

**CANADIAN BEEF CATTLE RESEARCH, MARKET DEVELOPMENT  
AND PROMOTION AGENCY**

**AGENCY AMENDED BY-LAWS**

2021-06-14 Draft

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## DEFINITIONS

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1. In these By-laws unless the context otherwise specifies or requires:
  - a) “Act” means the Farm Products Agencies Act, R.S.C. 1985, c.F-4;
  - b) “Advisory Committees” mean the following committees established by the Agency:
    - (i) Executive Committee;
    - (ii) Governance Committee; and
    - (iii) Finance and Audit Committee.
  - c) “Agency” means the Canadian Beef Cattle Research, Market Development and Promotion Agency established by Proclamation;
  - d) New “Agency Member” means a Member elected to the Agency pursuant to the Proclamation and the By-laws;
  - e) “Annual Business Plan” means the business plan and budget submitted annually by the Agency to Council in accordance with section 9 of the Schedule to the Proclamation;
  - f) “Annual General Meeting” means the Annual Forum referred to in sections 2 to 4 of the Proclamation and as provided for in Articles 116 to 128;
  - g) “Annual Report” means the report and audited financial statements required to be submitted by the Agency to Council within three months after the end of each fiscal year in accordance with section 30 of the Act;
  - h) “By-laws” means any by-laws of the Agency from time to time in force and effect;
  - i) “Canada Beef” is the trade name for Marketing in Canada;
  - j) “Canadian Beef Cattle Check-Off” means the funds paid by the provincial cattle associations to the Agency to manage the Agency and to promote the marketing and production of beef cattle, beef and beef products for the purposes of interprovincial, export and import trade and to conduct and promote research activities related to those farm products;
  - k) “Canadian Beef Check-Off Agency” refers to all activities and functions of the Agency other than Marketing;
  - l) “CBII” means Canada Beef International Institute, the society incorporated under the laws of the Province of Alberta and established as the operating entity for Marketing in all foreign markets except Taiwan;
  - m) “CBII Inc.” means Canada Beef International Institute Inc., a company incorporated under the laws of the Province of Alberta and established as the operating entity for Marketing in Taiwan;
  - n) “Council” means the Farm Products Council of Canada;

New "Electronic Means":

- (i) in respect of attending or holding a meeting, means a method of electronic or telephonic communication that enables all persons attending the meeting to hear and communicate with each other instantaneously, including, without limitation, teleconferencing and computer network-based or internet-based communication platforms; and
- (ii) in respect of voting, means a method of electronic voting that enables all persons entitled to vote to cast a vote on the motion or in an election and, in the case of an election, to have their vote by secret ballot, including, without limitation, teleconferencing and computer network-based or internet-based communication platforms;
- n) "Import Levy" means the levy on each head of beef cattle imported and on each imported beef product imposed by the Beef Cattle Research, Market Development and Promotions Levies Order;
- o) "industry representative" means an individual or an employee of a person actively engaged in the processing, trading, brokering, importing, exporting, selling (retail or foodservice) or distributing of Canadian beef and beef products or Canadian veal and veal products;
- p) "Marketing" means the carrying out of the functions relating to market development and promotion of beef and beef cattle within the meaning of the Act and Proclamation;
- q) "Marketing Committee" means the Market Development and Promotion Committee established by the Agency, to oversee the delivery of Marketing;
- r) *(The term "Member" has been changed to "Agency Member" and moved up the list)*
- s) "Officers" has the meaning referred to in Article 24;
- t) "ordinary resolution" means a resolution passed by a vote of a majority of 50% plus one (1) of those individuals who, if entitled to do so, vote in person, by mail-in ballot or by Electronic Means;
- u) "primary producer" means an individual or an employee of a person who is actively engaged in owning or acquiring ownership of beef cattle for growing, production or marketing or has been actively engaged in owning or acquiring ownership of such cattle within the last twelve (12) months;
- v) "Proclamation" means the Canadian Beef Cattle Research, Market Development and Promotion Agency Proclamation, as amended from time to time;
- w) "provincial cattle associations" means, in respect of the Province of
  - (i) Ontario, the Beef Farmers of Ontario;
  - (ii) Quebec, the Les Producteurs de bovins du Québec;
  - (iii) Nova Scotia, the Nova Scotia Cattle Producers;

- (iv) New Brunswick, the New Brunswick Cattle Producers;
  - (v) Manitoba, The Manitoba Cattle Producers Association;
  - (vi) British Columbia, the Cattle Industry Development Council;
  - (vii) Prince Edward Island, the Prince Edward Island Cattle Producers;
  - (viii) Saskatchewan, the Saskatchewan Cattlemen’s Association; and
  - (ix) Alberta, the Alberta Beef Producers;
- x) “Service Provider” means:
- (i) those organizations who have entered into written agreements with the Agency to develop and deliver promotion, market development and research programs designed to carry out the purpose and object of the Agency; and
  - (ii) those provincial cattle associations who receive a percentage of their respective share of the Canadian Beef Cattle Check-Off;
- y) “special resolution” means a resolution passed
- (i) at an Agency meeting of which not less than 30 days’ notice specifying the intention to propose the resolution has been duly given, and
  - (ii) by a majority of not less than 2/3 of the votes of those individuals who, if entitled to do so, vote in person, by mail-in ballot or by Electronic Means.

**INTERPRETATION**

[\(contents\)](#)

2. In each By-law and in each resolution of the Agency, the singular shall include the plural, the plural shall include the singular and the masculine shall include the feminine and the neuter. Wherever reference is made in this or any other by-law or in any resolution of the Agency to any statute or section thereof, such reference shall be deemed to extend and refer to any amendment to or re-enactment of such statute or section, as the case may be.

**STATUS**

[\(contents\)](#)

3. The Agency is a body corporate.

**AGENCY**

[\(contents\)](#)

**Number of Agency Members**

[\(contents\)](#)

4. Subject to Article 8, the Agency shall consist of 16 Agency Members elected in accordance with section 2 the Proclamation and the majority of the Agency Members shall be primary producers.

**Eligibility**

[\(contents\)](#)

5. To be eligible to be an Agency Member, the individual shall:

- a) be a primary producer or an industry representative;
- b) be over 18 and under 70 years of age, with power under law to contract;
- c) in the case of a primary producer, be a resident of Canada;
- d) not be personally bankrupt; and
- e) meet such other eligibility criteria as may be established by the Agency from time to time.

### **Nomination of Agency Members**

[\(contents\)](#)

- 6. All nominations referred to in section 2 of the Proclamation shall be in writing and in the form prescribed by the Agency and shall contain:
  - a) the name, address and contact information of the person submitting the nomination;
  - b) the name, address, contact information, experience and qualifications of the individual being nominated; and
  - c) the written or electronic consent of the individual being nominated agreeing to act as an Agency Member if elected.
- 7. The nominations shall be provided to the Agency by the dates established by the Agency.

7.1 If a nominee is a former employee or former contractor in a staff position of the Agency, the Beef Information Centre or the Canada Beef Export Federation, the nomination is subject to the approval of the Agency prior to the nominee being accepted as a candidate for election.

### **Election of Agency Members**

[\(contents\)](#)

- 8. Subject to Articles 9 and 10, the Agency Members shall be elected in accordance with section 2 of the Proclamation a copy of which is attached as Schedule "A" attached hereto.
- 9. Where only one individual or where fewer than or only a sufficient number of individuals are nominated to fill the Agency Member positions, the returning officer shall declare the individual or individuals nominated as Agency Members as being elected by acclamation.
- 10. Where no Agency Member or where fewer than the number of Agency Members allowed have been elected or declared elected by acclamation, the Agency Members who have been elected may appoint eligible individuals to the vacant positions and the individuals so appointed shall hold office as if elected.
- 11. The election of the Agency Members elected for a two-year term is to be conducted in such a manner so that:
  - a) five (5) of the primary producer Agency Members are elected in one year and the remaining five (5) primary producer Agency Members are elected in the following year;
  - b) two (2) of the Agency Members to collectively represent the beef and veal processors, traders, brokers and exporters shall be elected in one year and the

remaining two (2) such Agency Members are elected in the following year; and

- c) the one (1) Agency Member elected to represent the importers and the one (1) Agency Member elected to represent the retail and foodservice sector are elected in alternate years.

### **Term of Office**

[\(contents\)](#)

- 12. The term of office of Agency Members is as follows:
  - a) subject to clauses (b) and (c), in accordance with section 3 of the Proclamation, an Agency Member holds office for a two-year term beginning on the last day of the Annual General Meeting at which the Agency Member is elected;
  - b) no individual shall serve as an Agency Member for more than five (5) terms; and
  - c) an Agency Member elected to replace a temporary substitute Agency Member appointed pursuant to section 4 of the Proclamation and Article 15 holds office for the unexpired portion of the term of office of the Agency Member whose position was vacated.
- 13. For the purpose of determining the number of terms that an individual has served as an Agency Member, an unexpired term of office served by an Agency Member who is appointed pursuant to Article 15 shall be considered to be a term of office only if the time served exceeds 12 months.

### **Vacancy of Agency Members**

[\(contents\)](#)

- 14. The office of an Agency Member shall be automatically vacated if the Agency Member:
  - a) has resigned from office by delivering a written resignation to the Agency Chair;
  - b) ceases to be eligible to be an Agency Member pursuant to Article 5 or the Act;
  - c) is removed from office pursuant to Articles 17 to 20;
  - d) is found by a court to be mentally incompetent or incapable of managing their own affairs;
  - e) has missed three (3) meetings of the Agency in any year of their term, unless otherwise determined by the Agency; or
  - f) dies while in office.
- 15. All vacancies in the office of an Agency Member shall be filled in accordance with sections 2(d) and 4 of the Proclamation.
- 16. Any Agency Member who is unable to act shall be replaced by a temporary substitute member in accordance with sections 2(d) and 4 of the Proclamation.

### **Removal of Agency Members**

[\(contents\)](#)

- 17. The Agency may, at a special meeting, remove any Agency Member from office, who is in breach of his common law fiduciary duties or his duties and responsibilities to the

Agency, as set out in the policies of the Agency in place from time to time, as approved by the Agency.

18. If an Agency Member is the Agency Chair or Agency Vice-Chair of the Agency or a committee chair that Agency Member may not be removed from office as an Agency Member without first having been removed from office as the Agency Chair, Agency Vice-Chair or committee chair, as the case may be.
19. The following procedure shall be followed to remove an Agency Member:
  - a) A resolution may be brought by an Agency Member calling for a special meeting to consider the removal of an Agency Member.
  - b) Where the Agency passes a resolution referred to in Article 19(a), the Agency Chair shall call a special meeting of Agency to consider a resolution to remove an Agency Member from office.
  - c) The notice for the special meeting of the Agency shall:
    - (i) identify the Agency Member and specify the grounds on which the Agency Member is sought to be removed and the duty or responsibility the Agency Member has allegedly breached;
    - (ii) set the date, time and place for the special meeting of the Agency; and
    - (iii) subject to clause (d), be sent to the Agency Members at least thirty (30) days prior to the date fixed for the special meeting.
  - d) Notice can be sent to the Agency Member sought to be removed, in accordance with Articles 164 to 168 but the notice must be actually received by the Agency Member. Article 168 does not apply to the notice sent to the Agency Member sought to be removed from office.
  - e) The Agency Member sought to be removed from office is entitled to be represented at the special meeting of the Agency and to make representations in respect to the motion to remove him from office.
  - f) The motion to remove an Agency Member shall be determined by a special resolution of the Agency unless on or before the date of the special meeting the Agency Member resigns from office.
  - g) Subject to Article 20, where a vacancy is created by the removal of an Agency Member the vacancy shall be filled in accordance with Article 15.
  - h) The decision of the Agency shall be final.
20. The individual removed from office as an Agency Member pursuant to Article 19 is not eligible to be elected or appointed to fill the vacancy created by the removal of that Agency Member.



## DUTIES OF THE AGENCY

[\(contents\)](#)

21. The Agency is responsible for:
  - a) overseeing the strategic and business goals and objectives of the Agency as developed and implemented by the Agency and the Service Providers retained by the Agency;
  - b) overseeing the management and administration of the affairs, property and business of the Agency in relation to those goals and objectives;
  - c) carrying out those duties and responsibilities of the Agency not delegated to the Service Providers; and
  - d) ensuring that the Agency and Service Providers comply with the Act, Proclamation, By-laws, Agency policies and any directions of Council.
22. The Agency shall oversee the management and administration of the affairs, property and business of the Agency and exercise all the powers, act and things that the Agency may exercise and do, and which are not by these By-laws, the Proclamation or the Act or otherwise lawfully directed or required to be exercised by Council.

## ELECTIONS BY THE AGENCY

### Elections

[\(contents\)](#)

23. After the Agency Members have been declared elected at the Annual General Meeting, the Agency shall hold an Agency meeting and that meeting must be held immediately following the close of the Annual General Meeting.
24. At the Agency meeting held under Article 23, the Agency Members shall elect from among themselves:
  - a) the following officers:
    - (i) Agency Chair; and
    - (ii) Agency Vice Chair; and
  - b) the following committee chairs:
    - (i) Finance and Audit Committee Chair;
    - (ii) Governance Committee Chair; and
    - (iii) Marketing Committee Chair;
  - c) two Agency Members representing the primary producers, other than the officers referred to in clauses (a) and (b) to sit as members of the Marketing Committee.
25. Deleted – moved to policy.

## **Term of Office**

[\(contents\)](#)

26. The term of office of an Officer or committee chair elected pursuant to Article 24:
  - a) commences immediately on the Officer or committee chair being elected at the first Agency meeting held pursuant to Article 23; and
  - b) expires immediately on the Agency Members being declared elected at the next Annual General Meeting.
27. An Agency Member shall not serve as Agency Chair for more than three (3) consecutive terms.
28. For the purpose of determining the number of terms that an Agency Member has served as Agency Chair, an unexpired term of office served by the Agency Chair who is appointed pursuant to Article 31 shall be considered to be a term of office only if the time served exceeds 6 months.

## **Vacancy and Removal of Officers and Committee Chairs**

[\(contents\)](#)

29. An Officer or committee chair position shall be automatically vacated if the individual holding the position:
  - a) has resigned from office by delivering a written resignation to the Agency;
  - b) is no longer eligible to be an Agency Member;
  - c) is no longer eligible to hold that Officer position; or
  - d) is removed from office pursuant to Article 30.
30. The Agency may, by special resolution, remove any Officer or committee chair from office, without removing them as an Agency Member.
31. Where an Officer or committee chair, ceases to hold office or where a vacancy is created by the removal of an Officer or committee chair before the expiry of that Officer's or committee chair's term of office:
  - a) in the case of the Agency Chair, the Agency Vice-Chair will serve as Agency Chair for the unexpired portion of the term; and
  - b) in the case of the Agency Vice-Chair or a committee chair, the Agency shall elect another Agency Member to fill the position for the unexpired portion of the term.
32. An Officer or committee chair removed from office pursuant to Article 30 is not eligible to be elected or appointed to fill the vacancy created by the removal of that Officer or committee chair.

## **General Responsibilities of the Officers**

[\(contents\)](#)

33. The Officers shall be responsible for:
  - a) executing the decisions of the Agency and oversight of such execution by management;

- b) providing leadership to the Agency and management;
- c) acting as the official signatories for any Agency for which signing authority has not been delegated to management; and
- d) ensuring that accurate and comprehensive records of all meetings and resolutions of the Agency, and/or any committee are maintained.

**Duties of the Agency Chair**

[\(contents\)](#)

34. The Agency Chair shall:

- a) when present, chair all Agency meetings and Executive Committee meetings;
- b) act as the chief liaison with the chairs of the Advisory Committees and Marketing Committee between meetings of the Agency;
- c) oversee the management and operation of the Agency;
- d) act as the chief spokesperson for the Agency:
  - (i) with respect to all Executive Committee, Agency or Annual General Meeting decisions; and
  - (ii) to government, along with others as designated by the Agency;
- e) be an ex officio member of [the Finance Committee and the Governance Committee](#);
- f) not be a chair of any committee except the Executive Committee;
- g) encourage consensus at meetings of the Agency and monitor relationships between Agency Members; and
- h) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Agency Chair from time to time by the Agency.

**Duties of the Agency Vice-Chair**

[\(contents\)](#)

35. The Agency Vice-Chair shall:

- a) in the absence of the Agency Chair, chair all Agency meetings and Executive Committee meetings;
- b) be a member of the Finance Committee;
- c) be an ex officio member [of the Governance Committee](#);
- d) not be a chair any committee except the Executive Committee in the absence of the Agency Chair;
- e) be vested with all the powers and shall perform all the duties and exercise the powers of the Agency Chair in the absence or inability or refusal of the Agency Chair to act; and

- f) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Agency Vice-Chair from time to time by the Agency.

### **Delegation of Duties of Officers**

[\(contents\)](#)

- 36. In case of the absence or inability to act of an Officer or committee chair, or for any other reason that the Agency may deem sufficient, the Agency may delegate all or any of the powers of such Officer or committee chair to any other Officer or committee chair or to any Agency Member for the time being.

### **EXECUTIVE COMMITTEE**

- 37. The Executive Committee shall serve in an advisory capacity and shall report to the Agency.

### **Responsibilities**

[\(contents\)](#)

- 38. The Executive Committee shall:
  - a) be responsible for the general oversight of the Agency between meetings of the Agency;
  - b) meet as necessary to act upon urgent matters provided any decisions made by the Executive Committee comply with the Act, Proclamation and By-laws and are presented for approval by the Agency at the next scheduled Agency meeting;
  - c) serve as a sounding board for management on emerging issues, problems, and initiatives;
  - d) recommend the establishment of ad hoc committees as may be required from time to time; and
  - e) develop an effective performance review process of Agency Management.

### **Executive Committee members**

[\(contents\)](#)

- 39. Subject to Article 40, the members of the Executive Committee shall be:
  - a) the Agency Chair;
  - b) the Agency Vice-Chair;
  - c) the Finance and Audit Committee Chair; and
  - d) the Governance Committee Chair.
- 40. The Marketing Committee Chair is not a member of the Executive Committee but may, on request, attend Executive Committee meetings, in a non-voting capacity, on matters relating to the Marketing Committee and Marketing.

### **Term of Office**

[\(contents\)](#)

- 41. The term of office of the members of the Executive Committee shall expire at the close of the first Annual General Meeting following their election.

## **GOVERNANCE COMMITTEE**

[\(contents\)](#)

42. The Governance Committee shall serve in an advisory capacity and shall report to the Agency.

### **Responsibilities**

[\(contents\)](#)

43. The Governance Committee shall:

- a) be responsible for ensuring the effective governance of the Agency and its committees including identifying Agency Member qualifications, assisting with the recruitment, vetting and nomination of qualified candidates, annually reviewing the governance performance of the Agency and its committees, and the governance structure and process, conducting Agency and committee training and development and overseeing the planning of the Annual General Meeting;
- b) without restricting the generality of clause (a), the Governance Committee shall:
  - (i) create governance policies and procedures;
  - (ii) work with provincial cattle associations and industry organizations to recruit suitable candidates for election as Agency Members;
  - (iii) provide orientation and training programs for Agency Members;
  - (iv) evaluate the performance of the Agency and the committees;
  - (v) ensure that an effective performance review process is developed and supported for Agency and its committees;
  - (vi) every three (3) years conduct a review of the Agency's governance structure, processes, practices and By-laws;
  - (vii) annually review the by-laws and recommend changes to the Agency as deemed appropriate.
  - (viii) ensure that necessary governance policies are created and periodically reviewed by the Agency.

### **Duties of the Governance Committee Chair**

[\(contents\)](#)

44. The Governance Committee Chair shall:

- a) chair all Governance Committee Meetings;
- b) oversee the governance of the Agency and its committees;
- c) support the Agency and its committees in compliance with all policies and procedures developed by the Agency for the governance of the Agency and the committees; and
- d) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Governance Committee Chair from time to time by the Agency.

## **Governance Committee members**

[\(contents\)](#)

45. The Governance Committee Chair, in consultation with the Agency Chair, shall appoint the members of the Governance Committee.
46. Subject to Article 47, the Governance Committee shall consist of:
  - a) the Governance Committee Chair; and
  - b) a minimum of four (4) and a maximum of six (6) Agency Members.
47. The Governance Committee Chair may appoint up to two (2) additional individuals, who are not Agency Members, to the Governance Committee for subject matter expertise.

## **Term of Office**

[\(contents\)](#)

48. The term of office of the members of the Governance Committee shall expire at the close of the first Annual General Meeting following their election or appointment.
49. The Governance Committee Chair, in consultation with the Agency Chair, may remove any member of the Governance Committee from office.
50. Any vacancy on the Governance Committee shall be filled in accordance with Articles 45 and 46.

## **FINANCE AND AUDIT COMMITTEE**

51. The Finance and Audit Committee shall serve in an advisory capacity and shall report to the Agency.

## **Responsibilities**

[\(contents\)](#)

52. The Finance and Audit Committee shall:
  - a) be responsible for developing and implementing measures to ensure the Agency's financial assets are safeguarded and the Agency's financial position is fairly reported; and
  - b) without restricting the generality of clause (a), the Finance and Audit Committee shall:
    - (i) ensure appropriate processes, procedures and controls are implemented to safeguard the Agency's financial assets;
    - (ii) oversee the annual audit of the Agency's financial records and internal and external controls;
    - (iii) meet with the auditors and ensure the extensiveness of their work;
    - (iv) resolve, if necessary, disagreements between the auditors and management regarding the reporting of financial matters;
    - (v) review and recommend approval of the financial statements prior to their release;

- (vi) establish procedures for:
  - A. receipt, retention and treatment of complaints regarding accounting, internal controls or auditing matters; and
  - B. confidential, anonymous submissions by employees regarding questionable accounting or auditing matters;

**Duties of Finance and Audit Committee Chair**

[\(contents\)](#)

- 53. The Finance and Audit Committee Chair shall:
  - a) chair all Finance and Audit Committee meetings;
  - b) oversee all the financial activities, accounting procedures and systems used by the Agency;
  - c) support the Agency in the preparation of budgets and financial reports;
  - d) ensure that the Agency meets its financial responsibilities; and
  - e) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Finance and Audit Committee Chair from time to time by the Agency.

**Finance and Audit Committee members**

[\(contents\)](#)

53.1 The Finance and Audit Committee Chair, in consultation with the Agency Chair, shall appoint the members of the Finance and Audit Committee.

- 54. Subject to Article 55, the Finance and Audit Committee shall consist of:
  - a) the Finance Chair; and
  - b) a minimum of four (4) and a maximum of six (6) Agency Members elected from among themselves.
- 55. The Finance and Audit Committee Chair may appoint up to two (2) individuals, who are not Agency Members, to the Finance and Audit Committee for subject matter expertise.

**Term of Office**

[\(contents\)](#)

- 56. The term of office of the members of the Finance and Audit Committee shall expire at the close of the first Annual General Meeting following their election or appointment.
- 57. The Finance and Audit Committee Chair, in consultation with the Agency Chair, may remove any member of the Finance and Audit Committee from office.
- 58. Any vacancy on the Finance and Audit Committee shall be filled in accordance with Articles 54 and 55 .

## MARKETING COMMITTEE

[\(contents\)](#)

59. The Marketing Committee serves in an operational capacity and reports to the Agency.

### Responsibilities

[\(contents\)](#)

60. The Marketing Committee is responsible for planning and establishing the Marketing strategic, business and operational goals and objectives and for the overall management and operation of the business and affairs of Marketing.

61. The Marketing Committee shall, subject to Article 62, oversee the management and administration of Marketing.

62. In carrying out its duties and responsibilities, the Marketing Committee shall ensure that it:

- a) has the management, staff, resources and functions to carry out Marketing;
- b) carries out Marketing in Canada, under the trade name "Canada Beef";
- c) maintains CBII and CBII Inc. in good standing in Alberta and in the foreign markets;
- d) carries out Marketing in all foreign markets, other than Taiwan, under CBII;
- e) carries out Marketing in Taiwan under CBII Inc.;
- f) maintains Marketing books and records separate from the other books and records of the Agency; and

g) maintains separate books and records for Canada Beef, CBII and CBII Inc.

### ~~Duties of the Marketing Committee Chair~~

63. *Moved to above Marketing Committee Vice Chair Duties- to be renumbered on next draft.*

### Marketing Committee members

[\(contents\)](#)

64. The Marketing Committee shall consist of a minimum of eight (8) and a maximum of thirteen (13) members as follows:

- a) the four (4) Agency Members elected to collectively represent the beef and veal processors, traders, brokers and exporters;
- b) the one (1) Agency Member elected to represent importers;
- c) the one (1) Agency Member elected to represent the retail and food service sector;
- d) two (2) of the Agency Members, representing the primary producers, elected by the Agency pursuant to Article 24(c);
- e) up to four (4) members-at-large elected by the delegates at the Annual General Meeting from among the eligible candidates nominated by the delegates, Agency Members or the associations named in section 2, clauses (a), (c) and (e) of the Proclamation; and



- f) subject to Articles 64.1 and 64.2 one (1) member appointed by Veal Farmers of Ontario to represent Canadian veal producers.

64.1 The appointment of a member by Veal Farmers of Ontario is conditional on:

- a) the Agency Management and Service Agreement between the Agency and Veal Farmers of Ontario remaining in full force and effect; and
- b) the appointment being subject to the approval of the Agency prior to the appointment taking effect if the appointee is a former employee or former contractor in a staff position of the Agency, the Beef Information Centre or the Canada Beef Export Federation.

64.2 Veal Farmers of Ontario shall make the appointment referred to in Article 64(f) as follows:

- a) in the case of a member appointed for a term, prior to the Annual General Meeting; and
- b) in the case of a member appointed to fill a vacancy, as soon as reasonably possible after the vacancy occurs.

65. *moved to under new heading "Election of members-at-large"*

66. *Deleted and replaced with new Article 24(c).*

67. *Deleted and replaced with new Article 24(c).*

### **Member-at-Large Nominations**

[\(contents\)](#)

68. To be eligible to be a member-at-large an individual shall:

- a) not be an Agency Member;
- b) have general marketing expertise, experience in marketing beef or veal products or direct experience marketing beef or veal products in relevant foreign markets;
- c) be over 18 and under 70 years of age, with power under law to contract;
- d) not be personally bankrupt; and
- e) meet such other eligibility criteria as may be established by the Agency and the Marketing Committee, from time to time.

69. All nominations of members-at-large shall be in writing and in the form prescribed by the Agency and shall contain:

- a) the name, address and contact information of the person submitting the nomination;
- b) the name, address, contact information, experience and qualifications of the individual being nominated; and
- c) the written or electronic consent of the individual being nominated agreeing to act as a member if elected.

70. The nominations shall be provided to the Agency by the dates established by the Agency.

70.1 If a nominee is a former employee or former contractor in a staff position of the Agency, the Beef Information Centre or the Canada Beef Export Federation, the nomination shall be subject to the approval of the Agency prior to the nominee being accepted as a candidate for election.

#### **Election of members -at-large**

[\(contents\)](#)

65. Where only one individual or where fewer than or only a sufficient number of individuals are nominated to fill the member-at-large positions, the returning officer shall declare the individual or individuals nominated as being elected by acclamation.

65.1 Where no members-at-large or where fewer than the number of members-at-large allowed have been elected or declared elected by acclamation, the unfilled member-at-large positions shall remain vacant until the next Annual General Meeting.

71. *Deleted. Duplicate of section 65 (which was moved and will be renumbered).*

#### **Term of Office of Marketing Committee members**

[\(contents\)](#)

72. The term of office of a member of the Marketing Committee who is an Agency Member shall coincide with their term of office as an Agency Member.

73. A member-at-large shall hold office for a two-year term beginning at the close of the Annual General Meeting at which the member-at-large was elected.

73.1 A member appointed by Veal Farmers of Ontario pursuant to Article 64 clause (f) holds office for a two year term commencing at the close of the first Annual General Meeting held following the appointment.

74. No individual shall serve as a member of the Marketing Committee for more than ten (10) years.

#### **Vacancy of Marketing Committee members**

[\(contents\)](#)

75. The office of a Marketing Committee member shall be automatically vacated if:

- a) the member is no longer eligible to be a member pursuant to Article 24(c);
- b) the member has resigned from office by delivering a written resignation;
- c) the member is removed from office;
- d) the member is an Agency Member and that member ceases to be an Agency Member;
- e) the member is a member-at-large and that member:
  - (i) ceases to be eligible to be a member-at-large pursuant to Article 68;
  - (ii) is found by a court to be mentally incompetent or incapable of managing their own affairs; or

- (iii) dies while in office;
  - f) the member was appointed by Veal Farmers of Ontario and is removed from office by Veal Farmers of Ontario.
76. All Agency Member vacancies shall be filled in accordance with Article 64.
77. Any member-at-large vacancy of a non-Agency Member shall remain vacant until the next Annual General Meeting and another member-at-large will be elected at the next Annual General Meeting.
- 77.1 A vacancy in the position appointed by Veal Farmers of Ontario may be filled by Veal Farmers of Ontario.

### **Removal of Marketing Committee members**

[\(contents\)](#)

78. An Agency Member holding office pursuant to Article 64(a), (b) or (c) may not be removed from the Marketing Committee without first being removed as an Agency Member.
- 78.1 On notice to the Agency and subject to the approval of the Agency, an Agency Member holding office pursuant to Article 64(d) or a member-at-large holding office pursuant to Article 64(e) may be removed from the Marketing Committee by a special resolution of the Marketing Committee.
- 78.2 On notice to Veal Farmers of Ontario and subject to the approval of Veal Farmers of Ontario, the committee member appointed by Veal Farmers of Ontario pursuant to Article 64(f) may be removed from the Marketing Committee by a special resolution of the Marketing Committee.
79. The removal of a Marketing Committee member shall be done in accordance with Article 19 governing the removal of Agency Members, with such necessary changes to the procedure, as may be required for the removal of a member from the Marketing Committee.
- 79.1 Subject to Article 79.2, where a vacancy is created by the removal of a Marketing Committee member, the vacancy shall be filled in accordance with Article 64.
- 79.2 An individual removed from the Marketing Committee pursuant to Articles 78 to 79.1 is not eligible to be appointed or elected to fill the vacancy created by the removal of that member.

### **Election of Marketing Committee Vice Chair and Finance Chair**

[\(contents\)](#)

80. At the first Marketing Committee Meeting following the Annual General Meeting, the Marketing Committee shall elect from among the Agency Members on the Marketing Committee:
- a) a Marketing Committee Vice Chair; and
  - b) a Marketing Committee Finance Chair.

**Term of Office of Marketing Committee Vice Chair and Finance Chair**

[\(contents\)](#)

81. The term of office of the Marketing Committee Vice Chair and Finance Chair:
- a) commences immediately on the Vice Chair and Finance Chair being elected; and
  - b) expires immediately on the Marketing Committee members being declared elected following the next Annual General Meeting.

**Vacancy and Removal of Marketing Committee Vice Chair and Finance Chair**

[\(contents\)](#)

82. A Marketing Committee Vice Chair and Finance Chair position shall be automatically vacated if the individual holding the position:
- a) has resigned from office by delivering a written resignation to the Agency;
  - b) is no longer eligible to be an Agency Member;
  - c) is no longer eligible to hold that Officer position; or
  - d) is removed from office pursuant to Article 83.
83. The Marketing Committee may, at any time, remove the Marketing Committee Vice Chair or Finance Chair from office by ordinary resolution.
84. Where the Marketing Committee Vice Chair or Finance Chair ceases to hold office or where a vacancy is created by their removal before the expiry of their term of office, the Marketing Committee shall elect from among the Agency Members on the Marketing Committee another Agency Member to fill the position for the unexpired term.

**Duties of the Marketing Committee Chair**

63. The Marketing Committee Chair shall:

- a) chair all Marketing Committee meetings;
- b) oversee the management and operation of Marketing;
- c) ensure that Marketing is carried out in compliance with all policies and procedures developed by the Agency;
- d) report to the Agency Chair, Executive Committee and the Agency; and
- e) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Marketing Committee Chair from time to time by the Agency.

**Duties of the Marketing Committee Vice Chair**

[\(contents\)](#)

85. The Marketing Committee Vice-Chair shall:
- a) in the absence of the Marketing Committee Chair, chair all Marketing Committee meetings;

- b) be vested with all the powers and shall perform all the duties and exercise the powers of the Marketing Committee Chair in the absence or inability or refusal of the Marketing Committee Chair to act pending the appointment of another Marketing Committee Chair by the Agency; and
- c) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Marketing Committee Vice-Chair from time to time by the Marketing Committee Chair.

**Duties of the Marketing Committee Finance Chair**

[\(contents\)](#)

86. The Marketing Committee Finance Chair shall:

- a) oversee all the Marketing financial activities, accounting procedures and systems;
- b) support Marketing in the preparation of budgets and financial reports;
- c) ensure that Marketing meets its financial responsibilities; and
- a) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Marketing Committee Finance Chair by the Marketing Committee.

**Marketing Committee sub-committees**

[\(contents\)](#)

- 87. The Marketing Committee may establish such sub-committees as it deems necessary, to assist it in the fulfillment of its duties and responsibilities and the Marketing Committee may delegate to such sub-committees any of the Marketing Committee's responsibilities that may be lawfully delegated.
- 88. The Marketing Committee may from time to time dissolve, suspend or re-establish any sub-committee.
- 89. The Marketing Committee may provide for the appointment and removal of sub-committee chairs and members and provide for the terms of reference, governance, operation, duties and functions of the sub-committees.

**AGENCY AD HOC COMMITTEES**

[\(contents\)](#)

- 90. The Agency may establish such ad hoc committees as it deems necessary, to assist it in the fulfillment of its duties and responsibilities and the Agency may delegate to such ad hoc committees any of the Agency's responsibilities that may be lawfully delegated.
- 91. The Agency may from time to time dissolve, suspend or re-establish any ad hoc committee.
- 92. The Agency may provide for the appointment and removal of ad hoc committee chairs and members and provide for the terms of reference, governance, operation, duties and functions of the ad hoc committees.

## REMUNERATION

[\(contents\)](#)

93. Agency Members and Committee members may, in accordance with Schedule “B”, attached hereto and forming part of these By-laws, be paid remuneration by the Agency as follows:
- a) a fee for each meeting attended;
  - b) travel, living expenses and out of pocket expenses incurred in the performance of their duties; and
  - c) in the case of the Agency Chair, Agency Vice-Chair, Finance and Audit Committee Chair, Governance Committee Chair or Marketing Committee Chair, the additional monthly stipend.
94. The remuneration paid to Agency Members when attending:
- a) to Canadian Beef Check-Off Agency business, shall be paid by the Canadian Beef Check-Off Agency;
  - b) to Marketing business, shall be paid by Canada Beef, CBII or CBII Inc, as the case may be; and
  - c) to business related to both (a) and (b) above, shall be paid on a pro-rata basis.
95. If an Agency Member attends more than one meeting on the same day, that Agency Member is only entitled to be paid remuneration for one meeting in accordance with Schedule “B”.

## MANAGEMENT

[\(contents\)](#)

96. To carry out the management duties of the Agency as described in Articles 21 and 22 and the management duties and responsibilities of the Officers and committee chairs the Agency shall hire:
- a) one individual to be responsible for the day-to-day business, affairs and management of the Agency, carrying on business as the Canadian Beef Check-Off Agency”; and
  - b) one individual to be responsible for the day-to-day business, affairs and management of Canada Beef, CBII and CBII Inc., collectively referred to as Marketing.
97. The title of the individuals hired pursuant to Article 96(a) and (b) shall be determined by the Agency by ordinary resolution.

## Agency Management

[\(contents\)](#)

98. The individual referred to in Article 96(a), hired to manage the Agency shall, under the direction and oversight of the Agency:
- a) manage and administer the property, business and affairs of the Canadian Beef Check-Off Agency by, among other things:

- (i) providing quality, comprehensive policy advice to the Agency;
  - (ii) ensuring proper oversight of all administrative actions and behaviour;
  - (iii) acting as the conduit of the Agency decisions to administration;
  - (iv) acting as the staff contact with Council;
  - (v) ensuring that all Agency and Council decisions are implemented in a timely manner;
  - (vi) reporting to the Agency Chair and the Agency; and
  - (vii) in conjunction with the Agency Chair, be the spokesperson for the Agency;
- b) conduct the affairs of the Canadian Beef Check-Off Agency in accordance with the Act, the Proclamation, By-laws, the agreements with the provincial cattle associations and the Service Providers and within the policies and resolutions approved by the Agency, which includes but is not limited to compiling the Agency's Annual Business Plan and Annual Report and presenting same for approval by the Agency and Council;
- c) organize and attend meetings of the Agency, the Advisory Committees, the Annual General Meeting and act as Returning Officer for the election of Agency Members, Officers, and Advisory Committee members as well as the members of the Marketing Committee;
- d) act as secretary and keep accurate minutes of all Annual General Meetings, Agency meetings and Advisory Committee meetings;
- e) maintain a record of all Agency Members and Advisory Committee members and their contact information and send all notices of the various meetings as required;
- f) have charge of the preparation and custody of all the correspondence and books of account and accounting records of the Agency relating to the collection and allocation of the Canadian Beef Cattle Check-off and the Import Levy;
- g) hire and manage such employees and contractors as may be necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by management from time to time;
- h) have charge of the Minute Book and corporate seal of the Agency;
- i) subject to any resolution of the Agency, have the care and custody of the funds and securities of the Canadian Beef Check-Off Agency, keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Canadian Beef Check-Off Agency in the books belonging to the Agency and deposit all monies, securities and other valuable effects in the name and to the credit of the Canadian Beef Check-Off Agency in such chartered bank or trust Company, or, in the case of securities, in such registered dealer in securities as may be designated by the Agency from time to time;

- j) collect and receive the Canadian Beef Cattle Check-Off and Import Levy and all any other monies paid to the Agency in relation to same and deposit same in whatever institution the Agency may by resolution determine;
  - k) disburse the Canadian Beef Cattle Check-Off and Import Levy as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Agency a full and detailed account of the receipts and disbursements and a statement of the financial position of the Agency relating to the Canadian Beef Cattle Check-Off and Import Levy;
  - l) prepare for submission to the Agency a statement duly audited of the financial position of the Agency relating to the Canadian Beef Cattle Check-Off and Import Levy and submit a copy of same to the Agency;
  - m) properly account for the Canadian Beef Cattle Check-Off and Import Levy and keep such books as may be directed; and
  - n) be accountable for the proper discharge of all duties of the Agency not delegated to Marketing or a Service Provider and perform all duties incidental to the office or that are properly required by the Agency.
99. In carrying out the management duties and responsibilities the individual referred to in Article 96(a) may delegate duties to employees and contractors of the Agency provided the individual referred to in Article 96(a) remains responsible for the performance of those duties.

## **Marketing Management**

[\(contents\)](#)

100. The individual referred to in Article 96(b), hired to manage Canada Beef, CBII and CBII Inc. shall, under the direction and oversight of the Marketing Committee:
- a) manage and administer the property, business and affairs of Canada Beef, CBII and CBII Inc. and the Marketing Committee by, among other things:
    - (i) providing quality, comprehensive policy advice to the Marketing Committee;
    - (ii) ensuring proper oversight of all administrative actions and behaviour;
    - (iii) acting as the conduit of Marketing Committee decisions to administration;
    - (iv) building solid relationships with partners and allied agencies as appropriate to Marketing acting as the key linkage to other senior leaders in related organizations;
    - (v) ensuring that all Marketing Committee decisions are implemented in a timely manner;
    - (vi) reporting to the Marketing Committee Chair, the Marketing Committee and the Agency;
    - (vii) in conjunction with the Marketing Committee Chair, be the spokesperson for the Agency in relation to Canada Beef;



- (viii) be the spokesperson for CBII and CBII Inc.
- b) conduct Marketing in accordance with the Act, the By-laws, the agreements with the provincial cattle associations, the Proclamation, and within the policies and resolutions approved by the Agency and the Marketing Committee;
- c) organize and attend meetings of the Marketing Committee and organize and attend meetings of CBII and CBII Inc.;
- d) act as secretary of all meetings and keep accurate minutes of all Marketing Committee meetings, and meetings of CBII and CBII Inc.;
- e) maintain a record of the members and directors of CBII and CBII Inc. along with their contact information and send all notices of the various meetings as required;
- f) have charge of the preparation and custody of all the correspondence and books of account and accounting records of the Marketing Committee, Canada Beef, CBII and CBII Inc.;
- g) hire and manage such employees and contractors of Canada Beef, CBII and CBII Inc. as shall be necessary from time to time, and such persons shall have such authority and shall perform such duties as shall be prescribed by management from time to time;
- h) have charge of the Minute Books of CBII and CBII Inc.;
- i) subject to any resolution of the Marketing Committee and the Agency, have the care and custody of the funds and securities of Canada Beef, CBII and CBII Inc., keep full and accurate accounts of all assets, liabilities, receipts and disbursements of Canada Beef, CBII and CBII Inc. and deposit all monies, securities and other valuable effects in the name and to the credit of Canada Beef, CBII and CBII Inc. in such chartered bank or trust Company, or, in the case of securities, in such registered dealer in securities as may be designated by the Agency from time to time;
- j) receive the Canadian Beef Cattle Check-Off and Import Levy allocated to Marketing and all any other monies paid to the Agency for Marketing and deposit same in whatever institution the Agency may by resolution determine;
- k) disburse the Marketing funds to Canada Beef, CBII and CBII Inc. as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Marketing Committee and the Agency a full and detailed account of the receipts and disbursements and a statement of the financial position of Canada Beef, CBII and CBII Inc.;
- l) prepare for submission to the Marketing Committee and the Agency a statement duly audited of the financial position of Canada Beef, CBII and CBII Inc. and submit a copy of same to the Marketing Committee and the Agency;
- m) properly account for the funds of the Canada Beef, CBII and CBII Inc. and keep such books as may be directed; and

- n) be accountable for the proper discharge of all duties assigned to Canada Beef, CBII and CBII Inc. and perform all duties incident to his office or that are properly required of him by the Marketing Committee and the Agency.
101. In carrying out his duties and responsibilities, the person hired pursuant to Article 96(b) may delegate duties to employees and contractors of the Agency provided the persons hired pursuant to Article 96(b) remain responsible for the performance of those duties.

## **BUSINESS MATTERS**

### **Procedures**

[\(contents\)](#)

102. Management may enact procedures, policies and rules (collectively referred to as "Procedures") for the conduct and management of their affairs not inconsistent with the By-laws or the policies of the Agency as established by the Agency from time to time, subject to the following:
- a) Management shall comply with the Act, Proclamation, By-laws and the Annual Business Plans and all Agency policies; and
  - b) in the event the Procedures are inconsistent with the By-laws or Agency policies, the By-laws or Agency policies shall prevail.

### **Restriction on Management Powers**

[\(contents\)](#)

103. Management shall not:
- a) expend funds for any purpose other than to further the object and purpose of the Agency and for the management and operation of the Agency;
  - b) borrow money on the credit of the Agency, or mortgage or pledge property (real or personal) of the Agency, except with the prior approval of the Agency;
  - c) represent or act on behalf of the Agency, outside the scope of management's duties and responsibilities, except with the prior express consent of the Agency; or
  - d) make any expenditure, or incur any liability, in either case which is not within the budget set by the Agency, except with the prior written approval of the Agency by resolution.

### **Funds**

[\(contents\)](#)

104. The funds of the Canadian Beef Check-Off Agency shall consist of the money budgeted, in the Annual Business Plans.
105. The funds Canada Beef, CBII and CBII Inc. shall consist of:
- a) the percentage of the Canadian Beef Cattle Check-Off allocated by the provincial cattle associations to market development and promotion less Marketing's pro-rata share of the management costs of the Agency;
  - b) the allocation of the Import Levy by the Agency to Marketing less Marketing's share of the management costs of the Agency; and

- c) any matching funds or financial contributions raised by Canada Beef, CBII or CBII Inc. for market development and promotion.
106. Funds which are received for one function but are intended to be for the account of the other function are to be remitted to the appropriate party immediately upon receipt.
107. All funds:
- a) are to be deposited in an account and financial institution approved by the Agency and may only be withdrawn or dealt with by at least two (2) officers and/or employees of the Agency authorized to sign cheques or other banking documents, and to transact business on behalf of the Agency; and
  - b) may be invested by management in accordance with an investment policy which shall be limited to investments authorized by the Act.

## Reports and Financial Statements

[\(contents\)](#)

108. Management shall:
- a) by January 15 of each year, prepare a business plan and budget, in such form and detail as reasonably required by the Agency, for inclusion in the Agency' Annual Business Plan;
  - b) Marketing shall:
    - (i) provide its business plan and budget to the Agency by the deadline set out in clause (a);
    - (ii) work with the Agency to ensure that the Marketing business plans and budgets are consistent with section 8 of the Proclamation and the object of the Agency described in section 41 of the Act;
  - c) implement the Marketing business plans and budgets and use the Canadian Beef Cattle Check-Off and Import Levy allocated to Marketing as outlined in the Annual Business Plans; and
  - d) by June 1 of each year, prepare a report, in such form and detail as reasonably required by the Agency, for inclusion in the Agency's Annual Report, with such report to include:
    - (i) a description of the work done in relation to the Marketing business plan and budget included in the Annual Business Plan for the Agency's previous fiscal year;
    - (ii) a review of the results achieved relative to the Marketing business plan included in the Annual Business Plan for the Agency's previous fiscal year; and
    - (iii) a separate accounting of the use of the Canadian Beef Cattle Check-Off and Import Levy relative to the Marketing annual business plan included in the Annual Business Plan for the Agency's previous fiscal year; and

- e) Marketing shall:
    - (i) provide its annual report and accounting to the Agency by the deadline set out in clause (d); and
    - (ii) with respect to the accounting referred to in clause (d)(iii), a breakdown of the funds used by:
      - a. Canada Beef on marketing and issues management;
      - b. CBII in all foreign markets other than Taiwan; and
      - c. CBII Inc. in Taiwan.
109. Notwithstanding Article 108(a), management may, due to a change in circumstances, modify its annual business plan for its portion of the Canadian Beef Cattle Check-Off and Import Levy. If this happens, management shall:
- a) advise the Agency, in writing, of the change in circumstances and the resulting change to its business plan and budget; and
  - b) to provide the Agency with an updated business plan and budget within fifteen (15) business days of the change being made.
110. Any change in a business plan and budget shall not result in:
- a) any additional allocation of the Canadian Beef Cattle Check-Off except in accordance with provisions of the agreements between the Agency and the provincial cattle associations; or
  - b) any additional allocation of Import Levy except in accordance with a resolution of the Agency.
111. Any portion of the allocated Canadian Beef Cattle Check-Off or Import Levy that is not used during the year in which it was paid may be carried forward, as separate line items, and used to implement the business plans and budgets included in the Agency's Annual Business Plan in subsequent years.
112. Management shall disclose as separate line items on its audited financial statements:
- a) the total amount of the Canadian Beef Cattle Check-Off received;
  - b) the total amount of the Import Levy received;
  - c) the expenditure of the Canadian Beef Cattle Check-Off received, and, in the case of Marketing, broken down by Canada Beef, CBII and CBII Inc;
  - d) the expenditure of the Import Levy received; and
  - e) the portion of the amount referred to in clauses (c) and (d) spent in that fiscal year and the excess, if any, carried forward to the next year.
113. Management shall report, in such form and manner as may be required by the Agency, to:

- a) the Agency at each Agency Meeting; and
- b) the delegates and Agency Members at each Annual General Meeting.

### **Accounting**

[\(contents\)](#)

- 114. Management shall keep complete and accurate books, records and accounts, in accordance with generally accepted accounting principles, which accurately reflect the receipt and expenditure, as separate line items, of the Canadian Beef Cattle Check-Off and Import Levy.
- 115. Management shall give the Agency ready access to its books, records and accounts and to its premises during normal business hours and upon not less than five (5) business days' prior written notice to the extent necessary to ensure compliance with the By-laws and policies.

### **ANNUAL GENERAL MEETING**

#### **Location and timing**

[\(contents\)](#)

- 116. Subject to Article 117 the Annual General Meeting shall be held in Canada by such method, and on such day in each year as the Agency may determine, with the dates and method being determined by the Agency.
- 117. The Annual General Meeting shall be held once at least in every calendar year and not more than 16 months after the holding of the last preceding Annual General Meeting.

#### **Purpose**

[\(contents\)](#)

- 118. At the Annual General Meeting the delegates shall:
  - a) receive and review the Agency's Annual Report and financial statements;
  - b) receive reports from the Agency, the Marketing Committee and the Service Providers;
  - c) provide input with respect to the Agency's strategic plan and annual business programs for consideration by the Agency and the Service Providers in developing the Annual Business Plan for the upcoming year;
  - d) elect the members to the Agency in accordance with the Proclamation and these By-laws;
  - e) elect the members-at-large to the Marketing Committee;
  - f) be consulted on any proposed amendments to the By-laws that are under consideration at the time of the Annual General Meeting; and
  - g) receive a report from the Agency on any amendments to the By-laws made since the last Annual General Meeting.

## Notice

[\(contents\)](#)

119. At least ninety (90) days' written notice of the date, time and method of holding each Annual General Meeting shall be sent to:
- a) each Agency Member and Marketing Committee member;
  - b) each provincial cattle association and Veal Farmers of Ontario;
  - c) the Canadian Meat Council;
  - d) the Canadian Association of Importers and Exporters Inc.; and
  - e) the Council.
120. Notice of the Annual General Meeting may be sent by e-mail to the last known e-mail on records with the Agency and shall contain submission deadlines for nominations for vacant Agency Member positions, Marketing Committee member-at-large positions and the appointment of delegates.

## Delegates

[\(contents\)](#)

121. The following groups are entitled to appoint delegates to attend the Annual General Meeting:
- a) the provincial cattle associations,
  - b) the Canadian Meat Council, and
  - c) the Canadian Association of Importers and Exporters Inc.
122. The provincial cattle associations and Canadian Association of Importers and Exporters Inc. are entitled to appoint delegates to the Annual General Meeting in accordance with the following formula based on total levy received by the Agency from the Canadian Beef Cattle Check-Off and import levy:
- a) < 2% - 2 delegates
  - b) 2% - 5% - 3 delegates
  - c) 5% - 10% - 4 delegates
  - d) 10% - 15% - 6 delegates
  - e) 15% - 20% - 8 delegates
  - f) 20% - 25% - 10 delegates
  - g) Over 25% - 15 delegates
123. The Canadian Meat Council shall be entitled to appoint the same number of delegates as may be appointed by the association referred to in Article 122 entitled to appoint the least number of delegates.

124. The temporary substitute retail and foodservice member and the Marketing Committee member appointed by Veal Farmers of Ontario shall be entitled to participate in the Annual General Meetings as a delegate.
125. Unless appointed as a delegate, the members-at-large of the Marketing Committee, if any, are not entitled to participate in the Annual General Meetings as delegates.
126. The Agency shall pay the reasonable costs of each Agency Member and one delegate from each of the provincial cattle associations to attend the Annual General Meeting. All other delegates and persons are responsible for paying their own expenses associated with attending the Annual General Meeting.
127. Only Agency Members and registered delegates are eligible to vote on any question put to a vote for the Annual General Meeting by the Agency.
128. In addition to the delegates the Annual General Meetings are open to all industry stakeholders but only Agency Members and delegates are eligible to vote.

### **GENERAL ELECTION PROVISIONS**

- 128.1 Subject to Article 128.2, an election under these By-laws may be held:
  - a) by mail-in ballot,
  - b) by Electronic Means, or
  - c) in person.
- 128.2 For each election, the Agency shall determine the method by which the election is held, and whether more than one method will be made available for the election. If more than one method is provided, no person may vote by more than one method.
- 128.3 If an election under Articles 8 and 64(e) is held by Electronic Means or by mail-in ballot, the election closing date shall be no more than ten (10) calendar days before the date of the Annual General Meeting.

### **GENERAL MEETING PROVISIONS**

[\(contents\)](#)

129. Unless otherwise stated, the following provisions apply to any meeting, whether a meeting of the Agency, an Advisory Committee, the Marketing Committee, an ad hoc committee or an Annual General Meeting.

### **Meetings by Electronic Means**

[\(contents\)](#)

- 129.1 Any individual entitled to attend a meeting may participate in the meeting by Electronic Means if the Agency makes available such a communication facility.
- 129.2 The chair of the meeting may determine that the meeting shall be held entirely by Electronic Means.
- 129.3 Individuals participating in a meeting by Electronic Means are deemed to be present in person at the meeting.

## Voting by Electronic Means

[\(contents\)](#)

129.4 Any individual attending a meeting by Electronic Means who is entitled to vote at the meeting may vote by Electronic Means or other method that the Agency has made available for that purpose.

129.5 Individuals voting by Electronic Means are deemed to be voting in person at the meeting.

## Agency Meetings

[\(contents\)](#)

130. The Agency may hold its meetings in Canada and by such method as it may determine from time to time.

131. The Agency shall meet at least two (2) times each year and at such additional times as may be required for the proper management of the Agency provided that one of the meetings of the Agency shall be held in accordance with Article 23.

132. An Agency meeting may be convened at any time by the Agency Chair, the Agency Vice-Chair, or not less than five (5) of the Agency Members. Agency management, on direction of the Agency Chair, Agency Vice-Chair or not less than five (5) of Agency Members, shall convene an Agency meeting.

133. Provided there is a quorum as outlined in Article 141, the Agency may act notwithstanding any vacancies in the Agency.

## Committee Meetings

[\(contents\)](#)

134. Committees may hold their meetings at such time and by such method as may be determined from time to time by the chair of the committee.

135. Committee meetings may be called by the committee chair or by majority of the members of the committee.

136. *Replaced with the new sections inserted above. This number will be deleted on the next draft.*

## Notice of Meetings

[\(contents\)](#)

137. Notice of meetings, other than an Annual General Meeting, stating the day, hour and method of holding the meeting shall be sent to each person entitled to receive notice no less than

a) twenty-four (24) hours before a meeting by Electronic Means is to take place; and

b) seven (7) days before a meeting physical in person is to take place and may be sent by courier, mail or e-mail.

138. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any person and such waiver may be validly given either before or after the meeting to which such waiver relates.

139. If an urgent meeting is called for a specific purpose, the members may by majority vote of all the members present, waive or reduce the notice requirement for that meeting and all proceedings and resolutions passed at that meeting relating to that specific purpose shall be valid notwithstanding that the otherwise required notice had not been given.



140. Any abridgement of the notice period or an error or inadvertent omission in a notice of a meeting, or any adjourned meeting shall not invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any member may ratify, approve and confirm all proceedings taken or had thereat.

### **Quorum**

[\(contents\)](#)

141. A quorum for the transaction of business at a meeting, other than the Annual General Meeting, shall be 50% plus one (1) of those individuals entitled to attend the meeting and eligible to vote.
142. A quorum for the transaction of business at an Annual General Meeting shall be 25% of those individuals entitled to attend the meeting and eligible to vote.
143. No business, other than the election of a chair and the adjournment or termination of the meeting, shall be transacted at any meeting unless quorum is present at the commencement of the meeting, but quorum need not be present throughout the meeting.
144. If a meeting cannot be convened because there is not a quorum, it shall be at the discretion of those present to delay the opening of the meeting until such future time and method as may be proposed by the chair. Only business which might have been brought before or dealt with at the original meeting shall be dealt with at the adjourned meeting.

### **Voting**

[\(contents\)](#)

145. Every question submitted to a meeting shall be decided by a show of hands or, if individuals are participating by telephone or other electronic means, by verbal or electronic response, either in the positive or negative.
146. A majority of votes cast by those present at the meeting and eligible to vote shall determine the questions in meetings except where the vote or consent of a greater number is required by these By-laws or by statute.
147. Each individual entitled to vote, including the Agency Chair, shall have one (1) vote on each matter put to the question at any meeting.
148. In the case of an equality of votes, the Agency Chair shall not have a casting vote and an equal vote will defeat the question.
149. All elections of Agency Members, Officers and committee chairs shall be by secret ballot.

### **Chair**

[\(contents\)](#)

150. If at a meeting the Agency Chair is not present within thirty (30) minutes after the time appointed for holding such meeting, the Agency Vice-Chair shall preside, but if both are absent, the Agency shall choose an Agency Member to preside at the meeting.
151. At any meeting, the person presiding may appoint one or more individuals to act as scrutineers.

### **Resolutions**

[\(contents\)](#)

152. A declaration of the person chairing the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry

to that effect in the books of proceedings of the Agency shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

153. A resolution consented to in writing by all those who would have been entitled to vote on such resolution shall be as valid and effective as if it had been passed at a meeting duly called and constituted. A written resolution may be held to relate back to any date stated in the resolution to be the effective date. Any such resolution may be signed in counterpart or electronically, or both.

## Minutes

[\(contents\)](#)

154. The Agency shall, within seven (7) days, ensure minutes are duly entered in books provided for the purpose:
- a) of all elections or appointments of Agency Members, Officers, committee chairs and committee members;
  - b) of the names of those present at each meeting of the Agency Members, any committee and the Annual General Meetings; and
  - c) all resolutions made at meetings of the Agency, committees and at the Annual General Meetings.
155. Any minutes of any meeting of the Agency, of any committee or any Annual General Meeting, if approved at a subsequent meeting, shall be sufficient and conclusive evidence of the matters stated in such minutes.

## INDEMNITIES TO AGENCY MEMBERS AND COMMITTEE MEMBERS

[\(contents\)](#)

### 156.1 In this part, the term "Member" includes Agency Members and Committee members.

156. Except in respect of an action by or on behalf of the Agency to procure a judgment in its favour, the Agency shall indemnify a Member or a former Member and the Member's or Officer's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Member in respect of any civil, criminal or administrative action or proceeding to which the Member is made a party by reason of being or having been a Member or as a result of the Member acting as a member of an entity controlled by the Agency at the Agency's request, if:
- a) the Member acted honestly and in good faith with a view to the best interests of the Agency, and
  - b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Member had reasonable grounds for believing that the Member's or Officer's conduct was lawful.
157. The Agency may with the approval of the Court indemnify a person referred to in Article 156 in respect of an action by or on behalf of the Agency to procure a judgment in its favour, to which the person is made a party by reason of being or having been a Member against all costs, charges and expenses reasonably incurred by the person in connection

with the action if the person fulfills the conditions set out in clauses (a) and (b) of Article 156.

158. The Agency may advance funds to a person in order to defray the costs, charges and expenses of a proceeding referred to in Articles 156 and 157, but if the person does not meet the conditions of Article 156 he shall repay the funds advanced.
159. The Agency may purchase and maintain insurance for the benefit of any person referred to in Article 156 against any liability incurred by the person in the person's capacity as a Member except when the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Agency.
160. The Agency may enter into an agreement with the Members with respect to the indemnification provided for in Articles 156 to 159.

## **GENERAL MATTERS**

### **Conflict of Interest**

[\(contents\)](#)

161. Any Code of Conduct and Conflict of Interest Policy approved by the Agency shall apply to all Agency Members and to all members of committees.

### **Head Office**

[\(contents\)](#)

162. The Head Office of the Agency shall be in Calgary, Alberta.

### **Fiscal Year**

[\(contents\)](#)

163. The fiscal year of the Agency shall be determined by resolution of the Agency from time to time.

### **Communication of Notices**

[\(contents\)](#)

164. For the purposes of sending notices to Agency Members, committee members or delegates for any meeting or otherwise, the post office address or electronic address of the Agency Members, Officers, committee members or delegates shall be their last post office address or electronic address recorded in the books of the Agency.
165. In calculating the number of days' notice to be given for a meeting the day of sending the notice and the day of the meeting shall be included.
166. The signature of any notice to be given by the Agency may be written, stamped, typewritten, printed or electronic.
167. The Agency Members, Officers, committee members or delegates may change their address, telephone number or e-mail address by written notice to the Agency Chair or his designate.
168. A declaration of any duly authorized management employee or Officer of the Agency in office at the time of the making of the declaration as to the facts in relation to the giving of any notice to any Agency Member, Officer, committee member or delegate shall be conclusive evidence thereof and shall be binding on every Agency Member, Officer, committee member or delegate, as the case may be.

## **Books and Records**

[\(contents\)](#)

169. The Agency Members and officers shall see that all necessary books and records of the Agency required by the Articles of the Agency or by any applicable statute or law are regularly and properly kept.
170. The books and records of the Agency may be inspected by any Agency Member during regular business hours of the Agency upon giving reasonable notice to the Agency Chair or his designate.

## **Seal**

[\(contents\)](#)

171. The Agency may provide a corporate seal for the Agency. If the Agency has a corporate seal, it shall be of such form and device as may be adopted by the Agency. The Agency may make such provision as they see fit with respect to affixing of the said seal and the persons to attest by their signatures that such seal was duly affixed.
172. Until otherwise resolved, the affixing of the seal may be attested by the signature of the Agency Chair or Agency Management.
173. The Agency shall have the power from time to time to destroy the seal and substitute a new seal in place of the seal destroyed.

## **Cheques, Drafts, Notes and Legal Documents**

[\(contents\)](#)

174. All cheques, drafts or orders for the payment of money or any contracts, documents or instruments in writing requiring the signature of the Agency shall be signed by such officer or officers or person or persons, whether officers of the Agency and in such manner as the Agency may from time to time designate by resolution. All such writings so signed shall be binding upon the Agency without any further authorization or formality.
175. The Agency may, by special resolution, give the Agency's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Agency and to Agency Management for carrying out his duties and responsibilities.

## **AMENDMENT OF THE BY-LAWS**

[\(contents\)](#)

176. The By-laws shall be reviewed every three years to review the provisions and effectiveness of the By-laws and determining whether any modifications are required to facilitate the conduct and management of the affairs of the Agency.
177. The By-laws may be repealed or amended by a special resolution of the Agency at a meeting of Agency duly called to consider the repeal or amendment. The repeal or amendment of the By-laws does not require the consent of the provincial cattle associations or the delegates.

## **TRANSITION**

[\(contents\)](#)

178. The Agency Members and Officers and committee chairs in office immediately before these By-laws came into effect shall continue to hold office until their terms of office to which they were elected expire, or their successors to the positions are sooner elected or replaced under these By-laws.

## **SCHEDULE "A" [\(contents\)](#)**

### **Agency Member Requirements in the Proclamation**

2. The 16 members of the Agency are to be elected by the delegates at the Agency's Annual Forum in the following manner:
  - (a) one member is to be elected to represent the primary producers of each of the following provinces from among the candidates who are nominated by the provincial cattle association of those provinces:
    - (i) Ontario,
    - (ii) Quebec,
    - (iii) Nova Scotia,
    - (iv) New Brunswick,
    - (v) Manitoba,
    - (vi) British Columbia,
    - (vii) Prince Edward Island, and
    - (viii) Saskatchewan;
  - (b) two members are to be elected to represent the primary producers of Alberta from among the candidates who are nominated by the provincial cattle association of Alberta;
  - (c) one member is to be elected to represent importers from among the candidates who are nominated by the Canadian Association of Importers and Exporters Inc.;
  - (d) one member is to be elected to represent the retail and foodservice sector from among the candidates who are employed in that sector and who are nominated by the delegates at the Annual Forum, and one temporary substitute member is to be elected by those delegates from among the candidates who is to hold office until the next Annual Forum, if the member who represents the retail and foodservice sector resigns or dies, or to act during any period in which that member is unable to act; and
  - (e) four members are to be elected to collectively represent the beef and veal processors, traders, brokers and exporters from among the candidates who are nominated by the Canadian Meat Council.
3. A member holds office for a two-year term beginning on the last day of the Annual Forum at which the member is elected.
4. If a member resigns or dies, the association or council that nominated the member is to appoint a temporary substitute member to hold office until the next Annual Forum, and if a member is unable to act, the association or council is to appoint a temporary substitute member to act during the period that the member is unable to act.

**SCHEDULE “B”**

[\(contents\)](#)

**MEMBER REMUNERATION**

**By-law Article 94**

**A. Monthly and Meeting Fees**

|                                   | <b>Monthly Fee</b><br>s. 25(c) Act | <b>Per Day Meeting Fee</b><br>s. 25(c) Act | <b><u>Electronic*</u> Meeting Fee &lt;4hrs</b><br>s. 25(c) Act | <b><u>Electronic*</u> Meeting Fee &gt;4hrs</b><br>s. 25(c) Act |
|-----------------------------------|------------------------------------|--|--|--|
| Agency Chair                      | \$1,000.00                         | \$300.00                                   | \$100.00   | \$200.00   |
| Agency Vice-Chair                 | \$500.00                           | \$275.00                                   | \$100.00   | \$200.00   |
| Agency Finance Chair              | \$250.00                           | \$250.00                                   | \$100.00   | \$200.00   |
| Governance Committee Chair        | \$250.00                           | \$250.00                                   | \$100.00   | \$200.00   |
| Marketing Committee Chair         | \$1000.00                          | \$300.00                                   | \$100.00   | \$200.00   |
| Marketing Committee Vice Chair    | \$500.00                           | \$275.00                                   | \$100.00   | \$200.00   |
| Marketing Committee Finance Chair | \$250.00                           | \$250.00                                   | \$100.00   | \$200.00   |
| Other Agency & Committee Members  |                                    | \$200.00                                   | \$100.00   | \$200.00   |

\* Electronic Meeting – In order to receive this remuneration, the Member must participate for the duration of the electronic meeting.

**B. Travel, living and out of pocket expenses**

**Travel and Hospitality Policy**

**a) Scope:**

- i. The policy applies to the Agency Chair, Members and Committee Members.
- ii. The basic premise of this policy is that the Agency Chair, Members and Committee Members should be reimbursed reasonable expenses for travel and hospitality incurred on behalf of the organization.
- iii. Work must be authorized by the Agency Chair or Marketing Committee Chair for any related expenses to be eligible for reimbursement.

**b) Travel Expenses:**

- i. All receipts for travel expenses must accompany the claim.
- ii. Reasonable expenses incurred during the course of duties in the city which they are based.

- iii. Reasonable travel and living expenses incurred while absent from ordinary places of residence in course of duties.

c) **Air:**

Members and Committee Members are encouraged to travel economy class. They may travel executive class on journeys outside of North America. When time and opportunity are available, they shall take advantage of price reductions related to pre-booking flights.

d) **Automobile:**

The Agency policy on mileage applies during all use of private vehicles for authorized travel.

e) **Mileage/Kilometer Rates:**

The organization pays the current rate per kilometer as established by the Canadian Revenue Agency rate, adjusted annually.

f) **Car Rental:**

Receipts for car rental must be attached to the travel expenses claim for reimbursement.

Car rental rates shall be justified in terms of economy and in light of alternative forms of transportation.

g) **Taxis, Airport Bus or Limousine:**

A receipt is required for reimbursement.

h) **Accommodation:**

Members and Committee Members may book accommodation in reasonably priced hotels/motels of their preference. Actual hotel bills must be presented for reimbursement.

i) **Meal Allowances:**

Members and Committee Members may claim actual, reasonable expenses and receipts are required for reimbursement.

j) **Incidentals:**

The Agency Chair may claim for incidentals while travelling on organization business. Receipts are required for reimbursement.

k) **Other Allowable Expenses:**

The following expenses may be claimed, provided that they are substantiated with receipts.

- (i) Personal Services - this refers to laundry, dry-cleaning and valet service.

- (ii) Telephone - costs of such services incurred in connection with organization business may be claimed.
- (iii) Exchange Rate - costs incurred for conversion of foreign currencies purchased or sold while on business outside Canada may be claimed.

**I) Hospitality:**

- (i) The Agency Chair and senior management may extend hospitality on behalf of the organization where hospitality is considered to be essential to facilitate the conduct of organization business.
- (ii) All claims for hospitality must be supported by receipt and/or vouchers for the actual expenditures incurred and must be approved. When paying with a personal credit card, the invoice or receipt is required.
- (iii) The number and names of the person(s) to whom hospitality was extended must be shown clearly on the claim, as well as the reason for the hospitality.
- (iv) In exceptional cases where hospitality is extended to a group and where it is impractical to obtain a list of names, the claim may also disclose the name or nature of the group, its size and relationship to the organization and the purpose and nature of the hospitality in lieu of the requirements stated above.