

**AMENDED and RESTATED****BY-LAW NO. 1****Being the General By-Law of**

**THE HOLSTEIN ASSOCIATION OF CANADA  
L'ASSOCIATION HOLSTEIN DU CANADA  
(hereinafter referred to as the "Corporation")**

This by-law is an amended and restated version of By-Law No. 1 of the Corporation, and this by-law supersedes and replaces such earlier by-law and all amendments thereto

**INTERPRETATION**

<b>NEW NUMBER</b>	<b>PROPOSED OR AMENDED</b>	<b>CURRENT</b>
1.01	This Association shall be known as the Holstein Association of Canada	1.1 p.1 no chg
1.02	The Association may, from time to time, use as business names its name in a French form, namely Association Holstein du Canada or a shortened version of its name, namely Holstein Canada.	1.2 p.1 no chg
1.03	In the interpretation of this By-Law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.	New
1.04	Holstein Canada is committed to providing a balanced approach to providing services in Canada's two official languages; this includes service, member document and public facing communication.	New
1.05	Other than as specified above, words and expressions defined in the Act have the same meanings when used in these By-Laws.	New
1.06	The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.	6.1 p.1 6.2 p. 2
1.07	The Association will govern as under the body corporate, composed of its members with the rights, powers, privileges and responsibilities provided for from time to time by the Laws of Canada	2 p.1

1.08	By-Laws can be amended by a simple majority of a member vote at an Annual General Meeting or at a Special General Meeting specifically called for that purpose.	New
1.9	All policies will be made available electronically for members in good standing.	New
1.10	The purposes of this Association shall be: <ul style="list-style-type: none"> <li>a. To improve the breed of Holstein cattle</li> <li>b. To promote and secure the best interests of breeders and owners of Holstein cattle in Canada</li> <li>c. To prepare, maintain and make available a genealogical record of the Holstein breed</li> </ul>	3 to 3.3 p.1 no chg
1.11	The secretary shall maintain the Articles of Incorporation of the Association with all the amendments thereof which shall at all reasonable times be open to the inspection of members of the Association who may make copies thereof.	9.17.6 p. 13

## Section II FINANCIAL AUTHORITY OF THE CORPORATION

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
2.01	<b>Financial Year</b> the financial year of the Corporation shall be the calendar year.	9.15.3 p.12

### Powers of Directors

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
2.02	The board of the Corporation shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, shall exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.	New
2.03	The board shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to officers, employees or agents of the Corporation, or any one or more of them, the right to authorize expenditures and to employ and pay salaries to employees.	9.14.5 p.11

2.04	The board may take such steps as they may deem necessary or desirable to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever to further the purposes of the Corporation.	New
2.05	The board may, without authorization of the Members: <ul style="list-style-type: none"> <li>a) Borrow money on the credit of the Corporation</li> <li>b) Issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation</li> <li>c) Give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and</li> <li>d) Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.</li> <li>e) Upon recommendation from the Audit, Finance and Risk Committee approve an annual budget</li> <li>f) The Board of Directors shall determine those investments to which surplus funds of the Association are applied.</li> </ul>	New      9.14.3 p. 11 9.14.1 p. 11
2.06	The Head Office of the Corporation will be in Brantford, Ontario	5 p.1

### Corporate Financial Statements and Records

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
2.07	The Board will maintain a copy of all its Corporate Financial Statements and Corporate Records at its Head Office.	New
2.08	Financial Statements must be provided to members/shareholders a minimum of 21 days before your corporation's annual meeting.	New

### Operating Policies

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
2.09	The Board reserves the right to develop and implement operating policies and have the sole discretion to change them. No operating policy or procedure will circumvent any rights and responsibilities required by applicable legislation.	New

## Appointment of Auditors

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
2.10	<p>A Chartered Professional Accountant shall be appointed annually by the general vote of the Annual General Meeting as auditor, and it shall be that person's responsibility to examine and audit the accounts of the Corporation and make a report thereon to the members of the Corporation at the Annual General Meeting, which report shall include a detail statement duly audited of receipts and expenditures for the preceding year, and of assets and liabilities.</p> <p>The recommendation for the Auditor Appointment shall be the responsibility of the Audit, Finance and Risk Management Committee.</p>	<p>9.15.1 9.15.2 p.12</p>

## Section III MEMBERS

### Membership Eligibility

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
3.01	<p>Any person who resides in Canada and is interested in the breeding of Holstein cattle and who agrees to be bound by the provisions of these By-Laws may apply for membership in the Corporation.</p>	<p>8.1.1 p.2 8.3 p.3</p>
3.02	<p>The classes of membership shall be determined by the Board of Directors. Membership will consist of:</p> <p>Regular Members A regular member includes a government institution, or a corporation, partnership or unincorporated association engaged in breeding Holstein cattle with such member having a single vote for purposes provided in the By-Laws cast by a duly appointed officer or agent.</p> <p>Executors, administrators or other legal representatives of a deceased or bankrupt regular member shall be entitled to register cattle at members' fees until such time as the estate's cattle have been disposed of so long as the annual membership fees are paid.</p> <p>Affiliate members An individual who qualifies for membership, but who does not wish to be a regular member may apply to be an affiliate member.</p>	<p>8.3 p.3 8.1.2.1 p.2 8.2.2 p.3 No chg 8.1.2.2 p.2 8.2.3 p.3</p>

	<p>An affiliate member is entitled to all of the privileges of a regular member except the rights to register cattle at membership fees and to vote.</p> <p>Junior members An individual who qualifies for membership under and who is not over twenty-one (21) years of age is eligible to be a junior member.</p> <p>A junior member is entitled to all of the privileges of a regular member except the right to vote.</p> <p>Honourary Life Members Every Past President of the Association is a honorary life member with all the privileges of a regular member including the right to vote.</p>	<p>8.2.4 p.3 No chg</p> <p>8.1.2.3 p.2 8.2.5 p.3 no chg 8.2.6 p. 3 no chg</p> <p>8.1.2.4 p.2 8.2.7 p.3 No chg</p>
3.03	An annual membership fee shall be paid to the Corporation in the amount fixed from time to time by the Board of Directors.	8.1.3 p.2 No chg
3.04	Each year, a member shall, in addition to the annual membership fee pay a branch membership and levy to be collected by the Corporation in such amount as determined by the branch at a duly convened meeting of its members.	8.1.4 p.2
3.05	Each non-member, though not subject to an annual membership fee, but utilizing the services of the corporation shall pay to the branch in the province they reside, and to be collected by the corporation, the same levy and service fee in the same amount as is payable by members.	8.1.4.1 p.2

### Termination of Membership in the Corporation

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
3.06	<p>A membership (as defined in Section 3.02) in the Corporation is terminated when:</p> <ol style="list-style-type: none"> <li>the member dies or resigns.</li> <li>the member is expelled, or their membership is otherwise terminated in accordance with the articles, polices or by-laws.</li> <li>the member's term of membership expires;</li> <li>the Corporation is liquidated and dissolved under the Act.</li> <li>A member fails to meet the financial obligations of membership within sixty (60) days of the due date.</li> </ol>	New

3.07	<p>Effect of Termination of Membership</p> <p>Upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist in conjunction with Section 61 of the Animal Pedigree Act (1985).</p>	New
3.08	<p>Discipline of Members</p> <p>The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:</p> <ul style="list-style-type: none"> <li>a. violating any provision of the articles, by-laws, or written policies of the Corporation.</li> <li>b. carrying out any conduct which may be detrimental to the Corporation as included in the By-Laws</li> </ul>	8.4.1 – 8.4.11 p. 3 to 5
3.09	<p>CODE OF CONDUCT</p> <p>Integrity and Dignity of Membership</p> <p>3.09.1 Members and Directors shall discharge their duties loyally, faithfully, impartially, and in a manner that will inspire public confidence in the abilities and integrity of the organization.</p> <p>3.09.02 The Board shall adopt a code of conduct that all members must abide by. The code is included in the Policy Manual. By paying annual membership dues, the member agrees to abide by the code of conduct and accepts that they may face disciplinary action for violating the code of conduct.</p>	4 p.1

### Provincial Membership

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
3.10	The Board may, in its discretion, authorize the creation of branches of the Holstein Association of Canada.	7.1 p.2
3.11	The branch shall consist of all members of the Association residing in the province or provinces, which constitute the branch.	7.2 p.2
3.12	The branch shall be authorized to establish By-Laws for the conduct of its operations or incorporate at their discretion. In case of absence of By- laws or policy at the Provincial level, the By-Laws or policy of the Association shall prevail.	7.3 p.2

## Section IV MEETINGS OF MEMBERS

### *Annual Meetings*

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
4.01	The Annual Meeting of the Corporation shall be held at the time and place specified by the Board of Directors, not more than six months after the end of the Corporation's preceding fiscal year and after March 1 <sup>st</sup> of each year.	10.1 (p.13)
4.02	The Annual Meeting Agenda will consist of and consider the following items: <ul style="list-style-type: none"> <li>a) Financial Reporting of the Organization</li> <li>b) Appointment of Auditors for the following fiscal year</li> <li>c) Consideration of By-Law amendments</li> <li>d) Membership and Business updates</li> </ul>	New
4.03	The Association will utilize Roberts Rules of Order as it's Parliamentary Authority at all meetings of its members and Board.	New

### *Special Meetings*

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
4.04	Special meetings of the members of the Corporation shall be called when a majority of the members of the Board of Directors provide direction to the Secretary to call such a meeting at a time and place provided in such direction.	10.2 p.13

### *Notice of Meetings*

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
4.05	Notice of all meetings of the Corporation shall be forwarded to the members at the addresses (electronic is permissible) shown in the Corporation's records or published in a periodical sent to all members at least four (4) weeks prior to any meeting, either annual or special, by the Secretary. The notice will include the matters to be acted upon at such a meeting.	10.3 p.13

**Waiving Notice of Meetings**

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
4.06	<p>The Board has the right to issue and sign a waiver of notice to forgo the required notice of meetings, based upon Board majority resolution in the following circumstances.</p> <ul style="list-style-type: none"> <li>a) When a matter is deemed urgent and cannot wait for the next scheduled Board meeting.</li> <li>b) When an issue needs to be addressed and the requirement of a Special meeting is restrictive.</li> <li>c) When a regular meeting is previously scheduled and fixed, a formal notice, by issue of a formal waiver, can be deemed unnecessary.</li> </ul> <p>The waiving of notice should be used in extenuating circumstances and sparingly. A minimum of 48 hours notice shall be given for all waived notice of meetings.</p>	<p>New</p> <p>9.10.2</p> <p>9.10.3 p.9</p>

**Persons Entitled to be Present**

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
4.07	<p>In general, persons entitled to be present at meetings include:</p> <ul style="list-style-type: none"> <li>a) Members of the corporation or organization, as specified in the By-Laws of incorporation</li> <li>b) Any other individuals who are entitled to or required to be present under the provisions of the Act or by-laws and meet the requirements of the By-Laws</li> <li>c) Members may also be admitted on invitation of the Board chairperson of the meeting</li> <li>d) Guests at the discretion of the Board of Directors.</li> </ul>	New

**Chair of the Meeting**

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
4.08	<p>In general, the chair of the Board is responsible for presiding over Annual, general and special meetings. The Board does have the authority to appoint/elect a chairperson for meetings of the directors and members.</p>	New

**Quorum**

<b>NEW NUMBER</b>	<b>PROPOSED OR AMENDED</b>	<b>CURRENT</b>
4.09	Fifty (50) members in good standing of the Corporation and present (in conjunction with section 3.02) shall constitute a quorum for business at an Annual General Meeting or any special meetings of members.	10.6 p.14
4.10	Except when otherwise expressly provided, a majority of the votes cast at an Annual General Meeting, a meeting of the Board of Directors or at a meeting of any committee, is sufficient to determine any matter put to a vote.	10.7 (p. 14)

**Meeting Held by Electronic Meetings**

<b>NEW NUMBER</b>	<b>PROPOSED OR AMENDED</b>	<b>CURRENT</b>
4.11	The Board may make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.	New

**Votes to Govern**

<b>NEW NUMBER</b>	<b>PROPOSED OR AMENDED</b>	<b>CURRENT</b>
4.12	At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting may call for a second vote on the matter after allowing for additional debate.	New

### Roll call voting

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
4.13	A roll call voting is permissible, and each member states their vote aloud. Members are called in alphabetical order, and the presiding officer votes last to ensure impartiality.	New

### Voice and ballot voting

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
4.14	<p>A <b>voice vote</b> is permissible where members verbally express their vote by saying “aye” for approval or “no” for opposition.</p> <p>An anonymous ballot vote is permissible when requested, moved and approved by a majority of members present at the meeting. This is non debatable item.</p>	New

### Resolutions

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
4.15	All proposed resolutions shall be in writing, in a form suitable for passage, signed by a member of the Corporation and provided to the Secretary at least thirty (30) days prior to the meeting at which such resolutions are to be considered. The Board will review and discuss the resolutions presented at the meeting, for the purpose of understanding the wishes of the membership. Resolutions are not binding upon the Board.	10.5.1 p.14
4.16	Notwithstanding the provisions of 4.15, any resolution may be proposed and discussed at a meeting of the Corporation if two-thirds of the members present and voting consent to its introductions.	10.5.2 p.14

### Eligibility to Vote

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
4.17	<p>Any member who meets the requirements of membership found in 4.05 are eligible to cast a ballot in the manner prescribed within the bylaws at an Annual General Meeting and Special Meetings of the membership.</p> <p>Only one vote per membership will be allowed. The individual who has the authority to cast the ballot on behalf of the member will be at the discretion</p>	New

	<p>of the of member in so much that the individual is named on the membership list as maintained by the Corporate Secretary.</p> <p>Members of the Young Leaders Committee and Young Leaders Delegates are eligible to vote on all matters coming before an Annual General Meeting in the year in which they are serving as Committee members or attending as Delegates.</p>	8.2.8 p.3
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## Section V DIRECTORS

### Powers of the Board

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
5.01	<p>The property, business and affairs of the Corporation shall be managed by a board composed of elected and appointed members.</p> <p>The board of the Corporation shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into, and save as hereinafter provided, generally, shall exercise all such other powers and do all such other acts and things the Corporation by its mandate or otherwise authorized to exercise and do.</p>	9.8 p.9

### NEW NUMBER of Elected Directors

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
5.02	<p>The Board shall consist of ten (10) members from the following regions:</p> <ul style="list-style-type: none"> <li>• One elected director from British Columbia</li> <li>• One elected director from Alberta and the Northwest Territories</li> <li>• One elected director from Saskatchewan and Manitoba</li> <li>• Three elected directors from Ontario; one at large, and two from policy defined regions</li> <li>• Three elected directors from Quebec; one at large, and two from policy defined regions</li> <li>• One elected member from the region consisting of New Brunswick, Newfoundland, Nova Scotia and Prince Edward Island</li> </ul>	<p>9.1 p.5</p> <p>9.1.1 p.5</p> <p>9.1.2 p.5</p> <p>9.1.3 p.5</p> <p>9.1.7 / 9.1.8</p> <p>/ 9.1.9 p.6</p> <p>9.1.5 / 9.1.6</p> <p>p.6</p> <p>9.1.4 p.5</p>

## Qualifications

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
5.03	A director must be: <ul style="list-style-type: none"> <li>• At least 18 years of age</li> <li>• not have been declared incapable under the laws of a Canadian province or territory, or by a court in a jurisdiction outside Canada</li> <li>• must be a resident of Canada</li> <li>• be an individual (a corporation cannot be a director)</li> <li>• not be in bankrupt status.</li> </ul>	9.3.1 p.7

## Director Term of Office and Election Process

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
5.04	Each elected director will be elected for a three-year term. In addition: <p>5.04.1 The director or directors for each electoral district shall be elected by the members of the Association resident in that electoral district, and in good standing as of December 1st preceding the election.</p> <p>5.04.2 To be eligible for election as director, a candidate must be a regular member in good standing or a person entitled to vote on behalf of regular members in good standing.</p> <p>5.04.3 To be eligible for election, a member must first be nominated by five (5) members of the Association in good standing resident in the candidate's electoral district, in writing on the approved nomination form, signed by the nominee and filed with the secretary on or before December 1<sup>st</sup> preceding the election.</p> <p>5.04.4 A member who has served 12 (twelve) years as a director is not eligible for election.</p> <p>5.04.5 A committee of two (2) of consisting of the Chair and Corporate Secretary shall be appointed as individuals responsible for counting the ballots.</p> <p>5.04.6 Each candidate for election as a director is entitled to appoint one scrutineer to attend on the candidate's behalf and at the candidate's expense at the counting of the votes, and such an appointment to be made in writing and filed with the Secretary prior to the last day for returning ballots.</p>	9.3 to 9.7.1 p.7 and p.8

	<p>5.04.7 In event of a tie vote, the Chair will cast the deciding ballot.</p> <p>5.04.8 A candidate for election as Director may, within three (3) business days of the delivery of the election results request a recount providing that such candidate will pay the Associations costs of such a recount. A recount will be conducted by the Board's appointed Auditor and in the presence of one scrutineer for each of the candidates. A candidate may not be a scrutineer. The Auditor will notify candidates of the recount.</p>	
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### Independent Directors

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
5.05	<p>The board may appoint a maximum of two independent directors for a period specified by a motion of the board (not to exceed two years). An independent director is governed and must abide by the By-Laws of the organization.</p> <p>Appointed independent directors are voting members of the board and are restricted from being an officer of the organization.</p> <p>Appointed independent directors are full participants of committees inclusive of voting rights and can be elected into leadership positions on said committees.</p>	New

### Ceasing to Hold Office

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
5.06	<p>The office of director shall be automatically vacated:</p> <ol style="list-style-type: none"> <li>a) on death.</li> <li>b) if a director resigns their office by delivering a written resignation to the Secretary of the Corporation.</li> <li>c) if a director has been declared by a court in Canada or elsewhere to be incapable.</li> <li>d) if a director has the status of a bankrupt.</li> <li>e) if a director violates the Corporation's Director Code of Conduct or the Conflict-of-Interest Policy or any other applicable Corporation policy</li> <li>f) if a director's term of office expires and the individual is not re-elected or re-appointed.</li> </ol>	New

	g) If a director fails to meet the requirements of Section 5.03	
5.07	A resignation of a director becomes effective at the time the resignation is received by the corporation or at the time specified in the resignation, whichever is later.	New

### Filling Vacancies

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
5.08	<p>A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:</p> <ol style="list-style-type: none"> <li>a) if the vacancy occurs as a result of the board removing a Director, the board may fill the vacancy by an ordinary resolution.</li> <li>b) if there is not a quorum of Directors or there has been a failure to elect the NEW NUMBER or minimum NEW NUMBER of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of board to fill the vacancy and</li> <li>c) a quorum of Directors may fill a vacancy among the Directors.</li> </ol>	9.7.2 p.9

### Committees

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
5.09	<p>The Board may appoint from their number a committee of Directors and may delegate to the committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated.</p> <p>The board of directors shall have two permanent standing committees namely,</p> <ol style="list-style-type: none"> <li>a. Audit, Finance and Risk Management <ul style="list-style-type: none"> <li>• Responsible for financial reporting, internal controls, annual budgeting, enterprise risk management, internal and external auditing and the recommendation of the appointment of the Auditor</li> </ul> </li> <li>b. Governance <ul style="list-style-type: none"> <li>• Responsible for the development of, the review and the assessment of governance principles and guidelines for the Corporation.</li> </ul> </li> </ol>	<p>9.14.1 p.11</p> <p>9.14.2 / p.11</p> <p>9.14.6 (p.11)</p>

	<p>The board may from time to time constitute such other committees as it deems necessary or desirable to assist the board in carrying on the affairs of the Corporation and shall prescribe the duties of any such committee and the manner in which such committees will conduct their business. All members of such committees shall be appointed and may be removed, and all vacancies on such committees may be filled, and such committees may be dissolved by resolution of the board.</p> <p>The board shall be responsible for approving the terms of reference for the standing and other committees including, but not limited to, membership, changes in membership, quorum, appointment of the chair and the specific responsibilities of each committee.</p>	
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### Conflict of Interest

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
5.10	<p>A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure.</p> <p>No Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.</p> <p>A director found to be in breach of the Conflict of Interest will be subject to the <b>Director Code of Conduct Policy</b> and its applicable parameters, obligations and outcomes.</p>	9.13.2 / 9.13.2.1 / 9.1.2.2 p.10 9.13.2.3 p. 11

### Indemnification of Directors

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
5.11	<p>No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage</p>	9.13.1 p.10

	<p>arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:</p> <ul style="list-style-type: none"> <li>a) complied with the Act and the Corporation's articles and By-Laws; and</li> <li>b) exercised their powers and discharged their duties in accordance with the Act</li> </ul> <p>The board will maintain the appropriate level of Director and Officers Insurance to protect its elected and appointed board members.</p>	
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### Section VI MEETINGS OF DIRECTORS

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
6.01	The first meeting of the newly constituted Boards shall be held as soon as possible following the Annual General Meeting of the Corporation.	9.9.1 p. 9
6.02	Regular meetings of the Board will be scheduled throughout the year to conduct Corporation business. Board meetings will be held in person or by electronic means at the discretion of the Chair of the Board. A minimum of four Board meetings will be held annually.	9.9.2 p.9
6.03	<p>Notice of regular meetings of the Board shall be given by the Secretary on the instruction of the Board Chair setting forth the date and place of the meeting a minimum of seven (7) days prior to the proposed meeting date.</p> <p>The notice of the meeting shall include the purpose or purposes for which the meeting is being held. The purpose of the meeting may be amended by three quarters of the members present.</p>	9.10.1 p.9
6.04	<p>Special meetings of the Board may be called by the Chair or by a majority of the Board when in any of their judgement, the affairs or business of the Corporation make it expedient for the Board to hold a meeting.</p> <p>A special meeting of the Board may be held at any time or place or by electronic means with 24 hours' notice meeting the requirements of section 6.04 (para 1)</p>	9.9.3 p.9
6.05	Board Meetings may be held by electronic means in accordance with Section 4.11	New
6.06	A majority of the Board of Directors shall constitute a quorum.	9.9.4 p.9



	<p>c) The Treasurer will be a member of the Audit, Finance and Risk Committee</p> <p>7.02.02 Corporate Secretary</p> <p>d) The Secretary shall issue notices of the time and place of the Annual General Meeting and of meetings which the Board, the Chair may order to be called</p> <p>e) The Secretary shall issue notices of meetings of the Board when requested to do so by the Chair of the Board or by a majority of the Directors.</p> <p>f) The Secretary shall record or cause to be recorded all notices of the time and place of meetings duly called by the Chair or the majority of members of the Board in appropriate form</p> <p>g) The Secretary shall maintain the Article of Incorporation of the Association with all amendments.</p> <p>h) The Secretary shall maintain a book at the head office and shall cause the proper officer of each branch to maintain a book wherein shall be written or printed a copy of the By-laws of the Association with all amendments thereof which book shall at all reasonable times be open to the inspection of members of the Association who may make copies thereof.</p> <p>Individuals eligible to fill these positions can be appointed from the Directors, Staff or any other individual democratically appointed by the board.</p>	<p>9.17.1 9.17.2 p.12 9.17.3 p.13 9.17.4 p.13 9.17.5 p. 13</p>
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**Term of Office**

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
7.03	All officer positions will be elected or appointed annually.	9.12.1 p.10

**Vacancy in Officer Positions**

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
7.04	An officer ceases to hold office when the officer dies, resigns, is removed in accordance with the Director Code of Conduct Policy, if the Officer is found to be incapable by a court or incapable of managing property under Ontario law or fails to meet the requirements found in Section 5.03	New

7.05	A resignation of an officer becomes effective at the time the resignation is received by the corporation or at the time specified in the resignation, whichever is later.	New
7.06	The Board may by a resolution supported by three quarters of the Board, at any time remove any elected or appointed officer of the Corporation in accordance with the Director Code of Conduct Policy.	9.12.2 p.10

### Filling Officer Vacancies

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
7.07	<p>An officer vacancy shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Officer's predecessor:</p> <p>a) if the vacancy occurs as a result of the board removing an officer the board may fill the vacancy by election or appointment.</p> <p>b) if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of board to fill the vacancy without achieving the mandatory quorum</p>	9.7.2 p.9

### Minutes of Board of Directors and Committees

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
7.08	<p>The formal minutes of the board, consisting of a record of proceedings and of decisions taken, shall be available to the Members of the Corporation and shall be available to the board, each of whom such all receive a copy of such minutes. The formal minutes of Committees, consisting of a record of proceedings and of decisions taken, shall be available to the board, each of whom shall receive a copy of such minutes.</p> <p>Minutes of Board Meetings are accessible to members in accordance with the Access to Minutes Policy.</p>	New

## Section VIII NOTICES

### Method of Giving Any Notice

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
8.01	<p>Any notice (which term includes any communication or document), other than notice of a meeting of Members or a meeting of the board, to be given (which term includes sent, delivered or served) pursuant to the by-laws or otherwise to a Member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:</p> <ul style="list-style-type: none"> <li>a) If delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation.</li> <li>b) If mailed to such person at such person's recorded address by prepaid ordinary or air mail;</li> <li>c) If sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or</li> <li>d) If provided in the form of an electronic document.</li> </ul>	New

### Amendments

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
8.02	All proposed amendments to the By-Laws or Articles of Incorporation must be in writing in a form suitable for enactment and signed by ten (10) members in good standing of the Corporation and must be received by the Secretary at least ninety (90) days prior to the date of a meeting specifically called to consider such amendments.	10.4 p.13 / p.14
8.03	Any proposed by-law amendments or repeal of any bylaws that are considered and approved by the members at the appropriate meeting, are not in force until approved by the Minister pursuant to Section 16 of the Animal Pedigree Act.	New

## Section IX The Herd Book

NEW NUMBER	PROPOSED	CURRENT
9.01	Unchanged but will remove definitions regarding bylaws.	

## Section X: DEFINITIONS AND INTERPRETATION

### Glossary of Terms

\*\*\*\*“New” are additions, three (3) proposed amendments and all remaining on pages 20, 21 and 22, no changes and are applicable

NEW NUMBER	PROPOSED OR AMENDED	CURRENT
10.01	<p>In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:</p> <ul style="list-style-type: none"> <li>a) <b>“Act”</b> means the Animal Pedigree Act RSC 1985, c 8 (4<sup>th</sup> Supp) including the Regulations made pursuant to the ACT, and any other statute or regulations that may be substituted, as amended from time to time;</li> <li>b) <b>“articles”</b> means the original or restated articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;</li> <li>c) <b>“board”</b> means the board of directors of the Corporation and <b>“director”</b> means a member of the board;</li> <li>d) <b>“by-law”</b> means this by-law and any other by-law of the Corporation from time to time in force and effect;</li> <li>e) <b>“officer”</b> means a director that is elected or appointed to a specific office or responsibility. This refers to Chair, Vice-Chair, Executive Member, Treasurer, Secretary and Committee Chairs.</li> <li>f) <b>“branch”</b> means a duly constituted incorporated provincial association in accordance with the by-laws of the corporation</li> <li>g) <b>“Chair”</b> means President of the Board</li> </ul>	<p>New</p> <p>New</p> <p>13.5 p. 20</p> <p>New</p> <p>13.21 p.21</p> <p>13.6 p. 20</p> <p>New</p>