



Canadian Limousin Association

2017 Amended By-laws

DEFINITIONS

1. In this By-law and all other By-laws of the Association, unless the context otherwise specifies or requires:
 - (a) “Act” means the *Animal Pedigree Act* R.S.C. 1985 c. 8;
 - (b) “Association” means the Canadian Limousin Association;
 - (c) “Board” or “Board of Directors” means the Board of Directors of the Association;
 - (d) “By-laws” means any by-laws of the Association from time to time in force and effect;
 - (e) “CLA Herd Book” means the Canadian Limousin Association Herd Book;
 - (f) “Committee” or “Committees” means the Standing Committees and any other Committee established by the Board of Directors;
 - (g) “days” means calendar days;
 - (h) “Director” means a Director of the Association;
 - (i) “in good standing” means a Member who is not more than thirty (30) days in arrears in payment of membership dues, fees or other money owing to the Association and the Member is not under suspension or expulsion pursuant to these By-laws;
 - (j) “Member” or “Members” means an Active Member or a Junior Member;
 - (k) “ordinary resolution” means a resolution passed by a majority of fifty percent (50%) plus one (1) of the votes cast by the persons who voted in respect of that resolution;
 - (l) “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast by the persons who voted in respect of that resolution;
 - (m) “Limousin cattle”, “Limousin breed” and “Limousin animal” means Limousin cattle registered with the Association;
 - (n) “Voting Member” means:
 - (i) an Active Member in good standing; and
 - (ii) a Junior Member in good standing who is 18 years of age or older.

2. In this By-law and in all other By-laws of the Association hereafter passed
 - (a) unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations, and
 - (b) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

NAME

3. The name of the Association shall be CANADIAN LIMOUSIN ASSOCIATION.

OBJECTS

4. The Association is organized to promote the Limousin breed of Canada and to improve the breeding and production of existing cattle herds in Canada through the infusion of Limousin blood. To facilitate the achievement of this object:
 - (a) the Association shall, subject to the by-laws:
 - (i) register Limousin cattle and keep Limousin cattle pedigrees;
 - (ii) maintain records and issue certificates of pedigree registration of Limousin cattle;
 - (iii) maintain records of the transfer of ownership of Limousin cattle;
 - (iv) do all things necessary to carry out the function of an animal pedigree association for Limousin cattle;
 - (b) the Association may:
 - (i) conduct research on the Limousin breed and other breeds of cattle;
 - (ii) provide methods of gathering information on the crossbreeding of Limousin with other breeds of cattle and maintain records deemed useful by its Board of Directors;
 - (iii) conduct an active promotion and publicity campaign to inform the cattle industry in Canada of the benefits and advantages of the Limousin breed and perform and maintain research, marketing and development programs and services towards this end;

- (iv) issue and publish performance, research reports, bulletins and other information and material on the cattle involved and maintain records and research data of interest and benefit to the cattle industry and to its members;
- (v) buy and sell property, livestock, equipment, supplies, research data and facilities and to contract for any and all such property or services as the Board of Directors may deem necessary to conduct the activities of the Association;
- (vi) encourage and endeavor to facilitate importation and exportation of Limousin cattle into and from Canada; and
- (vii) strive to co-operate with other Limousin associations and related organizations.

PART I – MEMBERSHIP

SECTION 1 - CATEGORIES, ELIGIBILITY AND DUE

Categories of Members

5. The Association shall have the following categories of Members:
- (a) Active Members: and
 - (b) Junior Members.

Eligibility

6. To be eligible to become an Active Member of the Association a person must:
- (a) if an individual, be eighteen (18) years of age or older;
 - (b) be interested in the advancement of the Association and Limousin cattle;
 - (c) agree to comply with the By-laws of the Association;
 - (d) agree to comply with the Act and the *Health of Animals Act*;
 - (e) be an owner, lessee or breeder of Limousin or Limousin cross cattle; and
 - (f) have paid the prescribed membership dues for Active Members to the Association.
7. To be eligible to become a Junior Member of the Association a person must:
- (a) be an individual;
 - (b) be twenty-one (21) years of age or younger as of January 1 of the membership year in which the Junior membership starts or is renewed;
 - (c) be interested in Limousin cattle or Limousin cross cattle;

- (d) be interested in advancing the objects of the Association; and
- (e) agree to comply with the By-laws of the Association.

Application for Membership

- 8. Any eligible person may apply, in writing and in the manner and on a form approved by the Association, to become an Active Member or a Junior Member of the Association.
- 9. An applicant shall become a Member of the Association upon approval of the application for membership by the Association and upon payment of the prescribed membership dues. Any application refused by the Association shall be referred to the Board of Directors whose decision in respect thereof shall be final.
- 10. The Board of Directors may refuse to approve an application for membership from any person expelled from the membership of any association incorporated under the *Animal Pedigree Act* of Canada or any other pedigree association recognized by the Board of Directors.
- 11. Membership in the Association is not transferable.

Membership Dues

- 12. Membership dues in the Association for each category of Members shall be established, from time to time, by the Board of Directors by special resolution.
- 13. In establishing the membership dues for Active Members and Junior Members the Board of Directors may establish classes of membership and specify the membership dues, if any, payable by Members of each class.
- 14. When a Junior Member in good standing applies, within six (6) months of the Junior Member's twenty-second (22nd) birthday, to become an Active Member the membership dues paid by the Junior Member shall be applied against the membership dues payable on approval as an Active Member.

SECTION 2 – MEMBERS

General Rights of Active Members

- 15. An Active Member in good standing may:
 - (a) receive notice of all meetings of the Members;
 - (b) attend any meeting of the Members; and
 - (c) make representations on any matter at any meeting of the Members.
- 16. In addition to the rights of an Active Member under Article 15, an Active Member in good standing may:

- (a) vote on any matter at any meeting of the Members;
- (b) vote in any election of Directors by mail-in ballot;
- (c) where permitted, vote on any matter by mail-in ballot;
- (d) hold office as a Director, Officer or Committee Chair;
- (e) be appointed as a Member of any Committee established by the Board of Directors; and
- (f) register, transfer and enroll cattle at the fee level prescribed for Active Members.

General Rights of Junior Members

17. Junior Members may:

- (a) receive notice of all meetings of the Members;
- (b) attend any meeting of the Members; and
- (c) register, transfer and enroll cattle at the fee level prescribed for Active Members.

18. In addition to the rights under Article 17, a Junior Member in good standing eighteen (18) years of age or older may:

- (a) vote on any matter at any meeting of the Members;
- (b) vote in any election of Directors by mail-in ballot;
- (c) Where permitted, vote on any matter by mail-in ballot; and
- (d) make representations on any matter at any meeting of the Members.

Members Who are Individuals

19. Where a Member is an individual that Member must exercise the rights of a Member personally and cannot appoint a representative to act on behalf of that Member.

Members Who are Not Individuals

20. Where a Member is not an individual, that Member shall appoint an individual eighteen (18) years of age or older to be the representative of the Member and exercise the rights of a Member on its behalf. In the case of a corporation the individual appointed as the representative shall be an officer, director, employee or shareholder of the corporation. In the case of a partnership, the individual appointed shall be one of the partners or an employee of the partnership.

21. A Member who is not an individual may notify the Association of the individual who is authorized to exercise, on behalf of the Member, the rights and privileges of such membership, including the right to vote and hold office in the Association.

Membership Year and Payment of Dues

22. The membership year for the Association is the calendar year.
23. On March 31st, in each year, all Members who paid for the preceding year but have not paid for the then current year shall be removed from the membership of the Association.
24. Any Member removed from the membership of the Association pursuant to Article 23 may be readmitted to the membership upon payment of outstanding membership dues and fees.

Financial Liability

25. The financial liability of a Member of the Association to the creditors of the Association is limited to the amount of any fees owing to the Association by the Member and to the amount due from the Member in respect of any services provided to the Member by the Association.

By-Laws

26. The Association shall make these By-laws available in print or electronic format for the purpose of inspection and making copies.

SECTION 3 - WITHDRAWAL, TERMINATION AND REINSTATEMENT OF MEMBERS

Withdrawal by Member

27. Any Member may withdraw from the Association by delivering written notice to the Association, but there shall be no refund of membership dues.

Suspension or Expulsion of Members

28. Subject to Article 30, any Member who:
 - (a) conducts himself in a manner prejudicial to the best interests of the Association and contrary to the objects of the Association;
 - (b) fails to observe the By-laws, rules or procedures established by the Association;
 - (c) is expelled from membership in any pedigree cattle Association incorporated under the *Animal Pedigree Act* of Canada or any other pedigree cattle association recognized by the Board of Directors, or
 - (d) ceases to be eligible to be a Member of the Association

may be expelled or suspended but, in accordance with section 61 of the Act, such expelled or suspended Member may not be denied the right to have registered or to transfer the ownership of cattle.

29. Subject to Article 30, any Member who:

- (a) is in arrears of any fees owing to the Association;
- (b) contravenes a By-Law of the Association relating to:
 - (i) the eligibility for registration of animals by the Association;
 - (ii) the individual identification of animals;
 - (iii) the keeping of private breeding records;
- (c) contravenes any provision of the Act or the regulations thereunder; or
- (d) contravenes any provisions of the *Health of Animals Act* or the regulations thereunder relating to the identification, within the meaning of that Act, or testing of animals;

may be expelled or suspended and, in accordance with section 61 of the Act, may be denied the right to have registered or to transfer the ownership of cattle.

30. No Member shall be suspended or expelled unless:

- (a) in the case of Article 28 clauses (a), (b) or (c) and Article 29:
 - (i) charges are in writing and signed by the writer;
 - (ii) the Member is given an opportunity of personal appearance before the Board of Directors at a closed session to show cause why he should not be suspended or expelled; and
 - (iii) the Board of Directors, by special resolution, suspends or expels the Member.
- (b) in the case of Article 28 clause (d), the Member is given notice in writing by the Association as to the change in his membership status.

Reinstatement of Members

31. A Member who is suspended or expelled by the Board of Directors pursuant to Articles 28 and 29 shall, after the expiration of sixty (60) days, have the right to apply to the Board of Directors for reinstatement and may be reinstated at the next meeting of the Board, provided two-thirds (2/3) of the members of the Board of Directors present thereat vote in favour of such reinstatement.

32. If the Board of Directors refuses to reinstate a person suspended or expelled from membership, such person shall have the right to apply for reinstatement to the next succeeding Annual General Meeting of the Association, but reinstatement by Annual General Meeting shall be only by a vote of two-thirds (2/3) of the Voting Members present at the meeting. No special notice of such an application need be sent to Members of the Association and it shall not be deemed to be special business.

SECTION 4 - MEETINGS OF THE MEMBERS

Annual and General Meetings

33. The Annual General Meeting of the Members shall be held once in every calendar year at any place within Canada, on such day in each year and at such time as the Board of Directors may determine.
34. The Board of Directors shall have the power to call, at any time, a general meeting of the Members of the Association. Any business, either special or general, may be considered and transacted at any general meeting of the Members other than those matters which by these By-laws are to be determined by mail-in ballot.
35. At every Annual General Meeting of the Members, in addition to any other business that may be transacted, the report of the Directors, the financial statements and the report of the Auditors shall be presented, auditors appointed for the ensuing year and the results of the election of Directors announced, and if thought expedient, the approval and ratification of acts and proceedings of the Board of Directors and Officers.
36. The order of business at all General Meetings shall be substantially as follows:
 - (a) Identification of Voting Members;
 - (b) Approving the minutes of the previous meeting;
 - (c) Report of Officers, Directors and Committees, where applicable;
 - (d) Correspondence, where applicable;
 - (e) Unfinished business, where applicable;
 - (f) Announcement of the results of the election of Directors or the appointment of Directors, where applicable;
 - (g) New business, where applicable; and
 - (h) Adjournment.

Auditor

37. The Members shall, at each Annual General Meeting, appoint an Auditor to audit the accounts and annual financial statements of the Association for report to the Members at the next Annual General Meeting of the Members. The Auditor shall hold office until the next Annual General Meeting provided that the Directors may fill any casual vacancy in the office of the Auditor. The remuneration of the Auditor shall be fixed by the Board of Directors. The Auditors shall not be, or be associated with, a Director, Officer or employee of the Association or a corporation which is affiliated with the Association.

Special General Meetings

38. Subject to Article 39, the Board of Directors:
- (a) shall have the power to call a Special General Meeting of the Members at such time and place as the Board may determine; and
 - (b) shall call a Special General Meeting, as soon as reasonably possible, on written request of not less than fifty (50) Voting Members and such Special General Meetings shall be called and held for the purpose stated in such request.
39. Any matter which, by these By-laws, is to be determined by mail-in ballot shall not be the subject of a Special Meeting of the Members.

Notice for Meetings

40. At least thirty (30) days and not more than one hundred and fifty (150) days written notice of the date, time and place of each Annual General Meeting or Special General Meeting shall be sent to each Member.
41. Written notice of any meeting where special business will be transacted or where a special resolution will be considered shall contain sufficient information to permit the Members to form a reasoned judgement on the decision to be taken.
42. No error or inadvertent omission in giving notice of any Annual General Meeting or Special General Meeting or any adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Meeting Chairman

43. The President shall preside as Chairman of all meetings of the Members, but if at a meeting the President is not present within fifteen (15) minutes after the time appointed for holding such meeting, the Vice-President shall preside as Chairman but if both are absent, the Members shall choose a Director to preside as Chairman and if no Director be present, or if all the Directors present decline to preside as Chairman, then the Members shall choose one (1) of the Members to preside as Chairman.

Quorum

44. A quorum for the transaction of business at any Annual General Meeting or Special General Meeting shall be twenty-five (25) Voting Members present in person.
45. A quorum for the amendment of the By-laws by mail-in ballot shall be twenty-five (25) Voting Members casting ballots.
46. A quorum for the election of Directors by mail-in ballot shall be twenty-five (25) Voting Members casting ballots.
47. No business other than election of a Chairman of the meeting and the adjournment or termination of the meeting shall be conducted at any meeting unless quorum is present at the commencement of the meeting.
48. If a meeting cannot be convened because there is not a quorum, it shall be at the discretion of those present to delay the opening of the meeting until such future time and place as may be proposed by the Chairman.

Adjournment

49. The Chairman of the meeting may, with the consent of any meeting at which quorum is present, adjourn the meeting for no more than forty-eight (48) hours to a fixed time and place. If the meeting is so adjourned no notice of the time and place for the holding of the adjourned meeting need be given to the members. Only business which might have been brought before or dealt with at the original meeting shall be dealt with at the adjourned meeting.

Open and Closed Meetings

50. All Annual General Meetings or Special General Meetings of the Members shall be open to the public except any closed portions of the meetings. Only Voting Members are eligible to attend closed portions of an Annual General Meeting or a Special General Meeting.

Voting

51. Each Voting Member shall have one (1) vote on each matter put to the question at any meeting of Members. A Voting Member may only vote in person at an Annual General Meeting or a Special General Meeting.
52. A majority of votes cast by the Voting Members present, in person, at an Annual General Meeting or Special General Meeting, shall determine the questions in meetings except where the vote or consent of a greater number of the Voting Members is required by the Act or these By-laws.
53. A majority of the votes cast by the Voting Members by mail-in ballot shall determine the questions by mail-in ballot except where the vote or consent of a greater number of the Voting Members is required by the Act or these By-laws.

54. Every matter put to the question at any meeting of the Members shall be decided in the first instance by a show of hands. In case of any equality of votes the Chairman shall, on a show of hands, secret ballot or at a poll, have a second or casting vote in addition to the vote to which he is entitled as a Member. At any meeting, unless a secret ballot or poll is demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion.

Polls and Secret Ballots

55. If at any meeting a secret ballot or poll is demanded on the election of Chairman or on the question of adjournment, it shall be taken forthwith without adjournment. If a secret ballot or poll is demanded on any other question, it shall be taken in such manner and at such time and place as the Chairman directs and either at once or after an interval or adjournment or otherwise and the result of the secret ballot or poll shall be deemed to be the resolution of the meeting at which the secret ballot or poll was demanded. The demand for a secret ballot or poll may be withdrawn.

PART II - GOVERNANCE OF THE ASSOCIATION

SECTION 1 - BOARD OF DIRECTORS

Management of the Association

56. The property and business of the Association shall be managed by a Board of Directors, comprised of a minimum of seven (7) and a maximum of nine (9) Directors elected in accordance with Articles 62 to 69.

Powers of Directors

57. The Directors shall exercise all of the powers and do all the acts and things that the Association may exercise and do, and which are not by these By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in an Annual General Meeting or Special General Meeting of the Members or by mail-in ballot.
58. The Directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as herein provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its objects otherwise authorized to exercise and do.
59. The Directors shall have the power to:
- (a) authorize expenditures on behalf of the Association from time to time;

- (b) appoint such agents as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment; and
 - (c) delegate to the senior staff person the right to employ and to establish and pay salaries to employees.
60. The Board of Directors is hereby authorized, from time to time:
- (a) to acquire, hold and dispose of real, personal, movable and immovable property necessary for the carrying out of its business and affairs;
 - (b) to borrow money on the credit of the Association, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient;
 - (c) to draw, make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments necessary for the carrying out of its business and affairs; and
 - (d) to mortgage or hypothecate, or create any security interest in, all or any property of the Association to secure any obligation of the Association.
61. The Board of Directors shall take such steps as it may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind for the purpose of furthering the objects of the Association.

SECTION 2 - ELECTION OF DIRECTORS

Election

62. The Directors shall be elected by secret mail-in ballot by the Voting Members.

Eligibility

63. To be nominated for election and elected or appointed to a position on the Board as a Director, the nominee or appointee shall:
- (a) be an individual;
 - (b) be an Active Member in good standing or a representative of an Active Member in good standing;
 - (c) be eighteen (18) years of age or older, with power under law to contract; and
 - (d) not be an employee or contractor of the Association.

Nominations

64. Nominations for any election of Director shall be:

- (a) in the form and contain such information as may be prescribed by the Board; and
- (b) be received by the Association no later than one hundred and twenty (120) days prior to the Annual General Meeting.

Election by mail-in ballot

65. The Voting Members may elect Directors to fill the required number of Director positions, in accordance with these By-laws, by secret mail-in ballot conducted as follows:

- (a) Each nominee will be allowed to furnish for enclosure with the ballot a brief factual statement of his service and qualifications, with each nominee being accorded equal opportunity and space.
- (b) The names of the nominees shall be listed on the ballot in alphabetical order by surname, followed by first name if more than one nominee has the same surname.
- (c) Each ballot package will consist of the following:
 - (i) The ballot, marked with one or more unique identifiers which will ensure the validity of the ballot but which are not associated to any individual Member;
 - (ii) A declaration form, marked with one or more unique identifiers which ensure that the ballot package is valid and has been assigned to a Member, that must be signed by the Member;
 - (iii) An inner ballot secrecy envelope, into which the Member will seal their ballot; and
 - (iv) A return pre-addressed envelope, into which the Member will place their ballot secrecy envelope, containing their ballot, and their signed declaration.
- (d) Ballots shall be mailed to all Members by regular mail to their last post office address on file with the Association at least ninety (90) days prior to the Annual General Meeting.
- (e) Members must return their completed ballot to the Association, sealed in the ballot secrecy envelope, and the signed declaration, both in the pre-addressed return envelope provided to them, by mail postmarked at least sixty (60) days prior to the Annual General Meeting.
- (f) A Member whose ballot has been lost or spoiled may, no later than 75 days prior to the Annual General Meeting, request a replacement ballot from the Association. The Association will make every effort to issue that Member a replacement ballot if it is satisfied that doing so will not affect the integrity of the voting process.

- (g) The failure of any individual Member to receive a ballot, or a replacement ballot requested under clause (f), does not in any way affect the counting of the votes or the outcome of the election.
- (h) The outer envelopes will be opened by the General Manager (or such other person as may be appointed by the General Manager) to review the declarations and separate the declarations from the ballot secrecy envelopes.
- (i) The determination as to whether a Member is a Voting Member will be made by the General Manager (or such other person as may be appointed by the General Manager) when that Member's declaration is reviewed. If the Member does not qualify as a Voting Member on the day the declaration is reviewed, that Member's unopened ballot secrecy envelope will be attached to their declaration, set aside and not counted.
- (j) The unopened ballot secrecy envelopes received from Voting Members will be secured in sealed boxes in a locked location at the Association's office until the date the ballots are to be counted.
- (k) Subject to clause (l), the ballot secrecy envelopes received from Voting Members shall be opened and counted any time after 50 days prior to the Annual General Meeting at the Association office by the General Manager (or in the General Manager's absence by someone appointed by the Board) in the presence of two (2) scrutineers approved by the Board of Directors.
- (l) The following ballots shall be considered spoiled and shall not be counted:
 - (i) any ballot marked for less or more than the number of Directors to be elected;
 - (ii) two or more ballots marked with the same identifiers;
 - (iii) any ballots contained in two or more ballot secrecy envelopes with the same identifiers; and
 - (iv) any ballots contained in a ballot secrecy envelope that contains more than one ballot;
- (m) The nominee who receives the majority of the votes cast by the Voting Members returning valid ballots by the deadline set out in clause (e), shall be declared elected.
- (n) If two (2) or more nominees should receive the same number of votes, the election of the director will be determined by ordinary resolution of the Board conducted by secret ballot.
- (o) Upon the completion of the election, the General Manager shall announce the results of the election in such manner as may be determined by the Board of Directors. The official announcement of the results of the election shall be made at the Annual General Meeting.

66. Notwithstanding Article 65, Voting Members have the option of returning their ballots and declarations by facsimile or e-mail and, in so doing, Voting Members using this option voluntarily give up their right to have their vote secret and consent to their ballots not being secret.

Election by Acclamation

67. Where fewer than or only a sufficient number of eligible individuals have been nominated to fill the required number of Director positions, the individuals nominated shall be declared elected by acclamation.

Appointment of Directors

68. Where fewer than the minimum number of Directors have been declared elected by acclamation, the Board of Directors shall appoint eligible individuals to fill the minimum number of positions as Directors and the individuals so appointed shall hold office as Directors in accordance with Article 71.
69. Where the minimum number of Director positions have been filled by either acclamation or appointment, the remaining Director positions shall remain vacant until the next election.

Term of Office

70. The term of office of a Director elected by mail-in ballot or acclamation:
- (a) commences at the close of the Annual General Meeting at which the results of the election are announced; and
 - (b) expires at the close of the Annual General Meeting at which the results of the election or appointment of a replacement Director are announced in the third (3rd) year following the year in which the term commenced.
71. The term of office of a Director appointed by the Board pursuant to Article 68:
- (a) commences at the close of the Annual General Meeting at which the appointment of the Director is announced; and
 - (b) expires at the close of the Annual General Meeting at which the results of the election or appointment of a replacement Director are announced in the first (1st) year following the year in which the term commenced.
72. An individual shall not serve for more than six (6) consecutive years as a Director. In determining the number of consecutive years that an individual has served as a Director, the portion of a term of office served by a Director who is appointed or elected pursuant to Articles 74 or 80 shall not be included in the calculation if the time served is less than 18 months.

Vacancies

73. The office of a Director shall be automatically vacated if:
- (a) the Director has resigned his office by delivering a written resignation to the President of the Association;
 - (b) a Director misses two (2) or more consecutive meetings of the Board of Directors without providing just cause reasonably satisfactory to the Board of Directors;
 - (c) a Director is on long term disability and is unable to fulfill his normal functions as a Director;
 - (d) the Director is removed from office pursuant to Article 76;
 - (e) the Director is found by a court to be mentally incompetent or incapable of managing his own affairs;
 - (f) the Director becomes bankrupt or a receiving order is made against him or he makes an assignment under the *Bankruptcy Act*;
 - (g) the Director is convicted of any criminal offence; or
 - (h) the Director dies.
74. Where a Director ceases to hold office before the expiry of that Director's term of office, and
- (a) if the number of Directors remaining in office is fewer than the minimum number of Directors, the Board of Directors shall appoint an eligible individual, to fill the minimum number of positions, to serve as Director in accordance with Article 75; or
 - (b) if the minimum number of Directors positions has been filled, the position vacated shall remain vacant until the next election.
75. Where a Director is appointed pursuant to Article 74(a) and if the Director is appointed:
- (a) after an Annual General Meeting but before the deadline for nominations under Article 64(b), that Director shall hold office until the next Annual General Meeting; and
 - (b) after the deadline for nominations under Article 64(b) but before the Annual General Meeting, that Director shall hold office until the next following Annual General Meeting.

Removal of Directors

76. Subject to Article 77, the Voting Members may, by secret mail-in ballot, remove any Director from office who is in breach of his duties and responsibilities as a Director.
77. Subject to Article 78, a motion may be brought for the removal of a Director by:

- (a) a special resolution of the Board of Directors; or
 - (b) a petition of the Voting Members of the Association which 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) be signed by twenty-five (25) Voting Members;
 - (iii) contain the printed names, addresses and telephone numbers of each of the Voting Members signing the petition; and
 - (iv) delivered to the Association at least one hundred and twenty (120) days in advance of an Annual General Meeting.
78. Where a special resolution referred to in Article 77(a) is approved by the Board of Directors or where a petition referred to in Article 77(b) is approved by the Board of Directors, the General Manager shall include a motion for the removal of the Director with the mail-in ballots for the election of Directors.
79. The motion to remove a Director shall be determined by mail-in ballot of the Voting Members unless on or before the date the mail-in ballots are counted the Director resigns from office.
80. Where a vacancy is created by the removal of a Director the position shall be filled under Article 74.

Remuneration

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

SECTION 3 - MEETINGS OF DIRECTORS

Place and Frequency of Meetings

82. The Board of Directors may hold its meetings at the Head office of the Association or such place as the Board may determine from time to time.
83. The Board of Directors shall meet at least two (2) times each year and at such additional times as may be required for the proper management of the Association, provided that one (1) of the meetings of the Directors shall be held immediately following the Annual General Meeting of the Members.

84. All meetings of the Board of Directors shall be deemed to be open to Members unless otherwise decided by a majority vote of Board Members present at the meeting.

Meeting by Telephone

85. Directors may participate in a meeting of the Board of Directors by telephone provided that all persons participating in the meeting can hear each other, and the Directors participating in such meeting by such means are deemed to be present at the meeting.

Notices of Meetings

86. A meeting of Directors may be convened at any time by the President, the Vice-President or three (3) or more Directors. The senior staff person, by direction of the President, the Vice-President or three (3) or more of the Directors, shall convene a meeting of Directors.
87. Notice of Directors' meetings stating the day, hour and place of the meeting shall be telephoned or sent by e-mail or facsimile to each Director no less than five (5) days before the meeting is to take place.
88. 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.
89. The statement of the President that notice has been given pursuant to the By-laws shall be sufficient and conclusive evidence of the giving of such notice.
90. For the first meeting of the Board of Directors held immediately following the Annual General Meeting of the Members or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary to the newly elected or appointed Director or Directors in order for the meeting to be duly constituted, provided that a quorum of the Directors is present.
91. If an urgent meeting of the Board of Directors is called for a specific purpose, the Members of the Board 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 Directors.
92. Any abridgement of the notice period or an error or inadvertent omission in a notice of a meeting of Directors or any adjourned meeting of the Directors shall not invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any and all proceedings taken or had thereat.

Meeting Chairman

93. The President shall preside as Chairman of all meetings of the Directors, but if at a meeting the President is not present within fifteen (15) minutes after the time appointed for holding

such meeting, the Vice-President shall preside as Chairman, but if both are absent, the Directors present may choose one (1) of their Members to preside as Chairman.

Voting

94. Each Director, other than the Chairman of the meeting, present at a Board of Directors meeting shall have the right to exercise one (1) vote.
95. The Past President is not a Director and, as such, shall not have a right to vote.
96. A majority of votes cast by the Directors present at the meeting shall determine the questions in meetings except where the vote or consent of a greater number of the Directors is required by these By-laws. In the case of an equality of votes, the Chairman shall have a casting vote.
97. Any Director present at any meeting of the Board of Directors shall be presumed and deemed to have assented to any and all action taken at such meeting unless he shall register his dissent to the action and such dissent shall be recorded in the minutes.

Quorum

98. A quorum for the transaction of business at meetings of the Board of Directors shall be a majority of the Directors.
99. No business other than the election of a Chairman and the adjournment or termination of the meeting shall be conducted at any meeting unless quorum is present.

Indemnities to Directors

100. Except in respect of an action by or on behalf of the Association to procure a judgment in its favour, the Association shall indemnify a Director or Officer or a former Director or Officer of the Association and the Director's or Officer's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Director or Officer in respect of any civil, criminal or administrative action or proceeding to which the Director or Officer is made a party by reason of being or having been a Director or Officer of the Association, if
 - (a) the Director or Officer acted honestly and in good faith with a view to the best interests of the Association, and
 - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director or Officer had reasonable grounds for believing that the Director's or Officer's conduct was lawful.
101. The Association may with the approval of the Court indemnify a person referred to in Article 100 in respect of an action by or on behalf of the Association to procure a judgment in its favour, to which the person is made a party by reason of being or having been a Director or Officer of the Association against all costs, charges and expenses reasonably incurred by the

person in connection with the action if the person fulfills the conditions set out in clauses (a) and (b) of Article 100.

102. The Association may advance funds to a person to defray the costs, charges and expenses of a proceeding referred to in Articles 100 or 101, but if the person does not meet the conditions of Article 100 he shall repay the funds advanced.
103. The Association may purchase and maintain insurance for the benefit of any person referred to in Article 100 against any liability incurred by the person in the person's capacity as a Director or Officer of the Association, except when the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Association.
104. The Association may enter into an agreement with its Directors or Officers with respect to the indemnification provided for in Articles 100 to 103.

SECTION 4 – OFFICERS

Appointment

105. At the first meeting of the Board of Directors following the Annual General Meeting or at such other times as may be required, the Directors shall elect from among themselves a President, a Vice-President, a Treasurer and such other Officers as the Board of Directors may determine.

Executive

106. The Executive of the Association shall consist of:
 - (a) the President;
 - (b) the Vice-President;
 - (c) the Treasurer; and
 - (d) the Past President, if an Active Member of the Association.

Function of the Executive

107. The function of the Executive shall be to:
 - (a) reach emergent decisions which cannot be delayed for deliberation by the Board of Directors;
 - (b) make specific top priority recommendations to the Board;
 - (c) represent the Association in its liaison contacts with industry and government bodies;

- (d) act as the agent and representative of the Board in those matters delegated to it by the Board;
 - (e) be directly responsible and accountable to the Board and shall manage the Board's business affairs and enforce the By-laws and Regulations of the Association; and
 - (f) assist the Directors in carrying out the policies established by the Board of Directors.
108. The Executive shall assist the Directors in carrying out the policies established by the Board of Directors. The Executive shall exercise such powers as are authorized by the Board of Directors. During the recess of the Board, the Executive shall exercise all the powers of the Board and shall report to the Board of Directors in writing any and all action taken.

Term of Office

109. The term of office of a Member of the Executive, other than the Past President,
- (a) commences immediately on the Officer being declared elected at the first meeting of the Board of Directors following the Annual General Meeting; and
 - (b) expires immediately on the Directors being declared elected at the next Annual General Meeting.
110. The term of office of the Past President
- (a) commences immediately on the President being declared elected at the Board of Directors meeting immediately following the Annual General Meeting; and
 - (b) expires when the presiding President become the immediate Past President.
111. An individual shall not serve for more than two (2) consecutive terms as the President.

Vacancy

112. Where a Member of the Executive ceases to hold office before the expiry of that officer's term of office
- (a) in the case of the President, the Vice-President will serve as President for the unexpired portion of the term;
 - (b) in the case of the Past President, the vacancy will not be filled; and
 - (c) in the case of the Vice-President, Treasurer or other Officer, the Board of Directors may appoint another Director to fill the position for the unexpired portion of the term.

Removal

113. The Board of Directors may, at any meeting of the Board, remove a Member of the Executive.

114. Where a vacancy is created by the removal of a Member of the Executive, other than the Past President, the vacancy shall be filled in accordance with Article 112.

Meetings

115. The Executive may, at the call of the President, conduct meetings of the Executive.

116. All Members of the Executive, except the Past President, shall have the right to exercise one (1) vote.

117. The quorum necessary for the transaction of business at a meeting of the Executive shall be two (2) Officers, not including the Past President.

118. All of the other provisions governing meetings of the Board of Directors apply with necessary modification to meetings of the Executive.

SECTION 5 - DUTIES OF OFFICERS

President

119. The President shall:

- (a) when present, preside at all meetings of the Members of the Association and at all meetings of the Board of Directors;
- (b) be an ex officio member of all Committees;
- (c) have the general oversight of the management of the affairs of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect;
- (d) provide leadership to the Board of Directors and the Members, liaise with the Members and industry and government stakeholders and act as the primary spokesperson for the Association;
- (e) oversee and provide guidance to the senior staff person of the Association; and
- (f) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the President from time to time by the Board of Directors.

Vice-President

120. The Vice-President shall

- (a) in the absence of the President, preside at all meetings of the Members of the Association and of the Board of Directors;
- (b) be an ex officio member of all Committees;

- (c) be vested with all the powers and shall perform all the duties and exercise the powers of the President in the absence or inability or refusal of the President to act; and
- (d) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Vice-President from time to time by the Board of Directors.

Treasurer

121. The Treasurer shall

- (a) be an ex officio member of all Committees;
- (b) assist the Board of Directors in carrying out its responsibility for the Association's financial reporting, accounting systems, internal controls and audit processes;
- (c) oversee and provide guidance to the President in the areas of finance and audit; and
- (d) perform such other duties and responsibilities, and exercise such powers as may be directed or delegated to the Treasurer from time to time by the Board of Directors.

Other Officers

122. The duties of all other Officers of the Association shall be such as the terms of their engagement call for or the Board of Directors requires of them.

Delegation of Duties of Officers

123. In case of the absence or inability of the President, Vice-President, Treasurer or any other Officer of the Association to act, the Board of Directors may delegate all or any of the powers of such officer to any other Officer or to any Director for the time being.

Senior Staff

124. The Board of Directors shall hire an employee or contractor to be responsible for the general and active management of the business and affairs of the Association. This employee or contractor shall be known as the General Manager or by such other title as may be determined, from time to time, by the Board of Directors.

125. The employee or contractor hired by the Board of Directors shall, under the direction of the President and Board of Directors:

- (a) conduct the affairs of the Association within the policies determined by the Board of Directors;
- (b) attend meetings of the Members, the Board of Directors and Committees as required by the Board of Directors;

- (c) act as Secretary of all meetings of Members and Directors and keep accurate minutes of all meetings of the Annual General Meetings, Special General Meetings, Board of Directors meetings and Committee meetings;
 - (d) maintain a record of all Members and their contact information and send all notices of the various meetings as required;
 - (e) have charge of the preparation and custody of all the correspondence and books of account and accounting records of the Association;
 - (f) hire and manage all employees and contractors of the Association;
 - (g) have charge of the Minute Book and corporate seal of the Association;
 - (h) have the care and custody of the funds and securities of the Association, keep accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time;
 - (i) disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Board of Directors at the regular meetings of the Board of Directors, or whenever they may require it, a full and detailed account of the receipts and disbursements and a statement of the financial position of the Association;
 - (j) prepare for submission to the Annual General Meeting a statement duly audited of the financial position of the Association and submit a copy of same to the Treasurer;
 - (k) collect and receive the membership dues and fees levied by the Association and all monies paid to the Association and deposit same in whatever institution the Board of Directors may order;
 - (l) properly account for the funds of the Association and keep such books as may be directed; and
 - (m) perform all duties incident to his office or that are properly required of him by the Board of Directors.
126. In case of the absence of the senior staff person, his duties shall be discharged by such person as may be appointed by the Board of Directors.

SECTION 6 – COMMITTEES

Governance Committee

127. The Board of Directors shall establish a Governance Committee as a Standing Committee which shall serve in an advisory capacity and report to the Board of Directors.
128. The Governance Committee shall be responsible for:
- (a) ensuring the effective governance of the Association including identifying Director qualifications, assisting with recruitment, vetting and nomination of qualified candidates;
 - (b) annually reviewing the governance performance of the Board;
 - (c) annually reviewing the governance structure and process;
 - (d) conducting Board training and development;
 - (e) overseeing the planning of the election of Directors by mail-in ballot, the appointment of Directors and the Annual General Meeting; and
 - (f) recommend proposed changes to the By-laws of the Association to be voted on by mail-in ballot.
129. The Governance Committee shall perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Governance Committee from time to time by the Board of Directors.
130. The Board of Directors shall appoint the Chair and members of the Governance Committee, from among the Directors, at the meeting of the Board of Directors held immediately following the Annual General Meeting.
131. The term of office of the Chair and members of the Governance Committee shall be one (1) year. A Director may not serve for more than three (3) consecutive years as the Chair of the Governance Committee.
132. The Governance Committee Chair and members shall serve without remuneration but shall be entitled to reimbursement for any reasonable expenses which they may incur in the exercise of their duties.
133. The President and Vice-President shall ex-officio members of the Governance Committee.

Ad hoc Committees

134. The Board of Directors may establish such other committees (to be known as “ad hoc committees”) as it deems necessary or desirable, to assist it in the fulfillment of its duties and responsibilities and may delegate from time to time to such committees any of the Board’s responsibilities that may be lawfully delegated.

135. The Board of Directors may from time to time dissolve, suspend or re-establish any ad hoc committee.

Ad hoc Committee Chairs and Members

136. The Board of Directors shall appoint the Chair of each Ad hoc Committee from among the Directors.

137. The Ad hoc Committee Chairs may appoint an Active Member, a Director or any other individual as a member of the Ad hoc Committees.

138. Ad hoc Committee Chairs shall be subject to removal by the Board of Directors. Ad hoc Committee Members shall be subject to removal by the Ad hoc Committee Chairs.

139. Ad Hoc Committee Chairs and Members shall serve without remuneration but shall be entitled to reimbursement for any reasonable expenses which they may incur in the exercise of their duties.

140. The President and Vice-President shall ex-officio members of all Ad hoc Committees of this Association.

Term of Office

141. The Ad hoc Committee Chairs hold office at the pleasure of the Board of Directors and the Ad hoc Committee Members hold office at the pleasure of the Ad hoc Committee Chairs.

Terms of Reference of all Committees

142. The Board of Directors may provide for the following:

- (a) the terms of reference, governance, operation, duties and functions of all Committees; and
- (b) the term of office of the Chairs and the Members of the Committees.

All Committee Meetings

143. All of the other provisions governing meetings of the Board of Directors apply with necessary modification to meetings of all Committees.

SECTION 7 - PROVINCIAL ASSOCIATIONS

Organization of Provincial Associations

144. The Association provides for the formation of Provincial Associations which to operate under the auspices of and within the jurisdiction of this Association. A minimum of four (4) Members in good standing of this Association, may organize a Provincial Association and obtain recognition thereof by submitting a written request for recognition to the office of this

Association, listing the names and addresses of the Charter Members of such proposed Association.

145. After the Board of Directors has given official approval to the constitution and any amendment thereto, under which the Provincial Association proposes to operate, the Provincial Associations shall obtain recognition from the Association.
146. The activities of any such Provincial Association shall be confirmed solely to its own provincial interests and shall not conflict in any way with the activities of this Association. No more than one (1) Association in each province shall be recognized unless authorized by resolution at an Annual Meeting of this Association.

PART III - BUSINESS MATTERS

SECTION 1 - ADMINISTRATIVE MATTERS

Head Office

147. The Head office of the Association shall be at the City of Calgary, in the Province of Alberta.

Fiscal Year

148. The fiscal year of the Association shall be January 1 to December 31.

Communication of Notices

149. For the purposes of sending notices to the Association the post office address, electronic address or facsimile number of the head office of the Association shall be their address.
150. For the purposes of sending notices to Members, Directors or Committee Members for any meeting or otherwise, the post office address, electronic address or facsimile number of the Members, Directors or Committee Members shall be their last post office address, electronic address or facsimile number recorded in the books of the Association. However, written notice of the Annual General Meeting or Special General Meeting of the Association, election of Directors or vote by mail-in ballot will only be sent to the Member by regular mail.
151. The Members, Directors or Committee Members may change their address, telephone number, facsimile number and electronic address by written notice to the Association.
152. Notices sent by mail shall be deemed to be received seven (7) days from the date of mailing, notices sent by facsimile shall be deemed to be received on the day of sending but if it is not a business day, on the next business day and communication sent electronically is valid only on proof that the electronic mail was received.
153. A certificate of the President or senior staff of the Association in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any Member, Director or Auditor or publication of any notice shall be conclusive evidence thereof

and shall be binding on every Member, Director or Auditor of the Association, as the case may be.

Books and Records

154. The Directors and President shall see that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute or law are regularly and properly kept.
155. The books and records of the Association may be inspected by any Director during regular business hours of the Association upon giving reasonable notice to the President.

Seal

156. The Directors may provide a corporate seal for the Association. If the Association has a corporate seal, it shall be of such form and device as may be adopted by the Directors and the Directors may make such provision as they see fit with respect to affixing of the said seal and the appointment of a Director or Directors or other persons, to attest by their signatures that such seal was duly affixed.
157. The Directors shall have the power from time to time to destroy the seal and substitute a new seal in place of the seal destroyed.

Cheques, Drafts, Notes, Etc.

158. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or person or persons, whether or not Officers of the Association and in such manner as the Board of Directors may from time to time designate by resolution.

Execution of Instruments

159. Contracts, documents or instruments in writing requiring the signature of the Association may be signed by such Officer or Officers or person or persons whether or not Officers of the Association, as the Board of Directors may from time to time designate by resolution, and all contracts, documents or instruments in writing so signed shall be binding upon the Association without any further authorization or formality.
160. The seal of the Association, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid or by individuals appointed by resolution of the Board of Directors.
161. The Directors may, by special resolution, give the Association's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Association and to the President for the purpose of carrying out his duties and responsibilities.

Rules and Regulations

162. The Board of Directors may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Association as they deem expedient.

SECTION 2 - BY-LAW AND ASSOCIATION MATTERS

Making, Amending and Repealing by-laws

163. The By-laws of the Association may be made, amended or repealed by special resolution of the Voting Members by mail-in ballot.
164. Notice of all proposed amendments by a Member shall be given to the General Manager in writing one hundred and twenty (120) days in advance of a General meeting and they shall be included in the mail-in ballot package; otherwise they shall have no power to deal with same.

Changing Articles of Incorporation

165. The Articles of Incorporation of the Association may be amended in accordance with sections 20 and 21 of the *Animal Pedigree Act*. The approval of the Voting Members required by section 20(2)(c) of the *Animal Pedigree Act* shall be determined by mail-in ballot.

Amalgamating the Association

166. The Association may amalgamate with one or more other Associations created under the *Animal Pedigree Act* in accordance with section 25 of the *Animal Pedigree Act*. The approval of the Voting Members required by section 25(2)(d) of the *Animal Pedigree Act* shall be determined by mail-in ballot.

Dissolution of the Association

167. The Association may be dissolved in accordance with Section 58(1)(e) of the *Animal Pedigree Act* on the petition to the Minister of Agriculture and Agri-Food Canada by the Association supported by a resolution to that effect passed by at least two-thirds (2/3) of the members of the Association. The resolution of the Voting Members in support of the dissolution of the Association shall be by mail-in ballot.

Mail-in Ballot

168. The procedure for the mail-in ballot referred to in Articles 163, 165, 166 and 167 shall be conducted using the same procedure as used for the election of Directors except that the dates for the return of the mail-in ballots and declarations, the date for the counting of the ballots, the announcement of the results of the vote and any other necessary changes to the procedure, as may be required, shall be determined by the Board of Directors.

Record Keeping

169. A copy of the Association's Articles of Incorporation and By-laws, together with any amendments thereto, shall be maintained by the Association at the head office of the Association which shall, at all reasonable times, be open to the inspection of the Members of the Association who may make copies thereof.

PART IV - REGISTRY MATTERS

Registry

170. A register shall be kept at the head office of the Association and shall be known as the CLA Herd Book. It shall be published by the Association at such time as decided by the Board of Directors.

Private Breeding Records

171. There shall be kept by each breeder, a private record which shall contain full particulars of his breeding operations. This record shall at all times be open to the inspection of officials of the Department of Agriculture and Agri-Food Canada and officials of the Association.

Performance Records

172. The Association may publish the performance records of progeny of Limousin cattle registered in the CLA Herd Book at such time and in such form as decided by the Board of Directors. In doing so the Association will rely upon the information provided by its Members and makes no representation or warranty as to the accuracy of the information used in compiling the results.

Registry Compliance

173. All applications for registration of Limousin cattle, the registration of Limousin cattle, the issuance of certificates of registration and the amendment, transfer and cancellation of the certificates of registration, the individual identification of animals and the recording of transfers of ownership of animals registered with the Association shall be done in accordance with Schedule AA" to these By-laws.

Hardship Cases

174. The Board of Directors is empowered to receive and determine any appeal presented to it in writing by any Member in respect to any matter creating a hardship for such Member. Subject to Articles 27 to 29 of Schedule "A", every such appeal shall pertain to a situation which is not specifically governed by the By-laws or Rules and Regulations or which otherwise requires that the By-laws or Rules and Regulations be interpreted by the Board of Directors in respect thereof. The Board of Directors, upon determination of any such appeal, shall forthwith advise the appellant Member of its decision and shall direct the senior staff person to do such things pursuant thereto as shall or may be necessary to give subject to such terms and conditions as

the Board of Directors deem appropriate or necessary. An appellant Member may, at their direction of the Board of Directors, be present in person at the time the Board of Directors shall consider the Member's appeal.

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

Fees

176. The Board of Directors shall, by special resolution, establish a schedule of fees for membership dues, administration, enrollment, certificates of registration, transfers of ownership and for all other services provided by the Association.

177. The due and fees established by the Board of Directors may be changed, from time to time, by special resolution of the Board of Directors.

178. All fees and applicable taxes must be paid to the Association in cash or acceptable legal tender as established by the Board of Directors.

PART V – TRANSITION

Members

179. The persons who were Members of the Association immediately before these By-laws came into effect shall continue to be Members of the Association. Any persons who were Founder Members or Associate Members immediately before these By-laws came into effect shall automatically become Active Members.

Directors

180. The Directors who held office immediately before these By-laws came into effect shall continue to hold office until their terms of office to which they were elected expire, or their successors to the positions are sooner elected or replaced under these By-laws.

Committees

181. Any Committee established immediately before these By-laws came into effect shall continue until dissolved or suspended by the Board of Directors.

Registrations, Transfers, Certificates

182. All registrations, transfers and certificates of registration issued by the Association before these By-laws came into effect shall continue to be registrations, transfers and certificates under these By-laws.

Schedule "A"

Registry Rules

Definitions

1. In this Schedule:
 - (a) "breeder" means the registered owner or lessee of the dam at the time of service;
 - (b) "CLA Herd Book" means the herd book established and maintained the Association;
 - (c) "Herd Book Limousin of France" means the herd book established and maintained in France by UPRA France Limousin Selection;
 - (d) "first owner" means:
 - (i) the registered owner or lessee of the dam at the time of the birth of the calf; and
 - (ii) in the case of an embryo transplant, the registered owner of the embryo at the time of the birth of the calf;
 - (e) "Fullblood" means Limousin cattle whose ancestors all trace directly to the Herd Book Limousin in France;
 - (f) "horned" means an animal:
 - (i) with horn growth affixed to the skull or which has been removed;
 - (ii) with any scarring on the head that could be caused by altering or tampering; and
 - (iii) showing any altering or tampering with scurs;
 - (g) "Lim-Flex" means percentage Limousin cattle that:
 - (i) contain thirty-seven and one-half percent (37.5%) to seventy-five percent (75%) Limousin blood and twenty-five percent (25%) to sixty-two and one-half percent (62.5%) Angus or Red Angus blood, as calculated by the Association;
 - (ii) are the result of a breeding program using a registered Limousin sire or dam of at least seventy-five percent (75%) Limousin blood and a registered Angus or Red Angus sire or dam of at least fifty percent (50%) Angus or Red Angus blood, as calculated by the Association; and
 - (iii) have one (1) or more ancestors which do not trace to the Herd Book Limousin of France.

- (h) “multiple-sire breeding” means breeding using more than one bull in a pasture or progeny resulting from a change of bulls within twelve (12) days, either after artificial insemination or with single bull pasture matings;
- (i) “NALF Herd Book” means the herd book established and maintained by the North American Limousin Foundation;
- (j) “parent verified” means that, through DNA genotyping or blood typing by a laboratory approved by the Association, the animal has been proven to be the progeny of its sire and dam;
- (k) “Percentage” means Limousin cattle that:
 - (i) contain thirty-seven and one -alf percent (37.5%) to eighty-nine percent (89%) Limousin blood, as calculated by the Association;
 - (ii) are the result of an up-breeding program using a registered Limousin sire or dam of at least seventy-five percent (75%) Limousin blood, as calculated by the Association; and
 - (iii) have one (1) or more ancestors which do not trace to the Herd Book Limousin of France.
- (l) “Purebred” means Limousin cattle that:
 - (i) contain ninety percent (90%) or more Limousin blood, as calculated by the Association, and are the result of an up-breeding program and have one (1) or more ancestors which do not trace to the Herd Book Limousin of France; or
 - (ii) are born in Canada, whose ancestors all trace directly to the Herd Book Limousin of France but have not had their parentage verified by DNA genotyping or blood typing.
- (m) “polled” means cattle that are naturally hornless;
- (n) “sire verified” means that, through DNA genotyping or blood typing by a laboratory approved by the Association, the animal has been proven to be the progeny of its sire; and
- (o) “scurred” mean an animal with incompletely developed horns that are often loose and moveable beneath the skin.

CLA Herd Book

2. The Association shall cause to be kept in the head office of the Association, a CLA Herd Book in which all records of pedigree, tattoo, sex, date of birth, performance data and breeder and ownership of all Limousin cattle registered with the Association will be maintained.

Registration of Herd Prefixes

3. Each breeder who wishes to register Limousin cattle in Canada must apply to the Association for, and be allotted, herd prefix letters for the exclusive use of that breeder in identifying animals born the property of that breeder.
4. The herd prefix letters may be tattooed in the left or right ear as designated by the Association at the time the letters are allotted and shall be affixed in the manner prescribed by the Association.
5. A breeder's herd prefix letters which have not been used for a period of at least five (5) years may be cancelled by the Association.
6. A breeder may apply to the Association in accordance with the policy of the Association to transfer the herd prefix allotted to that breeder.

Individual Identification of Animals

7. All animals accepted for registration in the CLA Herd Book must be identified with a permanent ear tattoo.
8. For animals born in Canada, an ear tattoo shall consist of:
 - (a) herd prefix letters of the first owner;
 - (b) a herd number of up to 4 digits of the subject animal; and
 - (c) a year letter for the animal's birth year as prescribed by the Associationand shall be affixed by the first owner of the animal before or at the time of weaning.
9. Cows of any beef breed, dairy breed, or combination of these breeds recognized under the *Animal Pedigree Act* and used in an up-breeding program should be identified by ear tattoo, ear tag or hot iron number brand.

Registration of Animal Names

10. All Limousin cattle registered in the CLA Herd Book must be named in accordance with the policies established by the Association from time to time.
11. The Association reserves the right to refuse any name for an animal which may be misleading in any manner or if there is some other sufficient reason why the name should not be registered.
12. Where there is a duplication of names of animals, the Association may at its discretion, request a change of name from the owner involved. Where the phonetic portion of an animal's name is similar to or duplicates another animal's name, inclusion of the Herd Prefix, tattoo and year letter shall make that name distinctive.

13. Imported animals shall be registered with the same name as shown on the certificate of registration issued in the country from which they were imported.
14. The Association may approve a change in the name of an animal providing that there are no registered offspring. An application for change of name must be completed and signed by the owner at birth, then presented to the Association with the animal's Certificate of Registration and the prescribed fee. If a registered prefix was used in the original name, it must also be used as a prefix in any suggested change.

Registration of Herd Names

15. A member may register with the Association a herd name for his exclusive use in naming his Limousin animals by applying to Association and paying the prescribed fee.

RULES OF ELIGIBILITY

Eligible Animals

16. Subject to Article 19, the following animals containing thirty-seven and one-half percent (37.5%) or more Limousin blood, as calculated by the Association, are eligible for registration in the CLA Herd Book:
 - (a) animals parented by a bull or cow which has at least seventy-five percent (75%) Limousin blood, as calculated by the Association, and which is registered in the CLA Herd Book;
 - (b) The progeny of a Fullblood, Purebred, Percentage sire having a percentage of seventy-five percent (75%) or greater, as calculated by the Association, mated to either a registered Limousin dam or a dam of another cattle breed recognized under the *Animal Pedigree Act* and approved by the Association; or
 - (c) The progeny of a Fullblood, Purebred or Percentage dam having a percentage of seventy-five percent (75%) or greater, as calculated by the Association, mated to a sire of another cattle breed recognized under the *Animal Pedigree Act* and approved by the Association.
17. The progeny of the Percentage Limousin cattle referred to in clauses (b) and (c) shall be eligible for registration at the arithmetic average of their Limousin blood percentages.
18. Subject to 19, animals meeting the above requirements with properly executed Certificates from the Herd Books of any other duly qualified national Limousin organization are eligible for registration in the CLA Herd Book.

Conditions of eligibility

19. The following conditions must be met in order for an eligible animal to be registered in the CLA Herd Book:

- (a) progeny from multiple-sire breeding must be sire verified;
 - (b) progeny resulting from an artificial insemination mating for which the gestation period is less than two hundred and seventy (270) days or has exceeded three hundred and six (306) days must be parent verified;
 - (c) all Fullbloods must be parent verified;
 - (d) calves propagated by embryo transplant must be parent verified and the certificate of embryo recovery must be forwarded to the Association at or before time of registration;
 - (e) animals over twenty-four (24) months of age must be parent verified;
 - (f) all animals born on or after January 1, 1997 must have a DNA genotype or blood type of their sire on file with the Association;
 - (g) the animal is certified free of protoporphyria either by testing or parentage, as required by these By-laws;
 - (h) the animal is parent verified or sire verified, as the same may be, as required by these by-laws; and
 - (i) case of progeny of leased animals, the lease of the animals' sire or dam, as the case may be, has been filed with the Association.
20. In the case of imported Fullbloods, the following conditions must be met:
- (a) that the animal be registered in its country of origin as defined by its birthplace;
 - (b) that the animal's parents trace directly to the Herd Book Limousin of France;
 - (c) that the animal be parent verified by a recognized laboratory prior to registration in the CLA Herd Book;
 - (d) That whenever possible, (depending upon age at importation), required weight data be collected and submitted to the Association for inclusion on the Certificate of Registration.

Applications for Registration

- 21. The application for registration of a Limousin animal in the CLA Herd Book must be in the form prescribed by the Association and must be accompanied with the prescribed fee.
- 22. For animals born in Canada, the first owner shall be the applicant for registration.
- 23. For imported animals, the importer shall be the applicant for registration.

24. In the case of multiple ownership of an animal, each interest shall be recorded with the Association. No more than four owners may be shown on a certificate of registration issued by the Association and the owners must designate which owner is to receive the certificate of registration.
25. All applications for registration shall contain the following information:
 - (a) Tattoo identification;
 - (b) Date of birth;
 - (c) Actual birth weight, if available, with ease of calving code (optional);
 - (d) date of birth and breed of dam; and
 - (e) Breeding information pertaining to dam.
26. All Percentage Limousin cattle which have been imported from the United States which have been first registered in the NALF Herd Book and are eligible for registration in the CLA Herd Book utilizing their North American Limousin Foundation registration number and registration prefix.

Hardship

27. When an application for registration dated after December 31, 2005 is dependent on DNA genotyping or blood typing Association will work with the breeder to ensure every reasonable step will be taken to adhere to the rules; however if verification is not possible, the breeder will request the Board of Directors to review the case.
28. The Directors will have the authority to make exceptions of the requirements for those animals who cannot be parent verified or sire verified. However, all animals in question will have a DNA genotype or blood type put on file.
29. If a registered Limousin bull whose semen is to be marketed commercially is a purebred or percentage bull that does not have both parents alive for parentage-verification, grandparent verification by DNA genotyping may, under expert advisement, be accepted by the Association for the missing parent.

Registration of Limousin cattle

30. Limousin cattle shall be registered into the CLA Herd Book with registration numbers containing the following prefixes:
 - (a) CIM and CIF: for Fullbloods imported from any country other than the United States;
 - (b) NIM and NIF: for Fullbloods imported from any country but which have been entered into the NALF Herd Book prior to entry into the CLA Herd Book;

- (c) CFM and CFF: for Fullbloods born in Canada;
- (d) CPM and CPF: for Purebreds;
- (e) NPF and NPM: for Purebreds that have been entered first into the NALF Herd Book and qualify in all other aspects for registration into the CLA Herd Book;
- (f) CXM *and* CXF: For Percentages and Lim-Flex.

31. Notwithstanding Article 30, Purebreds:

- (a) born in Canada;
- (b) whose ancestors all trace directly back to the Herd Book Limousin of France; and
- (c) are registered with the prefix CPM or CPF

may become eligible for registration with the prefix CFM and CFF, provided that the purebreds being issued these prefixes and all of their ancestors have been parent verified and such verification is on file with the Association.

Certificates of Registration

32. A Certificate of Registration, in the form approved by the Board of Directors, will be issued for each animal approved by the Association for registration in the CLA Herd Book.

33. Certificates of registration shall contain at least the following information:

- (a) Name of the Association;
- (b) Name of animal;
- (c) Tattoo identification;
- (d) Date of birth;
- (e) Sex;
- (f) Percentage of Limousin blood;
- (g) Name and address of breeder and current owner;
- (h) up to five (5) generation pedigree;
- (i) Association registration number;
- (j) if available, the date of birth and breed code of dam;
- (k) Birth weight (actual) when available;

- (l) the word “polled” is to be printed on the Certificate of Registration if the animal is smooth polled;
 - (m) the word “scurred” is to be printed on the Certificate of Registration if the animal is scurred;
 - (n) the words “homozygous polled” or “heterozygous polled” is to be printed on the Certificate of Registration if the animal has been tested as such;
 - (o) the word “black” or “red” is to be printed on the Certificate of Registration to indicate the coat colour of the animal;
 - (p) the words “homozygous black” or “heterozygous black” are to be printed on the Certificate of Registration if the animal has been tested as such;
 - (q) the word “twin” is to be printed on the Certificate of Registration if the animal is a twin, along with the twin's sex;
 - (r) the word “transplant” is to be printed on the Certificate of Registration if the animal is the result of an embryo transplant operation; and
 - (s) such other information as may be required by the Association.
34. Percentages rather than fractions will be used in all references expressing the content of Limousin blood in an animal.
35. Progeny of animals that are tested homozygous for qualitative traits of black coat colour or polled are considered homozygous by pedigree. Subsequent progeny of homozygous by pedigree and/or homozygous by test animals will be designated homozygous by pedigree for three generations on their Certificate of Registration as follows:
- (a) Animals that are tested homozygous will be designated with a “T”.
 - (b) Animals designated homozygous by pedigree will be designated with a “P” and their generation.
 - (c) Once an animal is four generations from a tested parent they must be tested themselves in order to be described as homozygous black or polled.
36. The actual mathematic percentage of Limousin blood of an animal shall always be reported on that animal's Certificate of Registration using the standard “add .5” rounding procedure.
37. For the purpose of recording the progeny of cows of any beef breed, dairy breed, or combination of these breeds recognized under the *Animal Pedigree Act* used in an up-breeding program, the amount of Limousin blood in any such female shall be assumed to be zero.

Duplicate Certificates of Registration

38. In the event a Certificate of Registration is lost or destroyed, a duplicate Certificate of Registration may be issued upon receipt by the Association of a statutory declaration prepared by the registered owner, showing to the satisfaction of the Association that the original Certificate of Registration was in fact, so lost or destroyed.

Mistakes, Errors and Inaccuracies

39. Registration or transfer of ownership of an animal is made on the understanding that the particulars given on the application or other documents filed with the Association are correct. If it is subsequently discovered that the particulars are incorrect or fraudulent or if any application or document contains any material false statements or representations, the registration or transfer on that animal shall be suspended or cancelled by the Association along with the registration or transfer of any descendents of such animal. When an animal shall have been entered or transferred through misrepresentation or fraud, the Association may refuse for record any subsequent registration or transfer dependent upon the signature of any person implicated in such fraudulent entry or transfer.
40. The Association assumes no responsibility, financial or otherwise, for any loss or damage that may be sustained by any individual, partnership, firm or corporation by reason of the suspension, cancellation or correction of any registration, transfer or other documents or by reason of the rejection of any application for membership, application for registration or application for transfer of ownership.
41. It is understood that homozygous by pedigree is dependent on the accuracy of an animal's pedigree and the accuracy of the original tests in its pedigree and the CLA shall not be liable for any inaccuracy.

Applications for Transfers of Registration

42. An application for transfer of a registered animal shall be in the form prescribed by the Association and shall be accompanied with the prescribed fee.

Transfer for breeding purposes

43. In the case of the sale of an animal or an interest in the animal for breeding purposes, the seller shall complete the application for transfer and forward the application for transfer and the certificate of registration to the Association within 90 days of the date of the sale.
44. The application for transfer shall contain the following information:
 - (a) the animal's registration number and tattoo number;
 - (b) name, membership number, address and contact information of the purchaser;
 - (c) date of sale;

- (d) In the case of a bred female, service information must be provided at the time of transfer and
 - (i) If bred by artificial insemination,
 - A. date of service;
 - B. name and registration number of the service bull;
 - (ii) If natural service,
 - A. exposure dates;
 - B. name and registration number of the service bull;
 - (e) Name, address, membership number and signature of the seller; and
 - (f) Such other information as may be required by the Association.
45. It is the responsibility of both the seller and the purchaser to confirm that the tattoo on the animal being transferred matches the tattoo information on the Certificate of Registration issued to the purchaser.
46. In the event the breeding information is proven to be incomplete or in error, the owner of the cow at the time of breeding shall be responsible for correction and costs of DNA genotyping or blood typing.
47. If the sale of any animal takes place, and a transfer of ownership is made in the CLA Herd Book and if it is subsequently discovered that the animal sold or registered is not the animal represented on the records, the Association shall on discovery of the same, declare the transfer or pedigree void together with any registration or transfer of descendants of such animals.
48. The Certificate of Registration of an animal must be transferred to the new owner prior to the new owner being eligible to register any progeny of that animal.
49. Unless otherwise authorized by the seller, the Association shall provide the seller with the transferred Certificate of Registration.
50. The seller shall provide the purchaser with the transferred Certificate of Registration evidencing the purchaser's ownership of the animal, within 180 days of the sale of the animal.

Cancellation of Certificates of Registration

51. When a registered animal:
- (a) is sold for slaughter;

- (b) is sold for any purpose other than breeding; or
- (c) dies or is disposed of, for any reason;

the owner shall report that information to the Association and shall immediately destroy that animal's Certificate of Registration.

Animals leased for breeding purposes

- 52. An application for registration of leased animals must be in the form prescribed by the Association and contain the following information:
 - (a) name, registration number and tattoo of the animal being leased for breeding purposes;
 - (b) the names and contact information of the lessor and the lessee of the animal;
 - (c) the conditions of the lease agreement; and
 - (d) the term of the lease agreement.
- 53. The application for registration of lease shall be dated and signed by the lessor and the lessee and must be filed with the Association.

Artificial Insemination

- 54. All Artificial Insemination must be done in compliance with the regular breeding requirements of this Association.
- 55. For bulls whose semen is sold or used in-herd, the following conditions apply:
 - (a) bulls born before January 1, 1997 must have an identification DNA genotype or blood type on file with the Association;
 - (b) bulls born on or after January 1, 1997 must be parent verified; and
 - (c) bulls born on or after February 28, 1995 must have Protoporphyrin genotype on file with the Association.

Embryo Transplant

- 56. Donor dams born before January 1, 1997 must have a DNA genotype or blood type on file with the association. Donor dams born on or after January 1, 1997 must be sire verified. In addition, all donor dams in embryo production on or after January 1, 2015 must have a protoporphyrin genotype on file with the Association.
- 57. If the donor dam is not owned or leased by the applicant (person applying for registration of the resulting calf), an embryo transfer must be on file with the association before the calf can be registered.

58. All embryo transplant forms must meet the minimum standards as established by the Canadian Embryo Transfer Society.

Parentage Verification

59. All animals consigned for sale at the Association's national Limousin sale must be sire verified in order to sell.
60. The Association reserves the right at any time and for any reason it deems necessary or advisable to require any animal registered with the Association or for which application has been made for registration to be parent verified or sire verified.
61. In the event that the parentage is verified the Association shall be responsible for the veterinary costs involved in drawing the blood and the cost of DNA genotyping or blood typing. In the event that the parentage is not verified all costs incurred in drawing blood and DNA genotyping or blood typing shall be at the expense of the applicant.
62. If the parent or sire verification is as a result of a complaint received by the Association, in the event that the parentage is verified the complainant shall be responsible for the veterinary costs involved in drawing the blood and the cost of DNA genotyping or blood typing. In the event that the parentage is not verified all costs incurred in drawing blood and DNA genotyping or blood typing shall be at the expense of the applicant.
63. The Board of Directors, shall at their discretion, require DNA genotyping for parentage verification, be done on a number of animals registered in the Association based on a pre-determined random interval selection provided that the minimum number of animals typed per year shall not be less than five (5) animals for every one thousand (1,000) animals registered.
64. The Association may undertake such additional blood verification tests as it deems necessary and may assess charges to the breeder or owner in relation to the responsibility for error evident in each case.
65. In the event the DNA genotyping or blood typing is not completed by the applicant as required, the Association shall act as it deems necessary to enforce compliance including the withholding of registrations or the request for additional DNA genotyping or blood typing or suspension or expulsion from membership.

Protoporphyrin Testing

66. All donor dams in embryo production on or after January 1, 2015 must have a protoporphyrin genotype on file with the Association.
67. The Board of Directors shall designate the laboratory or laboratories to be authorized to conduct testing for protoporphyrin and thereafter to certify animals free of protoporphyrin. Whereas both parents are certified free of protoporphyrin by test or by pedigree, offspring will

be considered to be protoporphyria normal by pedigree. Protoporphyria designations shall be as follows:

- (a) PN Proto Normal (free)
- (b) PP Proto Normal by Pedigree
- (c) PC Proto Carrier
- (d) PD Proto Diseased

68. After February 28, 1995, all sires used in more than one (1) herd or used in-herd through artificial insemination must have a protoporphyria genotype on file at the Association.
69. Calves conceived by artificial insemination, born after December 31, 1995 are ineligible for registration until such time as the protoporphyria genotype of the calf's sire is on file at the Association, unless the sire and dam of the artificial insemination bull are both certified free of protoporphyria by test pursuant to Article 67 above.
70. The Board of Directors may at their sole discretion, waive the requirement to have a protoporphyria genotype of the sire of a calf on file at the Association as required under Article 69 above, where it would create a hardship to the Member to enforce such requirement.
71. In the event that the party submitting a sample to obtain a protoporphyria genotype is not the owner of the sire or in the event that the party submitting the sample for a protoporphyria test is one (1) member of a partnership, the name of the party initiating the test and the owners will be the first parties to receive the test results from the Association.
72. Where a sire has tested carrier or diseased, then the owners of such sire shall be immediately notified by the Association by registered mail. The owners shall have seven (7) days after receipt of such notification to advise the Association in writing that they wish to have the bull retested at a laboratory designated by the Board of Directors, and the owners must provide an acceptable sample to the designated laboratory within fourteen (14) days of the receipt of the aforementioned notice; or the original test will be relied upon by the Association. For the purposes of the within provision, a Member shall be deemed to have received the registered mail notice seven (7) days after the date upon which the registered mail was mailed.
73. Once a bull is tested carrier or diseased, either after the original test if the owner fails to proceed with a retest within the time limits set out in Article 72 above, or after the retest has been completed where the owner proceeds with a retest, then the Association shall place the bull's name on its list of all animals which have a protoporphyria test.
74. The Association shall keep a list of all sires tested for protoporphyria and the results of such test, and shall make such list available to any Member who requests same.

75. Notwithstanding any of the provisions of this section, the Association shall have the right to require retests on any sire at any time provided that such retest shall be performed at the expense of the Association.
76. Random parentage check on proto submissions shall be established by the Board as deemed necessary from time to time and in accordance with Article 63.
77. Animals whose test results are "Proto Diseased" will have their Certificates of Registration withdrawn by the Association.

Rules and Regulations

78. The Board of Directors may by special resolution prescribe such rules and regulations not inconsistent with this Schedule as the Association deems expedient respecting:
 - (a) the eligibility for registration of animals;
 - (b) the requirements for parentage verification of animals, DNA genotyping, blood typing and other types of testing of animals;
 - (c) the procedures to be followed in applications for the registration of animals;
 - (d) the issuance of certificates of registration by the Association and the amendment, transfer and cancellation of such certificates;
 - (e) the keeping of pedigree and breeding records by the association and its members and the inspection by the association of pedigrees and breeding records kept by its members;
 - (f) the procedures to be followed in applications for the transfers of ownership of animal registered with the association;
 - (g) the payment of fees for certificates of registration, for transfers of ownership and for all other services provided by the Association and establishing the method of determining the amount of the fees; registration; and
 - (h) the completion of forms associated with the services provided by the Association.