

# Proposal of Amendments to By-laws

## For 2017 National Convention AGM

**HOLSTEIN CANADA BY-LAWS** are rules and regulations established to ensure the Association meets its legal obligations. These By-laws provide directives under which the owners determine how the Association operates. Proposed amendments to By-laws can only be approved at the AGM, when members come together to discuss governance issues. The following nine By-law amendments/additions will be presented at the April AGM by the Board of Directors, as printed on the following pages.

### 1.

**Repeal Section 8.2.7 in its entirety, which reads as follows:**

Honourary Life Membership      8.2.7      The Board of Directors may award an honorary life membership in the Association. Such award shall carry with it all the privileges of a regular member except the right to vote.

***There is no known or recorded case of honorary life membership awarded to a regular member by the Board of Directors. The Board of Directors has and will continue to use the Member Awards programs for honorary recognition. Therefore, this By-law is no longer required.***

***There will be no change to bylaw 8.2.8 regarding Past President receiving honorary life membership.***

### 2.

**Repeal Section 9.15.1, 9.15.2 which reads as follows:**

Auditor      9.15.1      A Chartered Accountant shall be appointed annually by the general vote of the Annual General Meeting as auditor, and it shall be that person's duty to examine and audit the accounts of the Association and make a report thereon to the members of the Association at the Annual General Meeting, which report shall include a detailed statement duly audited of receipts and expenditures for the preceding year and of the assets and liabilities.

9.15.2      In the event that the auditor so appointed is unable or unwilling to act and it becomes necessary in any year to appoint a substitute, the Board shall appoint another Chartered Accountant as auditor until the next Annual General Meeting.

**And substitute therefor the following:**

9.15.1      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 duty to examine and audit the accounts of the Association and make a report thereon to the members of the Association at the Annual General Meeting, which report shall include a detailed statement duly audited of receipts and expenditures for the preceding year and of the assets and liabilities.

9.15.2      In the event that the auditor so appointed is unable or unwilling to act and it becomes necessary in any year to appoint a substitute, the Board shall appoint another Chartered **Professional** Accountant as auditor until the next Annual General Meeting.

***This proposed amendment is to replace the term "Chartered Accountant" with "Chartered Professional Accountant" to reflect the amalgamation of the Three (3) Accounting Associations in 2014.***

### 3.

Repeal Section 9.18 in its entirety, which reads as follows:

Buying and Selling of Cattle	9.18	The Association shall not, nor shall any of its full-time employees, engage directly or indirectly in the buying or selling of Holstein cattle, semen or embryos for their own account and no employee shall make use of any information obtained in his capacity as an employee of the Association for profit or gain.
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*The terms addressed in this By-law are administrative in nature and covered by Holstein Canada's Code of Business Conduct; a policy signed and adhered to by all staff. The Board, through the Governance Committee, ensures this Code is properly administered and reviewed regularly. Any changes to the Code of Business Conduct will be approved by the Board of Directors.*

### 4.

Repeal Section 11.3.1 which reads as follows:

Herd Book	11.3.1	The Association shall provide proof of registration in the form of a certificate of registration or a computer generated record for every animal registered in the herd book which indicates clearly whether the animal is purebred or, if not, its recognized percentage of purity, and such other information as the Board of Directors may determine.
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And substitute therefor the following:

11.3.1	The Association shall provide proof of registration in the form of a certificate of registration ( <b>paper or secure electronic version</b> ) or a computer generated record for every animal registered in the herd book which indicates clearly whether the animal is purebred or, if not, its recognized percentage of purity, and such other information as the Board of Directors may determine.
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*The addition of "paper or secure electronic version" adds clarity to the two methods by which the Association can provide proof of registration.*

### 5.

Repeal Section 11.13, which reads as follows:

Names Refused	11.13	The Secretary shall refuse to register animals under names that are misleading, either as to origin or relationship or otherwise, or under names that are obscene or profane.
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And substitute therefor the following:

11.13	The Secretary shall refuse to register animals <b>by names, words or phrases</b> that are misleading, either as to origin or relationship or otherwise, or under names that are obscene or profane.
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*Addition of the "words or phrases" to this By-Law allows for a broader spectrum of word play to be refused.*

6.

Repeal Section 11.14.1, which reads as follows:

Prefix 11.14.1 The Association will  
Names designate for each  
member upon the  
Certificate of Membership a  
unique prefix. Such prefix  
shall be reserved for the  
exclusive use of the member  
and shall be used as the  
first word of the name of all  
offspring resulting from a  
service to a female owned at  
the time of service by such  
member.

And substitute therefor the following:

11.14.1 The Association will designate for each member upon the Certificate of Membership a unique prefix. Such prefix shall be reserved for the exclusive use of the member and shall be used as the first word of the name of all offspring resulting from a service to a female owned at the time of service by such member.  
***A designated prefix holder may extend the use of the designated prefix to members of the immediate family, for the naming of offspring resulting from a service to a female owned by the family member, when said service takes place while the female was part of the prefix holder's herd. In order to be eligible for designation and extended prefix use, all parties must be members of Holstein Canada. It is the responsibility of the designated prefix holder to advise the Secretary in writing of the extended use of such prefix and to advise when a member of the immediate family no longer qualifies as an authorized user of the prefix.***

***This allows junior members on the family farm to have their own prefix or be authorized to use the parents prefix for naming animals resulting from breeding's which take place when their dams are part of the parents herd.***

7.

Repeal Section 11.18, which reads as follows:

Transfer of 11.18 Upon the sale of an animal as  
Ownership registered or purebred, it is a  
Duty of Seller responsibility of the seller to ensure a  
duly transferred certificate, issued by the  
Association, is provided to the buyer.  
A seller shall initiate the transaction by  
filing a transfer in approved manner  
with the Association and ensuring  
arrangements are complete for the  
payment of any necessary fees. In the  
event that the buyer and seller intend  
for a sale agreement to supersede this  
protocol, the responsibility for payment  
of the transfer fee and responsibility  
for filing a transfer may be established  
amongst the parties themselves. In  
such case, proof of the buyer-seller  
agreement shall be made available to  
Holstein Canada upon request.

And substitute therefor the following:

11.18 Upon the sale of an animal as registered or purebred, it is a responsibility of the seller to ensure a duly transferred certificate, issued by the Association, is provided to the buyer. A seller shall initiate the transaction by **submitting** a transfer in an approved manner with the Association and ensuring arrangements are complete for the payment of any necessary fees. In the event that the buyer and seller intend for a sale agreement to supersede this protocol, the responsibility for payment of the transfer fee and responsibility for **submitting** a transfer may be established amongst the parties themselves. In such case, proof of the buyer-seller agreement shall be made available to Holstein Canada upon request.

***Replacing the word "filing" to "submitting" better represents the varied submission methods; i.e.; paper, electronic, telephone.***

8.

Repeal Section 13.18, which reads as follows:

Definitions 13.18 "Holstein" means a breed of cattle normally Black & White in colour, but carrying a Red & White recessive gene in some strains, known variously in different parts of the world as Friesian, Holstein-Friesian, Schwarzbunte, originating in the lowlands of northern Europe.

And substitute therefor the following:

13.18 "Holstein" means a breed of cattle normally Black & White in colour, but carrying a Red & White recessive gene in some strains, **and tracing ultimately back to foundation stock of the breed** originating in the lowlands of northern Europe.

*The change from region based to foundation of the breed is to simplify the definition.*

9.

Repeal Section 13.24, which reads as follows:

Definitions 13.24 "Typical of Breed" means compliance with distinct breed criteria, genetic makeup, **physical resemblance and stability for breed characteristics**. Typical of Breed also requires that animals be free of disqualifying genetic defects as may be determined by the Board of Directors from time to time.

And substitute therefor the following:

13.24 "Typical of Breed" means in compliance with distinct breed criteria and genetic makeup. Typical of Breed also requires that animals be free of disqualifying genetic defects as may be determined by the Board of Directors from time to time.

*Removing the terms, "physical resemblance" and "stability for breed characteristics", because they can be interpreted to mean the same thing as "distinct breed criteria".*

## DISCLAIMER:

By-law Sections may be moved to provide clarity and flow and will be renumbered accordingly to accommodate the accepted amendments. These amendments would come into effect following approval by the Federal Minister of Agriculture and in accordance with the Animal Pedigree Act.