

THE CANADIAN HIGHLAND CATTLE SOCIETY

**LA SOCIÉTÉ CANADIENNE DES ÉLEVEURS DE
BOVINS HIGHLAND**

BYLAW N^o. ONE

AND

REGULATIONS

PARTS I and II



Revised and updated in 2016

Revised and updated in 2009

THE CONSTITUTION

THE CANADIAN HIGHLAND CATTLE SOCIETY

LA SOCIÉTÉ CANADIENNE DES ÉLEVEURS DE BOVINS HIGHLAND

INTRODUCTION

1. The word “ Constitution” comprises the **Articles of Incorporation**, issued under the authority of the Animal Pedigree Act, 35, 36, 37 Elizabeth II, chapter 13, and the **Bylaws** and **Regulations** of the Society, made under the authority of the Act.

As of the year 2000, the only bylaw of the Society that continues to speak is **Bylaw No. One**, divided into Part I and Part II.

2. **Part I** deals with the Society itself: its existence, structure and operation; and, in greater detail, with:
 - a) members, directors, committees, officers, officials and agents (such as the Canadian Livestock Records Corporation (CLRC), *ad hoc* inspectors, etc.);
 - b) the holding of meetings and the making of bylaws and regulations, finance, banking, etc.

A recent addition deals with conflict of interest.

Part I comprises SECTION ONE to SECTION SIXTEEN of the Bylaw No. One.

3. **Part II** comprises SECTION SEVENTEEN to SECTION TWENTY-TWO of the Bylaw No. One.

SECTION SEVENTEEN deals with the eligibility of animals for registration in the Herd Book and random proof of parentage.

SECTION EIGHTEEN supplies the miscellaneous provisions necessary to operate SECTION SEVENTEEN, such as the Herd Book, the Record of Embryos and Fertilized Ova, registration and recording and related certificates; as well as dealing with multiple births, transfers, names of animals, herd names, tattoo letters, leases and loans, private herd records, exportation, multiple breeding, genetic identification and proof of parentage, forms, false representations, etc.

TABLE OF CONTENTS

SECTION ONE	1
STATUS, POWER AND OFFICES	1
SECTION TWO	4
MEMBERSHIP.....	4
SECTION THREE	10
MEETINGS OF MEMBERS	10
SECTION FOUR	14
BYLAWS AND REGULATIONS	14
SECTION FIVE	16
BOARD OF DIRECTORS.....	16
SECTION SIX	21
STANDING AND SPECIAL COMMITTEES	21
SECTION SEVEN	29
OFFICERS, OFFICIALS AND AGENTS	29
SECTION EIGHT	35
CONFLICT OF INTEREST.....	35
SECTION NINE	36
FINANCIAL PROVISIONS.....	36
SECTION TEN	38
CONTRACTS, CHEQUES, DRAFTS AND DEPOSITS	38
SECTION ELEVEN	39
AMENDMENT OF ARTICLES OF INCORPORATION, AMALGAMATION AND DISSOLUTION	39
SECTION TWELVE	40
ARCHIVES	40
SECTION THIRTEEN	41
SECTION FOURTEEN	42
GOVERNING LANGUAGE	42
SECTION FIFTEEN	43
REPEAL.....	43
SECTION SIXTEEN	44
COMING INTO FORCE	44

SECTION SEVENTEEN	45
THE REGISTRATION AND IDENTIFICATION OF ANIMALS AND THE KEEPING OF ANIMAL PEDIGREE	45
SECTION EIGHTEEN	49
MISCELLANEOUS PROVISIONS	49
SECTION NINETEEN.....	57
DEFINITIONS.....	57
SECTION TWENTY.....	58
GOVERNING LANGUAGE	58
SECTION TWENTY-ONE.....	59
REPEAL.....	59
SECTION TWENTY-TWO	60
COMING INTO FORCE	60
REGULATION N^o ONE.....	61
MEMBERSHIP FEES.....	61
REGULATION N^o. TWO	62
FORMS.....	62
FORM N ^o . 1 - NOTICE OF ANNUAL GENERAL MEETINGS	62
FORM N ^o . 2 - PROXIES	63
FORM N ^o . 3 - BALLOT, ELECTION OF DIRECTORS	65
FORM N ^o . 4 - NOMINATION, EXECUTIVE OFFICE	66
FORM N ^o . 5 - BALLOT, EXECUTIVE OFFICE	67
FORM N ^o . 6 - DECLARATION OF ELECTION OF EXECUTIVE OFFICERS.....	68
FORM N ^o . 7 - REGISTER OF MEMBERS, GENERAL MEETINGS	70
FORM No. 8 - POWER OF ATTORNEY	71
REGULATION N^o. THREE.....	72
ORDER OF BUSINESS	72
REGULATION N^o. FOUR.....	74
OFFENCES UNDER THE ANIMAL PEDIGREE ACT 35-36-37 ELIZABETH II, CHAPTER 13.....	74
REGULATION N^o. FIVE.....	77
INSIDER INFORMATION	77
REGULATION N^o. SIX.....	78
DEFINITIONS.....	78
REGULATION N^o. SEVEN.....	79
REPEAL.....	79
REGULATION N^o. EIGHT	80
COMING INTO FORCE	80

REGULATION N° . NINE	81
FEES.....	81

SECTION ONE

Status, Power and Offices

1. The Canadian Highland Cattle Society/La Société canadienne des éleveurs de bovins Highland is a body corporate.

(Cons. 1) (Act 10)

2. The Constitution of the Society comprises:

2.1 The Articles of Incorporation and amendments thereto;

(Act 68 and 75)

2.2 the Bylaws of the Society and amendments thereto; and

2.3 the Regulations of the Society and amendments thereto.

3. Effect and Availability of the Constitution.

The Constitution binds every member of the Society, who shall be entitled to receive a copy thereof in the official language of their choice. The document is available on the Society web page but any member wishing to obtain a paper copy may do so by contacting the Secretary-manager. It is the duty of every member to be familiar with the provisions of the Constitution, and of the Act as it applies to the Society and to its members.

(Cons. 41) (Act 17 and 18) (Text to be removed) (Text to be added)

4. Purpose.

The principal purpose of the Society is the registration and identification of purebred Highland cattle and the keeping of a record of their pedigrees.

(Articles of Incorporation) (Act 4)

Without restricting the generality of the foregoing, the Society shall

4.1 establish standards of breeding;

4.2 collect, preserve and publish data, in all forms of media, relating to the Highland breed;

4.3 assist its members in the interpretation of the Constitution, the Act and other laws and public regulations governing the breeding and propagation of Highland cattle;

4.4 encourage the showing of Highland cattle, in both exhibition and competition, at agricultural shows;

4.5 foster youth activities through 4-H Clubs, Junior Farmers and similar organizations regulating to Highland cattle;

- 4.6 promote and publicize the Highland breed to the fullest extent; and
- 4.7 generally regulate and encourage the breeding and propagation of purebred Highland cattle.

(Cons.2) (Act 2, 4 and 5)

5. Corporate Seal.

5.1 The Corporate Seal of the Society is circular in form, bears the name of the Society in English and in French and the date of incorporation. An impression of the Corporate Seal appears opposite, in the margin.

5.2 The respective executive and general officers of the Society, and such other individuals as may be authorized from time to time by the Board of Directors, have the authority to affix the Corporate Seal to any document requiring it.

(Cons. 28)

6. Powers.

6.1 The Society may do any act or thing necessary for, or incidental or conducive to, the carrying out of its purpose and the business and affairs related thereto; and, without restricting the generality of the foregoing, the Society may

- 6.1.1 acquire, hold and dispose of real and personal property necessary for the carrying out of its business and affairs;
- 6.1.2 borrow money on the credit of the Society and draw, make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments necessary for the carrying out of its business and affairs;
- 6.1.3 mortgage, or create any security interest in all or any property of the Society to secure any obligation of the Society; and
- 6.1.4 exercise all other powers conferred on the Society by the Act.

(Act 11 and 12)

7. Offices.

7.1 The Head Office of the Society shall be situated at the location of the Secretary-manager, unless otherwise provided by the Board of Directors. Branch offices of the Society may be established by bylaw.

(Cons. 11.a)

7.2 In accordance with the Articles of Affiliation, the Society shall, through the Registrar at the Office of Registration,

- 7.2.1 keep and maintain the following records of the Society, namely, the membership list, the herdbook and other fundamental registers; and

7.2.2 issue the Society's certificates of registration, embryo and semen certificates, and transfers of ownership in respect of the same.

(Cons. 11.b)

SECTION TWO

Membership

1. Classes of Membership.

The classes of membership are:

1.1 Honorary Life Members.

Honorary Life Members are those individuals who have rendered a significant contribution to the Highland breed of cattle and who are elected as such at a general meeting of members. The number of this class of membership is limited to four at any one time.

(Cons. 3.a)

1.2 Active Life Members.

Active Life Members are those individuals, married couples and couples living together as married couples, resident in Canada, who have complied with the relevant provisions of the Constitution.

(Cons. 3.c)

1.3 Annual Members.

1.3.1 Annual Members are those

1.3.1.1 partnerships and firms, whose principal object is farming or ranching, that are resident in Canada;

1.3.1.2 corporations, whose principal object is farming or ranching, that are incorporated and resident in Canada; and

1.3.1.3 individuals, married couples and couples living together as married couples, resident in Canada,

that have complied with the relevant provisions of the Constituent.

1.4 Junior Members.

1.4.1 Junior Members are those individuals, under the age of eighteen and resident in Canada, who have complied with the relevant provisions of the Constitution.

- 1.4.2 Junior Members are entitled to receive the publications of the Society and to attend general meetings of members. They may serve as full members of special committees of the Society, but may not hold office, move or second motions, vote or be party to petitions.

(Cons. 3.g)

1.5 Non-Resident Life Members.

- 1.5.1 Non- Resident Life Members are those individuals, married couples and couples living together as married couples who are resident outside Canada and who have complied with the relevant provisions of the Constitution.

- 1.5.2 Non-Resident Life Members are entitled to receive the publications of the Society and to attend general meetings of members, but may not hold office, move or second motions, vote or be party to petitions.

(Cons. 3.h)

1.6 Non-Resident Annual Members.

- 1.6.1 Non-Resident Annual Members are those individuals, partnerships and firms resident outside Canada, and those corporations incorporated or resident outside Canada, who have complied with the relevant provisions of the Constitution.

- 1.6.2 Non-Resident Annual Members are entitled to receive publications of the Society and to attend meetings of members, but may not hold office, move or second motions, vote or be party to petitions.

(Cons. 3.j) (Act 15 (1) (a))

1.7 Couples, Partnerships, Firms and Corporations

- 1.7.1 In the case of a membership recorded in the joint names of a couple:

1.7.1.1 the membership shall be deemed to be that of a partnership for the purposes of the Society;

1.7.1.2 only one of them may exercise the right to vote and only one of them may hold office at any one time; and

1.7.1.3 on the separation of a couple, for whatever reason, the membership continues in the name of the survivor or, as the case may be, the member designated by contract or by law.

- 1.7.2 The representative of a partnership, firm or corporation, which is eligible to vote as a member, may hold office if duly authorized thereto by such entity of the full term of the office in question.

2. Application for Membership.

- 2.1 Applications for membership in the Society shall be in the form provided by Regulation, addressed to the Registrar, stating the class of membership requested and accompanied by the applicable fees. The schedule of fees shall be fixed by regulation.

(Cons. 4.a) (Act 15 (1) (b))

- 2.2 An application by other than an individual must be formally authorized and name the individual who is to represent the applicant. This representative may be replaced from time to time by formal act of the member, duly notified to the Society.

(Cons. 4.b)

- 2.3 The Society reserves the right to refuse an application for membership for cause, by resolution of the Board of Directors ratified at the next annual general meeting of members.

(Cons. 4.c) (Act 15 (1) (a) and 15 (2) (d))

3. Duties and Privileges of Membership.

- 3.1 Upon acceptance of an application for membership, the new member becomes bound by the Constitution.

(Cons. 4.a and d) (Act 17)

- 3.2 A member who is not in good standing shall not exercise any of the rights or privileges of membership.

(Cons. 4.e and g)

4. Membership Fees.

The initiation and annual fees of membership payable in respect of the respective classes of membership are fixed by Regulation.

5. Liability.

5.1 Members.

The financial liability of a member of the Society to the creditors of the Society is limited to the amount of any fees owing to the Society by the member and the amount due from the member in respect of any services provided to the member by the Society.

(Act 14 (1))

5.2 Directors, Officers etc.

No director, officer or employee of the Society, or other person acting on behalf of the Society, is personally liable for any act done in good faith in the exercise of any of that person's powers or the performance of that person's duties and

functions or for any default or neglect in good faith in the exercise of that person's powers or the performance of that person's duties and functions.

(Act 14 (2))

6. Termination, Suspension of Membership and Expulsion of Members.

6.1 Termination.

Membership in the Society is not transferable, subject to the provisions respecting couples; it terminates on the death, resignation or expulsion of the member, or if the member ceases otherwise to be qualified for the class of membership enjoyed.

(Act 15 (1) (a) and 15 (2) (d))

Notwithstanding the foregoing, in case of death of a member of the Society, the estate of the deceased may register and transfer animals for the period of one year from the date of death, and the fees applicable shall be those payable by a member in good standing.

(Rev. 1999)

6.2 Resignation.

A member may resign from the Society on written notice given to the Registrar or to the Society. Resignation does not relieve the former member from the payment of all indebtedness to the Society. Resignation takes effect at the end of the current membership year.

(Cons. 4.f)

6.3 Suspension

6.3.1 A member may be suspended for cause by the Board of Directors, or as otherwise provided in the Constitution.

6.3.2 Without restricting the generality of the foregoing, a member who fails to pay the prescribed membership fees before March 1 of a membership year is automatically suspended until payment of such fees and all other indebtedness to the Society. The membership of such a member shall be automatically terminated at the end of the membership year failing the payment of such fees and indebtedness.

6.3.3 A suspended member shall not enjoy any of the rights and privileges of membership in the Society during suspension.

(Cons. 4.j)

6.4 Expulsion

6.4.1 A member may be expelled for cause by the Board of Directors.

- 6.4.2 A member is automatically expelled who has been expelled from any association governed by the Act, or has committed an offence under the Act.
- 6.4.3 A member who is expelled and whose expulsion is not rescinded on appeal, ceases automatically to be a member of the Society. Pending appeal, such a member shall be automatically suspended from membership.
- 6.4.4 The suspension or expulsion of a member may, in the discretion of the Board of Directors after consulting the Pedigree Committee, include the suspension or loss of the right to register and transfer animals.

(Rev. 1999)

- 6.4.5 For the same causes as for suspension or expulsion of a member, on the same authority, a non-member's rights to register and transfer animals may be suspended or forfeited.

(Rev. 1999)

6.5 Appeal

- 6.5.1 A member who has been suspended or expelled may appeal the suspension or expulsion in writing, addressed to the Board of Directors, within a delay of sixty days from the date of suspension or expulsion, stating the grounds for appeal.
- 6.5.2 The Board of Directors shall hear the appeal during and at the place of the next annual general meeting of members, at a time mutually convenient to both parties. A quorum of the Board of Directors shall be present at an appeal hearing. The appellant is heard in person and may present all relevant evidence in support of the appeal.
- 6.5.3 An appellant may be reinstated by the vote of at least two-thirds of the directors present at the hearing, whose decision shall be in writing with reasons given.
- 6.5.4 If the appeal is dismissed, the appellant may file a final appeal in writing, addressed to the Society within a further delay of sixty days from the decision of the Board of Directors.
- 6.5.5 The decision of the Board of Directors shall be reviewed at the next general meeting of members, at which the appeal may be dismissed, or the appellant reinstated in membership, by the vote of at least two-thirds of the members present and eligible to vote.
- 6.5.6 The decision of the Board of Directors is final and binding unless appealed to the Society, in which case the decision of the general meeting is final and binding.

6.5.7 The reinstatement of a member may be made subject to such fair and reasonable conditions as may be deemed appropriate in the circumstances.

(Cons. 4.m)

7. Membership Year

The membership year of the Society corresponds with the calendar year.

(Cons. 4.n)

SECTION THREE

Meetings of Members

(Act 15 (1) (d))

1. Annual General Meetings

The time and place of each annual general meeting of members of the Society is set at the preceding annual general meeting, failing which they are set by the Board of Directors. If the Board of Directors fails to set the time and place of the meeting before January 1 of the year of the meeting, they are set by the Executive Committee.

(Cons. 21.a)

2. Special General Meetings

2.1 All meetings of members of the Society, other than annual general meetings, are special general meetings.

2.2 Special general meetings may be called by the Board of Directors, in its discretion. The President shall call a special general meeting without delay, on the written demand of five directors, or of twenty members eligible to vote and, severally, residing in at least three different Provinces and/or Territories.

(Cons. 21.b and c)

3. Giving of Notice

3.1 Notice of a general meeting of members shall be sent to all members in good standing, at their respective Addresses of Record, at least thirty days prior to the meeting.

(Rev. 2009)

3.2 Notice published in the Official Newsletter of the Society is valid if it is sent in the manner and within the delay provided.

(Rev. 2009)

3.3 No notice of the resumption of an adjourned general meeting need be given.

(Cons. 21.d)

3.4 Irregularities

Any inadvertent irregularities in the notice of meeting, or in the manner in which it is given, do not invalidate the meeting.

3.5 Form and Content of Notice

- 3.5.1 The form of notice of a general meeting of members is prescribed by Regulation.
- 3.5.2 Notice of a general meeting specifies the time and place of meeting.
- 3.5.3 The notice of an annual general meeting shall describe briefly, though specifically, business which could otherwise be dealt with at a special general meeting and any matter which, directly or indirectly, might affect the Constitution. The notice of a special general meeting shall describe briefly, though specifically, all business to come before the meeting.

(Cons. 21.d)

3.6 Copy of Notice for the Minister

At the same time and in the same manner as provided for the giving of notice of meeting, copy of each notice which refers to proposed amendments to the bylaws of the Society, or to the adoption of additional bylaws, shall be sent to the Minister.

(Act 60 (a))

4. Quorum

- 4.1 Ten members of the Society eligible to vote, present in person or participating by electronic means, constitute a quorum at a general meeting of members. However, at least seven members must participate in person at the meeting for it to be valid.
- 4.2 The protocol governing the participation of members via electronic means is decreed by regulation.

(Cons. 21.e) (Text to be added)

5. Eligibility to Vote

- 5.1 Honorary Life Members enjoy the right to vote at general meetings of members.
- 5.2 Active Life Members and Annual Members enjoy the right to vote and, in the case of couples, the right to a single vote, at general meetings of members; provided that, at the time of sending of the notice of meeting, they

(Rev. 2009)

- 5.2.1 are members in good standing of the Society; and,
- 5.2.2 respectively, own in their own right or jointly with the other member of a couple, at least three Highland beasts (of which no less than two are

female) registered in their name or the joint names of the couple, as the case may be.

- 5.3 Members enrolled as couples, and individuals who are members of partnerships or firms or individuals who are shareholders in a corporation-member, who are also enrolled as members in their own right, are limited to the right to vote of the couple, the partnership, the firm or the corporation. In no case may a member, directly or indirectly, cast more than one vote, except as proxy.
- 5.4 The other classes of membership carry no voting rights.

(Cons. 5)

6. Voting

- 6.1 Each member eligible to vote and present in person at a general meeting of members or participating by electronic means may, in addition to such member's vote of right, exercise the vote by proxy of one or more absent members eligible to vote, but in votes by poll only.

(Cons. 21.g) (Cons., Appendix "A", e) (Text to be added)

- 6.2 Voting shall be by show of hands, provided that, at the demand of a majority of members present and eligible to vote, voting shall be by poll. Voting for the election of directors shall be by poll.
- 6.3 In the case of a vote by poll, the chairman of the meeting shall appoint two individuals, to act as scrutineers. The scrutineers shall
- 6.3.1 report in detail on the attendance at the meeting;
 - 6.3.2 collect, examine and tabulate proxies;
 - 6.3.3 report in detail, and return the proxies to the chairman;
 - 6.3.4 collect, examine and tabulate ballots; and
 - 6.3.5 report in detail, and return the ballots to the chairman.
 - 6.3.6 The method of voting by members participating by electronic means shall be decreed by regulation.

(Text to be added)

- 6.4 Scrutineers, having completed their report, are automatically discharged.
- 6.5 The form of proxy is prescribed by Regulation.
- 6.6 Majority Vote

Unless otherwise provided in the Constitution or by statute, a resolution at a general meeting of members is adopted on a simple majority of votes. In the

event of an equality of votes, the chairman of the meeting may exercise a casting vote in addition to the chairman's vote as a member.

6.7 Absent Members

Members eligible to vote, who do not attend an annual general meeting, may submit motions, together with the reasons in their support, to the Society at least fifteen days prior to the date of the meeting, provided that the subject matter does not purport to affect the Constitution. Such motions and accompanying reasons shall be brought before the meeting by the chairman, for the consideration of the meeting.

(Cons. 21.h)

7. Procedure at General Meetings

The chairman of a general meeting of members conclusively settles all questions of procedure. A declaration by the chairman that a resolution has been carried or lost, and by what majority when appropriate, shall constitute primary evidence of the fact. The chairman may adjourn the meeting at any time and from time to time. Any business that could have been dealt with at the original meeting may be dealt with at the adjourned meeting.

8. Order of Business

The order of business at general meetings of members is prescribed by Regulation.

9. Minutes of Meetings

9.1 Minutes of general meetings of members shall be kept and copy thereof, together with copy of the report of the Board of Directors and the financial statements of the Society, when applicable, shall be sent to each member in good standing, or published in an issue of the Official Newsletter of the Society and so sent, within sixty days of the date of the meeting.

(Cons. 21 f) (Rev. 2009)

9.2 Immediately after each annual general meeting, a copy of the annual report of the directors, including the audited financial statements, together with a list of the directors and officers of the Society and the name of the Society's Voting Representatives shall be sent to the Minister.

(Act 60 (b))

10. Addresses of Record

The Address of Record of a member of the Society avails for all legal purposes.

(Cons. 26.d)

SECTION FOUR

Bylaws and Regulations

1. **Enactment, Amendment, etc.**

Bylaws and regulations of the Society may be enacted and, together with this Bylaw, may be amended, replaced or repealed, as the case may be, at a general meeting of members.

(Cons. 21.k)

2. **Initiation by Board of Directors**

2.1 The enactment, amendment, replacement or repeal of a bylaw may be effected by resolution of the Board of Directors, subsequently ratified by the vote of at least two-thirds of the members eligible to vote, who are present or represented by proxy at the general meeting of members, provided that

2.1.1 the draft bylaw is sent to the members in good standing of the Society at least one hundred and twenty days prior to the holding of the general meeting;

(Rev. 2009)

2.1.2 The Board of Directors considers the recommendations of the members respecting the draft bylaw, which are received within fifty days following the date of the sending of the draft amendment to the members.

(Rev. 1999 & 2009)

2.1.3 after such consideration, copy of the resolution of the Board of Directors formally adopting the draft bylaw, with or without amendment, as the case may be, is sent to the members of the Society at the same time as the notice of the general meeting.

(Rev. 2009)

2.2 The enactment, amendment, replacement or repeal of a regulation shall be effected by resolution of the Board of Directors, subsequently ratified by the vote of at least two-thirds of the members eligible to vote, who are present or represented by proxy at the general meeting of members, provided that

2.2.1 such resolution shall take and have full force and effect until the vote at such general meeting, notwithstanding that the resolution may not then be ratified; and

2.2.2 the provisions of clauses 2.1.1, 2.1.2, and 2.1.3, applicable to bylaws, shall be applied, with the necessary changes, in the case of a regulation.

2.3 The general meeting may enact the bylaw or regulation as presented or, without substantive change, in an amended form, or reject it.

3. Initiation by Members

- 3.1 Any twenty members of the Society eligible to vote and, severally, residing in at least three different Provinces and/or Territories, may, at least one hundred and fifty days prior to the holding of the general meeting, propose to the Board of Directors the enactment, or the amendment, replacement or repeal of a bylaw (including this Bylaw) or a regulation.
- 3.2 If the Board of Directors fails or refuses to entertain the proposal, the matter may be submitted by the proposers, in writing, to the Society at least seventy-five days prior to the next general meeting of members. The chairman of the meeting shall submit the matter to the meeting and, if the meeting so directs by the vote of at least two-thirds of the members eligible to vote who are present and represented by proxy, the Board of Directors shall entertain the proposal and initiate the foregoing procedures for the enactment, amendment, replacement or repeal of a bylaw or regulation.
- 3.3 The draft bylaw or regulation, as adopted by the Board of Directors, is thereupon presented to the general meeting for consideration. The general meeting may enact the bylaw or regulation as presented or, without substantive change, in an amended form, or reject it.

4. Ministerial Approval

No bylaw and no amendment, replacement or repeal of a bylaw has force or effect until it is approved by the Minister, as provided in the Act.

(Act 16 (1))

5. Registrar's Copy

A copy of the enactment, amendment, replacement or repeal of a bylaw (including this Bylaw) or regulation shall be sent to the Registrar without undue delay.

(Cons. 21.k)

SECTION FIVE

Board of Directors

1. Number and Qualification

The Board of Directors comprises **ten** **seven** members of the Society eligible to vote.

(Cons. 12.a, b, c and d) (Text to be removed) (Text to be added)

2. Powers and Duties

2.1 The Board of Directors establishes policies and directs and orders the business and affairs of the Society, in accordance with the Constitution and the relevant provisions of the Act.

(Act 11)

2.2 Without restricting the generality of the foregoing, the Board of Directors may employ such functionaries, agents and representatives as they may deem advisable for the carrying out of the business and affairs of the Society, fix the terms and conditions of their employment and, where applicable, their remuneration, the whole subject to ratification at the next general meeting of members in respect of the continuation of such employment thereafter.

(Act 15 (1) (r))

3. Delegation of Powers and Duties

The Board of Directors may delegate to the Executive Committee, at any time and from time to time, as it may deem useful and in the interests of the Society, its powers and duties set out in the following clauses of this Bylaw, namely:

3.1 Section Seven clauses 4,5.3, 6.3.1, 6.3.3.6 and 6.4; and

(Rev. 1999)

3.2 Section Ten clauses 1.1, 2 and 3.

(Cons. 12.m) (Rev. 1999)

4. Validity of Acts

The acts and proceedings of the Board of Directors are valid, notwithstanding any defect subsequently discovered in the qualifications of any of the directors.

5. Election and Term of Office

- 5.1 Five directors are elected each year, by ballot at the annual general meeting of members, to hold office for a term of two years and until the election or appointment of their respective successors.

(Article to be repealed)

- 5.2 Until the annual general meeting next following the coming into force of this Bylaw, the immediate Past President and the Secretary-manager are directors, ex officio. The election of directors at that meeting shall, by exception, include one director for a term of one year in addition to the statutory complement of five directors.

(Article to be repealed)

- 5.2.1 At the time of the annual general meeting following the adoption of this amendment by the Minister of Agriculture, among the five director positions that become vacant, three will be chosen by secret ballot for a mandate of two years and until the election or nomination of their successor and the other two positions will be abolished.

At the time of the subsequent Annual General Meeting among the five positions for director becoming vacant, four will be chosen by secret ballot for a mandate of two years and until the election or nomination of their successor and the fifth position will be abolished.

(Text to be added)

- 5.3 A director whose term of office has expired is eligible for reelection.
- 5.4 A director assumes office at the termination or adjournment of the annual general meeting or, in the case of the filling of a vacancy by the Board of Directors, upon appointment.

(Cons. 12.b and c) (Act 15 (1) (c))

6. Nomination of Candidates

Members eligible to vote may, with their consent given by any effective means of communication, be nominated by another such member for election as a director. Nominations shall be made in writing shall be given to the Secretary-manager or, on the day of the meeting, to the secretary of the meeting at any time prior to the commencement of the vote.

(Act 15 (1) (c)) (Text to be deleted) (Text to be added)

7. Vacation of Office

- 7.1 The office of a director is automatically vacated if the director:

7.1.1 is declared legally incompetent;

7.1.2 resigns as such;

7.1.3 ceases to be a member of the Society eligible to vote; or

7.1.4 is removed from office for cause.

(Act 15 (1) (c) and (r) and 15 (2) (d))

8. Removal for Cause

8.1 A director may be removed from office for cause by the vote of at least three-quarters of the members eligible to vote and present in person at any general meeting of members.

8.2 In cases deemed by the Board of Directors to be urgent, the impugned director may, by resolution of the Board of Directors, be suspended from office until the matter of removal from office has been disposed of as provided.

8.3 An impugned director shall not vote on the issue of suspension or removal from office.

(Act 15 (1) (c) and (r) and 15 (2) (d))

9. Filling of Vacancies

9.1 The Board of Directors may fill any vacancy in its complement, from among the members of the Society eligible to vote, for the balance of the term of the director whose office has been vacated.

9.2 If a quorum of the Board of Directors is no longer in office, the vacancies in its complement shall be filled at a special general meeting called for the purpose or at the next annual general meeting of members. Any director remaining in office or, in default, any member of the Society eligible to vote may cause the special general meeting to be convened by the Secretary-manager or, failing the Secretary-manager, the director or member, as the case may be, may do so.

10. Remuneration

A director acts as such without remuneration, provided that basic and reasonable expenses necessarily incurred in connection with the affairs of the Society may be reimbursed.

11. Meetings

11.1 Statutory Meetings

11.1.1 The Board of Directors shall meet

11.1.1.1 immediately preceding annual general meetings, to adopt the Report of the Directors, including the audited Financial Statements for the preceding fiscal year, and to entertain all such other matters as may properly come before the meeting; and

11.1.1.2 immediately following annual general meetings, in order to entertain any and all matters which may properly come before the meeting.

11.1.2 In the absence of the President and the Vice-President, the directors shall appoint the chairman of a statutory meeting of the Board of Directors.

11.2 Special Meetings

Special meetings of the Board of Directors are called by the Secretary-manager, by order of the President or by order of at least three directors, as often as may be required to attend to the business and affairs of the Society. Failing the Secretary-manager, the President or the same directors, as the case may be, may call a special meeting. **The protocol governing these special meetings is determined by regulation.**

(Cons. 22.a and b) **(Text to be added)**

11.3 Notice

11.3.1 **Notice of meeting shall be sent to the Address of Record of each director at least twenty days in advance, specifying the time, place and purpose of the meeting.** No notice is given of statutory meetings.

(Cons. 22.c) (Rev. 2008) **(Text to be deleted)**

11.3.2 Short Notice

In cases deemed to be urgent, a short notice of meeting may be given to each director, at least twenty-four hours in advance, in person by telephone or, directed to a director's Address of Record, by telefacsimile (FAX). A declaration of the form of notice given shall be entered in the minutes of the meeting.

(Cons. 22.d) **(Article to be repealed)**

11.3.3 Waiver of Notice

A director may waive notice of meeting either before or after the meeting, in writing or by telefacsimile (FAX), given to the Secretary-manager. No notice need be given for the resumption of an adjourned meeting.

(Article to be repealed)

11.4 Deemed Meetings

11.4.1 **A meeting may be validly held by conference telephone call, without prior notice, provided that at least four directors consent to the manner of holding the meeting. A minute of the fact shall be entered in the minutes of the meeting.**

(Original version) **(Text to be removed)**

A deemed meeting may be validly held by electronic means. The protocol governing the holding of different types of deemed meetings are decreed by regulation.

(New version) (Text to be added)

11.4.2 Notwithstanding the provisions of clauses 11.5 and 11.6, a resolution signed in one or more originals by a majority of the directors has the same validity as a resolution adopted at a special meeting of the Board of Directors, provided that short notice of the meeting has been given as provided in clause 11.3.2, or such notice has been waived as provided in clause 11.3.3. the protocol governing the deemed meeting has been respected.

(Rev. 1999) (Text to be deleted) (Text to be added)

11.5 Quorum

Four directors present or, in the case of a meeting by telephone conference call, participating in a meeting, constitute a quorum for the transaction of business.

(Text to be deleted)

Four directors present or participating at a meeting by electronic means in a meeting constitute a quorum for the transaction of business.

(Cons. 22.e) (Act 15 (1) (c) and (r)) (Text to be added)

11.6 Voting

Matters dealt with at meetings are decided by the vote of a majority of the directors present or, in the case of a meeting by telephone conference call held by electronic means, participating in the meeting, unless otherwise provided in the Constitution. In the event of an equality of votes, the chairman may exercise a casting vote in addition to the vote as a director. Voting by proxy is prohibited.

(Cons. 22.g) (Text to be deleted) (Text to be added)

11.7 Minutes

Minutes shall be kept of each meeting, including deemed meetings. In the event that the Secretary-manager is unable to attend or participate, as the case may be, the draft minutes shall be transmitted immediately to the Secretary-manager. Copy of the minutes shall be sent to each director by the Secretary-manager within fifteen days of the holding of the meeting.

(Cons. 22.f) (Rev. 2009)

12. Absent Directors

A director who is unable to attend or, in the case of a meeting held by electronic means by telephone conference call, to participate in a meeting may, at the

diligence of the director and as time and circumstance may allow, make a motion or submit a commentary to the meeting by any effective means of communication.

(Cons. 22.h) *(Text to deleted)* *(Text to be added)*

SECTION SIX

Standing and Special Committees

1. Executive Committee

1.1 Composition

The Executive Committee is a standing committee of the Society, composed of the President, the Vice-president and a third member appointed by the Board of directors from among its number. In the event of a vacancy occurring in the post of the third member, the Board of Directors shall fill the vacancy from among its number.

(Cons. 13.a) (Rev. 1999)

1.2 Powers and Duties

1.2.1 The Executive Committee is the administrative body of the Society.

1.2.2 In the performance of its functions, the Executive Committee

1.2.2.1 carries out the policies which have been established, and the responsibilities delegated to it, by the Board of Directors;

1.2.2.2 subject to the limitations provided in clause 1.2.2.3, exercises all powers and carries out all duties of the Board of Directors between meetings of the latter, with the exception of the development, amendment or approval of policy, unless otherwise provided; and

1.2.2.3 in addition to the powers and duties expressly conferred upon it by the Constitution, does all such acts and things as are not by the Constitution required to be done exclusively by the Board of Directors.

(Cons. 13.a)

1.3 Meetings

1.3.1 Calling of Meetings

Any member of the Executive Committee may call a meeting of the Executive Committee whenever it is deemed by the member to be in the interests of the Society.

(Cons. 23.a and b)

1.3.2

Notice

Notice of meeting shall be sent to the Address of Record of each member of the Executive Committee at least ten days in advance, specifying the time, place and purpose of the meeting. The protocol governing meetings of the Executive Committee is decreed by Regulation.

(Cons. 23.c) (Rev. 2009) (Text to be repealed) (Text to be added / new provision)

1.3.3 Short Notice

In cases deemed to be urgent, notice of meeting may be given no less than twenty-four hours in advance, by telephone or by telefacsimile (FAX). A declaration of the form of notice given shall be entered in the minutes of the meeting.

(Cons. 23.d) (Article to be repealed)

1.3.4 Waiver of Notice

A member may waive notice of meeting either before or after the meeting, in writing or by telefacsimile (FAX), given to the Secretary-manager. No notice need be given for the resumption of an adjourned meeting.

(Article to be repealed)

1.3.5 Deemed Meetings

1.3.5.1 A meeting may be validly held by conference telephone call electronic means, provided that at least two members consent to the manner of holding the meeting. A minute of the fact shall be entered in the minutes of the meeting.

(Text to be deleted) (Text to be added)

1.3.5.2 A resolution, signed in one or more originals by all the members, has the same validity as a resolution adopted at a meeting duly called and held.

1.3.6 Quorum

Two members present at or, in the case of a meeting by electronic means telephone conference call, participating in, a meeting constitute a quorum for the transaction of its business.

(Cons. 23.e) (Text to be deleted) (Text to be added)

1.3.7 Voting

Matters dealt with at meetings are decided by a vote of at least two members present or, in the case of a meeting held by electronic means by telephone conference call, participating. In the event of an equality of votes, the matter shall be deemed to have been defeated. Voting by proxy is prohibited.

(Cons. 23.g and h) (Text to be deleted) (Text to be added)

1.3.8 Minutes

Minutes shall be kept of each meeting, including deemed meetings. In the event that the Secretary-manager is unable to attend or participate, as the case may be, the minutes shall be sent immediately to the Secretary-manager. Copy of the minutes shall be sent to each member of the Executive Committee and each of the other directors by the Secretary-manager within fifteen days of the holding of the meeting.

(Cons. 23.f) (Rev. 2009)

1.3.9 Absent Members

A member who is unable to attend or, in the case of a meeting by telephone conference call held by electronic means, to participate in a meeting, may, at the diligence of the member and as time and circumstances may allow, present a motion or submit a commentary to the meeting by any effective means of communication.

(Cons. 22.h) (Text to be deleted) (Text to be added)

1.4 Vacation of Office

1.4.1 The office of a member of the Executive Committee is automatically vacated if the member ceases to be an executive officer or director, as the case may be, of the Society or if the member resigns as such.

1.4.2 Filling of Vacancies

The Board of Directors may fill any vacancy in the office of the appointed members of the Executive Committee from among the directors.

1.5 Remuneration

A member of the Executive Committee acts as such without remuneration, provided that basic and reasonable expenses necessarily incurred in connection with the affairs of the Society may be reimbursed.

2. Pedigree Committee

2.1 Composition

2.1.1 The Pedigree Committee is a standing committee of the Society, composed of the President, **the Registrar's Representative** and three additional members appointed by the Board of Directors from among its number. **The election of the three members of this Committee, in addition to the President shall be made at the time of the election of the Executive Committee. A director may nominate one, two or three directors, if desired. If more than three directors are nominated to fill the three posts, a vote will be taken and the three directors receiving the most votes will be declared elected.** The Secretary-manager will act as president of election for this election. In the event of a vacancy occurring in the post of an additional member, the Board of Directors shall fill the vacancy from among its number..

(Rev. 1999) **(Text to be deleted)** **(Text to be added)**

2.1.2 To the extent possible in the circumstances, the three appointed members shall be selected such that, severally, they reside in Western Canada (the Provinces of Manitoba, Saskatchewan, Alberta, British Columbia, the Northwest Territories, Nunavut Territory or Yukon Territory), Eastern Canada (the Provinces of New Brunswick, Nova Scotia, Prince Edward Island or Newfoundland) and Central Canada (the Provinces of Quebec or Ontario).

(Cons. 13.c)

2.2 Powers and Duties

2.2.1 The Pedigree Committee has the primary responsibility to oversee the fulfillment by the Registrar of the Registrar's obligations under the Articles of Affiliation, and compliance by the Society, its members and members of the public, with the relevant provisions of the Constitution and of the Act.

2.2.2 Without restricting the generality of the foregoing, the Pedigree Committee shall resolve all questions in dispute between the Society, its members and the public respecting:

2.2.2.1 the issuance of certificates of registration and the amendment and transfer of such certificates;

(Act 15 (1) (m))

2.2.2.2 the individual identification of animals registered by the Society, the supervision of all practices in relation thereto and the manner in which unsatisfactory practices in relation thereto are to be dealt with;

(Act 15 (1) (n))

2.2.2.3 the keeping of pedigrees and breeding records by the Society and its members and the inspection by the Society of pedigrees and breeding records kept by its members;

(Act 15 (1) (o))

2.2.2.4 the recording of transfers of ownership of animals registered by the Society;

(Act 15 (1) (p))

2.2.2.5 the recording and the individual identification of semen, embryos and fertilized ova, the supervision of all practices in relation thereto and the manner in which unsatisfactory practices in relation thereto are to be dealt with;

(Act 1 (3) (a)) (Rev. 1999)

2.2.2.6 the issuance of semen certificates and embryo and fertilized ovum certificates, and the amendment, transfer and cancellation of those certificates; and

(Act 15 (3) (b)) (Rev. 1999)

2.2.2.7 the recording of transfers of ownership of semen, embryos and fertilized ova registered by the Society.

(Act 15 (3) (c)) (Rev. 1999)

2.2.3 The Pedigree Committee may, from time to time, authorize such agent or agents as it may deem advisable or useful to assist in the performance of its duties.

(Cons. 13.c)

2.3 Right of Access

2.3.1 In the exercise of its powers and the performance of its duties, the Pedigree Committee, and its agents acting in its behalf, may inquire into and examine all pertinent records, animals, semen, embryos and fertilized ova, and access for such purposes shall be facilitated by the members of the Society and by the members of the public concerned.

(Rev. 1999)

2.3.2 In the event that the members of the Pedigree Committee or its mandatories are refused access for the purposes of the aforementioned inquiries and examinations, the intervention of the Minister shall be solicited by the Society, pursuant to the relevant provisions of the Act, without prejudice to all other legal recourses available in the premises.

(Act 52 (1))

2.3.3 Without prejudice to the foregoing, a member of the Society, who refuses such access or refuses or neglects to cooperate with the Pedigree Committee in the exercise of its powers and performance of its duties, shall be subject to expulsion from membership, and a member of the public acting in similar manner shall, by the very fact, become a non-person in the eyes of the Society.

(Act 61)

2.4 Evidence

In cases where primary evidence is not available, the Pedigree Committee may, in its discretion, accept convincing secondary evidence.

2.5 Genetic Identification and Proof of Parentage.

If deemed advisable by the Pedigree Committee, it may in its discretion require either the genetic identification or proof of parentage of an animal, as provided in Part II of this Bylaw, and at the cost of the owner.

(Rev. 1999)

2.6 Adjudication

2.6.1 The unanimous decision of the Pedigree Committee is final and binding. Failing unanimity, the matter shall be referred to the Board of Directors for final and binding determination. For the purposes of its inquiry, the Board of Directors shall be vested in all the powers of the Pedigree Committee.

2.6.2 No decision of the Pedigree Committee or of the Board of Directors shall be valid which does not respect the requirements for registration and transfer provided in the Constitution respecting pedigrees.

(Cons. 13.c)

1.1 Records

All decisions of the Pedigree Committee and of the Board of Directors made pursuant to the provisions of this SECTION SIX shall be entered in the minute book of the Board of Directors.

2.7 Remuneration

A member of the Pedigree Committee acts as such without remuneration, provided that basic and reasonable expenses necessarily incurred in connection with the affairs of the Society may be reimbursed.

3. Other Committees

3.1 Establishment

- 3.1.1 Special committees may be established and their members appointed at general meetings of members or by the Board of Directors. The actions of a special committee are subject to the control of the Board of Directors.
- 3.1.2 The members of special committees shall be appointed from among the active life members and the annual members eligible to vote. Junior members in good standing may be appointed to special committees. A special committee may add to its number.
- 3.1.3 The resolution establishing a special committee shall also appoint its chairman.
- 3.1.4 At least one member of each special committee shall be a director.
- 3.1.5 The resolution establishing a special committee shall stipulate its mandate.

3.2 Procedure and Reporting

- 3.2.1 Procedure. Except as otherwise provided, standing and special committees establish their own procedures, provided that they be fair, open and democratic.
- 3.2.2 Reporting. Minutes of the meetings of the Pedigree Committee and special committees shall be taken and filed with the Secretary-manager without delay after each meeting, for retention in the archives of the Society. A copy of all minutes shall thereupon be sent to each director. Copy of the minutes of special committees established at a general meeting of members shall be tabled at the next general meeting.

3.3 Term

Special committees

- 3.3.1 continue to exist at the pleasure of their respective constituent authority; and
- 3.3.2 unless otherwise provided, cease to exist upon the accomplishment of their respective purposes.

3.4 Vacancies

The Board of Directors may fill any vacancy occurring among the members of special committees.

3.5 Remuneration

Members of special committees act as such without remuneration, provided that basic and reasonable expenses necessarily incurred in connection with the affairs of the Society may be reimbursed.

SECTION SEVEN

Officers, Officials and Agents

1. Officers, Officials and Agents

1.1 Executive Officers

The executive officers of the Society are the President and, the Vice-President and the third member of the Executive Committee.

(Cons. 12) (Text to be deleted) (Text to be added)

1.2 General Officers

The general officers of the Society are the Secretary-manager and the Treasurer.

1.3 Officials

The officials of the Society are the Editor, the Voting Representatives and such others as may from time to time be established by Regulation.

1.4 Agents

The agents of the Society include the Registrar and such others as may from time to time be appointed by the Board of Directors or at a general meeting of members, or by the Pedigree Committee.

2. Election and Appointment

2.1 Executive Officers

The executive officers are elected annually by the directors from among their number, in the following manner:

2.1.1 within a delay of not more than seven days after the annual general meeting, the Secretary-manager shall ascertain by any effective means of communication, which of the respective directors are willing to stand for election and to which office or offices;

(Text to be deleted)

2.1.1 executive officers shall be elected at the statutory board meeting held following the annual general meeting when all Directors are present either physically or via electronic devices for the duration of the meeting. In the absence of full attendance at the Director's table this alternate protocol shall be followed; within a delay of not more than seven days after the annual general meeting, the Secretary-manager shall contact the directors, by any effective means of communication, in order to invite them to submit nominees for the position of President, Vice-President and third member of the Executive Committee;

(New version)

2.1.2 the Secretary-manager shall, with a further delay of no more than seven days, advise each director of the names of the directors willing to stand and nominated for which of the offices. If only one director declares willingness to stand for an executive office, the Secretary-Manager shall declare that director elected to that office by acclamation.

(Rev. 1999) (Text to be deleted) (Text to be added)

2.1.3 the advice of the Secretary-manager shall be sent to each director by any effective means of communication accompanied by a ballot, in form prescribed by Regulation., together with a stamped, self-addressed return envelope;

(Text to be deleted) (Text to be added)

2.1.4 the Secretary-manager shall make every effort to obtain the return of all of the ballots, completed and signed by the respective directors, without delay;

(Text to be deleted)

2.1.5 upon receipt of the ballots, the Secretary-manager shall declare the outcome of the election and immediately inform the directors and the membership thereof and shall enter a notation of the same as an addendum to the minutes of the annual general meeting. The ballots, together with a copy of the notation, shall be deposited in the archives of the Society.

2.1.6 The Board of Directors shall fill any vacancy occurring in the office of an executive officer for the balance of the term of the officer.

2.2 General Officers

2.2.1 The general officers of the Society are appointed at the annual general meeting.

2.2.2 The office of Treasurer is normally combined with that of Secretary-manager, provided that, exceptionally, the Treasurer may be appointed from among the directors members of the Society.

(Cons. 12.f and g) (Text to be deleted) (Text to be added)

2.2.3 The Board of Directors shall fill any vacancy occurring in the office of a general officer for the balance of the term of the officer.

2.3 Officials and Agents

2.3.1 The Voting Representatives are officials of the Society, appointed from among the members in good standing of the Society at the annual general meeting.

(Cons. 12.h and 13.d) (Act 46 and 60(b))

2.3.2 The Editor is an official of the Society, appointed at the annual general meeting.

2.3.3 The Registrar is an agent of the Society, appointed by contract between the Society and the Registrar, pursuant to the relevant provisions of the Act.

(Acts 36 and 37)

2.3.4 The Board of Directors shall fill any vacancy occurring in the office of an official for the balance of the term of the official.

2.3.5 Other agents are engaged by contract with the Society, authorized by the Board of Directors or by a general meeting of members, or engaged by the Pedigree Committee, as the case may be.

3. Term of Office

3.1 Executive Officers

3.1.1 The term of office of the executive officers is one year, commencing retroactively from the termination of the annual general meeting, provided that, notwithstanding the foregoing, the outgoing executive officers shall continue to exercise the powers and perform the duties of their respective former offices if need be, in a fiduciary capacity, pending the declaration by the Secretary-manager of the outcome of the election of incoming executive officers.

3.1.2 An individual may be re-elected to executive office for a maximum of two additional consecutive terms; provided that, after the lapse of at least one term, the same individual may be elected once again to executive office, subject to the same restrictions respecting re-election. By way of exception, a Vice-President may be elected to the office of President without the lapse of a term, subject to the same restrictions thereafter respecting re-election to executive office.

3.2 General Officers and Officials

The general officers and the officials of the Society are appointed for a term of one year and until their respective successors are appointed. The appointment of a general officer or official may be renewed.

3.3 Agents

The agents of the Society act during the pleasure of the Society or subject to the terms of a contract, as the case may be.

4. Absence or Inability to Act

In the case of the absence or inability to act of a general officer or official, the Board of Directors may delegate the powers and duties of such officer or official to any director for the duration of the absence or inability.

5. Remuneration

- 5.1 No remuneration may be paid to any officer or official of the Society, with the exception of the Secretary-manager, the Treasurer and the Editor; provided that basic and reasonable expenses necessarily incurred in connection with the affairs of the Society may be reimbursed.
- 5.2 The Secretary-manager is remunerated by way of honorarium or salary, as determined by the Society and, when the offices of Secretary-manager and Treasurer, or of Secretary-manager and Editor, are combined, that fact shall also be taken into account in fixing the amount thereof.
- 5.3 The amount, if any, of the remuneration of the Treasurer or the Editor, or agents other than the Registrar, shall be determined by the Board of Directors or a general meeting of members, as the case may be. The remuneration of the Registrar is determined by contract.

6. Functions of Officers, Officials and Agents

6.1 President

- 6.1.1 The President is the chief executive officer of the Society and, subject to the direction of the Board of Directors, administers and manages the business and affairs generally of the Society.
- 6.1.2 Without restricting the generality of the foregoing, the President
 - 6.1.2.1 exercises such other powers as may from time to time be prescribed by the Board of Directors
 - 6.1.2.2 acts as the chairman of general meetings of members, of the Board of Directors and of the Executive Committee; and
 - 6.1.2.3 is, ex officio, a member of all standing and special committees.

(Cons. 12.e)

6.2 Vice-President

- 6.2.1 The Vice-President exercises the powers and performs the duties prescribed in the Constitution, as well as such as may from time to time be prescribed by the Board of Directors or by the President.
- 6.2.2 In the absence, inability or failure to act of the President, the Vice-President exercises the powers and performs the duties of the President for the time being.

(Cons. 12.e)

6.3 Secretary-manager

- 6.3.1 Subject to the general direction of the Board of Directors and the immediate control of the Executive Committee and of the President, the Secretary-manager is responsible for the day-to-day administration and management of the business and affairs of the Society, acting in addition as the principal clerical officer of the Society.
- 6.3.2 the Secretary-manager is vested with the authority to act in all things not specifically reserved by the Constitution to the Board of Directors or the Executive Committee, or to other officers and officials.
- 6.3.3 Without restricting the generality of the foregoing, the Secretary-manager
 - 6.3.3.1 oversees the performance of the official duties of, and the rendering of the services by, the Registrar, pursuant to the Articles of Affiliation and the provisions of the Act, on a day-to-day basis;
 - 6.3.3.2 attends and takes the minutes of all general meetings of members and attends, and participates in and takes the minutes of all meetings of the Board of Directors, of the Executive Committee and of the Pedigree Committee;
 - 6.3.3.3 organizes the holding of the meetings referred to in the preceding sub clause, performing all the clerical functions in connection therewith, in order to ensure the regular and effective conduct of the meetings.
 - 6.3.3.4 represents the Board of Directors in the supervision of the employees of the Society, if any, in the performance of their duties and sees to the payment of their salaries, wages and other compensation;
 - 6.3.3.5 is the custodian of the archives of the Society; and
 - 6.3.3.6 shall perform such other duties as may, from time to time, be assigned by the Board of Directors, the Executive Committee or the President.

6.4 Treasurer

- 6.4.1 Under the control of the President and subject to the directives of the Board of Directors, the Treasurer has charge of the finances and keeps the books of account of the Society.
- 6.4.2 Without restricting the generality of the foregoing, the Treasurer
 - 6.4.2.1 sees to the depositing of the funds and the securing of the valuable effects of the Society;
 - 6.4.2.2 maintains a petty cash account in an amount appropriate to the business of the Society;

6.4.2.3 without delay after the close of each fiscal year, makes and submits to the Board of Directors an account of the financial position of the Society and of all transactions of the Treasurer during the year; and, whenever so directed, renders interim accounts to the President or to the Directors, as the case may be.

6.4.3 The Treasurer shall be bonded in such amounts as may, from time to time, be directed by the Board of Directors.

(Cons. 12.g) (Article 6.4.3 was repealed in 2007)

6.5 Editor

The Editor is in charge of the periodical production of the Official Newsletter of the Society, and collaborates with the Secretary-manager in its publication and distribution. The Secretary-manager is not precluded from also holding the office of Editor.

(Cons. 12.g)

6.6 Registrar

As an agent of the Society, the Registrar exercises the powers and carries out the duties assumed by it from time to time by contract with the Society. (The contract currently in force is entitled: "Articles of Affiliation of Canadian Highland Cattle Society (sic) and the Canadian National Live Stock Records, January 1, 1986").

(Cons. 12.j) (Act 35(2), 36(a) and 45(2)) (Text to be deleted)

6.7 Voting Representatives

The Voting Representatives represent the Society, as member of the Registrar, at all general and special meetings of the members of the Registrar, with authority to vote in the name of the Society in accordance with the bylaws of the Registrar and otherwise exercise the pertinent rights of the Society under all relevant provisions of the Act.

(Cons. 13.d) (Act 43(1) (c), 46 and 60(b))

SECTION EIGHT

Conflict of Interest

1. Conflict of Interest

- 1.1 Any member of the Board of Directors, of the Executive Committee, or of any other committee of the Society, having directly or indirectly a personal interest in any matter under consideration by the same, shall make a prompt, full and frank disclosure of the interest. The Board of Directors, the Executive Committee or any other committee of the Society shall thereupon, by majority vote, determine whether the member may vote on such matter or use personal influence or participate (other than to present factual information or to respond to questions) in discussions or deliberations with respect to such matter.
- 1.2 The direct or indirect personal interest of a spouse, child, grandchild, parent, grandparent, brother or sister of such member, or of any third party with whom the member has, directly or indirectly, a pecuniary relationship, shall be deemed to be the personal interest of the member.
- 1.3 Every disclosure of personal interest shall be recorded in the minutes of the meeting at which the disclosure is made or tabled.
- 1.4 In the case of a suspected violation of the provisions of this clause 1, the Board of Directors shall inquire into the facts and, in the case of confirmation of the violation, shall take such action as it may deem appropriate in the circumstances. Such action shall be reported to the membership of the Society in timely fashion.

(Rev. 1999)

SECTION NINE

Financial Provisions

1. Fiscal Year

The fiscal year of the Society ends on December 31 of each year.

(Cons. 24) (Act 15(1) (h))

2. Accounts

2.1 The Board of Directors shall cause proper books of account to be kept, respecting:

2.1.1 all sums of money received and expended by the Society, and the description of the relevant transactions;

2.1.2 all sales and purchases by the Society;

2.1.3 all assets and liabilities of the Society; and

2.1.4 all other transactions affecting the financial position of the Society.

(Cons. 26.c)

3. Audit

3.1 An **accredited professional or chartered accountant** **auditor** shall be appointed at each annual general meeting to perform an audit or financial review, as the Board of Directors may elect, to examine the accounts of the Society and to prepare an audited financial statement of the receipts and expenditures, together with a list of the assets and liabilities of the Society at the end of the current fiscal year or, as the case may be, a financial review report of such accounts, receipts, expenditures and lists.

(Cons. 25) (Act 15(1) (j)) (Rev. 1999) (Text to be deleted) (Text to be added)

4. Annual Report

4.1 At each annual general meeting of the Society, the President shall, on behalf of the Board of Directors, present a report on its actions and on the affairs of the Society, together with the audited financial statements or financial review, as the case may be for the preceding fiscal year.

(Cons. 21.j, v) (Rev. 1999)

- 4.2 Without delay after each annual general meeting, the Society shall send to the Minister and to the Registrar a copy of the annual reports, including the audited financial statements or financial review, as the case may be, together with a list of the directors and officers of the Society and the names of the Voting Representatives.

(Act 60(b)) (Rev. 1999)

5. Use of Funds

- 5.1 The Society may use its funds for any purpose calculated to advance the purposes of the Society, including, without restricting the generality of the foregoing, using such funds for developing and promotion breed improvement programs, making grants to exhibitions and providing services to breeders of Highland cattle.

(Act 13(1))

- 5.2 Subject to any bylaws providing for the remuneration of its directors, officers, officials, employees and agents, all profits or accretions of value to the property of the Society shall be used in furtherance of the purposes of the Society and no part of the property or profits of the Society may be distributed, directly or indirectly, to any member of the Society.

(Cons. 27) (Act 13(2))

SECTION TEN

Contracts, Cheques, Drafts and Deposits

1. Contracts

1.1 Contracts, documents, or any instruments in writing, signed in the name of the Society by the President and Vice-President, or by either of them with the Secretary-manager or the Treasurer, or by such other persons as the Board of Directors may from time to time authorize, generally or specifically, shall be binding on the Society.

1.2 The Society shall not be bound by any contract, document or instrument in writing not so signed.

2. Cheques and Drafts

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued, accepted or endorsed in the name of the Society shall be signed by officers or other representatives of the Society and in such manner as the Board of Directors may from time to time authorize.

Any one of such officers or representatives may alone endorse notes and drafts for collection on account of the Society through its bankers or depositaries and endorse notes and cheques for deposit with them to the credit of the Society, or the same may be so endorsed "for collection" or "for deposit" with the bankers or depositaries of the Society.

Any one of such officers or representatives may settle, balance and certify all accountings between the Society and its bankers and depositaries and may receive all paid cheques and vouchers and sign all the banks' or depositaries' forms of settlement of balances and releases or verification slips.

3. Deposits

All funds of the Society shall be deposited to the credit of the Society and all valuable effects of the Society shall be held in security in such banks or other depositaries as the Board of Directors may from time to time authorize.

SECTION ELEVEN

Amendment of Articles of Incorporation, Amalgamation and Dissolution

1. Amendment of Articles of Incorporation

- 1.1 The Articles of Incorporation of the Society may only be amended by bylaw, enacted in accordance with the provisions of the Constitution and processed in accordance with the requirements of the Act.

(Act 15(1) (e); 20)

2. Amalgamation

The amalgamation of the Society with one or more associations governed by the Act is prohibited, failing the amendment of this Bylaw to the contrary and proceeding by way of bylaw, enacted in accordance with the provisions of the Constitution and the requirements of the Act.

(Act 15(1) (e), 25 and 26)

3. Dissolution

- 3.1 The dissolution of the Society may be accomplished only by bylaw, enacted in accordance with the provisions of the Constitution and the requirements of the Act.

(Act 15(1) (e), 57(b), 58(1) (e) and 58(2))

- 3.2 Upon the dissolution of the Society, the property of the Society that remains after the payment of its debts and liabilities shall be transferred to such other association with a similar purpose, or such charity, as the Minister may specify in writing.

(Act 58(3))

SECTION TWELVE

Archives

1. The following material shall be kept in the archives at the Head Office of the Society:

- 1.1 the Constitution, and duplicates of the animal pedigree and registration records of the Society;
- 1.2 the books, documents and records of the Society;

(Acts 3, 4 and 15(1) (i))

2. Without restricting the generality of the foregoing, the following material shall be kept in the archives:

- 2.1 all contracts and other writings, the business records, books of account and financial statements;
- 2.2 the minute books of general meetings of members, of the Board of Directors and of the Executive Committee, together with the minutes of all standing and special committees;
- 2.3 a duplicate of the membership rolls, containing up-to-date listing of members in good standing and members eligible to vote, together with the Addresses of Record and, to the extent practicable, the particulars of the herd holdings of the members of the Society and of the public in general;
- 2.4 a duplicate of the Herd Books, containing up-to-date pedigree records;

(Act 51(1) (b))

- 2.5 all publications of the Society, including the promotional advertisements and other material placed by the Society in other publications;
- 2.6 all other publications on the subject of the Highland breed of cattle received by the Society;
- 2.7 a scrap book containing articles and photographs, together with a library of films, audio-visual and video productions and sound tapes, respecting the Highland breed of cattle and the activities of the Society and its members.

(Cons. 26)

3. The Constitution shall at all reasonable times be made available to all interested parties for the purposes of inspection and making copies of the same.

(Act 18)

SECTION THIRTEEN

Definitions

1. In the bylaws, including this Bylaw, and the regulations of the Society, the following words and expressions have the meanings ascribed to them, namely:
 - 1.1. "Act" means the Animal Pedigree Act (35-36-37 Elizabeth II chapter 13) and all amendments thereto;
 - 1.2. "Address of Record" means the address of a member of the Society or of the general public currently shown in the records of the Registrar or of the Society;
 - 1.3. "Articles of Affiliation" means the Articles of Affiliation of Canadian Highland Cattle Society (sic) and the Canadian National Live Stock Records, first entered into on November 6, 1964 and since replaced with effect January 1, 1986, as the same may from time to time be amended or replaced;
 - 1.4. "Articles of Incorporation" means the articles of incorporation of the Society, evidenced by the Certificate of Incorporation issued over the signature of the Deputy Minister of Agriculture of Canada on October 2, 1964 pursuant to the Livestock Pedigree Act (chapter L -10 of the Revised Statutes of Canada, 1970) and continued in force by the Act, as from time to time amended;
 - 1.5. "Member in good standing" means a member who is not in arrears in the payment of any fees or other indebtedness owing to the Society and whose membership is not under suspension;
 - 1.6. "Minister" means the Minister of Agriculture of Canada;
 - 1.7. "Office of Registration" means the Society's office of registration, located at the head office of the Registrar, for the maintenance of the membership lists, the herd books and other fundamental registers of the Society; and for the issuance of the relevant certificates;
 - 1.8. "Official Newsletter" means the official newsletter from time to time of the Society, which is currently entitled *The Kyloe Cry*;
 - 1.9. "Registrar" means **the Canadian Livestock Records Corporation;** ; the body named by the Annual General Meeting for the purpose of maintaining the Herd Book of the Canadian Highland Cattle Society;
 - (Text to be deleted)** **(Text to be added)**
 - 1.10. "Registrar's Representative" means the individual from time to time delegated by the Registrar to represent and act for it in its relations with the Society;
 - 1.11. "Society" means The Canadian Highland Cattle Society/La Société canadienne des éleveurs de bovins Highland

- 1.12. "Voting Representatives" means the member or members of the Society eligible to vote who are appointed to represent the Society as member of the Registrar, according to the number of votes to which the Society is entitled from time to time pursuant to the relevant provisions of the Act.

SECTION FOURTEEN

Governing Language

In the event of conflict between the provisions of this English language version, and the provisions of the French language version of this Bylaw (Règlement numero Un), the provisions of the former English version shall prevail.

(Text to be deleted)

(Text to be added)

SECTION FIFTEEN

Repeal

That part of the document entitled "Canadian Highland Society (sic), Constitution", annexed to the Certificate of Incorporation of The Canadian Highland Cattle Society/La Société canadienne des éleveurs de bovins Highland, issued over the signature of the Deputy Minister of Agriculture of Canada on October 2, 1964, pursuant to the Livestock Pedigree Act, chapter L -10 of the Revised Statutes of Canada, 1970, as the same has since been variously amended and/or replaced, and currently identified as Sections I, II and III, comprising paragraphs 1 to 28 inclusive (actually constituting a part of the General Bylaw of The Canadian Highland Cattle Society/La Société canadienne des éleveurs de bovins Highland), is repealed.

SECTION SIXTEEN

Coming Into Force

This Bylaw shall come into force on January 1, 1993, or on the date of its approval by the Minister pursuant to the provisions of the Act, whichever occurs the later.

(Act 16(1))

SECTION SEVENTEEN

The Registration and Identification of Animals and the Keeping of Animal Pedigree

Rules of Eligibility

The following rules shall govern eligibility for the registration of purebred Highland animals in the Herd Book of the Society ("Herd Book"):

1. For the purposes of the Society and this Part II of Bylaw No. One, pursuant to the provisions of section 2 of the Animal Pedigree Act (35-36-37 Eliz.II, c.13) (the Act), the word "purebred" shall mean Highland cattle referred to in clauses 2 and 3.1 of this Section Seventeen.
2. **The following animals are eligible for registration in the Herd Book:**
 - 2.1 Animals born in Canada and which are the progeny of animals registered in the Herd Book, provided that, in the case of an animal over two years of age, the breeder shall provide proof of parentage.
 - 2.2 Animals born in Canada which are the result of artificial insemination, provided that
 - 2.2.1 **after the coming into force of this provision**, the dam and (except in the case of semen imported into Canada prior to December 2, 1994) the sire have been registered in the Herd Book or when the sire, registered outside Canada, would have been eligible for registration as an imported animal; and that the donor bull shall be subject to genetic identification and the results filed with the Registrar prior to the registration of any progeny; and

(Text to be deleted)
 - 2.2.2 the collection, freezing, labeling, importing, use and recording of the semen have been performed in compliance with the applicable governmental laws and regulations and the bylaws and regulations of the Society.
 - 2.3 Animals born in Canada to an imported dam, which are the result of artificial insemination in a foreign country, provided that the dam is registered in the Herd Book and the sire is so registered or would be eligible for registration as an imported animal.
 - 2.4 Animals born in Canada to a dam currently registered in Canada in the name of a Canadian-resident owner, which are served naturally or artificially in a foreign country, provided that the application for registration is supported by proof that the sire would be eligible for registration in the Herd Book as an imported animal, and that the sire shall be subject to genetic identification and the results filed with the Registrar prior to registration
 - 2.5 Animals, regardless of their country of origin, which have been imported into Canada and which are registered in the herd book proper of The Highland Cattle Society, supported by no less than five generations of ancestry (calculated exclusive of the subject animal) so recorded and which have not, and none of the whose ancestors shall have been

- 2.5.1 registered in a grading-up appendix to the herd book proper of The Highland Cattle Society since 1 January 1994; or
 - 2.5.2 conceived, born or registered in any country other than Canada, the United Kingdom or the United States of America. In the case of an animal which has been imported into the United Kingdom and whose purebred status is satisfactorily established, the number of generations of ancestry previously recorded in the country of origin may be taken into account in the calculation of the requisite number otherwise called for.
- 2.6 Notwithstanding the provisions of clause 2.5, animals which have been imported into Canada from the United States of America, which are registered in the herd book of the American Highland Cattle Association, supported by no less than five generations of ancestry (calculated exclusive of the subject animal) so recorded, provided that, in the case of animals which have, or of animals whose ancestors have, been imported into the United States of America from a country other than Canada, the prohibitions applicable under clauses 2.5.1 and 2.5.2 above, shall apply. In the case of an animal which has been imported into the United States of America and whose purebred status is satisfactorily established, the number of generations of ancestry previously recorded in the country of origin may be taken into account in the calculation of the requisite number otherwise called for.
- 2.7 Animals produced by the transplant in Canada of embryos or fertilized ova from cow to cow, provided that
- 2.7.1 the embryo or fertilized ovum is recorded in the Record of Embryos and Fertilized Ova maintained by the Society for the purpose;
 - 2.7.2 the genetic sire and dam are registered in the Herd Book or, in the case of foreign animals, would be eligible for registration as imported animals;
 - 2.7.3 proof of parentage is provided;
 - 2.7.4 the collection, freezing, labeling, importing, use and recording of embryos and fertilized ova have been performed in compliance with the applicable governmental laws and regulations and the bylaws and regulations of the Society; and
 - 2.7.5 the registration number of the animals shall be preceded by the letter "T".
- 2.8 Animals produced in Canada by the transplant in a country other than Canada of embryos or fertilized ova from cow to cow, provided that
- 2.8.1 the embryo or fertilized ovum was recorded officially in the country of origin;
 - 2.8.2 proof of parentage is provided; and
 - 2.8.3 the requirements of clauses 2.7.2 and 2.7.4 have been complied with.

2.9 Male animals registered in other countries, which would be eligible for registration in the Herd Book as imported animals, whose semen is drawn in or imported into Canada on or after December 2, 1994.

3. Notwithstanding the foregoing,

3.1 Highland cattle originating in any country other than Canada, the United Kingdom or the United States of America are eligible for registration in the Herd Book, provided that all of their forebears are direct descendants of purebred Highland animals.

3.2

3.2.1 Only animals of the following colours shall be eligible for registration in the Herd Book, namely: Black, brindle (light and dark), red or light red, dun, silver dun, yellow and white, respectively, and, subject to proof of parentage and at the expense of the breeder, one such colour with one or more other-coloured patches. A light-or dark-coloured muzzle, or light-coloured mane, underbelly, scrotum or tail switch shall not disqualify an animal otherwise of eligible colour and shall not require proof of parentage; and

3.2.2 the declaration of the colour of an animal for registration is mandatory.

3.3 Individuals and legal entities not resident in Canada shall not be entitled to register animals in the Herd Book.

4. Random Proof of Parentage

4.1 In each calendar year, proof of parentage shall be required as a prerequisite to the registration of that certain animal born in Canada which shall be identified as follows:

(Text to be modified)

Proof of parentage shall be required as a prerequisite to the registration of certain animals that shall identified as follows:

(New presentation)

4.1.1 following the coming into force of this provision, the 75th animal in respect of which an application for registration is made; and

4.1.2 thereafter, the animal in respect of which an application for registration is made having the potential registration number produced by adding 75 to the registration number of the immediately preceding animal which has been selected for the purpose of this clause 4.

(Text to be modified)

thereafter, the animal in respect of which an application for registration is made having the potential registration number produced by adding 75 to the registration number of the animal selected for the purpose of this clause 4.

(New presentation)

- 4.2 For the further purposes of this clause 4, Canada is divided into five Principal Regions, namely: Western Canada (the Province of British Columbia and the Yukon Territory – and the geopolitical entities formed of the latter in the event of its constitutional reorganization), mid-West Canada (the Provinces of Alberta, Saskatchewan, Manitoba, Nunavut Territory and the Northwest Territories – and the geopolitical entities formed of the last-mentioned in the event of its constitutional reorganization), the Province of Ontario, the Province of Quebec and Maritime Canada (the Provinces of New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland).

(Repealed 2007)

- 4.3 The total number of registrations in a particular Principal Region in the preceding calendar year is divided by the number 75, and the quotient is increased or decreased, as the case may be, to the nearest full number to produce the required maximum number of animals.

Whenever the maximum number of animals so determined has been reached in a particular Principal Region, the animal next in sequence located in another Principal Region which has not exceeded the maximum number of 75 animals, similarly determined, shall be substituted.

(Repealed 2007)

4.4

- 4.4.1 Providing genetic identification is not on file with the registrar, if the subject animal or the sire or dam of the subject animal has died, been exported or is in quarantine for export or has been sold domestically, an animal bred by the same breeder in the same calendar year, which is closest in birth date to the subject animal and still owned by the breeder, shall be substituted.

- 4.4.2 If the foregoing formula fails to permit the selection of an animal for the purpose, the next animal for which application for registration is pending by another breeder shall be substituted.

(Rev. 2007)

- 4.4.3 In the event of further failure to select an animal for the purpose, the next animal for which application for registration from another Principal Region is pending shall be substituted.

(Repealed 2007)

- 4.5 The cost of obtaining samples for proof of parentage, their delivery to the laboratory approved by the Society and the laboratory charges shall be born by the breeder, provided that, in the case of a positive proof of parentage resulting, the laboratory charges shall be reimbursed by the Society.

- 4.6 If, in its discretion, the Society deems the proof of parentage to be inconclusive, the breeder may, at the breeder's expense, repeat the proof of parentage procedure, using fresh samples for proof of parentage, taken by a qualified veterinary jointly selected by the breeder and the Society; provided that, in the case of a positive proof of parentage resulting, all of the laboratory charges shall be reimbursed by the Society.

SECTION EIGHTEEN

Miscellaneous Provisions

1. Herd Book

- 1.1 A register, known as the Herd Book, shall be maintained by the Registrar on behalf of the Society, in which eligible animals may be recorded and allotted individual sequential registration numbers and in which transfer of ownership may be recorded. Progeny resulting from embryo and fertilized ova transfers shall be identified by the prefix letter "T" to the registration number.
- 1.2 The information called for on the form of Application for Registration of Animal shall be entered in the Herd Book.
- 1.3 The accumulated registrations shall be published annually, as a volume of the Herd Book, and made available by the Society upon payment of the relevant fee.

2. Record of Embryos and Fertilized Ova

- 2.1 A register, known as the record of Embryos and Fertilized Ova, shall be maintained by the Registrar on behalf of the Society, in which embryos and fertilized ova which meet the requirements of Section Seventeen, clause 2.7, and their transfer of ownership and use, shall be recorded.
- 2.2 The recording of embryos and fertilized ova in the Record of Embryos and Fertilized Ova shall be conditional on the filing with the Registrar of the following relevant documents, and as the case may be:
 - 2.2.1 the Certificate of Embryo/Fertilized Ovum Recovery;
 - 2.2.2 the Certificate of Freezing;
 - 2.2.3 the Certificate of Embryo/Fertilized Ovum Transplant;
 - 2.2.4 the Individual Embryo/Fertilized Ovum Certificate; and
 - 2.2.5 the Authorization for Embryo/Fertilized Ovum Movement.

3. Registration of Animals

- 3.1 Applications for registration in the Herd Book shall be filed with the Registrar, accompanied by payment of the relevant fee.
- 3.2 The application for registration of an animal
 - 3.2.1 born in Canada, shall be made by and in the name of the owner, lessee or borrower of the dam at the time of the animal's birth, provided that, in the case of an animal produced by embryo or fertilized ovum transplant, the application shall be made by and in the name of the owner of the calf at birth;
 - 3.2.2 born in Canada, whose sire has been temporarily in Canada, shall be supported additionally by the genetic identification of the sire and

proof that it would have been eligible for registration in the Herd Book as an imported animal;

3.2.3 imported into Canada, shall be made in the name of the Canadian resident in whose name the animal has been imported, supported by the details of ancestry and the foreign certificate of registration, duly transferred to the importer;

3.2.3.1 In the case of a male animal, the DNA type of the subject animal must be on file with the Registrar before a Registration Certificate will be issued.

(Enacted 2006)

3.2.4 produced in Canada by artificial insemination, shall be supported additionally by the certificate of service of the technician responsible; or

3.2.5 produced in Canada by embryo or fertilized ovum transplant, shall be supported additionally by the flush certificate or equivalent, together with proof of ownership in the case of an imported embryo or fertilized ovum and, additional, according to circumstances, by

3.2.5.1 the Certificate of Embryo/Fertilized Ovum Recovery;

3.2.5.2 the Certificate of Freezing;

3.2.5.3 the Certificate of Embryo/Fertilized Ovum Transplant;

3.2.5.4 the Individual Embryo/Fertilized Ovum Certificate; and

3.2.5.5 the Authorization for Embryo/Fertilized Ovum Movement.

3.3 The dam and, unless elsewhere specifically provided otherwise, the sire shall be registered in the Herd Book prior to the registration of any of their progeny.

3.4 Any bull born in Canada after May 10, 2000 shall have a DNA type on file with the registrar prior to registration of any progeny of said bull.

(Rev. 2006)

3.5 In the case of an animal born in Canada produced by artificial insemination practiced in Canada and using semen collected after the coming into force of this provision, the donor sire shall have been subject to genetic identification and the results shall have been filed with the Registrar prior to the registration of the animal.

4. Recording of Embryos and Fertilized Ova

4.1 The recording of embryos and fertilized ova shall be entered by the registrar in the Record of Embryos and Fertilized Ova upon receipt of the prescribed documentation, and upon payment of the relevant fee.

4.2 The recording of embryos and fertilized ova

4.2.1 originating in Canada, shall be made in the name of the owner, lessee or borrower of the donor cow; or

4.2.2 originating outside Canada, shall be made in the name of the Canadian resident importer.

5. Multiple Births

If the fact that the animal is one of multiple-birth siblings and the sex of all of them is not disclosed in an application for registration, the application shall be invalid.

6. Registration Certificates of Animals

6.1 Upon the registration of an animal in the Herd Book, the Registrar shall issue a registration certificate to the applicant.

6.2 If, for any reason, a certificate can no longer be produced, the Registrar may issue a duplicate certificate upon application by the owner, supported by affidavit attesting to its unavailability and on payment of the relevant fee.

6.3 The certificate shall be surrendered to the Registrar in the event that,

6.3.1 by agreement in writing, ownership of the animal is to be transferred without the transfer of the certificate of registration; or

6.3.2 the animal has died.

7. Embryo/Fertilized Ovum Flush Certificates

7.1 Upon the recording of embryos or fertilized ova, the Registrar shall issue an Embryo/Fertilized Ovum Flush Certificate to the applicant.

7.2 If, for any reason, a certificate can no longer be produced, the Registrar may issue a duplicate certificate upon application of the registered owner, supported by affidavit attesting to its unavailability and on payment of the relevant fees.

8. Transfer of Registration of Animals

8.1 Unless the parties have agreed in writing that ownership is to pass without transfer of registration, the transfer of the registration of an animal in the Herd Book shall be effected by the transferor of the animal within a delay of 6 months from the date of transfer of the ownership of the animal. Unless otherwise agreed in writing, the transfer shall be effected at the transferor's expense. In the event of failure by the transferor to comply with this obligation within the 6-month delay, the transfer may be effected on the authorization of

the Society in its discretion and upon satisfactory evidence that the transfer of ownership of the animal is not contested by either party, without prejudice to the penalties applicable for the default established by the Society and under the provisions of the Act.

The transfer of registration of an animal to the acquirer is prohibited if the transfer of ownership of the animal to the transferor has been made without transfer of registration.

- 8.2 **After the coming into force of this provision**, the Registrar will reject all applications for the transfer of the registration of a bull, foreign or domestic, until the DNA type of the bull, in a form suitable to the Registrar, is on file with the Registrar. Unless already on file with the Registrar, the cost of the DNA type of the bull shall be at the transferor's expense.

(Enacted 2006) (Text to be deleted)

- 8.3 The application for all transfers of registration shall be filed with the Registrar, accompanied by the original registration certificate and payment of the relevant fee. A new registration certificate shall be issued by the Registrar in the name of the transferee.

(Rev. 2006)

9. Transfer of Recording of Ownership of Embryos and Fertilized Ova

- 9.1 The transfer of recording of ownership of embryos and fertilized ova in the Record of Embryos and Fertilized Ova shall be effected by the transferor within a delay of 6 months from the date of transfer of ownership of the embryos or fertilized ova. Unless otherwise agreed in writing, the transfer shall be effected at the transferor's expense. In the event of the failure by the transferor to comply with this obligation within the 6-month delay, the transfer may be effected on the authorization of the Society in its discretion and upon satisfactory evidence that the transfer of ownership of the embryos or fertilized ova is not contested by either party, without prejudice to the penalties applicable for default established by the Society and under the provisions of the Act.

- 9.2 The application for transfer shall be filed with the Registrar, accompanied by payment of the relevant fee. An Individual Embryo/Fertilized Ovum Certificate shall be issued by the Registrar to the transferee.

10. Names of Animals

- 10.1 The name of an animal shall be composed of no more than a total of 30 letters, numerals and spaces; provided that, in the case of an imported animal, whose foreign-registered name and that of any of its ancestors referred to in clause 2 of Section Seventeen exceed that limit, the foreign-registered names shall be accepted without alteration, subject to payment of the fee established in each instance by the Registrar.

- 10.2 A name used to identify a herd shall not be used in the composition of the registered name of an animal, unless it is the registered herd name of the breeder.

- 10.3 No change in the name of a registered animal shall be permitted after the lapse of 60 days from the registration date, or after the registration of any of its progeny, whichever first occurs.

10.4 Names which might lead to confusion shall not be accepted.

11. Herd Names

11.1 Every purebred breeder shall have a registered herd name, which shall be composed of a word, words or letters, in any combination, provided that it may not lead to confusion.

11.2 Application for the registration of a herd name shall be made to the Registrar, accompanied by the relevant fee.

11.3 No more than one herd name may be registered in the name of each breeder. A herd name shall not be used by another than its registered owner.

11.4 A herd name may be transferred upon application by the registered owner to the Registrar and payment of the relevant fee.

12. Tattoo Letters

12.1 Every purebred breeder shall have a set of registered tattoo letters, composed of not less than 2 or more than 4 letters of the alphabet, provided that it may not lead to confusion.

12.2 Application for the registration of tattoo letters shall be made by the breeder to the Registrar, accompanied by the relevant fee.

12.3 No more than one set of tattoo letters may be registered for Highland cattle in the name of each breeder.

Tattoo letters shall only be used

12.3.1 by their registered owner, an employee of the owner or, under the supervision of the owner, by another person; and

12.3.2 on a calf born to a dam owned, leased or borrowed by the registered owner of the tattoo letters or, in the case of an animal produced by embryo or fertilized ovum transfer, by the owner of the calf at birth.

12.4 Tattoo letters may be transferred upon application by the registered owner to the Registrar and payment of the relevant fee.

12.5 Every animal, for which an application for registration is made, shall have been tattooed by the owner, lessee or borrower of its dam or, in the case of an animal produced by embryo or fertilized ovum transfer, by the owner of the calf at birth, prior to the time when

12.5.1 the application for registration is made,

12.5.2 the animal is sold as purebred,

12.5.3 the animal is weaned, or

12.5.4 the animal is 8 months of age,

12.5.5 whichever first occurs. In the case of an animal tattooed at a later time, proof of parentage shall be required prior to its registration.

12.6

- 12.6.1 The complete tattoo shall be imprinted in the right ear in two rows, the upper being used for the registered tattoo letters and the lower for the animal's sequential number followed by the letter signifying the year, commencing with the letter "A" for 1991 and omitting the letters "I", "O", "Q" and "V".
- 12.6.2 If the total number of letters and numerals does not exceed 6 in number and the ear provides sufficient surface, the two rows may be combined into one, with the registered tattoo letters preceding.
- 12.6.3 If the ridges of cartilage or the size of the ear do not provide a sufficient surface for imprinting in the right ear, the left ear may be used for one or both rows of the tattoo, as the case may require, provided that a clear description of the procedure is specified on the application for registration of the animal.

12.7 Purebred breeding animals brought forward at stock shows in Canada, or presented for sale at auctions sponsored by the Society, shall first be identified by their tattoo. Animals which cannot be so identified shall be disqualified and withdrawn, without prejudice to any penalties provided in the circumstances under the bylaws and regulations of the Society and the provisions of the Act.

13. Leases and Loans

13.1 In the case of the lease or loan of an animal for purebred breeding, the owner/registrant shall file with the Registrar an application for registration of lease or loan, accompanied by payment of the relevant fee, as a prerequisite to the registration of the resultant progeny. In the case of a leased or loaned bull, the owner/registrant shall also file the DNA type of the bull with the Registrar. The registration of a lease or loan, transferred to another party by the lessee or borrower, is prohibited.

(Rev. 2006)

14. Private Herd Record

14.1 Every breeder of purebred animals shall maintain private pedigrees and breeding records, respecting the particulars of the operations of the herd, and make them available for inspection by the Society and, as provided under the Act, by the Minister.

15. Export of Purebred Animals

Purebred animals born in Canada shall be registered in the Herd Book, prior to their registration in a foreign country, and in the case of a bull, the DNA type of the exported bull shall be filed with the Registrar before a transfer will be issued. If the DNA type of the bull is not on file, the Registrar will inform the exporter of this requirement and provide him with the appropriate DNA sampling kit and application form for DNA typing. (

(Rev. 2006)

16. Multiple Breeding

- 16.1 A breeder's rights and privileges respecting registration and transfer of animals, produced by a female or an identifiable group of females over the age of 10 months, may be suspended if, in respect of that female or group, more than one bull over that age has had access. Such rights and privileges may be reinstated by the Society, in its discretion, upon proof of parentage of such animals as are born within a period of up to 12 months prior to the observation of the surplus bull or bulls and terminating 10 months subsequent to the removal of such bull or bulls.
- 16.2 Notwithstanding the foregoing,
- 16.2.1 if there is clear evidence of a breach of the provisions of the bylaws or regulations of the Society, which impinges on the integrity of the registration or identification of Highland cattle in Canada or of the keeping of the pedigree of such cattle, or
- 16.2.2 in the event of the applicability of the provisions of Sections 63, 64 or 65 of the Act, a breeder's rights and privileges respecting registration and transfer of animals shall be suspended pending the disposal of the issues by the Society, pursuant to its bylaws and regulations and the provisions of the Act.
- 16.3 In cases where, in the judgment of the Board of Directors, proof of parentage is not conclusive, the animals affected shall be ineligible for registration; and, if such an animal has already been registered, the registration shall be annulled.
- 16.4 A female animal already exposed to a bull, either naturally or by artificial insemination, shall not be exposed to another bull until at least 18 days have elapsed since exposure to the first bull, failing which the resulting calves shall be subject to proof of parentage prior to their registration in the Herd Book.

17. Genetic Identification and Proof of Parentage

- 17.1 Genetic identification involves the determination of the genetic imprint of an individual animal. Proof of parentage is the establishment of the identity of the sire and dam of an individual animal, involving the comparison of the genetic imprints of all three.
- 17.2 Genetic identification or proof of parentage of an animal shall be performed by blood-typing or deoxyribonucleic acid (DNA) analysis.
- (Text to be amended)
- Genetic identification or proof of parentage of an animal shall be performed by deoxyribonucleic acid (DNA) analysis or by blood typing when required in certain particular situations.
- (New presentation of Article)
- 17.3 Proof of parentage of an animal necessarily includes the genetic identification of its sire and dam, using the identical technology.
- 17.4 Except in the case of the genetic identification of a breeding bull, the animal from which a sample for either genetic identification or proof of parentage is taken shall be identified by its tattoo by the licensed veterinary, who shall perform the operation and transmit the sample, professionally identified, to the

laboratory. The Society may, however, in its discretion, permit the breeder or the breeder's representative, in the presence of a representative of the Society, to perform the functions of the veterinary.

(Text to be amended)

Except in the case of the genetic identification of a breeding bull, the animal from which a sample for either identification or proof of parentage is taken shall be identified by its tattoo. When a genetic identification of an animal by blood type is required, the veterinary taking the blood sample shall identify it and send it to the laboratory designated by the Society.

(New presentation of article)

17.5 The Saskatchewan Research Council Bovine Blood Typing Laboratory is hereby appointed the laboratory for the purposes of this clause 17. The Board of Directors may, by resolution, from time to time appoint one or several another or other laboratories in addition thereto or in lieu thereof for such purposes for the purpose of this clause 17.

(Text to be deleted) (Text to be added)

17.6 The necessary forms and instructions relative to compliance with this clause 17 shall be obtained from the Society.

18. Forms

18.1 All forms of applications, reports and certificates called for in the operation of this Part II shall be established by regulation or by the Board of Directors. The Board of Directors may amend, replace or annul such forms.

19. False Representations

19.1 All representations of fact contained in any document submitted to the Society or to the Registrar shall constitute solemn declarations by the applicant of the truth thereof and have the same force and effect as if made under oath and by virtue of the Canada Evidence Act, R.S.C. (1985) C-5, without prejudice to the penalties provided in the bylaws and regulations of the Society and under the Act.

19.2 A false declaration made in fulfilling any of the requirements of this Part II may be the subject of criminal proceedings under the Act, without prejudice to the penalties provided under Part I and Part II of the Bylaw No. One.

20. Reporting Disciplinary Action

The fact of all cases of disciplinary action affecting members of the Society or non-member Highland cattle breeders shall be reported to the membership of the Society.

21. Fees

The fees called for in this Part II shall be provided by regulation.

22. Procedures

Procedures for the application of the provisions of this Part II may be established by the Board of Directors.

SECTION NINETEEN

Definitions

1. In this Part II of Bylaw No. One, including the Regulations, the following words and expressions have the meanings ascribed to them namely:
 - 1.1 “Act” means the Animal Pedigree Act, 35, 36, 37 Eliz. II Chapter 13 and all amendments thereto.
 - 1.2 “Board of Directors” means the Board of Directors of the Society.
 - 1.3 “Herd Book” means the pedigrees and breeding records kept by the Society.
 - 1.4 “Minister” means the Minister of Agriculture of Canada.
 - 1.5 “private herd book” means the pedigrees and breeding records kept by members of the society and by breeders of registered Highland cattle who are not members of the Society.
 - 1.6 “purebred” has the meaning ascribed to it in section Seventeen, Clause 1.1 of this Part II.
 - 1.7 “Registrar” means the Canadian Livestock Records Corporation.
 - 1.8 “Society” means The Canadian Highland Society/La Société canadienne des éleveurs de bovins Highland.
 - 1.9 “Bull” means an un-castrated male exceeding 10 months of age.

(Enacted 2007) (Article to be repealed)

SECTION TWENTY

Governing Language

In the event of conflict between the provisions of this English language version and the provisions of the French version of this Part II of Bylaw No. One (Parti II du Règlement no Un), the provisions of the former English version shall prevail.

(Text to be deleted)

(Text to be added)

SECTION TWENTY-ONE

Repeal

The part of the document entitled “Canadian Highland Society (sic), Constitution,” annexed to the Certificate of Incorporation of The Canadian Highland Cattle Society/La Société canadienne des éleveurs de bovins Highland (issued over the signature of the Deputy Minister of Agriculture of Canada on October 2, 1964, pursuant to the Animal Pedigree Act, 35-36-37 Elizabeth II, chapter 13, as the same have been variously amended and/or repealed, and currently identified as Articles 31 and following thereof, is repealed.

SECTION TWENTY-TWO

Coming into Force

This Bylaw No. Four, constituting Part II of Bylaw No. One and comprising the foregoing Sections Seventeen to Twenty-One inclusive, shall come into force on the date of its approval by the Minister, pursuant to the provisions of the Act.

REGULATION N° ONE

The Canadian Highland Cattle Society /

La Société canadienne des éleveurs de bovins Highland

Membership Fees

The annual membership and service fees of the members of the Society, according to the respective classes of membership, are as follows:

(Note: Add General Sales tax (GST) or Harmonized Sales tax (HST), as applicable.)

1.	Honorary Life Members	NI L	
2.	Active Life Members		
	2.1 admitted to membership prior to January 20, 1986		\$25 Voluntary annual service fee
	2.2 admitted to membership on or after January 20, 1986		\$25 Annual Service Fee
	2.3 admitted to membership on or after the date of enactment of the Regulation No. One	\$1200	\$30 Annual Service fee
3.	Annual Members	\$60	per year
4.	Junior Members	\$12	per year
5.	Non-Resident Life Members		
	5.1 admitted to membership prior to January 20, 1986		\$25 Voluntary annual service fee
	5.2 admitted to membership on or after January 20, 1986		\$25 Annual service fee
	5.3 admitted to membership on or after the date of the enactment of this Regulation No. One	\$1200	\$36 Annual service fee
6.	Non-Resident Annual Members	\$72	per year

(Cons. 51) (Act 15 (1) (q)) (Rev. 2008)

REGULATION N^o. TWO

Forms

1. Notice of General Meetings of Members

1.1 Notice of Annual General Meetings

The form of notice of an annual general meeting of members of the Society is as follows, or substantially so:

Form N^o. 1 - Notice of Annual General Meetings

The Canadian Highland Cattle Society/
La Société canadienne des éleveurs de bovins Highland

Notice
of
Annual General Meeting

Take Notice that an Annual General Meeting of Members of the Society will be held on

_____, 20____ at the hour of _____ o'clock in the noon, for the purposes of receiving the Report of the Board of Directors, approving the Financial Statements, electing Directors, appointing the Auditor and dealing with such other matters as may be properly brought before the meeting. By order of the

Date: _____ 20____ _____
Secretary-manager

N.B. Any matter which could otherwise be dealt with at a special general meeting must be briefly, though specifically, described.

(Cons. 21.d)

1.2 Notice of Special General Meetings

The notice of a special general meeting shall be in similar form to that for an annual general meeting, with the necessary modifications, provided that the purposes of the meeting shall be briefly, though specifically, described.

(Ref. Bylaw N^o. One, Sec. Three, clause 3.5)

2. Proxies

The form of proxy for use at general meetings of members of the Society is as follows, or substantially so:

Form N^o. 2 - Proxies

The Canadian Highland Cattle Society/
La Société canadienne des éleveurs de bovins Highland

Proxy

The undersigned member of The Canadian Highland Cattle Society/La Société canadienne des éleveurs de bovins Highland, eligible to vote, hereby appoints

_____ of _____, a member of the Society eligible to vote,

or whom failing, _____ of _____, a member of the Society eligible to vote, as proxy of the undersigned to attend, act and vote for and on behalf of the undersigned at the General Meeting of Members of the said Society to be

held at _____

on _____, 20____, and any adjournments thereof, and hereby revokes all proxies previously given. The above-named proxies are specifically directed to vote in the name of the undersigned as follows :

- for
- against

(N.B. Describe bylaw, regulation, etc.)

Discretionary authority is conferred on the above-named proxies with respect to amendments or variations to matters identified in the Notice of Meeting and all other matters which may properly come before the meeting.

I, the undersigned, declare that, as of _____ 20____, I owned in my own right (or jointly with _____, as a couple), at least three Highland beasts registered in my/our name(s), of which no less than two are females, namely:

Dated at _____ this _____ day of _____ 20 ____

(Signature)

(Name, in block letters)

N.B. A proxy is valid under the following conditions:

1. that it is deposited with the Secretary-manager or the secretary of the meeting, as the case may be, before the call to order; and
2. that notice of its revocation has not been received by the Society.)

(Cons. 21.g and Appendix "A")
(Ref. Bylaw N^o. One, Sec. Three, clause 6.5)

3. Ballot, Election of Directors

The form of ballot for the election of directors is as follows, or substantially so:

Form N^o. 3 - Ballot, Election of Directors

The Canadian Highland Cattle Society/
La Société canadienne des éleveurs de bovins Highland

Ballot for Election
of Directors

I vote for the election of the following members of the Society eligible to vote, as directors of the Society:

- 1.
- 2.
- 3.
- 4.
- 5.

Date: _____ 20 _____

(Signature)

(Name in Block Letters)

(Ref. Bylaw N^o. One, Sec. Five, clause 5.1)

4. Nomination, Executive Office

The form of solicitation of candidates to stand for the offices of President and Vice-President is as follows, or substantially so:

Form N^o. 4 - Nomination, Executive Office

The Canadian Highland Cattle Society/
La Société canadienne des éleveurs de bovins Highland

Nomination of Candidates
for Executive Office

To: The Directors of The Canadian Highland Cattle Society/La Société canadienne des éleveurs de bovins Highland

1. The following Directors of the Society have indicated their willingness to stand for election to the respective executive offices of President and Vice-President, namely:

For President:

For Vice-President:

For Third Member of the Executive Committee

2. Please complete the enclosed ballot, date and sign it and return it to the undersigned in the enclosed self-addressed and stamped envelope without delay.

Yours truly,

Secretary-manager

Dated : _____ 20 ____.

(Ref. Bylaw N^o. One, Sec. Seven, clauses 2.1.2 and 2.1.3)

5. Ballot, Executive Office

The form of ballot for the election of executive officers of the Society is as follows, or substantially so:

Form N^o. 5 - Ballot, Executive Office

The Canadian Highland Cattle Society/
La Société canadienne des éleveurs de bovins Highland

Ballot for Election
of Executive Officers

I vote for the election of the following directors of the Society to the executive office opposite their respective names:

1. _____ as President
2. _____ as Vice-President.
3. _____ as Third Member of the Executive Committee

Date: _____ 20____ . _____

(Signature)

(Name in Block Letters)

(Ref. Bylaw N^o. One, Sec. Seven, clause 2.1.3)

6. Declaration of Election of Executive Officers

The form of declaration of the election of executive officers is as follows, or substantially so:

Form N^o. 6 - Declaration of Election of Executive Officers

The Canadian Highland Cattle Society/
La Société canadienne des éleveurs de bovins Highland

Declaration of Election
of Executive Officers

To: The Directors and Members of The Canadian Highland Cattle Society/La Société canadienne des éleveurs de bovins Highland

I, the undersigned, hereby declare that the following Directors of the Society have been elected to the respective executive offices noted, namely :

President : _____

Vice-President : _____

Third member of the Executive Committee _____

Yours truly,

Secretary-manager

Dated : _____ 20 ____.

(Ref. Bylaw N^o. One, Sec. Seven, clause 2.1.5)

7. Register of Members, General Meetings

The form of the register of members at general meetings of members is as follows, or substantially so:

Form N^o. 7 - Register of Members, General Meetings

The Canadian Highland Cattle Society/
La Société canadienne des éleveurs de bovins Highland

(Annual) General Meeting of Members
held at

on _____ 20_____

Register and Declaration

As of _____ 20_____, I / we , the undersigned, declare that I/we owned in my/our own right (or, jointly with as a couple) at least three Highland beasts registered in my/our name(s), of which no less than two are female; and I/we have signed:

Name (printed)	Class of membership	Signature *
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

*Note: In the case of partnerships, farms and corporations, the official name must be printed over the signature of the authorized representative.

N.B. To be validly exercised, all proxies must be annexed to this document.

8. Power of Attorney

For use by partnerships, companies, and corporation, the power of attorney is as follows, or substantially so:

Form No. 8 - Power of attorney

The Canadian Highland Cattle Society /
La Société canadienne des éleveurs de bovins Highland

Power of attorney

(Name of partnership, company or corporation)

Resolved:

That, until notice is given of the revocation of this resolution,

(name)

(address)

be and (s)he is hereby authorized for and on behalf of

(name)
(indicate : partnership [], company [] or corporation [])

to sign and deliver all agreements with, and documents of, The Canadian Highland Cattle Society and the Canadian Livestock Records Corporation required in the ordinary course of their business; and

That the undersigned hereby agrees that it shall be legally bound thereby.

The foregoing resolution was adopted by the
Executive Committee

Board of Directors

Other authority (describe) : _____
of the above-named partnership / company / corporation

on the _____ day of _____

Certified true copy. Date: _____

Secretary,

(Name of partnership, company or corporation)

(Rev. 1999)



The Canadian Highland Cattle Society

La Société canadienne des éleveurs de bovins Highland

HIGHLANDERS

Hardy-Gentle-Thrifty-Profitable
COMUNN CRODH GAIDHEALACH
CHANADA

Form N° 8.1

Form for Acceptance of Nomination as Director of The Canadian Highland Cattle Society / la Société canadienne des éleveurs de bovins Highland

I _____, if nominated, wish my name to stand for election as a Director of The Canadian Highland Cattle Society at the Annual General Meeting being held on _____ 20_____.

Form for Nomination as Director of The Canadian Highland Cattle Society / la Société canadienne des éleveurs de bovins Highland

I hereby nominate _____ as a director of The Canadian Highland Cattle Society/ la Société canadienne des éleveurs de bovins Highland in the elections being held on _____ 20_____. *(The individual nominated must indicate willingness to stand for the office of Director on their own form for Acceptance of Nomination as Director.)*

Date _____ 20_____.

Signature: _____

(N.B.: This form must be submitted to the Secretary-manager of the Society prior to the election.)

REGULATION N^o. THREE

Order of Business

The order of business for general meetings of members of the Society is as follows:

The Canadian Highland Cattle Society/ La Société canadienne des éleveurs de bovins Highland

Annual General Meetings of Members

Agenda

1. Call to order;
2. Identification of members and guests;
3. Tabling of proxies;
4. Tabling of Notice of Meeting, together with attestation of mailing;
5. Verification of quorum;
6. Adoption of Agenda;
7. Acceptance of minutes of preceding general meeting;
8. *Report of the Board of Directors;
9. *Report of Secretary-manager;
10. *Reports of Treasurer;
11. *Approval of financial statements or financial review, at the case may be, for the previous fiscal year;
12. *Review of the Society accounts to date.
13. * Approval for the budget for the current following fiscal year.
14. *Report of the Voting Representatives to the Registrar (CLRC);
15. *Appointment to the Voting Representatives to the Registrar (CLRC);
16. *Report of standing committees;
17. *Report of special committees, established at general meetings members;
18. *Election of directors;
19. Appointment or re-appointment of general officers and officials
20. *Appointment of an auditor or authorization of a financial review engagement, as the case may be, for the current fiscal year.

21. * Appointment of members of special committees.
22. *Appointment of honorary legal counsel.
23. Correspondence
24. *Fixing of date for next annual general meeting of members;
25. Unfinished business;
26. New business;
27. Conclusion or adjournment.

N.B. Items marked with an asterisk* apply to annual general meetings only.

(Cons. 21.j) (Rev. 1999)

(Text to be removed) **(Text to be added)**

REGULATION N^o. FOUR

Offences under the Animal Pedigree Act 35-36-37 Elizabeth II, chapter 13

Information

1. As a service to the members of the Society, as well as to the members of the public who are engaged in the breeding and propagation of purebred Highland cattle, and as a precaution, the following extracts from the Animal Pedigree Act, respecting offences and penalties, are included in the Regulations, namely:

OFFENCES

No person shall keep records:

63. (1) *Except as authorized by this Act, where an association is authorized by this Act to register or identify animals of a distinct breed or evolving breed, no person shall keep pedigrees in respect of animals of that distinct breed or evolving breeding or issue any document purporting to evidence that a particular animal is of that distinct breed or evolving breed or so closely resembling a certificate of registration, or certificate of identification, as the case may be, that it would likely be mistaken for such a certificate.*

No person shall issue document:

(2) *No person shall issue in respect of any animal any document of any kind likely to deceive the public into believing that the document is a certificate of registration or certificate of identification in respect of the animal or that the animal is registered or identified under the authority of this Act.*

Prohibitions:

64. *No person shall*

(a) *knowingly sign or present, or cause or procure to be signed or presented, to a recording officer of any association or of the Corporation any declaration or application in relation to the registration, identification or transfer of ownership of any animal, semen or embryo that contains any material false statement or representation;*

(b) *knowingly represent that a certificate of registration or certificate of identification applies to an animal other than the one in respect of which it was issued;*

(c) *knowingly represent that a semen certificate or embryo certificate applies to any semen or embryo other than the semen or embryo in respect of which it was issued;*

(d) *falsify or alter any certificate of registration, certificate of identification, semen certificate or embryo certificate;*

(e) *without an express statement that the animal's registration or identification is from a jurisdiction other than Canada, offer to sell, contract to sell or sell, as registered or identified, or as eligible to be registered or identified, within or outside the meaning of this Act, any animal that is not registered or identified, or eligible to be registered or identified;*

(f) offer to sell, contract to sell or sell, as recorded, or as eligible to be recorded, in the books of any association, or of the Corporation, any semen or embryo that is not recorded or eligible to be recorded in those books;

(g) knowingly offer to sell, contract to sell or sell any animal in a manner that is likely to create an erroneous impression that the animal is registered or eligible to be registered;

(h) offer to sell, contract or sell or sell, as a purebred of a breed, any animal that is not registered or eligible to be registered as a purebred by the association authorized to register animals of that breed or by the Corporation;

(i) without an express statement that the animal's registration, identification or status as a purebred is from a jurisdiction other than Canada, offer to sell, contract to sell or sell, as registered or identified, or as a purebred, any animal for which there is no individual identification in accordance with the bylaws of the association that has registered or identified the animal; and

(j) without an express statement that the animal's registration, identification or status as a purebred is from a jurisdiction other than Canada and that the animal will not be registered or identified in Canada by the person, sell, as registered or identified, or as eligible to be registered or identified, or as a purebred, any animal without providing to the buyer thereof within six months after the sale the animal's duly transferred certificate of registration or certificate of identification

Unlawful use of names:

65. *No person shall, without lawful authority, use the name of the Corporation or the name of any association or any name so clearly resembling the name of the Corporation or the name of an association in a manner that is likely to deceive the public.*

Offence

66. *(1) Any person who contravenes any provision of this Act or the regulations*

(a) is guilty of an offence punishable on summary conviction and is liable to a fine not exceeding twenty-five thousand dollars; or

(b) is guilty of an indictable offence and is liable to a fine not exceeding fifty thousand dollars.

Value to be considered:

(1) In determining the fine in relation to an offence under any of sections 63 to 65, the judge making the determination shall take into account the value, or purported value, of the animal, semen or embryo to which the offence relates.

Time for complaint:

67. *The provisions of the Criminal Code prescribing a time limit for making a complaint or laying an information in respect of offences punishable on summary conviction do not apply to proceedings in respect of an offence under this Act.*

2. The foregoing is provided without prejudice to the offences and penalties provided in the Constitution.

REGULATION N^o. FIVE

Insider Information

1. In the event that a director, officer, official, employee or agent of the Society receives a request to place an advertisement for the sale or lease, or the desire to purchase or hire, Highland cattle, ova or semen in an official publication of the Society, such director, officer, official, employee or agent shall take no steps to obtain personal advantage of such information until the lapse of fourteen days from the date of the mailing to the membership of the Society of the first publication of the advertisement; provided that, in the case where a director, officer, official, employee or agent has initially suggested to another party that such an advertisement be placed in an official publication of the Society, the foregoing restriction shall not apply.

2. The Official Newsletter and newsletters of the Society shall be subject to the following schedule:

Publication	Deadline, submission of material and advertisements	Target publication date
Newsletter	February 1	February 15
Newsletter	April 1	April 15
The Kyloe Cry	April 1	June 5
Newsletter	September 1	September 15
The Kyloe Cry	October 1	December 5

(Rev. 2002)

REGULATION N^o. SIX

Definitions

The words and expressions elsewhere defined in the Constitution of the Society have the same meaning in the Regulations of the Society.

REGULATION N^o. SEVEN

Repeal

The provisions of the document entitled "Canadian Highland Society (sic), Constitution", annexed to the Certificate of Incorporation of The Canadian Highland Cattle Society/La Société canadienne des éleveurs de bovins Highland, issued over the signature of the Deputy Minister of Agriculture of Canada on October 2, 1964, pursuant to the Livestock Pedigree Act, chapter L-10 of the Revised Statutes of Canada, 1970, as the same has since been variously amended and/or replaced, which deal with the matters dealt with by the foregoing Regulations, are repealed.

REGULATION N^o. EIGHT

Coming Into Force

The foregoing Regulations shall come into force on the date of their ratification at a general meeting of members.

REGULATION N^o. NINE

Fees

(Note: Add General Sales Tax (GST) or Harmonized Sales Tax (HST), as applicable.)

The fees provided in this Part II of Bylaw No. One are as follows:

Animal Herd Book : As fixed by the Board of Directors :

<u>Registration of Animals :</u>	Me mbe rs \$	Non- mem bers \$
Animals under 24 months of age	30	60
Animals 24 months of age and over	90	180
Imported animals	60	120
Animals produced by embryo or fertilized ovum transplant, in addition to the applicable fee, a surcharge of	12	24
Animals produced by imported embryo or fertilized ovum transplant, in addition to the applicable fee, a surcharge of	18	36
<u>Recording of Imported Embryos and Fertilized Ova :</u>	Me mbe rs \$	Non- mem bers \$
Recorded at time of registration of calf	18	36

<u>Transfer of Registration of Animals :</u>	Members \$	Non-members \$
Transferred within 60 days of date of delivery	36	72
Transferred more than 60 days from date of delivery	72	144

<u>Transfer of Registration of Animals for Export :</u>	Members \$	Non-members \$
Transferred within 60 days of date of delivery	60	120
Transferred more than 60 days from date of delivery	120	240

<u>Transfer of Record of Ownership of Embryos and Fertilized Ova :</u>	Members \$	Non-members \$
Transferred at time of registration of calf	18	36

<u>Transfer of Record of Ownership of Embryos and Fertilized Ova for Export:</u>	Members \$	Non-members \$
Transferred within 60 days of date of sale :		
per unit	24	48
per flush	90	180

Transferred more than 60 days from date of sale :

per unit	48	96
per flush	180	360

Bulk Transfers

Members	Non-members
\$	\$

The gratuitous transfer of an entire herd (including semen, embryos and fertilized ova)

by inheritance, through death;

by gift;

to a son or daughter by a parent or parents, or a person acting in the legal place of a parent or parents (*in loco parentis*);

to a single continuing partner, on the dissolution of a family partnership

from a single ownership to joint or undivided multiple ownership, within a family; or

to a spouse in the case of a matrimonial settlement in a legal separation or a divorce:

Members	Non-members
\$	\$

Transferred without issuance of individual registration certificates

120	240
-----	-----

Transferred with reinsurance of individual registration certificates

the applicable fees provided for regular transactions

Gratuitous Transfers of Animals

Members	Non-members
\$	\$

Per animal	12	24
------------	----	----

<u>Registration of Imported Animals with names Exceeding the Prescribed Length</u>	Members \$	Non-members \$
--	------------	----------------

The fee shall be prescribed, *ad hoc*, by the Registrar.

<u>Registration and Transfer of Herd Names :</u>	Members \$	Non-members \$
--	------------	----------------

Registration	12	24
--------------	----	----

Transfer

11.2.1 in the case of bulk transfer of entire herd	12	24
11.2.2 in all other cases	120	240

<u>Registration and Transfer of Tattoo Letters:</u>	Members \$	Non-members \$
---	------------	----------------

Registration	12	24
--------------	----	----

Transfer	12	24
----------	----	----

<u>Registration of Leases and Loans :</u>	Members \$	Non-members \$
Within 60 days of date of delivery of animal(s)	24	48
More than 60 days from the date of delivery of animal(s)	36	72

<u>Duplicate Certificates :</u>	Members \$	Non-members \$
Per unit	12	24

<u>Tabulated Pedigrees :</u>	Members \$	Non-members \$
To 3 generations	12	24
To 4 generations	18	36
To 5 generations	24	48

<u>Applications rejected by Registrar :</u>	Members \$	Non-members \$
---	---------------	-------------------

Per unit	12	24
17. <u>DNA Genotype Kit</u>	54	
108		

Repeal

All schedules of fees, previously enforced in respect of the foregoing provisions, are repealed.

Any transaction marked URGENT or RUSH (except for export) will incur a rush fee of \$9.00.

(Rev. 2008)

REGULATTION No TEN

Forms

The various forms from time to time in use by the Registrar in its relationship with the Society are automatically adopted by the Society for their respective purposes.

Without restricting the generality of the foregoing, the forms currently in use include the following, namely:

1. Notice of Annual General Meeting	CHCS
2. Proxy	CHCS
3. Ballot for Election of Directors	CHCS
4. Nomination of Candidates for Executive Officers	CHCS
5. Ballot for Election of Executive Officers	CHCS
6. Declaration of Election of Executive Officers	CHCS
7. Register of Members at General Meetings	CHCS
8. Power of Attorney	CHCS
8.1 Acceptance for Nomination as Director of the CHCS	CHCS
9. Application for Membership	Registrar
10. Application for Registration of Tattoo Letters	Registrar
11. Application for Registration of Herd Name or Prefix	Registrar
12. Application for Registration of Animal	Registrar
13. Purebred Animal Registration Certificate	Registrar
14. Application for Transfer of Ownership	Registrar
15. Application for Permit to Import Animals	CFIA
16. Application for Registration of an Imported Animal	Registrar
17 Application for registration of Lease/Loan	Registrar
18. Lease/Loan Confirmation	Registrar
19. Embryo Flush Certificate	Registrar
20. Application for Embryo and Fertilized Ova Transfer	Registrar
21. Private Herd Book, Individual Record/Breeding Female	CHCS
22. Register of Semen Inventory	Private Storage Firm
23. Proof of use of Semen	Veterinarian
24. Owner's Report of Service	Inseminator
25. Certificate of Embryo Recovery	Veterinarian
26. Certificate of Embryo Transplant	Veterinarian
27. Certificate of Freezing and/or Identification of Embryos	Veterinarian
28. Embryo Transplant Report	Veterinarian
29. Individual Embryo Certificate	Veterinarian
30. Application for Recording of Transplanted Embryos or Storage of Embryos	Veterinarian
31. Application for Transfer of Ownership – Embryo Transplant	Veterinarian
32. Application for Embryo Movement	Veterinarian
33. Veterinarian Certificate - Blood Sample	Veterinarian
34. Application for Blood Test	Firm mandated for analysis
35. Blood Type Certificate	Firm mandated for analysis
36. DNA Genotype Certificate	Firm mandated for analysis

Appendix



The Canadian Highland Cattle Society
La Société Canadienne des Éleveurs de Bovins Highland

HIGHLANDERS

Hardy-Gentle-Thrifty-Profitable
COMUNN CRODH GAIDHEALACH
CHANADA

Protocol

**Governing the holding of a deemed meeting (by email)
of the Board of Directors of the Society**

Introduction

Several articles of the Bylaws currently govern the holding of deemed meetings of the Board of Directors of the Society. Considering that the Bylaws only mention conference calls for holding such a meeting and taking into account that the Bylaws were written in 1993, before the general usage of electronic mail and other means of communication, it is necessary to adapt and update the procedure for deemed meetings to take account of these new methods of communication.

Four steps are necessary in the process of holding a deemed meeting of the Board of Directors:

- transmission of the notice of meeting and of the draft resolution by the President or a group of at least three directors;
- discussion of the proposal;
- vote on the original proposal or on an amended proposal, following discussion;
- transmission of the result of the vote to all directors by the Secretary-manager.

Following detailed study of the Bylaws, and in particular of Article 11 in Section Five, we feel that it is both possible and desirable to use the following procedure during deemed meetings by email, and in particular when a decision by the Board of Directors is needed.

Therefore, we propose the following protocol:

1 Deemed meeting by email.

Deemed meetings by email of the Board of Directors are called by the Secretary-manager, by order of the President or by order of at least three

directors, as often as may be required to attend to the business and affairs of the Society. Failing the Secretary-manager, the President or the same directors, as the case may be, may call a deemed meeting.

2 Notice

The notice of a deemed meeting must specify the purpose of the meeting. If possible, a proposed resolution must also be transmitted to the established email address of each director.

3 Duration of the meeting.

The duration of a deemed meeting by email is at least seven working days, in order to allow each director to express his/her opinion on the subject under study. The time of the meeting can be prolonged if the majority of the directors so wish and in particular if, in order to make an informed decision, additional information is required.

4 Quorum.

Four directors participating in a meeting form a quorum for the transaction of the meeting.

5 Vote.

Matters dealt with at meetings are decided by the vote of the majority of the directors participating in the meeting. In the case of an equality of votes, the chairman may exercise a casting vote in addition to the vote as a director. Voting by proxy is prohibited.

6 Minutes.

Minutes shall be kept of each meeting. In the event that the Secretary-manager is unable to participate, the draft minutes shall be transmitted immediately to the Secretary-manager. Copy of the minutes shall be sent to each director by the Secretary-manager within fifteen days of the holding of the meeting.

7. Absent Directors.

A director, who does not take part in the vote for some reason, will be considered absent from the meeting. However, a director who foresees that s/he will not be present when the vote is called may express his opinion in advance by sending his vote to the Secretary-manger before the anticipated date of the vote. In this way, he will be considered to be present.