commission

25(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 directors.

25(2) Without restricting the generality of the foregoing, the Commission

- (a) shall maintain an office in Calgary, Alberta,
- (b) may appoint an Executive Director and prescribe the duties and fix the remuneration of the Executive Director,

- (c) may allow the Executive Director
 - (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,

25(3) The Commission directors have the power to do all things necessary to carry out the purpose of these Bylaws and the responsibilities and authority of the Commission.

25(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

26 In addition to any function that a delegate may carry out under these Bylaws, a director may

- (a) attend Commission meetings,
- (b) at Commission meetings
 - (i) make representations on any matter pertaining to the Plan, these Bylaws or the operation of the Commission, and
 - (ii) vote on any matter under the Plan or these Bylaws,
- (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, and

- (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

27 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

28 At the annual delegate meeting, the delegates shall elect, from among those eligible to hold office as a director at large, five (5) directors at large.

Election of cattle council directors

29 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

30(1) Where fewer than or only a sufficient number of eligible candidates 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 candidates nominated as directors as being elected by acclamation.

30(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

31(1) A director may complete that director's term of office even though that director

- (a) ceases to be a delegate pursuant to section 9(b), 15(1)(b) and 15(2)(b), or
- (b) in the case of a director at large who was eligible for election pursuant to section 3(1)(e), ceases to be an eligible producer, a representative of an eligible producer or ceases to meet the requirements of sections 4 or 5, as the case may be.

31(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.

31(3) Subject to section 21,

- (a) the maximum number of terms that

- (i) a delegate, and
 - (ii) a director at large who was eligible for election pursuant to section 3(1)(e)
- may serve as a director is 9 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 9 consecutive terms cannot serve on the Commission until one term has elapsed from the end of the last term.
 - (d) a director at large who was eligible for election pursuant to section 3(1)(e) shall only serve on the Commission for one term.

Director vacancy

32(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.

32(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.

32(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 by zone committees

33(1) Subject to section 36, the zone committee may, at a zone committee meeting, remove their zone director from office.

33(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 32(1).

Removal of directors at large by delegates

34(1) Subject to section 36, the delegates may, at a delegate meeting, remove any director at large from office.

34(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 32(2).

Removal of cattle council directors by cattle councils

35(1) Subject to section 36, a cattle council may, at a cattle council meeting, remove the cattle council director from office.

35(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 32(3).

Procedure and restriction on removal of directors by zone committees, delegates and cattle councils

36(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.

36(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.

36(3) Where a resolution referred to in subsection (2)(a) is approved or where a petition referred to in subsection (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.

36(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.

36(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 44(1).

Removal of Directors by the Commission

37(1) Subject to subsections (2) and (3), the Commission may, at a special meeting of the Commission, where at least 75% of the directors are present in person, remove any director from office who is in breach of his duties and responsibilities as a director as set out in the policies of the Commission as approved by the delegates at a delegate meeting.

37(2) 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 44(1).

37(3) The procedure to remove a director shall be as follows:

- a) A resolution may be brought before a special meeting of the Commission for the removal of a Director upon the Commission passing a resolution calling for a special meeting of the Commission to consider the removal of a director.
- b) Where the Commission passes a resolution pursuant to clause (a), the Chair shall call a special meeting of the Commission to consider a resolution to remove a director from office.
- c) The notice for the special meeting of the Commission shall:
 - (i) identify the director and specify the grounds on which the director is sought to be removed and the duty or responsibility the director has allegedly breached;
 - (ii) set the date, time and place for the special meeting of the Commission;
 - (iii) subject to clause (iv), be sent to the directors at least ten (10) business days prior to the date fixed for the special meeting; and
 - (iv) personally served on the director sought to be removed from office.

- d) The director sought to be removed from office is entitled to be represented at the special meeting of the Commission and to make representations in respect to the motion to remove him from office.
- e) The motion to remove a director shall be determined by a resolution of the Commission passed by a majority of not less than seventy-five (75) per cent of the votes of the directors present in person at the special meeting unless on or before the date of the special meeting the director resigns from office or is removed by the zone committee or cattle council in the case of a zone director or cattle council director.
- f) Subject to subsection (4), where a vacancy is created by the removal of a director the vacancy shall be filled under sections 32(1), 32(2) or 32(3) as the case may be.

37(4) The individual removed from office as a director pursuant to this section is not eligible to be elected or appointed to fill the vacancy created by the removal of that director.

Appeal of removal by the Commission

38(1) An individual who has been removed as a director pursuant to section 37 may appeal his removal by serving the Commission with a notice of appeal within five (5) business days after receiving notice of his removal as a director.

38(2) An appeal under subsection (1) stays the removal of the director pending the outcome of the appeal.

38(3) The following appeal procedure shall be followed:

- a) The Commission shall, within ten (10) business days after being served with a notice of appeal under subsection (2), appoint an appeal board to hear the appeal.
- b) An appeal board must consist of not fewer than 5 and not more than 9 delegates, none of whom may be directors.
- c) The appeal board shall designate one of the members of the appeal board as the chair.
- d) The Commission may prescribe the time within which an appeal board is to hear an appeal and render a decision, and the Commission may extend that time.
- e) The Commission and the director removed by the Commission are entitled to be represented at an appeal before the appeal board and to make representations in respect of any matter that is related to the appeal.
- f) The appeal board shall hear the appeal within thirty (30) days after the appeal board is appointed.
- g) An appeal board that hears an appeal may:
 - (i) confirm the decision of the Commission to remove of the director; or
 - (ii) overturn the decision of the Commission to remove the director.

- h) If the appeal board confirms the removal of the director, it may also direct that the individual removed as a director be ineligible to hold office as a director for a specified period, not to be longer than 2 years from the date of the decision.
- i) An appeal board shall serve a copy of its decision, with reasons, on the Commission and the individual removed as a director.
- k) The decision of the appeal board is final.

38(4) The Commission may establish rules and procedures for the conduct of an appeal under this section.

PART 2
Commission Members

Division 2
Executive

Members of the executive

39(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 subsection (2), a director appointed by the chair, vice chair and finance chair.

39(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

40(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.

40(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

41(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.

41(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.

41(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

42(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.

42(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.

42(3) The term of office of a director appointed to the Executive pursuant to section 39(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.

42(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

- (a) ceases to be a delegate pursuant to section 8(b), 15(1)(b) and 15(2)(b), or
- (b) in the case of a director at large who was eligible for election pursuant to section 3(1)(e), ceases to be an eligible producer, a representative of an eligible producer or ceases to meet the requirements of sections 4 or 5, as the case may be.

Executive vacancy

43 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

44(1) The Commission may, at a special Commission meeting, remove the chair, vice chair or finance chair of the Commission, from office.

44(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 43.

**PART 3
Cattle councils**

**Division 1
Cow Calf Council**

Cow Calf Council

45 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 47(1),
- (b) up to seven (7) zone delegates elected pursuant to sub-section 47(4), and
- (c) one (1) Commission director appointed pursuant to section 55(2).

Functions of Cow Calf Council

46 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.

Election of zone delegates to Cow Calf Council

47(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.

47(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.

47(3) Where a zone delegate has not been declared elected under subsection (1) and has not been declared elected by acclamation under subsection (2) 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.

47(4) Where a minimum of five zone delegates have been elected or appointed to the Cow Calf Council pursuant to subsection (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.

Term of office of Cow Calf Council members

48(1) The term of office of the zone delegates elected to the Cow Calf Council under section 47(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.

48(2) The term of office of the zone delegates elected to the Cow Calf Council under section 47(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

49(1) Where a zone delegate elected to the Cow Calf Council under section 47(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.

49(2) Where a zone delegate elected to the Cow Calf Council under section 47(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

50(1) Subject to section 23, 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 47(1).

50(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.

50(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 49(1).

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

51(1) Subject to section 23, the delegates may, at a special delegate meeting, remove any zone delegate elected to the Cow Calf Council under section 47(4) from office.

51(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.

51(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 49(2).

PART 3
Cattle councils

Division 2
Cattle Feeder Council

Cattle Feeder Council

52 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 director appointed pursuant to section 55(2).

Functions of Cattle Feeder Council

53 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.

PART 3
Cattle councils

Division 3
Common cattle council provisions

Ex officio members

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

Commission directors on the cattle councils

55(1) In this Part, “Commission director” means a zone director or director at large who is appointed as a member of the cattle councils under subsection (2).

55(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 Commission director of the cattle council.

55(3) The term of office of a Commission director of a cattle council

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

55(4) Where a Commission director on a cattle council ceases to hold office before the expiry of that member’s term of office as a Commission director, the Commission, in consultation with the chair of the cattle council, shall appoint another zone director or director at large as a Commission director to serve for the unexpired portion of that term of office.

55(5) The Commission may, at a Commission meeting, remove a Commission director of a cattle council from office.

55(6) Where a vacancy is created by the removal of the Commission director,

- (a) the Commission may, at the Commission meeting at which the Commission director of a cattle council was removed, appoint another zone director or director at large as a Commission director to serve for the unexpired portion of that term of office, or
- (b) if the Commission director of a cattle council is not appointed under clause (a), that position may be filled under subsection (4).

Reports to the Commission

56 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

57(1) The Commission shall have nine (9) zone committees.

57(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.

57(3) The zone director shall be the chair of the zone committee.

Role of the zone committee and zone delegates

58(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.

58(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

59(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.

59(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

60(1) The Commission or the cattle councils, shall appoint a chair of any committee established under section 72 committee from among the Commission directors or the cattle council members, as the case may be.

60(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).

60(3) The chair, vice chair and finance chair of the Commission are ex officio members non-voting members of all committees.

Duties of committee

61(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.

61(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

62 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

63(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, and
- (d) one (1) member appointed by the members of the Governance Committee and Audit Committee, respectively.

63(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).

63(3) The member of the Governance Committee and Audit Committee appointed under subsection (1)(d) shall not be a not be a delegate.

63(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

64(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.

64(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

65(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.

65(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.

PART 4
Committees

Division 4

Common committee provisions for all committees other than zone committees

Term of office

66(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.

66(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.

66(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).

66(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 31.

66(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

67(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.

67(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

68(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.

68(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 67(1).

Removal of committee members

69(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.

69(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 67(2).

PART 5 Meetings

Division 1 Business Meetings

Calling meetings

70(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.

70(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.

70(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.

70(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

71(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.

71(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.

71(3) The statement of the Executive Director or the Chair that notice has been given pursuant to the Bylaws shall be sufficient and conclusive evidence of the giving of such notice.

71(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.

71(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.

71(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

72 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

73(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.

73(2) In determining whether a quorum exists the ex officio members of a cattle council or committee are not to be taken into account.

73(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 39(2).

Minutes

74(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.

74(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.

74(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

75 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

76 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.

**PART 5
Meetings**

Division 3

National and Other Organizations

Commission membership in other organizations

77 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 Canadian Beef Cattle Research, Market Development and Promotion Agency, and
- (c) 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 Bylaws and the objects of the Commission.

PART 6
Voting and Elections

Eligibility to vote re individual

78 Where a producer is an individual, that producer may vote in an election or on any matter under the Plan and these Bylaws 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

79 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 Bylaws 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

80 A declaration referred to in sections 78 and 79 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

81 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

82(1) The repeal or amendment 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 subsection (2).

82(2) The Commission shall not accept a petition under subsection (1) unless the petition

- (a) clearly states the proposed amendment or repeal of the Bylaws 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.

82(3) Subject to section 7 of the Plan and subsections (4) and (5), the Bylaws may be amended or repealed by a special resolution of the delegates.

82(4) A special resolution means a resolution passed:

- (a) at a delegate meeting of which not less than 15 days' advance notice is given to the delegates specifying the intention to propose the resolution with respect to the repeal or amendment of the Bylaws and details thereof; and
- (b) by the vote of not less than 2/3 of those delegates who, if entitled to do so, vote in person at the delegate meeting.

82(5) The Bylaws shall not be repealed unless the repeal is done in conjunction with the amendment of the Plan incorporating the required provisions from the Bylaws into the Plan.