



*Holstein-Friesian Association of Canada – Annual Meeting
Prince Edward Hotel, Toronto, Ontario
Circa 1908*



BY-LAWS OF THE HOLSTEIN ASSOCIATION OF CANADA

As Revised and Amended April 27, 2019 | Incorporated January 1, 1901

P. O. Box 610 Brantford, Ontario Canada N3T 5R4
www.holstein.ca

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Holstein Association of Canada

Incorporated January 1st, 1901

BY - LAWS

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| Name | 1.1 | This Association shall be known as the Holstein Association of Canada. |
| | 1.2 | 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. |
| Essential Character | 2 | The Association is a body corporate, composed of its members with the rights, powers, privileges and responsibilities provided for from time to time by the Laws of Canada. |
| Purposes | 3 | The purposes of this Association shall be: |
| | 3.1 | to improve the breed of Holstein cattle; |
| | 3.2 | to promote and secure the best interests of breeders and owners of Holstein cattle in Canada; |
| | 3.3 | to prepare, maintain and make available a genealogical record of the breed. |
| Integrity of Members | 4 | To ensure the success of the Association, it is essential that the relationship between the members, between the members and the Association and between the Association, its members and the public be characterized by integrity, honesty and fair dealing and the By-laws of the Association shall contain such provisions as may be from time to time necessary to achieve this objective, including provisions concerning the admission of persons to and expulsion of persons from membership in the Association. |
| Location of Head Office | 5 | The head office of the Association shall be located in Brantford, Ontario. |
| Association Corporate Seal | 6.1 | The Corporate Seal of this Association shall be a circular faced die, with the head of a Holstein female, and the following inscription so cut upon the face of it that the whole can be embossed on paper by pressure: "Holstein Association of Canada, Incorporated 1901, Animal Pedigree Act". |

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| Bilingual Seal | 6.2 | The Association shall also have a bilingual seal, which is circular faced with the head of a Holstein female, and has the following words inscribed on it: "Holstein Canada 1884". This official seal shall be embossed upon each certificate of registration issued. In the case of a computer-generated form, a computerized form of the official seal with the inscribed words shall be used instead. |
| Provincial Branches | 7.1 | The Board may, in its discretion, authorize the creation of branches of the Holstein Association of Canada. |
| Branch Membership | 7.2 | The branch shall consist of all members of the Association residing in the province or provinces, which constitute the branch. |
| Branch By-laws | 7.3 | The branch shall be authorized to establish By-laws for the conduct of its operations. In cases of conflict between the By-laws and regulations of the Association and the By-laws and regulations of a branch, the By-laws and regulations of the Association shall prevail. |
| Membership Eligibility | 8.1.1 | Any person who 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 Association. |
| Classes of Members | 8.1.2 | There shall be the following classes of members: |
| | 8.1.2.1 | regular members |
| | 8.1.2.2 | affiliate members |
| | 8.1.2.3 | junior members |
| | 8.1.2.4 | honourary life members |
| Annual Membership Fee | 8.1.3 | An annual membership fee shall be paid to the Association in the amount fixed from time to time by the Board of Directors. |
| Branch Levy | 8.1.4 | Each year, a member shall, in addition to the annual membership fee pay a branch membership and levy to be collected by the Association in such amount as determined by the branch at a duly convened meeting of its members. |

- 8.1.4.1 Each non-member, though not subject to an annual membership fee, shall pay to the branch in the province they reside, and to be collected by the Association, the same levy in the same amount as is payable by members.

Classes of Membership

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| Applicable Member Provisions | 8.2.1 | A person eligible to become a regular member as provided in Section 8.1.1 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. |
| | 8.2.2 | 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. |
| Affiliate Member | 8.2.3 | An individual who qualifies for membership under Section 8.1.1 but who does not wish to be a regular member may apply to be an affiliate member. |
| | 8.2.4 | 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. |
| Junior Member | 8.2.5 | An individual who qualifies for membership under Section 8.1.1 and who is not over twenty-one (21) years of age is eligible to be a junior member. |
| | 8.2.6 | A junior member is entitled to all of the privileges of a regular member except the right to vote. |
| Honourary Life Membership | 8.2.7 | Every Past President of the Association is a honorary life member with all the privileges of a regular member including the right to vote. |
| Young Leaders Delegates | 8.2.8 | Young Leaders Delegates have the right to vote at the Annual General Meeting in the year in which they are Young Leaders Convention delegates. |
| Application for Membership | 8.3 | Each application for membership in the Association shall be submitted by the Secretary to the Board for approval. |

Discipline

- Complaints Against Any Person
- 8.4.1 Upon the complaint of the Secretary or any member of the Association, the Secretary may, and upon the instructions of any director shall, cause to be investigated:
- 8.4.1.1 any allegation that a person has violated the By-laws, rules or regulations of the Association or has so conducted himself that his continued membership in the Association may be detrimental to the reputation of the Association or the achievement of its purposes; or
- 8.4.1.2 any allegation that any person has violated the provisions of the By-laws of the Association relating to eligibility for registration, individual identification of animals, the keeping of private breeding records or any provision of the Animal Pedigree Act or the Regulations enacted thereunder.
- 8.4.2 Upon completion of such investigation, the Secretary may determine the matter and may dismiss the complaint, or if the complaint is established, may censure the person, suspend the person from membership in the Association for a period not to exceed three (3) years, expel the person from membership in the Association, and/or deny to such person for such period of time as may seem appropriate all or any of the services afforded by the Association and the decision of the Secretary shall be recorded in writing with the reasons therefor. The Secretary's decision shall not become effective unless and until it is ratified by the President and Vice-President.
- 8.4.3 Where the Secretary censures, suspends, expels and/or denies services, the person affected by such decision may appeal to an Appeal Committee, which shall be comprised of three (3) members appointed by the Board.
- 8.4.4 A Notice of Appeal shall be filed with the Secretary within fifteen (15) days of the date of the mailing of the notice of the Secretary's decision, but this period may be extended by the Appeal Committee before or after the expiration thereof.
- 8.4.5 The Appeal Committee may, after the hearing of the appeal, dismiss the appeal and confirm the disposition of the complaint made by the Secretary or may make any other disposition of the matter that was open to the Secretary to

make, and shall record its decision in writing with the reasons therefor.

- 8.4.6 The Board or the Secretary may direct the publication of the final disposition of any complaint with or without names.
- 8.4.7 Written notice of any disposition of a complaint by the Secretary or the Appeal Committee shall be forwarded to the member whose conduct forms the subject matter of the complaint in a manner that has been determined by the Board.
- 8.4.8 It is the obligation of every person, whenever requested by the Secretary, to attend a hearing held by the Appeal Committee and to give whatever information and produce whatever documents may be required for the proper determination of matters pending before the committee.
- 8.4.9 Unless a complaint is dismissed, the Secretary, the Appeal Committee or a final appeal committee of past presidents, as the case may be, may, in addition to their other powers provided in these By-laws, require that any person whose affairs or conduct forms the subject matter of a hearing or appeal, pay to the Association its reasonable costs or expenses incurred in and about the investigation, hearing or appeal, including costs or expenses for time spent by, or travelling expenses and other disbursements of, the Association, members of the Appeal Committee or a final appeal committee of past presidents, Association officers, staff, or investigators, any fee paid to a witness, the costs or expenses of legal services provided to the Association and any appeal committee, or expenses incurred in providing facilities or services for the purposes of providing any oral hearing or appeal that may be conducted.
- 8.4.10 The decision of the Appeal Committee may be appealed to a committee of three (3) Past Presidents appointed by the Board. Such appeal shall be based on the record of the evidence presented at the previous hearing. This committee may make any disposition of the appeal that the Appeal Committee might have made and the committee's decision shall be final and binding. In addition, the committee of three (3) Past Presidents may make an order with respect to assigning costs or expenses of an appeal before it, as provided earlier in this By-law.

8.4.11 Notice of appeal to the Committee of Past Presidents shall be filed with the Secretary within fifteen (15) days of the date of mailing of the notice of the Appeal Committee's decision.

Electoral
Districts

9.1 The electoral districts shall consist of the following:

9.1.1 British Columbia;

9.1.2 Alberta and the Northwest Territories;

9.1.3 Saskatchewan and Manitoba;

9.1.4 New Brunswick; Newfoundland; Nova Scotia and Prince Edward Island;

9.1.5 Western Québec, which shall comprise the geographic areas served by the following Clubs of the Association: Abitibi, Centre-du-Québec, Champlain-Laviolette, Huntingdon-Ormstown-Beauharnois, Lanaudière, Laurentides, Montréal-Vaudreuil-Soulanges, Papineau, Pontiac, Richmond, Shefford-Brome, Sherbrooke, St-Hyacinthe, St-Jean, St-Maurice-Maskinongé, Rouville, Témiscamingue;

9.1.6 Eastern Québec, which shall comprise the geographic areas served by the following Clubs of the Association: Bas-St-Laurent, Beauce, Bois-Francs, Dorchester, Lévis-Bellechase, Lotbinière, Montmagny-L'Islet-Kamouraska, Portneuf, Saguenay-Lac-Saint- Jean-Charlevoix;

9.1.7 Western Ontario, which shall comprise the geographic areas served by the following jurisdictions: the County of Brant, the City of Brantford, the County of Bruce, the Municipality of Chatham-Kent, County of Dufferin, the County of Elgin, the County of Essex, the County of Grey, the City of Guelph, the County of Haldimand, the Regional Municipality of Halton, the City of Hamilton, the County of Huron, the County of Lambton, the City of London, the County of Middlesex, the Regional Municipality of Niagara, the County of Norfolk, the County of Oxford, the Regional Municipality of Peel, the County of Perth, the Town of St. Mary's, the City of St. Thomas, the City of Stratford, the Township of Pelee, the Regional Municipality of Waterloo, the County of Wellington and the City of Windsor;

9.1.8 Central and Northern Ontario, which shall comprise the geographic areas of the following jurisdictions: the City of Barrie, the City of Belleville, the Regional Municipality of Durham, the County of Hastings, the City of Kawartha Lakes, the County of Lennox and Addington, the County of Northumberland, the City of Orillia, the District of Parry Sound, the Town of Parry Sound, the City of Peterborough, the County of Peterborough, the City of Prince Edward County, the City of Quinte West, the County of Simcoe, and the Regional Municipality of York; and, in Northern Ontario, the following districts: Algoma, Cochrane, Kenora, Manitoulin, Nipissing, Rainy River, Sudbury, Thunder Bay, Timiskaming, along with the following jurisdictions: The Town of Cochrane, the Municipality of Central Manitoulin, the City of Greater Sudbury, the County of Haliburton, the City of Kenora, the District Municipality of Muskoka, the Township of Nipissing, the Town of Northeastern Manitoulin and the Islands, the Town of Rainy River, the City of Temiskaming Shores, the City of Thunder Bay and the Municipality of West Nipissing.

9.1.9 Eastern Ontario, which shall comprise the geographic areas of the following jurisdictions: the City of Brockville, the City of Cornwall, the County of Frontenac, the Town of Gananoque, the City of Kingston, the County of Lanark, the United Counties of Leeds and Grenville, the City of Ottawa, the City of Pembroke, the Town of Prescott, the United Counties of Prescott & Russell, the County of Renfrew, the Town of Smith Falls and the United Counties of Stormont, Dundas and Glengarry;

9.2 The number of Directors to be elected from each electoral district shall be as follows: 1 for British Columbia; 1 for Alberta and the Northwest Territories; 1 for Saskatchewan and Manitoba; 1 for New Brunswick, Newfoundland, Nova Scotia and Prince Edward Island; 1 for Western Québec; 1 for Eastern Québec; and 2 for Québec at large; 2 for Western Ontario; 1 for Central and Northern Ontario; and 1 for Eastern Ontario.

By Whom Elected

9.3 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.

Eligibility for Election as Director

9.3.1 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 a regular member in good standing pursuant to Section 8.2.1 of these By-laws.

- 9.3.2 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 8th preceding the election.
- 9.3.3 A member who has served as a director for twelve (12) years is not eligible for election.
- How Elected 9.4 The eligible members shall elect the Director or Directors for their district by a ballot prescribed by the Board of Directors.
- Ballot 9.5.1 The Secretary shall forward a ballot, by mail, e-mail, facsimile transmission or other reasonable means approved in advance by the Board to each member in good standing resident in the district where the election is to take place, by January 8th.
- Spoiled Ballots 9.5.2 A member must vote for the number of Directors for whom he is entitled to vote, otherwise the ballot shall be considered spoiled.
- 9.5.3 Subject to Section 9.5.4, only ballots which are received on or before February 8th by the Chairman of the Election Committee at the address of the Head Office, shall be counted.
- Delay in Forwarding Ballots 9.5.4 If, through mistake, inadvertence, accident or other cause, the ballots are not sent on or before January 8th, such shall be forwarded as soon as possible thereafter, and the time for returning the ballots shall be extended so that thirty (30) days shall elapse between the date of forwarding and the date for return.
- Counting of Ballots 9.5.5 A committee of two (2), of whom the first named shall be Chairman, to be known as the Election Committee, which committee shall include a member who is a past National Director, shall be appointed annually by the Board. The Election Committee shall forthwith, after the last day for returning ballot papers, open the same and proceed to count the votes, and shall make a declaration, in writing of the result of the election.

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| Equality of Votes | 9.5.6 | In the case of an equality of votes, the President of the Association shall have a casting vote. |
| Scrutineer | 9.5.7 | Each candidate for election as 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, such appointment to be made in writing and filed with the Secretary prior to the last day for returning ballots. |
| Ballot Recount | 9.5.8 | A candidate for election as Director may, within three (3) days of the delivery of the declaration of the result of an election to the Secretary, request a recount, providing that such candidate undertake to pay the Association's costs of such a recount, by providing to the Secretary a written request for such a recount. Such a recount will be conducted by the Association's auditor in the presence of one scrutineer for each of the candidates who chooses to appoint such a scrutineer. A candidate may not be a scrutineer. The auditor shall notify the Secretary of the result of the recount. On a recount, a vote cast by the President under Section 9.5.6 shall not be counted, but if the result of the recount is an equality of votes, the President shall have a casting vote. |
| Election Results | 9.6 | The Secretary shall notify each candidate of the result of the election. |
| Term of Election | 9.7.1 | Directors of the Association shall hold office for a period of four (4) years. |
| By-election | 9.7.2 | In the event of a vacancy on the Board, the Board may direct that a by-election be held or make an appointment from the relevant electoral district. |
| Board of Directors | 9.8 | The Board of the Association shall consist of all duly elected directors and shall direct the affairs and business of the Association. |
| Meetings of the Board | 9.9.1 | The first meeting of the Board shall be held as soon as possible following the Annual General Meeting of the Association. |
| | 9.9.2 | Regular meetings of the Board may be scheduled throughout the year to conduct Association business. |
| | 9.9.3 | Special meetings of the Board may be called by the President or Board Chair or by a majority of the Board when, in any of |

their judgment, the affairs or business of the Association make it expedient for the Board to hold a meeting.

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| | 9.9.4 | A majority of the Board of Directors shall constitute a quorum. |
| Notices of Board Meetings | 9.10.1 | Notice of regular meetings of the Board shall be given in writing by the Secretary on instructions from the President or Board Chair, setting forth the date and place of the meeting at least seven (7) days prior to the proposed date. |
| | 9.10.2 | The notice shall include the purpose or purposes for which the meeting is to be held, and no business other than that specified in the notice shall be acted upon unless at least three-quarters ($\frac{3}{4}$) of the members of the Board are present. |
| | 9.10.3 | A special meeting of the Board may be held at any time or place or by conference telephone call, with 24 hours' notice, which may be given by telephone, providing that three-quarters ($\frac{3}{4}$) of the Directors have consented to the holding of such a meeting. |
| Officers of the Association | 9.11.1 | The Board shall, at its first meeting in each year, elect by ballot from among its members, a President, a Vice-President and a Second Vice-President. |
| | 9.11.2 | The President, Vice-President, Second Vice-President, Secretary and such other officers as may from time to time be appointed by the Board shall be the officers of the Association. |
| Term of Office | 9.12.1 | The President, Vice-President and Second Vice-President of the Association shall hold office for a period of one (1) year, or until their successors are elected or appointed. |
| Removal of Officer | 9.12.2 | The Board may by a resolution passed by the vote of at least three-quarters ($\frac{3}{4}$) of the members of the Board, at any time and at its pleasure, remove any elected officer of the Association. |
| Directors' and Officers' Indemnity | 9.13.1 | Every Director or officer of the Association, and any other person who has undertaken or is about to undertake any obligation on behalf of the Association, and such person's heirs, executors, administrators and other legal representatives respectively, shall be indemnified and kept harmless, subject to the provisions of all applicable statutes, out of the funds of the Association from and against all costs, charges and expenses, including any amount paid to settle an action or |

satisfy a judgment, that are reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which the person is made a party by reason of being or having been a Director or officer or other person who has accepted or undertaken an obligation on behalf of the Association, and otherwise in connection with the execution of duties or obligations on behalf of the Association, except where or to the extent the costs, charges or expenses are occasioned by the willful neglect or default of the person seeking the indemnity.

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| Conflict of Interest | 9.13.2 | For the purposes of this Section, interest means a direct or indirect pecuniary interest, other than an interest common to all members of the Association, and includes a direct or indirect pecuniary interest of the spouse, son, daughter, or any other relative in a contract or proposed contract with the Association or a contract or proposed contract that is reasonably likely to be affected by a decision of the Association, the Board of Directors or any committee or in any property the value of which is reasonably likely to be affected by any such decision. |
| | 9.13.2.1 | Indirect pecuniary interest includes the interest of a shareholder, partner, joint venture, investor, director, employer, employee, trustee, beneficiary, principal, or agent. |
| | 9.13.2.2 | An interest common to all members of the Association includes the ownership of Holstein cattle, embryos or semen, and the use or potential use of the services offered by the Association, when such ownership or use is subject to the same conditions as are applicable to members who are not directors, officers or employees or members of a committee of the Association. |
| | 9.13.2.3 | As soon as any director or officer, employee or member of any committee of the Association becomes aware that he has an interest which may be the subject of a decision to be taken by the Association, the Board of Directors or any committee, such interest shall be disclosed to the Secretary (or, in the case of the Secretary, to the President) and the person having such interest shall refrain from voting upon or in any way influencing or attempting to influence such decision. |
| Committees | 9.14.1 | The Board may appoint other Committees from time to time, as it sees fit. The Board shall establish terms of reference, mandate, composition and reporting structure for the appointed committees. |

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| Audit and Risk | 9.14.2 | The Board may appoint annually an Audit and Risk Committee to assist the Board in the effective discharge of its responsibilities for Committee financial reporting, internal controls, financial risk management and external audit. |
| Budget | 9.14.3 | It shall be the duty of the Board of Directors to annually prepare and approve a budget showing the desirable and probable expenditures to be made during the fiscal year, and shall include therein all regular and special appropriations. The budget shall limit and control all expenditures for the year and any other and further expenditures are subject to the authorization of the Board. |
| Investment of Funds | 9.14.4 | The Board of Directors shall determine those investments to which surplus funds of the Association are applied. |
| Execution of Instruments | 9.14.5 | Contracts, documents or any instruments in writing requiring the signature of the Association may be signed by any two (2) directors or by any director together with any officer and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board of Directors shall have power 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 and instruments in writing generally or to sign specific contracts, documents and instruments in writing. |
| Governance Committee | 9.14.6 | The Board may appoint a Governance Committee to assist the Committee Board in developing, reviewing and assessing governance principles and guidelines for the Association that are consistent with high standards of governance and such other duties as may be determined by the Board. |
| Auditor | 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.

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| Fiscal Year | 9.15.3 | The fiscal year of the Association shall be the calendar year. |
| Duties of the President | 9.16.1 | The President shall preside at all meetings of the members of the Association when present and, when absent or unable to perform such duties, the Vice-President shall act instead. |
| Duties of the Vice-President | 9.16.2 | The Vice-President shall be the Chairman of the Board and preside at all meetings of the Board, when he is present and when absent or unable to perform such duties, the President will, act in his stead. The Vice-President shall perform such other duties as the President may, from time to time, direct. |
| Duties of the Second Vice President | 9.16.3 | If neither the President nor the Vice-President are able to be present at a meeting of the Board or a meeting of the members of the Association then the Second Vice-President shall act in their place. |
| Engagement of Secretary | 9.17 | The Board shall engage a Secretary for the Association, who shall also serve as Treasurer, upon such terms, as it may deem appropriate. The Secretary shall be considered to be and may also be known as the Chief Executive Officer. |
| Duties of Secretary | 9.17.1 | Subject to the direction of the Board, the Secretary shall be responsible for the management of the Association. |
| | 9.17.2 | The Secretary shall issue notices of the time and place of the Annual General Meeting and of meetings which the Board, the President or the Board Chair may order to be called. |
| | 9.17.3 | The Secretary shall issue notices of meetings of the Board when requested to do so by the President, the Chairman of the Board or by a majority of the Directors. |
| | 9.17.4 | The Secretary shall record or cause to be recorded all notices and proceedings of meetings of the Association, meetings of the Board, or any other notices or proceedings that the Board may designate and shall maintain such records in appropriate form. |
| | 9.17.5 | 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.

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| Articles of Incorporation | 9.17.6 | The Secretary shall maintain the Articles of Incorporation of the Association with all amendments thereof which shall at all reasonable times be open to the inspection of members of the Association who may make copies thereof. |
| Annual Meeting | 10.1 | The Annual Meeting of the Association shall be held at such time and place as the Board of Directors may decide, after March 1st in each year. |
| Special Meetings | 10.2 | Special meetings of the members of the Association shall be called when a majority of the members of the Board of Directors join in a direction to the Secretary to call such meeting, at the time and place stipulated in the direction. |
| Notice of Meetings of the Association | 10.3 | Notice of all meetings of the Association shall be forwarded to the members at the addresses shown in the Association'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 shall describe fully the matters to be acted upon at such meeting. |
| By-law Amendments | 10.4 | All proposed amendments to the By-laws or Articles of Incorporation must be in writing in a form suitable for enactment signed by ten (10) members in good standing of the Association and must be received by the Secretary at least ninety (90) days prior to the date of the meeting, held to consider such amendments. |
| Resolutions | 10.5.1 | All proposed resolutions shall be in writing, in a form suitable for passage, signed by a member of the Association, 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 all resolutions presented at the meeting, for the purpose of understanding the wishes of the membership. Resolutions are not binding upon the Board. |
| | 10.5.2 | Notwithstanding the provisions of Section 10.5.1, any resolution may be proposed and discussed at a meeting of the Association provided that two-thirds of the members present and voting consent to its introduction. |

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| Quorum | 10.6 | Fifty (50) members in good standing of the Association and present shall constitute a quorum for business at any Annual General Meeting or any special meeting of members. |
| | 10.7 | Except when otherwise expressly provided, a majority of the votes cast at an Annual 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. |
| The Herd Book | 11.1 | Purebred Holstein means: |
| | 11.1.1 | cattle descended in unbroken line, both as to sire and dam, from purebred cattle registered in: |
| | 11.1.1.1 | the herd books of the Holstein Association of Canada; |
| | 11.1.1.2 | the herd books of other associations or societies which are recognized by the Board of Directors; and |
| | 11.1.2 | animals which are eligible for purebred status pursuant to the grading-up process. |
| | 11.2 | There shall be registered in the herd book in accordance with Addendum # 1: |
| | 11.2.1 | purebred female animals which are determined by the Association to be at least 93.75% pure and typical of the breed; and |
| | 11.2.2 | purebred male animals which are determined by the Association to be at least 96.87% pure and typical of the breed; and |
| | 11.2.3 | percentage animals which are determined by the Association to have a mathematical percentage equating to at least 50% and typical of the breed. |
| | 11.3.1 | The Association shall provide proof of registration in the form of a certificate of registration (paper or secure electronic version) 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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| | 11.3.2 | A certificate of registration or transfer containing any alteration to the information placed thereon by the Secretary is void. |
| | 11.4 | No animal may be registered in the herd book unless: |
| | 11.4.1 | except for animals registered under 11.2.2, eligibility is established by the prior registration of all animals upon which eligibility for registration depends; |
| | 11.4.2 | all transfers of the animals mentioned in Section 11.4.1 and of the animal sought to be registered have been properly recorded. |
| | 11.4.3 | Animals to be registered in the herd book must be individually identified at birth by two ear tags/devices properly attached and uniquely numbered which are of a type and kind determined by the Board of Directors to be suitable and appropriate for identification. A sketch or photo may be incorporated at time of registration or added later. |
| | 11.4.3.1 | For the purpose of the provisions of Section 11, dealing with the Herd Book, "determined by the Board," means determination by a resolution of the Board, a copy of which is forwarded to all members of the Association or published in Info Holstein. |
| Individual Lifetime Identification | 11.5 | Pursuant to Section 11.4.3, it shall be the duty of all persons who own registered Holstein cattle, to ensure that each registered Holstein animal owned by them continues, while alive, to be individually identified by approved ear tags. |
| | 11.6 | The records constituting the herd book of the Association shall be made available in such form and at such price as the Board of Directors may determine. |
| | 11.7 | The Association may record the individual identification of unregistered animals which exhibit Holstein characteristics in such manner as the Board of Directors may determine. |
| Registration Colour Regulations | 11.8.1 | Animals with colours other than black and white, red and white, black-red, solid white, solid red and solid black at the time of registration shall not be registered. |
| Pasture Breeding | 11.8.2 | Application for registration of an animal born as a result of an unsupervised service occurring when the dam was running on pasture or in paddock with the sire shall not be |

accepted unless there has been compliance with regulations governing pasture/paddock breeding.

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| Multiple Births | 11.8.3 | An application for registration of a female animal which is the product of a multiple birth shall state the number and sex of the other animals born with the animal to be registered and such animal may not be registered unless it is established that the animal is not a freemartin. |
| Anomalies | 11.8.4 | The Board shall determine what inherited characteristics are considered undesirable and shall define the nature, type and form of the information concerning such characteristics to be kept on file by the Association and the nature and extent of publication of such information. |
| Private Herd Register Necessary | 11.9.1 | It shall be the duty of each member or other person registering cattle in the herd book to make and retain for a minimum period of fifteen (15) years, in a record system, a complete and consecutive record showing date, name and number of every animal served, the name and number of the sire used, and the date of calving, ear tag number and sex of calf. |
| Records May Be Verified | 11.9.2 | The Secretary may, at any time, investigate or cause to be investigated, examined, identified or parentage verified, any animal or herd of registered Holstein cattle and may examine the breeding and herd records maintained, for the purpose of verifying applications and records on file in his office, for the purpose of verifying ownership, or for the purpose of investigating other matters in which the Association may be interested. |
| Imported Genetics | 11.10.1 | The Board may authorize the importation of the registration into the herd book of the Association of an animal duly registered in any of the herd books mentioned in Section 11.1.1.2. |
| Guarantee of Owner and Applicant | 11.10.2 | Every application tendered to the Association for the registry of an animal shall be taken as a guarantee of the owner and the applicant that the animal is eligible and that all matters stated in the application are true. It is the obligation of the owner, upon receipt of the certificate from the Association, to verify the contents and to report immediately any error to the Secretary. |
| A.I. & E.T. | 11.10.3 | No animal resulting from the use of artificial insemination or embryo transplant is eligible for registration unless: |

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| | 11.10.3.1 | the animal is otherwise eligible for registration in accordance with the By-laws, rules and regulations; |
| | 11.10.3.2 | the semen shall have been collected, frozen, labelled, imported (if applicable), distributed and used, and insemination shall have been provided, all in accordance with the rules established by the Board; and |
| | 11.10.3.3 | The embryo shall have been recovered, labelled, frozen, imported (if applicable), transferred, transplanted and used all in accordance with the rules established by the Board. |
| Naming | 11.11 | The name of an animal to be registered in the herd book shall not be the same as, or confusingly similar to, the name of any other registered animal unless the animal to be registered is born more than twenty (20) years after the registration of an animal with the same or similar name. |
| Length of Name | 11.12 | No name of an animal shall be accepted for registration if it contains a total of more than thirty (30) letters, numbers, characters and spaces. |
| Names Refused | 11.13 | The Secretary shall refuse to register animals by names, words or phrases that are misleading, either as to origin or relationship or otherwise, or under names that are obscene or profane. |
| Prefix Names | 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 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. |

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| | 11.14.2 | Where a female is owned by more than one member, the prefix of any one of the owners may be used in naming resulting progeny. |
| | 11.14.3 | The Board may retire a prefix in the event that the prefix is not used for the purposes of registering any animal for a period of fifteen (15) years after the member entitled to its use ceases to be a member and such retired prefix may thereafter be designated for use by another member. |
| How Recorded | 11.15.1 | Subject to Section 11.15.2, all animals born in Canada shall be registered as owned by the owner of the dam at the time of birth. |
| | 11.15.2 | Where a calf resulting from embryo transfer has been sold prior to birth and a transfer of ownership duly recorded by the Association, such calf may be registered in the name of the owner. The prefix in the name of the calf and the person designated as breeder of the calf shall however be governed by Sections 11.14.1 and 11.14.2. |
| Investigations and Corrections | 11.16.1 | If, after the registration of an animal in the herd book, doubt arises as to the propriety of such registration, the Secretary may, and upon the instructions of any director shall, cause the matter to be investigated. |
| | 11.16.2 | Upon the completion of such investigation, the Secretary may request that a Committee of the Board hold a hearing to enquire into the matter. |
| | 11.16.3 | Notice of such hearing, stating the date, time and place of the hearing and the nature of the enquiry to be made, shall be given in a manner that has been determined by the Board, addressed to the present and previous owners of the animal and its progeny according to the records of the Association at the addresses shown thereon, at least six (6) weeks prior to the scheduled date of the hearing. |
| | 11.16.4 | When requested by the Secretary, the Committee of the Board shall hold a hearing and enquire into the matter and, if it shall be found that the animal has been improperly registered, and correction is not possible, the Board shall cause the registration and all registrations dependent thereon to be expunged. |

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| | 11.16.5 | Any person financially interested in the validity of the registration may appear at the Committee hearing in person or by counsel and with or without witnesses. |
| | 11.16.6 | The Secretary may retain and instruct counsel and may appear with or without counsel or witnesses at all the Committee hearings. |
| | 11.16.7 | It is the obligation of every member of the Association, whenever requested by the Secretary, to attend the hearings held by the Committee, to give whatever information and produce whatever documents may be required for the proper determination of the matters pending before the Committee. |
| | 11.16.8 | Instead of mailing the notices hereinbefore mentioned, such notices may be served personally at least six (6) weeks prior to the scheduled date of the hearing and, in that event, no other notice of the hearing is required. |
| | 11.16.9 | Notwithstanding the other provisions of this Section, the Secretary may cause a registration to be expunged, if he has the consent of the registered owner(s) of the animal and its progeny, without a hearing. |
| Form of Application | 11.17 | An application for registration or transfer shall be made in such form and containing such information and guarantees as the Board of Directors shall prescribe. |
| Transfer of Ownership — Duty of Seller | 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. |
| | 11.18.1 | A transfer of ownership of any animal registered in the herd book shall be recorded on application to the Association. |
| Cancellation of Certificates | 11.18.2 | A recorded transfer may be cancelled by the Secretary upon the order of the Board, or on application of both parties |

to the transfer, or on application of one party on notice to the other, in the case of an error or mistake.

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| Correction of Records | 11.19 | Where any person refuses or neglects or is unable for any reason to submit in proper form or within the time prescribed by these By-laws any document required to be submitted to the Association in order to record any registration, transfer or other transaction, the Board of Directors upon being satisfied that the registration, transfer or other transaction ought to be recorded in order to maintain the reliability of the records of the Association or to avoid injustice may in its discretion direct the Secretary to prepare and record all necessary documents, whereupon the record of such registration, transfer or other transaction shall have the same force and effect as if regularly made. |
| Fees | 12 | Fees to be charged by the Association shall be determined by the Board of Directors. |
| Definitions | 13 | FOR THE PURPOSE OF THESE BY-LAWS, THE FOLLOWING DEFINITIONS APPLY. |
| | 13.1 | "A Member In Good Standing" means a member of the Association who has paid all membership fees, account fees and levies required under these By-laws, and whose membership is not currently on probation, suspended, cancelled, or otherwise limited by the Association and its branches. |
| | 13.2 | "Animal" means a Holstein animal. |
| | 13.3 | "Artificial Insemination" means the depositing of semen in the genital tract of a female Holstein by means other than the natural method. |
| | 13.4 | "Association" means the Holstein Association of Canada. |
| | 13.5 | "Board" means the Board of Directors of the Association. |
| | 13.6 | "Branch" means a division of the Association within a defined geographical area of Canada, usually a province. |
| | 13.7 | "Calf" means a Holstein animal which has not yet reached the age of twelve (12) months. |
| | 13.8 | "To Calve" means to give birth to a calf. |

- 13.9 "Club" means a division of the Association within a defined geographical area of Canada, usually a county or group of counties.
- 13.10 "Cow" means a female Holstein which has produced a calf.
- 13.11 "Dam" means the maternal parent of an animal.
- 13.12 "Date of Filing" means the date on which the document is received by the Association or by the Secretary as directed by these By-laws.
- 13.13 "Embryo Transfer" means the removal of an embryo from the genital tract of a Holstein female and then depositing of same in the genital tract of a different bovine female, including any manipulation of the embryo between the time it is removed and the time it is deposited.
- 13.14 "Extended Pedigree" means a chart identifying the numbers and names of ancestors of a given animal, and such other information on all animals included as may be determined from time to time by the Board of Directors.
- 13.15 "Freemartin" means a bovine animal born as a product of a multiple birth possessing an incomplete female reproductive tract and incapable of giving birth.
- 13.16 "Heifer" means a female Holstein which has reached the age of twelve (12) months, but has not yet produced a calf.
- 13.17 "Herd Book" means a record which includes a numerical sequence of registered Holstein animals, including the name of the animal, its date of birth, and the corresponding number and name of both parents.
- 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 a foundation stock of the breed originating in the lowlands of northern Europe.
- 13.19 "Multiple Births" means the giving birth by the same dam at the same time to more than one animal, e.g. twins, triplets, etc.
- 13.20 "Notice of Written Notice" means in any manner that provides confirmation.

- 13.21 "Prefix" means a name or combination of letters and possibly numbers which appear as the first and separate part of the name of an animal registered in the herd book, as recorded under these regulations.
- 13.22 "Registered" means registered in the herd book.
- 13.23 "Sire" means the paternal parent of an animal.
- 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.
- 14 The Constitution and all By-laws hereinbefore enacted are repealed effective upon the coming into force of these By-laws.

ADDENDUM # 1

FULL SPECTRUM REGISTRATION (FSR) SCALE

| CATEGORIZATION | STEP | LINEAGE REQUIREMENT |
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| PERCENTAGE | 50% | PUREBRED SIRE + INDIVIDUALLY IDENTIFIED DAM OF THE BREED or INDIVIDUALLY IDENTIFIED SIRE OF THE BREED + PUREBRED DAM |
| | 50% | or WITH MATHEMATICAL PERCENTAGE TRACEABLE, EQUATING TO AT LEAST 50% and TYPICAL OF BREED |
| | 50% | and TYPICAL OF BREED |
| | 62.5% 75% 87.5% | AVERAGE OF ASSIGNED PURITY LEVEL OF SIRE AND DAM and TYPICAL OF BREED |
| | 93.75% | 93.75% MALES ONLY and TYPICAL OF BREED |
| PUREBRED FEMALES | PB | MINIMUM OF 93.75% CALCULATED PERCENTAGE and TYPICAL OF BREED |
| PUREBRED MALES | PB | MINIMUM 96.87% CALCULATED PERCENTAGE and TYPICAL OF BREED |

All purebreds equate to 100% for categorization purposes.