



**NOTICE OF
ANNUAL GENERAL MEETING
AND
SPECIAL GENERAL MEETING**

to be held on **Saturday, July 29, 2017** at **7:00 p.m.**
Portage Exhibition
Portage la Prairie, Manitoba

ANNUAL GENERAL MEETING

The items of business of the Annual General Meeting will be:

- a) Identification of Voting Members and Quorum
- b) Approval of the Agenda
- c) Approval of the minutes of the previous meeting
- c) Report of the Directors, Officers and Committees
- e) Election of Directors
- f) New business
- g) Adjournment of the general meeting.

SPECIAL GENERAL MEETING

The items of business at the Special General Meeting will be the consideration of eight (8) special resolutions to:

- a) remove voting by proxy;
- b) have members vote by mail-in ballot for election of directors and to amend the CLA by-laws, amalgamate with another association, change the articles of association or dissolve the association;
- c) change the structure of the Board of Directors;
- d) make minor amendments to Articles relating to officers and staff;
- e) change the committees of the Board;
- f) make some miscellaneous amendments arising from this by-law review;
- g) amend various registry provisions set out in Schedule "A" of the By-laws: and
- h) authorize the Board of Directors to make housekeeping changes.

The Special Resolutions to be considered at the Special General Meeting are set out in detail on the tables attached as **Appendix “A”**. The tables in Appendix “A” compare the provisions in the existing By-laws with the proposed amendments. The proposed amended Articles appear in the second column of the table. The Special Resolutions are as follows:

Special Resolution 1 - Removal of Proxy Voting

The Articles being amended to remove proxy voting are set out in the table entitled “**Special Resolution 1 – Removal of Proxy Voting**” on pages 1 and 2 of Appendix “A”. The motion for consideration is as follows:

Be it resolved that the following Articles of the By-laws of the Canadian Limousin Association be amended as described in the second column of the table entitled “Special Resolution 1 – Removal of Proxy Voting” in Appendix “A” attached to the Notice of Annual General Meeting and Special General Meeting:

- Article 1(j)
- Article 1(k)
- Article 15(e)
- Article 17(c)
- Article 40
- Articles 48 and 49
- Articles 52 to 55

Special Resolution 2 – Voting by Mail-in Ballot

The Articles of the By-laws being amended to provide for voting by mail-in ballot are set out in the table entitled “**Special Resolution 2 – Voting by Mail-in Ballot**” on pages 3 to 11 of Appendix “A”. The motion for consideration is as follows:

Be it resolved that the following Articles of the By-laws of the Canadian Limousin Association be amended as described in the second column of the table entitled “Special Resolution 2 – Voting by Mail-in Ballot” in Appendix “A” attached to the Notice of Annual General Meeting and Special General Meeting:

- Article 15
- Article 15.1 (new)
- Article 17
- Article 33 to 35
- Article 37
- Article 37.1 (new)
- Article 43
- Article 43.1 (new)
- Article 43.2 (new)
- Article 49.1 (new)
- Article 57
- Article 62
- Article 65.1 (new)
- Article 65.2 (new)
- Articles 72 to 77
- Article 141
- Articles 154 to 158
- Article 158.1 (new)

Special Resolution 3 – Board Structure

The Articles of the By-laws being amended to change the structure of the Board of Directors are set out in the table entitled “**Special Resolution 3 – Board Structure**” on pages 12 and 13 of Appendix “A” attached to this notice. The motion for consideration is as follows:

Be it resolved that the following Articles of the By-laws of the Canadian Limousin Association be amended as described in the second column of the table entitled “Special Resolution 3 – Board Structure” in Appendix “A” attached to the Notice of Annual General Meeting and Special General Meeting:

- Article 56
- Article 63
- Article 65
- Article 67
- Article 67.1 (new)
- Article 68
- Article 68.1 (new)
- Article 69
- Article 71
- Article 71.1 (new)

Special Resolution 4 – Officers and Staff

The Articles being amended to make minor amendments in wording are set out in the table entitled “Special Resolution 4 – Officers and Staff” on pages 14 and 15 of Appendix “A” attached to this notice. The motion for consideration is as follows:

Be it resolved that the following Articles of the By-laws of the Canadian Limousin Association be amended as described in the second column of the table entitled “Special Resolution 4 – Officers and Staff” in Appendix “A” attached to the Notice of Annual General Meeting and Special General Meeting:

- Article 91.1 (new)
- Article 110
- Article 112
- Article 117
- Article 120
- Article 150

Special Resolution 5 – Committees

The Articles being amended to change the committees of the Board are set out in the table entitled “Special Resolution 5 – Committees” on pages 16 to 18 of Appendix “A” attached to this notice. The motion for consideration is as follows:

Be it resolved that the following Articles of the By-laws of the Canadian Limousin Association be amended as described in the second column of the table entitled “Special Resolution 5 – Committees” in Appendix “A” attached to the Notice of Annual General Meeting and Special General Meeting:

- Article 123
- Article 123.1 (new)
- Article 124
- Article 124.1 (new)
- Article 123.2 (new)
- Article 123.3 (new)
- Article 123.4 (new)
- Articles 127 to 134

Special Resolution 6 – Miscellaneous Amendments

The Articles being amended to make minor amendments in wording are set out in the table entitled “Special Resolution 6 – Miscellaneous Amendments” on page 19 of Appendix “A” attached to this notice. The motion for consideration is as follows:

Be it resolved that the following Articles of the By-laws of the Canadian Limousin Association be amended as described in the second column of the table entitled “Special Resolution 6 – Miscellaneous Amendments” in Appendix “A” attached to the Notice of Annual General Meeting and Special General Meeting:

- Article 1(f.1) (new)
- Article 6
- Article 7
- Article 22
- Article 25
- Article 38
- Article 64
- Article 98

Special Resolution 7 – Schedule “A” - Registry

The Articles being amended in the Registry provisions are set out in the table entitled “Special Resolution 7 – Schedule “A” - Registry” on pages 20 to 23 of Appendix “A” attached to this notice. The motion for consideration is as follows:

Be it resolved that the following Articles of the By-laws of the Canadian Limousin Association be amended as described in the second column of the table entitled “Special Resolution 7 – Schedule “A” - Registry” in Appendix “A” attached to the Notice of Annual General Meeting and Special General Meeting:

- Article 1(f.1)
- Article 19
- Article 30
- Article 33
- Article 34.1 (new)
- Article 39.1 (new)
- Article 49 to 51
- Article 55 and 56
- Article 59.1 (new)
- Article 65.1 (new)
- Article 66 and 67

Note: The new Article 59.1 in the table was approved by the membership at the 2016 AGM and, as such, is being included for information only. This Article is not part of the Resolution.

Special Resolution 8 - Housekeeping Amendments

The purpose of this Resolution is to enable to Board of Directors to:

- edit the current version of the By-laws to reflect the amendments approved by the Members;
- renumber the Articles in the By-laws to give effect to the amendments made in the Special Resolutions;
- correct all the Article cross-numbering in the throughout the By-laws to give effect to the amendments made in the Special Resolutions; and
- make minor housekeeping and editorial changes to the proposed amended By-laws prior to filing same with the Minister to have the amended By-laws approved by the Minister, such as, correcting any spelling or grammatical errors, correct any errors in numbering or problems with formatting.

The motion for consideration is as follows:

Be it resolved that the Board of Directors of the Canadian Limousin Association be authorized to make whatever consequential changes and edits of a housekeeping nature that may be required to put amended By-laws in final form for submission to the Minister of Agriculture and Agri-Food Canada and to Industry Canada for registration under the *Animal Pedigree Act*.

VOTING PROVISIONS

Eligibility to Vote

All Active Members and Junior Members over 18 years of age and in good standing are eligible to attend the Special General Meeting to vote on the Special Resolutions.

Form of Vote

Pursuant to Article 154 of the By-laws, these by-laws may be amended by a special resolution of the Voting Members at any Annual Meeting or Special Meeting of the Association by the affirmative vote of two-thirds (2/3) of members present.

Proxy

Active Members and Junior Members 18 years of age and older may vote by proxy. Both Active Members and Junior Members may act as a proxy for an Active Member or a Junior Member 18 years of age or older. No Member shall act as a proxy for more than 3 other members.

Quorum and Members Required for Approval

By Article 43 of the By-laws, the minimum number of members required to hold a Special General Meeting (the quorum) is 25 Active Members in good standing and Junior Members over 18 years of age and in good standing.

Questions

If you have any questions with respect to the Special Resolutions to be put to a vote at this meeting, please contact the CLA office or any member of the CLA Board of Directors.

APPENDIX “A”

SPECIAL RESOLUTION 1 – REMOVAL OF PROXY VOTING	
Current By-laws	Proposed Amended By-laws
DEFINITIONS	
1(j) “ordinary resolution” means a resolution passed by a vote of a majority of fifty percent (50%) plus one (1) of those Members who, if entitled to do so, vote in person or, where proxies are permitted, by proxy;	1(j) “ordinary resolution” means a resolution passed by a <u>majority of 50% plus 1 of the votes cast by the persons who voted in respect of that resolution</u> ;
1(k) “special resolution” means a resolution passed by a vote of not less than two-thirds (2/3) of those Members who, if entitled to do so, vote in person or, where proxies are permitted, by proxy;	1(k) “special resolution” means a resolution passed by a <u>majority of not less than two-thirds (2/3) of the votes cast by the persons who voted in respect of that resolution</u> ;
PART 1 – MEMBERSHIP	
SECTION 2 – MEMBERS	
General Rights of Active Members	
15. An Active Member in good standing may: (e) act as a proxy for Voting Members;	Article 15 clause (e) - repealed
General Rights of Junior Members	
17. In addition to the rights under Article 16, a Junior Member in good standing eighteen (18) years of age or older may: (c) act as a proxy for Voting Members;	Article 17 clause (c) - repealed
SECTION 4 – MEETINGS OF THE MEMBERS	
Notice for Meetings	
40. Notice of meetings of the Members must remind the Voting Members that they have the right to vote by proxy.	Article 40 - Repealed
Voting	
48. Each Voting Member shall have one (1) vote on each matter put to the question at any meeting of Members and may vote at an Annual General Meeting or a Special General Meeting either in person or by proxy.	48. Each Voting Member shall have one (1) vote on each matter put to the question at any meeting of Members. <u>A Voting Member may only vote in person at an Annual General Meeting or a Special General Meeting.</u>
49. A majority of votes cast by the Voting Members present, in person or by proxy, 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.	49. A majority of votes cast by the Voting Members present, <u>in person</u> , at an Annual General Meeting or a 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.

SPECIAL RESOLUTION 1 – REMOVAL OF PROXY VOTING

Current By-laws	Proposed Amended By-laws
Proxies	
52. Proxies shall be in writing in the “Form of Proxy” prescribed by the Association, signed by the Voting Member and need not be attested. A proxy holder must be a Voting Member and must be in attendance at the meeting for which the Voting Member has been appointed as proxy. No Voting Member shall vote as proxy for more than three (3) Voting Members.	Article 52 - Repealed
53. Notwithstanding Article 52, no individual shall be at liberty to cast more than four (4) votes, whether as a Voting Member, as a representative of a Voting Member or as a proxy holder, on any matter coming before a general meeting or special meeting of the Members.	Article 53 - Repealed
54. Voting Members may only appoint a proxy holder to attend and act at a specific meeting of the Members, or any adjournment thereof, in the manner and to the extent authorized by the proxy.	Article 54 - Repealed
55. Votes given in accordance with the terms of the proxy shall be valid notwithstanding revocation of the proxy with respect to which the vote is given, provided no notice in writing of the revocation shall have been received by the President before the meeting of the Members.	Article 55 - Repealed

SPECIAL RESOLUTION 2 – VOTING BY MAIL-IN BALLOT

Current By-laws	Proposed Amended By-laws
PART 1 - MEMBERSHIP	
SECTION 2 – MEMBERS	
General Rights of Active Members	
<p>15. An Active Member in good standing may:</p> <ul style="list-style-type: none"> (a) receive notice of all meetings of the Members; (b) attend any meeting of the Members; (c) vote on any matter at any meeting of the Members; (d) vote in any election of Directors; (e) act as a proxy for Voting Members; (f) make representations on any matter at any meeting of the Members (g) hold office as a Director, Officer or Committee Chair; (h) be appointed as a member of any Committee established by the Board of Directors; and (i) register, transfer and enrol cattle at the fee level prescribed for Active Members. 	<p>15. <u>An Active Member may:</u></p> <ul style="list-style-type: none"> (a) receive notice of all meetings of the Members; (b) attend any meeting of the Members; <u>and</u> <u>(c) make representations on any matter at any meeting of the Members.</u>
	<p>15.1 <u>In addition to the rights of an Active Member under Article 15, an Active Member in good standing may:</u></p> <ul style="list-style-type: none"> <u>(a) vote on any matter at any meeting of the Members;</u> <u>(b) vote in any election of Directors by mail-in ballot;</u> <u>(c) where permitted, vote on any matter by mail-in ballot;</u> <u>(d) hold office as a Director, Officer or Committee Chair;</u> <u>(e) be appointed as a member of any Committee established by the Board of Directors; and</u> <u>(f) register, transfer and enrol cattle at the fee level prescribed for Active Members.</u>

SPECIAL RESOLUTION 2 – VOTING BY MAIL-IN BALLOT

Current By-laws	Proposed Amended By-laws
General Rights of Junior Members	
<p>17. In addition to the rights under Article 16, a Junior Member in good standing eighteen (18) years of age or older may:</p> <ul style="list-style-type: none"> (a) vote on any matter at any meeting of the Members; (b) vote in any election of Directors; (c) act as a proxy for Voting Members; and (d) make representations on any matter at any meeting of the Members. 	<p>17. In addition to the rights under Article 16, a Junior Member in good standing 18 years of age or older may:</p> <ul style="list-style-type: none"> (a) vote on any matter at any meeting of the Members; (b) vote in any election of Directors <u>by mail-in ballot</u>; (c) <u>where permitted, vote on any matter by mail-in ballot</u>; and (d) make representations on any matter at any meeting of the Members.
SECTION 4 – MEETINGS OF THE MEMBERS	
Annual and General Meetings	
<p>33. 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.</p>	<p>33. 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 <u>other than those matters which, by these By-laws are to be determined by mail-in ballot.</u></p>
<p>34. 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 Directors elected, and if thought expedient, the approval and ratification of acts and proceedings of the Board of Directors and Officers.</p>	<p>34. 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 <u>the results of the election of Directors announced</u>, and if thought expedient, the approval and ratification of acts and proceedings of the Board of Directors and Officers.</p>
<p>35. The order of Business at all General Meetings shall be substantially as follows:</p> <ul style="list-style-type: none"> (a) Identification of Voting Members; (b) Approval of 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) Election of Directors, where applicable; (g) New business, where applicable; and 	<p>35. The order of Business at all General Meetings shall be substantially as follows:</p> <ul style="list-style-type: none"> (a) Identification of Voting Members; (b) Approval of 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) <u>Announcement of the results of the election of Directors or the appointment of Directors</u>;

SPECIAL RESOLUTION 2 – VOTING BY MAIL-IN BALLOT

Current By-laws	Proposed Amended By-laws
(h) Adjournment	(g) New business, where applicable; and (h) Adjournment
Special General Meetings	
37. The Board of Directors shall have the power to call a Special General Meeting of the Members at such time and place as the Board may determine. The Board of Directors shall call a Special General Meeting, as soon as reasonably possible, on written request of not less than 50 Active Members of the Association. Such Special General Meetings shall be called and held for the purpose stated in such request.	37. <u>Subject to Article 37.1</u> , 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 50 <u>Voting Members</u> and such Special General Meeting shall be called and held for the purpose stated in such request.
	37.1 <u>Any matter which, by these By-laws, is to be determined by mail-in ballot shall not be the subject of a Special General Meeting of the Members.</u>
Quorum	
43. A quorum for the transaction of business at any Annual General Meeting or Special General Meeting shall be twenty-five (25) Voting Members in good standing present in person.	43. A quorum for the transaction of business at any Annual General Meeting or Special General Meeting shall be twenty-five (25) Voting <u>Members</u> present in person.
	43.1 A quorum for the amendment of the By-laws by mail-in ballot shall be twenty-five (25) Voting Members casting ballots.
	43.2 A quorum for the election of Directors by mail-in ballot shall be twenty-five (25) Voting Members casting ballots.
Voting	
	49.1 <u>A majority of votes cast by the Voting Members by mail-in ballot shall determine the question 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.</u>
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.	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 <u>or by mail-in ballot.</u>

SPECIAL RESOLUTION 2 – VOTING BY MAIL-IN BALLOT

Current By-laws	Proposed Amended By-laws
SECTION 2 – ELECTION OF DIRECTORS	
	Election
62. The Directors shall be elected by secret ballot by the Voting Members at the Annual General Meeting of the Members.	62. The Directors shall be elected by secret <u>mail-in ballot</u> by the Voting Members.
	Election by Mail-in Ballot
	<p>65.1 <u>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:</u></p> <p>(a) <u>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.</u></p> <p>(b) <u>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.</u></p> <p>(c) <u>Each ballot package will consist of the following:</u></p> <p>(i) <u>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;</u></p> <p>(ii) <u>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;</u></p> <p>(iii) <u>An inner ballot secrecy envelope, into which the Member will seal their ballot; and</u></p> <p>(iv) <u>A return pre-addressed envelope, into which the Member will place their ballot secrecy envelope, containing their ballot, and their signed declaration.</u></p> <p>(d) <u>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.</u></p>

SPECIAL RESOLUTION 2 – VOTING BY MAIL-IN BALLOT

Current By-laws	Proposed Amended By-laws
	<p><u>(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.</u></p> <p><u>(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.</u></p> <p><u>(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.</u></p> <p><u>(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.</u></p> <p><u>(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 envelop will be attached to their declaration, set aside and not counted.</u></p> <p><u>(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.</u></p> <p><u>(k) Subject to clause (l), the ballot secrecy envelopes received from Voting Members shall be opened and counted at 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</u></p>

SPECIAL RESOLUTION 2 – VOTING BY MAIL-IN BALLOT

Current By-laws	Proposed Amended By-laws
	<p><u>of Directors.</u></p> <p><u>(l) The following ballots shall be considered spoiled and shall not be counted:</u></p> <p><u>(i) any ballot marked for less or more than the number of Directors to be elected;</u></p> <p><u>(ii) two or more ballots marked with the same identifiers;</u></p> <p><u>(iii) any ballots contained in two or more ballot secrecy envelopes with the same identifiers; and</u></p> <p><u>(iv) any ballots contained in a ballot secrecy envelope that contains more than one ballot;</u></p> <p><u>(n) 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.</u></p> <p><u>(o) 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.</u></p> <p><u>(p) 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.</u></p>
	<p><u>65.2 Notwithstanding Article 65.1, 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.</u></p>
Removal of Directors	
<p>72. Subject to Article 73, the Active Members may, at an Annual General Meeting, remove any Director from office who is in breach of his duties and responsibilities as a Director.</p>	<p>72. Subject to Article 73, the <u>Voting</u> Members may, <u>by secret mail-in ballot</u>, remove any Director from office who is in breach of his duties and responsibilities as a Director.</p>
<p>73. A motion may be brought before an Annual General Meeting for the removal of a Director by:</p>	<p>73. <u>Subject to Article 74, a motion may be brought for the removal of a Director by:</u></p>

SPECIAL RESOLUTION 2 – VOTING BY MAIL-IN BALLOT

Current By-laws	Proposed Amended By-laws
<p>(a) a special resolution of the Board of Directors; or</p> <p>(b) a petition of the Active Members of the Association which shall:</p> <p>(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;</p> <p>(ii) be signed by 25 Active Members in good standing;</p> <p>(iii) contain the printed names, addresses and telephone numbers of each of the Active Members signing the petition; and</p>	<p>(a) a special resolution of the Board of Directors; or</p> <p>(b) a petition of the <u>Voting</u> Members of the Association which shall:</p> <p>(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;</p> <p>(ii) be signed by 25 <u>Voting</u> Members;</p> <p>(iii) contain the printed names, addresses and telephone numbers of each of the <u>Voting</u> Members signing the petition; and</p> <p>(iv) <u>be delivered to the Association at least one hundred and twenty (120) days in advance of an Annual General Meeting.</u></p>
<p>74. On receipt of a petition in accordance with Article 73(b) the motion for the removal of the Director shall be included in the notice calling the meeting.</p>	<p>74. <u>Where a special resolution referred to in Article 73(a) is approved by the Board of Directors or where a petition referred to in Article 73(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.</u></p>
<p>75. The motion to remove a Director shall be determined by ordinary resolution of the Voting Members unless on or before the date of the Annual General Meeting the Director resigns from office.</p>	<p>75. The motion to remove a Director shall be determined <u>by mail-in ballot</u> of the Voting Members unless on or before the date <u>the mail-in ballots are counted</u> the Director resigns from office.</p>
<p>76. Where a vacancy is created by the removal of a Director</p> <p>(a) provided at least 2 individuals are nominated to fill the vacancy, the Voting Members may, at the Annual General Meeting at which the Director was removed, elect a Director from among the Active Members to serve for the unexpired portion of that term of office, and</p> <p>(b) if fewer than 2 individuals have been nominated to fill the vacancy, the position shall be filled under Article 68.</p>	<p>76. Where a vacancy is created by the removal of a Director <u>the position shall be filled under Article 71.</u></p>
<p>77. Article 66 does not apply to an election pursuant to Article 76 clause (a).</p>	<p>Article 77 - Repealed</p>

SPECIAL RESOLUTION 2 – VOTING BY MAIL-IN BALLOT

Current By-laws	Proposed Amended By-laws
PART III – BUSINESS AND ASSOCIATION MATTERS	
SECTION 1 – ADMINISTRATIVE MATTERS	
Communication of Notices	
<p>141. 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 will be sent by regular mail to the member except if the member has consented to these notices being sent to his or her electronic address or facsimile number.</p>	<p>141. 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 <u>any</u> Annual General Meeting or Special General Meeting, <u>election of Directors or vote by mail-in ballot</u> will only be sent by <u>to the Member</u> by regular mail.</p>
SECTION 2 – BY-LAW MATTERS	
Making, Amending and Repealing By-laws	
<p>154. The By-laws of the Association may be made, amended or repealed by special resolution of the Voting Members at any Annual General Meeting or Special General Meeting of the Members.</p>	<p>154. The By-laws of the Association may be made, amended or repealed by special resolution of the Voting Members <u>by mail-in ballot</u>.</p>
<p>155. Notice of all proposed amendments by a Member shall be given to the Association in writing sixty (60) days in advance of a General Meeting and they shall be included in the notice calling such meetings; otherwise they shall have no power to deal with same.</p>	<p>155. Notice of all proposed amendments by a Member shall be given to the <u>General Manager</u> in writing <u>one hundred and twenty (120)</u> days in advance of a General Meeting and they shall be included in the <u>mail-in ballot package</u>; otherwise they shall have no power to deal with same.</p>
Changing Articles of Incorporation	
<p>156. The Articles of Incorporation of the Association may be amended in accordance with sections 20 and 21 of the <i>Animal Pedigree Act</i>.</p>	<p>156. The Articles of Incorporation of the Association may be amended in accordance with sections 20 and 21 of the <i>Animal Pedigree Act</i>. <u>The approval of the Voting Members required by section 20(2)(c) of the <i>Animal Pedigree Act</i> shall be determined by mail-in ballot.</u></p>
Amalgamating the Association	
<p>157. The Association may amalgamate with one or more other Associations created under the <i>Animal Pedigree Act</i>, provided that the members have been consulted in writing in the prescribed manner in relation to the proposed amalgamation and that with respect to each association, twenty-five per cent (25%) or more of the members have responded in writing to the consultation and that at least two-thirds (2/3) of the members who responded have approved the</p>	<p>157. The Association may amalgamate with one or more other Associations created under the <i>Animal Pedigree Act</i>, <u>in accordance with section 25 of the <i>Animal Pedigree Act</i>. The approval of the Voting Members required by section 25(2)(d) of the <i>Animal Pedigree Act</i> shall be determined by mail-in ballot.</u></p>

SPECIAL RESOLUTION 2 – VOTING BY MAIL-IN BALLOT

Current By-laws	Proposed Amended By-laws
proposed amalgamation.	
Dissolving the Association	
<p>158. The Association may be dissolved pursuant to Section 58(1)(e) of the <i>Animal Pedigree Act</i> 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.</p>	<p>158. The Association may be dissolved pursuant to Section 58(1)(e) of the <i>Animal Pedigree Act</i> 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. <u>The resolution of the Voting Members in support of the dissolution shall be determined by mail-in ballot.</u></p>
	Mail-in Ballots
	<p>158.1 <u>The procedure for the mail-in ballot referred to in Articles 154, 156, 157 and 158 shall be conducted using the same procedure as used for the election of Directors except that the information included, 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 changes to the procedure, as may be required, shall be determined by the Board of Directors.</u></p>

SPECIAL RESOLUTION 3 – BOARD STRUCTURE	
Current By-laws	Proposed Amended By-laws
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 nine (9) Directors elected in accordance with Articles 62 to 67.	56. The property and business of the Association shall be managed by a Board of Directors, comprised of a <u>minimum of seven (7) and a maximum</u> of nine (9) Directors elected in accordance with Articles 62 to 67.
SECTION 2 – ELECTION OF DIRECTORS	
63. The election of the Directors shall be staggered such that three (3) Directors are elected from among the Active Members of the Association each year for a term of three (3) years.	Article 63 is repealed.
Nominations	
65. At the Annual Meeting of the Association, there shall be three (3) calls for nominations of Directors from the floor.	65. <u>Nominations for any election of Director shall be:</u> (a) <u>in the form and contain such information as may be prescribed by the Board; and</u> (b) <u>be received by the Association no later than one hundred and twenty (120) days prior to the Annual General Meeting.</u>
Appointment of Directors	
67. Where fewer than the required number of Directors have been declared elected by acclamation, the Board of Directors shall appoint eligible individuals to the remaining positions as Directors and the individuals so appointed shall hold office as Directors as if elected.	67. Where fewer than the <u>minimum</u> number of Directors have been declared elected by acclamation, the Board of Directors shall appoint eligible individuals to fill the <u>minimum number of</u> positions as Directors and the individuals so appointed shall hold office as Directors <u>in accordance with Article 68.1.</u>
	67.1 <u>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.</u>
Term of Office	
68. The term of office of a Director elected at the Annual General Meeting: (a) commences immediately on the Director being declared elected at the Annual General Meeting; and (b) expires immediately on a replacement Director being declared elected in the third year following the year in which the term commenced.	68. The term of office of a Director elected <u>by mail-in ballot or acclamation:</u> (a) commences <u>at the close of the Annual General Meeting at which the results of the election are announced;</u> and (b) expires <u>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.</u>

SPECIAL RESOLUTION 3 – BOARD STRUCTURE

Current By-laws	Proposed Amended By-laws
	<p>68.1 <u>The term of office of a Director appointed by the Board pursuant to Article 67:</u></p> <p>(a) <u>commences at the close of the Annual General Meeting at which the appointment of the Director is announced; and</u></p> <p>(b) <u>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.</u></p>
<p>69. An individual shall not serve for more than six (6) consecutive years as a Director. For the purpose of determining the number of consecutive years that an individual has served as a Director, an unexpired term of office served by a Director who is appointed or elected pursuant to Articles 71 or 76 shall not be included in the calculation if the time served is less than 18 months.</p>	<p>69. An individual shall not serve for more than six (6) consecutive years as a Director. <u>In</u> determining the number of consecutive years that an individual has served as a Director, <u>the portion of a term of office served by a Director who is appointed or elected pursuant to Articles 67, 71 or 76 shall not be included in the calculation if the time served is less than 18 months.</u></p>
Vacancies	
<p>71. Where a Director elected at the Annual General Meeting ceases to hold office before the expiry of that Director's term of office, the Board of Directors shall appoint from among the Active Members another individual to serve as Director for the unexpired portion of that term of office.</p>	<p>71. Where a <u>Director ceases</u> to hold office before the expiry of that Director's term of office, and</p> <p>(a) <u>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 71.1; or</u></p> <p>(b) <u>if the minimum number of Directors positions has been filled, the position vacated shall remain vacant until the next election.</u></p>
	<p>71.1 <u>Where a Director is appointed pursuant to Article 71(a), if the Director is appointed:</u></p> <p>(a) <u>after an Annual General Meeting but before the deadline for nominations under Article 65(b), that Director shall hold office until the next Annual General Meeting; and</u></p> <p>(b) <u>after the deadline for nominations under Article 65(b) but before the Annual General Meeting, that Director shall hold office until the next following Annual General Meeting.</u></p>

SPECIAL RESOLUTION 4 – OFFICERS AND STAFF	
Current By-laws	Proposed Amended By-laws
SECTION 3 – MEETING OF DIRECTORS	
Voting	
	<u>91.1 The Past President is not a Director and, as such, shall not have a right to vote.</u>
SECTION 4 - OFFICERS	
Removal	
110. Where a vacancy is created by the removal of a Member of the Executive the vacancy shall be filled in accordance with Article 108.	110. Where a vacancy is created by the removal of a Member of the Executive, <u>other than the Past President</u> , the vacancy shall be filled in accordance with Article 108.
Meetings	
112. All Members of the Executive shall have the right to exercise one (1) vote.	112. All Members of the Executive, <u>except the Past President</u> , shall have the right to exercise one (1) vote.
SECTION 5 - DUTIES OF OFFICERS	
Treasurer	
117. The Treasurer shall <ul style="list-style-type: none"> (a) be the Chair of the Financial Committee; (b) when present, preside at all meetings of the Financial Committee; (c) be an ex officio member of all Committees; (d) assist the Board of Directors in carrying out its responsibility for the Association's financial reporting, accounting systems, internal controls and audit processes; (e) oversee and provide guidance to the President in the areas of finance and audit; and (f) 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. 	117. The Treasurer shall <ul style="list-style-type: none"> <u>(a)</u> be an ex officio member of all Committees; <u>(b)</u> assist the Board of Directors in carrying out its responsibility for the Association's financial reporting, accounting systems, internal controls and audit processes; <u>(c)</u> oversee and provide guidance to the President in the areas of finance and audit; and <u>(d)</u> 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.
Senior Staff	
120. 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 Executive Vice-President or by such other title as may be determined, from time to time, by the Board of Directors.	120. 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 <u>General Manager</u> or by such other title as may be determined, from time to time, by the Board of Directors.

SPECIAL RESOLUTION 4 – OFFICERS AND STAFF	
Current By-laws	Proposed Amended By-laws
Execution of Instruments	
<p>150. Contracts, documents or instruments in writing requiring the signature of the Association may be signed by the President, the Vice-President or any two (2) Officers of the Association and all contracts, documents or instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board of Directors is authorized from time to time by resolution to appoint any Officer or Officers or any person or persons on behalf of the Association either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.</p>	<p>150. Contracts, documents or instruments in writing requiring the signature of the Association may be signed <u>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,</u> and all contracts, documents or instruments in writing so signed shall be binding upon the Association without any further authorization or formality.</p>

SPECIAL RESOLUTION 5 – COMMITTEES

Current By-laws	Proposed Amended By-laws
SECTION 6 – COMMITTEES	
Standing Committees	<u>Governance Committee</u>
<p>123. The Board of Directors shall establish the following Standing Committees which shall serve in an advisory capacity and report to the Board of Directors:</p> <p>(a) FINANCIAL COMMITTEE: This Committee shall be responsible for overseeing the financial matters of the Association and for preparing the Annual Budget for the Association. The Treasurer shall serve as Chairman of this Committee.</p> <p>(b) NATIONAL SHOW AND SALE COMMITTEE: This Committee shall be responsible for arrangements regarding the national show and sale of Limousin cattle.</p> <p>(c) BREED IMPROVEMENT COMMITTEE: This Committee shall be responsible for investigating the performance standards of the Limousin breed, for suggesting changes in performance measurements of minimums and for conducting whatever activity is deemed advisable to maintain breed improvement and educate the Members of the Association therein.</p> <p>(d) RESOLUTIONS COMMITTEE: This Committee shall be appointed at least ninety (90) days in advance of the Annual Meeting and shall thereafter, not less than sixty (60) days prior to the Annual Meeting, file with the Association, its report containing any proposed amendments to the Constitution of the Association to be voted on at the Annual Meeting by the general membership. Such report shall be included in the notice sent to the membership calling the Annual Meeting.</p> <p>(e) ADVERTISING AND PROMOTION COMMITTEE: This committee shall be responsible to work and develop with Association resources (staff, etc) an advertising and promotion strategy to raise the profile of Limousin genetics to the commercial industry as well as appropriate Member promotion materials. The Committee goal is to ensure the Limousin genetics has the desired and favorable recognition within the beef industry.</p>	<p>123. The Board of Directors shall establish a <u>Governance Committee as a Standing Committee</u> which shall serve in an advisory capacity and report to the Board of Directors.</p> <p>123.1 <u>The Governance Committee shall be responsible for:</u></p> <p>a) <u>ensuring the effective governance of the Association including identifying Director qualifications, assisting with recruitment, vetting and nomination of qualified candidates;</u></p> <p>b) <u>annually reviewing the governance performance of the Board;</u></p> <p>c) <u>annually reviewing the governance structure and process;</u></p> <p>d) <u>conducting Board training and development;</u></p> <p>e) <u>overseeing the planning of the election of Directors by mail-in ballot, the appointment of Directors and the Annual General Meeting; and</u></p> <p>f) <u>recommend proposed changes to the By-laws of the Association to be voted on by mail-in ballot.</u></p>

SPECIAL RESOLUTION 5 – COMMITTEES

Current By-laws	Proposed Amended By-laws
124. A Standing Committee shall perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Standing Committee from time to time by the Board of Directors.	124. The <u>Governance</u> 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.
	<u>124.1</u> 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.
	<u>124.2</u> 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.
	<u>124.3</u> 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.
	<u>124.4</u> The President and Vice-President shall ex officio members of the Governance Committee.
Ad hoc committees	
Committee Chairs and Members	<u>Ad hoc</u> Committee Chairs and Members
127. The President shall appoint the Chair of each Committee from among the Directors.	127. The <u>Board of Directors</u> shall appoint the Chair of each <u>Ad hoc</u> Committee from among the Directors.
128. The Committee Chairs may appoint an Active Member, a Director or any other individual as a member of the Committees.	128. The <u>Ad hoc</u> Committee Chairs may appoint an Active Member, a Director or any other individual as a member of the <u>Ad hoc</u> Committees.
129. Committee Chairs shall be subject to removal by the President. Committee Members shall be subject to removal by the Committee Chairs.	129. <u>Ad hoc</u> Committee Chairs shall be subject to removal by the <u>Board of Directors</u> . <u>Ad hoc</u> Committee Members shall be subject to removal by the <u>Ad hoc</u> Committee Chairs.
130. 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.	130. <u>Ad hoc</u> 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.
131. The President and Vice-President shall ex officio members of all Committees of this Association.	131. The President and Vice-President shall ex officio members of all <u>Ad hoc</u> Committees of this Association.
Term of Office	Term of Office
132. The Committee Chairs hold office at the pleasure of the Board of Directors and the Committee Members hold office at the pleasure of the Committee Chairs.	132. The <u>Ad hoc</u> Committee Chairs hold office at the pleasure of the Board of Directors and the <u>Ad hoc</u> Committee Members hold office at the pleasure of the <u>Ad hoc</u> Committee Chairs.

SPECIAL RESOLUTION 5 – COMMITTEES

Current By-laws	Proposed Amended By-laws
Terms of Reference of all Committees	
133. The Board of Directors may provide for the following: (a) the terms of reference, governance, operation, duties and functions of the Committees; and (b) the term of office of the Chairs and the Members of the Committees.	133. The Board of Directors may provide for the following: (a) the terms of reference, governance, operation, duties and functions of the <u>all</u> Committees; and (b) the term of office of the Chairs and the Members of <u>all</u> Committees.
Committee Meetings	
134. All of the other provisions governing meetings of the Board of Directors apply with necessary modification to meetings of Committees.	134. All of the other provisions governing meetings of the Board of Directors apply with necessary modification to meetings of <u>all</u> Committees.

SPECIAL RESOLUTION 6 – MISCELLANEOUS AMENDMENTS	
Current By-laws	Proposed Amended By-laws
Definitions	
	1(f.1) “days” means calendar days;
PART 1 – MEMBERSHIP	
SECTION 1 – CATEGORIES, ELIGIBILITY AND DUES	
Eligibility	
6. In order to be eligible to become an Active Member of the Association a person must:	6. <u>To</u> be eligible to become an Active Member of the Association a person must:
7. In order to be eligible to become a Junior Member of the Association a person must:	7. <u>To</u> be eligible to become a Junior Member of the Association a person must:
Membership Year and Payment of Dues	
22. On April 30th, 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.	22. On <u>March 31st</u> , 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.
By-Laws	
25. On being admitted to membership, the Association shall make the By-laws available to the Member in print or electronic format for the purpose of inspection and making copies.	25. <u>The Association shall make these By-laws available in print or electronic format for inspection and making copies.</u>
Notice for Meetings	
38. Thirty (30) days’ written notice of the date, time and place of each Annual General Meeting or Special General Meeting shall be sent to each Member.	38. <u>At least</u> thirty (30) days’ <u>and not more than one hundred and fifty (150) days’</u> written notice of the date, time and place of each Annual General Meeting or Special General Meeting shall be sent to each Member.
Eligibility	
64. In order to be nominated for election and elected or appointed to a position on the Board as a Director, the nominee or appointee shall:	64. To be nominated for election and elected or appointed to a position on the Board as a Director, the nominee or appointee shall:
Indemnities to Directors	
98. The Association may advance funds to a person in order to defray the costs, charges and expenses of a proceeding referred to in Articles 96 or 97, but if the person does not meet the conditions of Article 96 he shall repay the funds advanced.	98. The Association may advance funds to a person <u>to</u> defray the costs, charges and expenses of a proceeding referred to in Articles 96 or 97, but if the person does not meet the conditions of Article 96 he shall repay the funds advanced.

SPECIAL RESOLUTION 7 – SCHEDULE “A” REGISTRY

Current By-laws	Proposed Amended By-laws
Definitions	
	<p>(f.1) “Lim-Flex” means percentage Limousin cattle that:</p> <p>(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;</p> <p>(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</p> <p>(iii) have one (1) or more ancestors which do not trace to the Herd Book Limousin of France.</p>
Conditions of eligibility	
<p>19. The following conditions must be met in order for an eligible animal to be registered in the CLA Herd Book:</p> <p>(g) the animal is certified free of protoporphyria either by testing or parentage;</p>	<p>19. The following conditions must be met in order for an eligible animal to be registered in the CLA Herd Book:</p> <p>(g) the animal is certified free of protoporphyria either by testing or parentage, <u>as required by these By-laws;</u></p>
Registration of Limousin cattle	
<p>30. Limousin cattle shall be registered into the CLA Herd Book with registration numbers containing the following prefixes:</p> <p>(f) CXM and CXF: For Percentages;</p>	<p>30. Limousin cattle shall be registered into the CLA Herd Book with registration numbers containing the following prefixes:</p> <p>(f) CXM and CXF: For Percentages <u>and Lim-Flex;</u></p>
Certificates of Registration	
<p>33. Certificates of registration shall contain at least the following information:</p>	<p>33. Certificates of registration shall contain at least the following information:</p> <p>....</p> <p><u>(l.1) the word “scurred” is to be printed on the Certificate of Registration if the animal is scurred;</u></p> <p><u>(l.2) the words “homozygous polled” or “heterozygous polled” is to be printed on the Certificate of Registration if the animal has been tested as such;</u></p> <p><u>(l.3) the word “black” or “red” is to be printed on the Certificate of Registration to indicate the coat colour of the animal;</u></p>

SPECIAL RESOLUTION 7 – SCHEDULE “A” REGISTRY

Current By-laws	Proposed Amended By-laws
	<p align="center"><u>(l.4) the words “homozygous black” or “heterozygous black” are to be printed on the Certificate of Registration if the animal has been tested as such;</u></p> <p align="center">....</p>
	<p><u>34.1 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:</u></p> <p><u>(i) Animals that are tested homozygous will be designated with a “T”.</u></p> <p><u>(ii) Animals designated homozygous by pedigree will be designated with a “P” and their generation.</u></p> <p><u>(iii) 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.</u></p>
Mistakes, Errors and Inaccuracies	
	<p><u>39.1 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.</u></p>
Cancellation of Certificates of Registration	
<p>49. When a registered animal is sold for slaughter the Certificate of Registration shall not be transferred to the purchaser. The owner shall record in ink on the face of the Certificate of Registration for that animal that the animal was sold for slaughter and the date that it was sold and shall forward the Certificate of Registration to the Association.</p>	<p>49. <u>When a registered animal:</u></p> <p><u>(a) is sold for slaughter;</u></p> <p><u>(b) is sold for any purpose other than breeding, or</u></p> <p><u>(c) dies or is disposed of, for any reason,</u></p> <p><u>the owner shall report that information to the Association and shall immediately destroy that animal’s Certificate of Registration.</u></p>
<p>50. In the case of the sale of an animal for any other reason than breeding purposes, the seller shall not furnish the purchaser with the certificate of registration but forward it, with full details of the sale, to the Association. The transfer of ownership so reported shall not be recorded on the records of the Association.</p>	<p>50. Replaced with new 49.</p>

SPECIAL RESOLUTION 7 – SCHEDULE “A” REGISTRY

Current By-laws	Proposed Amended By-laws
51. When a registered animal dies the owner shall record in ink on the face of the Certificate of Registration for that animal that the animal has died and the date that it died and shall forward the Certificate of Registration to the Association.	51. Replaced with new 49.
Artificial Insemination	
55. For bulls whose semen is sold, 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; and (b) bulls born on or after January 1, 1997 must be parent verified.	55. For bulls whose semen is sold <u>or used in-herd</u> , 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; <u>and</u> (c) <u>bulls born on or after February 28, 1995 must have Protoporphyria genotype on file with the Association.</u>
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.	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. <u>In addition, all donor dams in embryo production on or after January 1, 2015 must have a protoporphyria genotype on file with the Association.</u>
Parent Verification	
	<u>59.1 All animals consigned for sale at the Association’s national Limousin sale must be sire verified in order to sell.</u> Note: This by-law amendment was approved by the membership at the 2016 AGM and, as such, is being included for information only. This Article is not part of the Resolution.
Protoporphyria Testing	
	<u>65.1 All donor dams in embryo production on or after January 1, 2015 must have a protoporphyria genotype on file with the Association.</u>
66. After February 28, 1995, all sires used in more than one (1) herd through artificial insemination must have a protoporphyria genotype on file at the Association.	66. After February 28, 1995, all sires used in more than one (1) herd <u>or used in-herd</u> through artificial insemination must have a protoporphyria genotype on file at the Association.
67. Calves conceived by artificial insemination, (where the sire was used in more than one herd through artificial insemination) born after	67. Calves conceived by artificial <u>insemination, born</u> after December 31, 1995 are ineligible for registration until such time as the protoporphyria

SPECIAL RESOLUTION 7 – SCHEDULE “A” REGISTRY

Current By-laws	Proposed Amended By-laws
<p>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 65 above.</p>	<p>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 65 above.</p>