



BY - LAW
OF THE CANADIAN CATTLE IDENTIFICATION AGENCY
A by-law relating generally to the conduct of the affairs of
CANADIAN CATTLE IDENTIFICATION AGENCY

as of April 2, 2019

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BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the CANADIAN CATTLE IDENTIFICATION AGENCY (hereinafter called the "Corporation") as follows:

1. DEFINITIONS

In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:

- a) "Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c) "Board" means the Board of Directors of the Corporation;
- d) "board meeting" is a meeting of the Board of Directors;
- e) "by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- f) "Delegate" means the individual named by the Member to be considered for election to the Board of Directors;
- g) "designated representative" means the individual named by the Member authorized by that Member to represent the Member at all meetings of the Members of the Corporation, provided that the Member has delivered written notice of such appointment to the General Manager of the Corporation;
- h) "Director" is an individual elected by the Members from the membership to supervise the management of the corporation;
- i) "fundamental change" means major structural changes to the Corporation (e.g., amalgamations, continuances or reorganizations), and/or by-law or amendment that includes changes to the conditions for membership; the rights and conditions on any class or group of Members; the method of giving notice of a Members' meeting; and the manner of voting at a Members' meeting;
- j) "meeting of Members" includes an annual meeting of Members or a special meeting of Members;
- k) "Member" is an organization who has been admitted into membership in the Corporation and who has a number of rights by virtue of membership in the Corporation;
- l) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- m) "proxy" means a completed and executed written authorization determined by the Directors by means of which a Member appoints a proxy holder to attend and act on the Member's behalf at a meeting of the Members;



Definitions continued

- n) "regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- o) "special meeting of Members" includes a meeting of any class or classes of Members and a special meeting of all Members entitled to vote at an annual meeting of Members; and
- p) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3rds) of the votes cast on that resolution.

2. INTERPRETATION

- 2.1 All terms contained in the by-laws which are defined in the Act shall have the meanings given to such terms in the Act;
- 2.2 Words implying the singular number only shall include the plural and vice versa; words implying the masculine gender shall include the feminine and neuter genders; words implying persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
- 2.3 The headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

3. MEMBERSHIP**3.1 Membership Conditions**

There shall be two classes of Members in the Corporation, namely, regular Members and associate Members. The Board of Directors of the Corporation may, by resolution, approve the admission of the Members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board of Directors by resolution. The term of such membership shall be annual, subject to renewal in accordance with the policies of the Corporation. Each Member shall provide one designated representative to vote at the Annual General Meeting or Special General Meeting.

The following categories of membership shall apply:

3.1.1 Regular Members

Any duly constituted species organizations as determined by the Corporation in its role as responsible administrator for livestock traceability and animal identification programs, and other organizations with similar objectives as determined by the Corporation which may be admitted upon application, by resolution of the Board of Directors, and subject to the conditions as specified by the Corporation. Regular members must include at least one Member from each species that is administered by the Corporation.

Regular Members shall appoint a Delegate to be elected to the Board of Directors.

3.1.2 Associate Members

Any agency, educational institution, foundation, society or corporation not otherwise eligible for regular membership in the Corporation may be admitted by resolution of the Directors. They will not be able to vote.

Amendments to this section require a special resolution of members.



4. MEMBERSHIP TRANSFERABILITY

- 4.1 A membership may only be transferred to the Corporation. A special resolution of the Members is required to make any amendment to add, change or delete this section of the by-laws.

5. RESIGNATION FROM MEMBERSHIP

- 5.1 Any Member may resign from membership in the Corporation upon notice in writing thereof received by the Chair of the Board of Directors of the Corporation.
- 5.2 In the event that a Member association is no longer recognized as the representative body for that species in Canada they will resign their membership thereby creating a vacancy for the appropriate association on the Board.

6. TERMINATION OF MEMBERSHIP

- 6.1 The Corporation may terminate a membership at any time by a two thirds majority vote of the Members present should a Member:
- 6.1.1 fail to meet its obligations as a Member including, but not limited to the payment of fees and charges incurred on its behalf by the Corporation OR
- 6.1.2 no longer be from a species that is administered by the Corporation.
- The initiative to terminate a membership must be circulated to the membership as a notice of motion at least 14 days before the meeting at which the decision will be taken.
- 6.2 A membership in the Corporation is terminated when:
- 6.2.1 the Member dies, or, in the case of a Member that is a corporation, the corporation is dissolved;
- 6.2.2 the Member is expelled in accordance with any discipline of Members section or is otherwise terminated in accordance with the articles or by-laws;
- 6.2.3 the Member's term of membership expires; or
- 6.2.4 the Corporation is liquidated or dissolved under the Act.
- 6.3 Formal notification of membership termination shall be provided to an affected Member along with information regarding any procedures for reinstatement of membership.

7. EFFECT OF TERMINATION OF MEMBERSHIP

- 7.1 Subject to the articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

8. DISCIPLINE OF MEMBERS

The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:

- 8.1 violating any provision of the articles, by-laws, or written policies of the Corporation;
- 8.2 carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- 8.3 for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the Board, shall provide



Discipline of Members continued

twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

9. MEMBERSHIP DUES

- 9.1 The amounts of membership dues payable by each class and category of membership shall be set by the Board of Directors from time to time. Members shall be notified in writing of the membership dues payable by them. Payment of membership dues is due upon billing and a Member may not vote at any meeting of the Corporation if it has not paid its dues in full by the date of the meeting.
- 9.2 Annual fees for regular Members and Associate Members of the Corporation shall be established at the Annual meeting.

10. METHOD OF GIVING ANY NOTICE**10.1 Service**

10.1.1 Any notice to be given to any Member, Director or auditor shall be served either personally or by sending it through the post in a prepaid envelope or wrapper or by fax or E-mail to such Member, Director or auditor addressed to him at his address or fax number or E-mail address as the same appears in the books of the Corporation, or if no address or fax number or E-mail address be given therein, then addressed to the last address of such Member, Director or auditor known to the General Manager of the Corporation. With respect to every notice sent by post, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into a post office or into a post office box.

10.2 Signature to Notices

10.2.1 The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed. Without derogating from any provision of the Act or this by-law requiring a longer period of notice, every notice sent by post shall be given at least 14 days in advance of the date of the meeting to which it relates.

10.3 Computation of Time

10.3.1 Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not be counted in such number of days or other period but the day for which notice is given shall be so counted. Where the term "business days" is used in this by-law, it shall mean Mondays, Tuesdays, Wednesdays, Thursdays and Fridays except where such days fall on statutory holidays.



*Method of Giving Any Notice continued***10.4 Proof of Service**

10.4.1 A certificate of the Chair, the Vice-Chair or the General Manager of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any Member, Director or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every Member, Director or auditor of the Corporation, as the case may be.

11. MEETINGS**11.1 Annual General Meeting of the Members**

11.1.1 The annual general meeting of the members of the Corporation shall be held at any place within Canada at such day and time as may be determined by the Board of Directors each year. The Chair or the Vice Chair or the Board of Directors may at any time call a special general meeting of the Members of the Corporation.

11.2 Regular Meetings of the Board of Directors

11.2.1 The Directors may from time to time by resolution determine to hold regular meetings of the Directors and shall by such resolution fix the dates or times of such regular meetings; so long as any such resolution is in effect the General Manager of the Corporation shall convene such regular meetings by notice given in the manner hereinafter referred to.

A meeting of Directors may be convened at any time by the Chair or the Vice-Chair or 50% of the Directors. The General Manager, by direction of the Chair or the Vice-Chair or 50% of the Directors, shall convene a meeting of Directors.

11.3 Other Member's Meetings

11.3.1 Other meetings of the Members may be convened by order of the Chair or the Vice-Chair or by the Board of Directors to be held at any date and time and at any place within Canada.

The Chair shall call a special general meeting of Members on written requisition of not less than two-thirds (2/3rds) of the regular Members. If the Directors do not call a special general meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

12. NOTICE OF MEETING**12.1 Notice of Members Meeting**

Notice stating the day, hour and place of meeting and the general nature of the business to be transacted thereat shall be given, in writing, by mail or by electronic means, to each regular Member, each Associate Member and to the auditors of the Corporation at least 21 days before the date of every meeting, provided always that a meeting of Members may be held for any purpose at any date and time and at any place within Canada without notice if all the regular Members are represented by a designated representative present at the meeting. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken. Notice of each meeting of Members shall state that each regular Member shall vote by its designated representative whose name shall be provided to the General Manager of the Corporation by the regular Member at least 48 hours before the meeting.



*Notice of Meetings continued***12.2 Notice of Board of Directors Meeting**

- 12.2.1 Notice of any meeting of Directors stating the day, hour and place of meeting shall be given to each Director, other than by mail, at least 6 business days before the meeting is to take place, provided always that meetings of the Board of Directors may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Director and such waiver may be validly given either before or after the meeting to which such waiver relates.
- 12.2.2 The accidental omission to give any notice to any Member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance does not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.
- 12.2.3 For the first meeting of the Board of Directors to be held immediately following the election of Directors at an annual or special general meeting of the Members or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary to the newly elected or appointed Director or Directors in order for the meeting to be duly constituted, provided that a quorum of the Directors is present.
- 12.2.4 If an urgent meeting of the Board of Directors is called for a specific purpose, the Members of the Corporation may unanimously consent to waive or reduce the notice requirement for that particular meeting and all proceedings and resolutions passed at that meeting relating to that specific purpose shall be valid notwithstanding that the otherwise required notice had not been given to the Directors.
- 12.2.5 No error or omission in giving notice of any meeting of the Board, or any adjourned meeting of the Board, invalidates such a meeting or makes void any proceedings taken thereat, and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had at that meeting.

13. PLACE OF MEMBER'S AND/OR BOARD OF DIRECTOR'S MEETING

- 13.1 Meetings of the Members or Board of Directors may be held either at the head office of the Corporation or at any other place within Canada.

14. PERSONS ENTITLED TO BE PRESENT AT MEETINGS**14.1 Member Meetings**

The only persons entitled to be present at a meeting of the Members shall be the Members, the designated representative and Delegates of Members, the Directors, the public accountant of the Corporation and such other persons who are entitled under the Act, the articles or the by-laws of the Corporation to be present at a meeting of Members. Any other person may be admitted upon the invitation of the Chair of the meeting or by resolution of the Members.

However, only those Members entitled to vote at the Member's meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.



14.2 Board of Director's Meetings

Board of Directors and as determined by the Board of Directors, the General Manager and CCIA Staff as well as invited guests are entitled to be present at a meeting of Board of Directors. However, only those Directors entitled to vote at the Board of Directors meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

Directors are not permitted to appoint an alternate. Directors may request to send another individual to represent them at a Board of Directors meeting but that individual will not have the same rights as a Director and will not be permitted to vote on behalf of the Director at the meeting.

15. VOTES TO GOVERN AT MEETINGS

15.1 Member Meetings

Members unable to be present at a meeting of Members may authorize another person to cast their vote by proxy provided proper authorization is received in writing in the manner prescribed by the Board of Directors.

The Chair of the meeting, if also a designated representative of a Member, shall have the right to vote as a designated representative at the meeting, in his or her capacity as a designated representative.

Voting shall be by a show of hands, except:

- a. where otherwise required,
- b. when a secret ballot is requested before a vote is taken, and authorized by a majority of voting Members, on a show of hands.

A resolution proposed at a meeting of Members must be seconded, and the Chair shall not move or propose a resolution.

15.2 Board of Director Meetings

A quorum of the Board is a majority of Directors then in office. Except where otherwise required, at all meetings of the Board, every question must be decided by a majority of the votes cast on the question.

The chair of the meeting, if also a Delegate of a Member, shall have the right to vote as a Delegate at the meeting, in his or her capacity as a Delegate.

Voting shall be by a show of hands, except:

- a. where otherwise required; or
- b. when a secret ballot is requested before a vote is taken, and authorized by a majority of voting Members, on a show of hands.

A resolution proposed at a Board of Directors meeting must be seconded.

16. CHAIR OF MEMBER'S AND/OR BOARD OF DIRECTOR'S MEETINGS

16.1 In the absence of the Chair and the Vice-Chair, at a Members meeting, the designated representatives present shall choose another Director as Chair of the meeting.

16.2 In the absence of the Chair and the Vice-Chair, at a Board of Directors meeting the Directors present shall choose another Director as Chair of the meeting.



17. ADJOURNMENTS

17.1 Any meeting of the Corporation or of the Directors may be adjourned to any time and from time to time, and such business may be transacted at such adjourned meeting as might have been at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

18. QUORUM**18.1 Quorum at Member's and/or Board of Director's Meetings**

18.1.1 Fifty (50%) percent plus one (1) of the Regular Members or Board of Directors shall constitute a quorum of any meeting of Members or Board of Directors for all purposes. No business shall be transacted at any meeting unless the requisite quorum shall be present.

18.2 Quorum at Special Meetings of the Members

18.2.1 A quorum at any special meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be two-thirds (2/3) of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

19. PARTICIPATION BY ELECTRONIC MEANS AT MEETINGS

19.1 If all the Members, Board of Directors or the committee of the Directors consent, a Member, Board of Director, committee Director or any other person entitled to attend a meeting of Members, Board of Directors or the committee of the Directors may participate in the meeting by means of telephone or other telecommunication facilities that permit all persons participating in the meeting to hear each other and a person participating in such a meeting by those means is deemed to be present at the meeting.

19.1.1 Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

20. RESOLUTION IN LIEU OF MEETING

20.1 A resolution in writing signed by all of the Members, Board of Directors or the committee of the Directors entitled to vote on that resolution at a meeting of Members, Board of Directors or the committee of the Directors is as valid as if it had been passed at a meeting of the Members, Board of Directors or the committee of the Directors.

21. COST OF PUBLISHING PROPOSALS FOR ANNUAL MEMBER'S MEETINGS

21.1 The Member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the Members present at the meeting.

22. NUMBER OF DIRECTORS

22.1 The Board shall consist of not fewer than ten (10) Directors and not more than twenty-one (21) Directors. Only Delegates appointed by Members of the Corporation are eligible to be elected to the Board.



23. TERM OF OFFICE OF DIRECTORS

23.1 The Director's term of office shall be for one year from the date of the meeting at which they are elected until the next annual meeting of Members. No person shall hold the position of a Director for more than 12 terms.

24. PROPOSALS NOMINATING DIRECTORS AT ANNUAL MEMBER'S MEETINGS

The Directors shall be elected at each annual meeting by the Members of the Corporation.

The Canadian Cattlemen's Association shall be entitled to designate three Directors so long as it is a Member of the Agency. The Canadian Meat Council shall be entitled to designate two Directors so long as it is a Member of the Agency. The Livestock Markets Association of Canada shall be entitled to designate one Director so long as it is a Member of the Agency. The Board of Directors shall determine the number of Directors that any Member of the Corporation will be entitled to designate.

If any Director ceases to be a Director, then the Member whose nominee has vacated office may appoint a replacement Director who shall hold office for the unexpired term of the Director who ceased to be a Director and who caused such vacancy.

25. VACANCY IN OFFICE

In the absence of a written agreement to the contrary, the officers, other than the General Manager, serve at the pleasure of the Board and the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- 25.1 the officer's successor being appointed;
- 25.2 the officer's resignation;
- 25.3 such officer ceasing to be a Director (if a necessary qualification of appointment); or
- 25.4 such officer's death or incapacity.

If the office of any officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

26. REMOVAL OF DIRECTORS

The Members of the Corporation may by ordinary resolution at a special general meeting remove any Director or Directors from office.

26.1 A vacancy created by the removal of a Director may be filled at the meeting of the Members at which the Director is removed. A vacancy in the Board resulting from the removal of a Director or the failure to elect the maximum number of Directors provided for in this by-law may be filled only at a meeting of the Members.

27. REMUNERATION, PER DIEMS AND PAYMENT OF EXPENSES OF DIRECTORS AND OFFICERS

27.1 Remuneration - The Directors and officers will serve without remuneration from the Corporation and no person shall directly or indirectly receive profit from his position as such.

27.2 Remuneration of Executive Officers - The Board may by resolution fix a reasonable remuneration for the Chair, Vice Chair and Finance Chair, from time to time.

27.3 Per Diems - Directors, officers of CCIA, and CCIA Committee members shall be entitled to per diems, as set by the Board, for attendance at Board meetings and participation in Committee meetings.



Remuneration continued

- 27.4 Payment of Expenses - Directors, officers of CCIA, and CCIA Committee members shall be entitled to reimbursement for out-of-pocket expenses, as set by the Board, incurred on behalf of CCIA or when engaged in CCIA activities and affairs.

28. INDEMNITY AND INSURANCE

- 28.1 Limitation of Liability - Except as provided in the Act, no person referred to in article 30.2 (next paragraph number) will be liable for any loss, cost, damage, expense or other misfortune incurred or suffered by CCIA unless it results through his or her failure, when exercising the powers and discharging the duties of his or her office, to act honestly and in good faith with a view to the best interests of CCIA, or to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 28.2 Indemnity – Subject to the Act, CCIA will indemnify a Director or officer, a former Director or officer, or another individual who acts or acted at CCIA's request as a Director or officer, and his or her heirs and legal representatives, against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal, administrative, investigative or other proceeding to which he or she is involved because of his or her association with CCIA if;
- 28.2.1 he or she acted honestly and in good faith with a view to the best interests of the CCIA; and
- 28.2.2 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

The right to indemnity provided in this article will include the right to the advance of moneys from CCIA for the costs, charges and expenses of a proceeding, which moneys must be repaid if the individual to whom they were advanced has not fulfilled the conditions set out in article 30.2.1 and article 30.2.2. CCIA will also indemnify the persons listed in this article in any other circumstances that the Act permits or requires. Nothing in the by-laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of the by-laws.

- 28.3 Insurance – Subject to the Act, CCIA may purchase and maintain insurance for the benefit of any person referred to in Article 30.2 against any liabilities and in any amounts as the Board may determine.

29. APPOINTMENT AND TERM OF OFFICERS

- 29.1 The Board of Directors shall annually or more often as may be required elect a Chair, Vice-Chair, Finance Chair, and two additional Executive Members. Any person may, in the discretion of the Directors, hold one or more offices. The Chair and the Vice-Chair shall not be Directors representing the same Member.
- 29.2 The Directors may appoint such other officers (General Manager, Controller, Legal Counsel) and agents as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors.
- 29.3 No person shall hold the office of Chair for more than three (3) years. The Directors may appoint a Chair of the Corporation who is not a Member of the Board of Directors.
- 29.4 The term of Past Chair is for one year.



30. DELEGATION OF DUTIES OF OFFICERS

- 30.1 In case of the absence or inability to act of the Chair, the Vice-Chair or any other officer of the Corporation or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such officer to any other officer or to any Director for the time being.
- 30.2 The Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the by-laws of the Corporation or by statute expressly directed or required to be done by the Corporation at the meeting of Members. The General Manager shall attend but may not vote at meetings of the Board of Directors.

31. DESCRIPTION OF OFFICERS

- 31.1 Officers - The officers of CCIA shall be the Chair, the Immediate Past Chair, the Vice Chair, the Finance Chair, the General Manager and such other officers as the Board may from time to time determine.

31.2 Duties of the Officers

- 31.2.1 Chair - The Chair shall preside at all meetings of the Members and Executive Committee and shall by virtue of the office held be a non-voting member of all committees of the Board of Directors except for the Finance and Audit Committee. The Chair shall exercise general supervision over the management and activities and affairs of the Corporation and shall perform such other duties as may be assigned to the Corporation by the Board.

In the event of the death, resignation or removal of the Chair or the Chair's inability to serve because of ill health, the Vice-Chair shall be vested by the Board with all the powers and perform all the duties of the Chair, including presiding at meetings of the Members, the Board and the Executive Committee until a Chair is appointed by the Board in accordance with the provisions of this by-law.

- 31.2.2 Immediate Past Chair – The Immediate Past Chair shall serve the Corporation in the manner contemplated by this by-law and shall perform such other duties as may be assigned to the Immediate Past Chair by the Board. The Past Chair will hold the seat for one (1) year after new Chair has been elected and the Past Chair seat will remain vacant until the next Chair exits.
- 31.2.3 Vice-Chair - The Vice-Chair shall be vested with all the powers and shall perform all duties of the Chair in the absence or inability or refusal to act of the Chair. The Vice-Chair shall possess and may exercise such other powers and duties as may from time to time be assigned to him by the Board of Directors.
- 31.2.4 Finance Chair - The Finance Chair will be the Chair of the Finance and Audit Committee and comply with the duties of Chair as outlined in the Finance and Audit Committee Terms of Reference.
- The Finance Chair shall possess and may exercise such other powers and duties as may from time to time be assigned to him by the Board of Directors.
- 31.2.5 Executive Member - The Executive Member shall possess and may exercise such other powers and duties as may from time to time be assigned to him by the Board of Directors.



Description of Officers continued

31.2.6 General Manager - The General Manager shall have and exercise, subject to this by-law and subject to the direction of the Board and the Chair, general charge, supervision and control over the activities and affairs, business and personnel of CCIA. The General Manager shall be responsible for conducting the financial affairs of the CCIA in accordance with policies and guidelines established by the Board. General Manager may delegate any of the General Manager's powers and duties. The General Manager shall report to the Board and the Executive Committee. The General Manager shall by virtue of the office held be a non-voting member of all committees of the Board except for the Finance and Audit Committee.

31.3 Vacancy in Office

31.3.1 If the office of the Chair, the Vice-Chair, Finance Chair, Executive Member or the General Manager shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Directors may elect or appoint any person to fill such vacancy.

32. COMMITTEES OF THE BOARD

The Board of Directors may from time to time constitute such committees as it deems necessary and shall prescribe their duties.

Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors. A committee sits at the pleasure of the Board.

The Chair shall have the right to receive notice of, to attend, to speak at, but not to vote at all committee meetings. The Chair shall have the right to vote at meetings of any committees of which the Chair has been appointed as a member.

32.1 **Committees Generally**

Members of committees shall be subject to removal by the Board of Directors.

32.1.1 Standing Committees

32.1.1.1 The Board may constitute by resolution standing committees of CCIA with, subject to the Act, such powers, duties and procedures as the Board may determine.

32.1.1.2 The Board shall appoint from among its current members a chair of each standing committee who shall each ordinarily serve a two (2) year term, renewable once. The Board may also appoint other persons to serve on each committee.

32.1.2 Other Committees

The Board may by resolution from time to time:

32.1.2.1 Constitute, set the terms of reference of and dissolve such other committees and working groups of CCIA and of the Board as it may deem advisable with, subject to the Act, such powers and procedures as the Board may determine;

32.1.2.2 Elect or appoint persons (whether or not they are Directors) to such committees and working groups; and



Committees of the Board continued

- 32.1.2.3 Form joint committees and working groups and these committees have the power to fill vacancies on such committees and working groups with any other organization when it considers it to be in the interest of the members to do so.
- 32.2 Removal from Committees of the Board – The term of office of a member of a Committee of the Board shall be deemed to be vacated upon the written resignation of the Director or the removal of the Director pursuant to Article 28.
- 32.3 Vacancy - Where any vacancy occurs in a Committee, the Board shall have the power to fill the vacancy for the unexpired term of that member on the committee.
- 32.4 Replacement of Committee Members - In the event of the death, resignation or removal of an Executive Committee member or inability to serve because of ill health, the Board shall appoint a replacement from among the Directors.
- 32.5 Notice of Meetings - Meetings of Committees may be held at any time and place to be determined by the members of the Committee, provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member thereof and provided that if notice is given by mail, such notice shall be mailed at least fourteen (14) days prior to the meeting. A majority of the members of the Committee shall constitute a quorum.
- 32.6 Meetings by Other Means - Where all members of the Committee have consented thereto, any member may participate in a meeting of the Committee by any other means by which all persons participating in the meeting may communicate with each other simultaneously and instantaneously, and a member participating in a meeting pursuant to this article shall be deemed to be present in person at that meeting.
- 32.7 **Executive Committee**
- 32.7.1 The Executive Committee shall consist of five (5) Directors, including the Chair of the Board, Vice Chair of the Board, Finance Chair and two (2) additional Directors. The Chair shall be chair of the Executive Committee. The immediate Past Chair and General Manager shall be entitled to receive notice of, attend and be heard at all meetings of the Executive Committee provided that they shall not be counted for the purposes of establishing quorum and not entitled to vote. At all meetings of the Executive Committee, every question shall be decided by a majority of the votes cast. In the event of a tie vote, the question shall be defeated.
- 32.7.2 Election of Executive Committee Members – Members of the Executive Committee shall be elected by the Board from among the Directors to take office at the first meeting of the Board following the conclusion of the annual meeting of the Members.
- 32.7.3 Term of Office of Executive Committee Members - The term of office of members of the Executive Committee shall be one year and each member shall be eligible for re-election for 5 additional terms.
- 32.7.4 Subject to the power of the Board to grant and restrict the powers of the Executive Committee from time to time as the Board may determine, decisions of the Executive Committee shall be presented as recommendations to the Board for approval.



*Committees of the Board continued***32.8 Board Governance and Development Committee**

- 32.8.1 The Board Governance and Development Committee shall consist of not less than four (4) Directors consisting of at least one (1) Executive Committee Member, three (3) Board members as well as Legal Counsel. Legal Counsel shall be entitled to receive notice of, attend and be heard at all meetings of the Board Governance and Development Committee provided that they shall not be counted for the purposes of establishing quorum and not entitled to vote. At all meetings of the Board Governance and Development Committee, every question shall be decided by a majority of the votes cast. In the event of a tie vote, the question shall be defeated. Members of the Board Governance and Development Committee will act within the scope of the Committee's Terms of Reference that is set out and approved by the Board.
- 32.8.2 Appointment of Board Governance and Development Committee Members – Members of the Board Governance and Development Committee shall be appointed by the Board from among the Directors to the committee at the first meeting of the Board following the conclusion of the annual meeting of the Members.
- 32.8.3 Term of Office of Board Governance and Development Committee Members - The term of office of members of the Board Governance and Development Committee shall be two (2) years and each member shall be eligible for re-appointment to two (2) additional terms.
- 32.8.4 Decisions of the Board Governance and Development Committee shall be presented as recommendations to the Board for approval.

32.9 Finance and Audit Committee

- 32.9.1 The Finance and Audit Committee shall consist of no fewer than four (4) Directors consisting of three (3) Board members, Finance Chair as well as the Finance Manager. The Finance Chair shall be the Chair of the Finance and Audit Committee. The Finance Manager shall be entitled to receive notice of, attend and be heard at all meetings of the Finance and Audit Committee provided that they shall not be counted for the purposes of establishing quorum and not entitled to vote. At all meetings of the Finance and Audit Committee, every question shall be decided by a majority of the votes cast. In the event of a tie vote, the question shall be defeated. Members of the Finance and Audit Committee will act within the scope of the Committee's Terms of Reference that is set out and approved by the Board.
- 32.9.2 Appointment of Finance and Audit Committee Members – Members of the Finance and Audit Committee shall be appointed by the Board from among the Directors to the committee at the first meeting of the Board following the conclusion of the annual meeting of the Members.
- 32.9.3 Term of Office of Finance and Audit Committee Members - The term of office of members of the Finance and Audit Committee shall be two (2) years and each member shall be eligible for re-appointment to two (2) additional terms.
- 32.9.4 Decisions of the Finance and Audit Committee shall be presented as recommendations to the Board for approval.
- 32.9.5 The Finance and Audit Committee shall review the financial statements of CCIA and shall report thereon to the Board and to the annual meeting of Members.



*Committees of the Board continued***32.10 Technical Advisory Committee**

32.10.1 The Technical Advisory Committee shall consist of no fewer than four (4) Directors consisting of three (3) Board members, Technical Advisory Committee Chair as well as the General Manager and the Tags and Technology Manager. The Chair of the Technical Advisory Committee shall be a member of the board of directors. The General Manager and the Tags and Technology Manager shall be entitled to receive notice of, attend and be heard at all meetings of the Technical Advisory Committee provided that they shall not be counted for the purposes of establishing quorum and not entitled to vote. At all meetings of the Technical Advisory Committee, every question shall be decided by a majority of the votes cast. In the event of a tie vote, the question shall be defeated. Members of the Technical Advisory Committee will act within the scope of the Committee's Terms of Reference that is set out and approved by the Board.

32.10.2 Appointment of Technical Advisory Committee Members – Members of the Technical Advisory Committee shall be appointed by the Board from among the Directors to the committee at the first meeting of the Board following the conclusion of the annual meeting of the Members.

32.10.3 Term of Office of Technical Advisory Committee Members – The term of office of members of the Technical Advisory Committee shall be two (2) years and each member shall be eligible for re-appointment to two (2) additional terms.

32.10.4 Decisions of the Technical Advisory Committee shall be presented as recommendations to the Board for approval.

33. BANKING ARRANGEMENTS

33.1 The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

Cheques, Drafts, Notes, etc.

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

34. BORROWING POWERS

The Directors may from time to time:

- 34.1 borrow money on the credit of the Corporation;
- 34.2 issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- 34.3 give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and



Borrowing Powers continued

- 34.4 mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The Board may delegate such powers to such Directors or officers to such extent and in such manner as the Board may, by resolution, determine. Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the Corporation.

35. CORPORATE SEAL

- 35.1 The seal, an impression whereof is stamped in the margin hereof, shall be retained in the custody of the General Manager of the Corporation.

**36. INVALIDITY OF ANY PROVISIONS OF THIS BY-LAW**

- 36.1 The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

37. OMISSIONS AND ERRORS

- 37.1 The accidental omission to give any notice to any Member, Director, officer, Member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

38. DISPUTE RESOLUTION MECHANISM

A dispute or controversy among members, Directors, officers, committee members, or volunteers of the Corporation must so far as is reasonably practicable be resolved by with mediation and/or arbitration as provided below:

- 38.1 The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- 38.2 The number of mediators may be reduced from three to one or two upon agreement of the parties.
- 38.3 If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be not disclosure of any kind.

Dispute Resolution Mechanism continued

- 38.4 The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- 38.5 All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

39. BY-LAWS AND EFFECTIVE DATE

- 39.1 Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting. This section does not apply to a by-law that requires a special resolution of the Members according to subsection 197(1) (fundamental change) of the Act.

40. ANNUAL FINANCIAL STATEMENTS

- 40.1 The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

41. PUBLIC ACCOUNTANT

- 41.1 The Members shall at each annual meeting of the Members appoint a public accountant to audit the accounts of the Corporation, to hold office until the next annual meeting of the Members, provided that the Board shall immediately fill any mid-term vacancy in the office of public accountant.

42. EXECUTION OF DOCUMENTS

- 42.1 Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any two (2) officers of the Corporation and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- 42.2 The seal of the Corporation may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers, person or persons appointed as aforesaid by resolution of the Board of Directors.



Execution of Documents continued

42.3 The term "contracts, documents or instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, powers of attorney, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures, or other securities and all paper writings.

43. FINANCIAL YEAR

43.1 The fiscal year of the Corporation shall correspond to the calendar year.

44. DISSOLUTION

44.1 It is specifically provided that in the event of dissolution or winding-up of the Corporation, all its remaining assets after payment of its liabilities shall be distributed to one or more corporations incorporated under the Canada Not-for-profit Corporations Act having objects with benefit to livestock traceability and animal identification or to one or more registered charitable organizations in Canada.

IN WITNESS WHEREOF we have hereunto set our hands at Calgary, Alberta on the 2nd day of April, 2019.

Signatures

Pat Hayes

Chair

PAT HAYES:

Lyle Miller

Vice Chair

LYLE MILLER:

