

Background Information re: Proposed Amendments to Manitoba Cattle Producers Association's Administration Bylaw for Consideration at the 42nd MBP Annual General Meeting on February 11, 2021

- The board of directors of the Manitoba Cattle Producers Association (operating as Manitoba Beef Producers) is proposing to the membership a number of amendments to its administration bylaw to affirm the processes which can be used to hold district meetings, the annual general meeting or special meetings, as well as the processes for notifying members of said meetings. The proposed amendments are outlined below.
- Immediately following the proposed amendments is a copy of the MCPA's current administration bylaw.

THE MANITOBA CATTLE PRODUCERS ASSOCIATION

**RESOLUTION RE AMENDMENT OF
BY-LAW NO. 1/89 (ADMINISTRATION BY-LAW)**

BE IT RESOLVED THAT By-law No. 1/89 be amended by proposed By-law No. 1/2021 as presented to this Annual General Meeting.

BE IT FURTHER RESOLVED that By-law No 1/2021 come into effect on the date it is approved by the Members of The Manitoba Cattle Producers Association at this Annual General Meeting.

This resolution has no force or effect unless and until it is approved by the Members of The Manitoba Cattle Producers Association.

THE MANITOBA CATTLE PRODUCERS ASSOCIATION

BY-LAW NO. 1/2021

ENACTED pursuant to *The Cattle Producers Association Act* (Manitoba), CCSM c C25.

BE IT ENACTED and it is enacted as a By-law of The Manitoba Cattle Producers Association (herein referred to as the "**Association**") that Administration By-law 1/89, as amended by By-law No. [XXX] and [XXX] (collectively, the, "**By-Law**") be further amended as follows:

1. Clause 4(1) is amended by deleting the words "60 days" and replacing said words with "120 days".

2. The following is added as new clause 4(1.1), immediately after clause 4(1):

4(1.1) District meetings of qualified individuals from such districts, called by the Board of Directors in accordance with clause 4(1), may be held entirely by means of a telephonic, electronic or other communication facility that permits all such qualified individuals participating in such a meeting to communicate adequately with each other during the meeting.

3. Clause 4(2) is amended by deleting that portion of the clause starting with “Any Notice of” and ending with “(10) days prior to the meeting.” and replacing same with the following:

Any Notice of a district meeting may be (i) published on the Association’s website, (ii) sent by way of electronic delivery, (iii) published in any industry publication(s), and/or (iv) published, sent, or delivered using any type of media as determined by the Board of Directors, by resolution, at least ten (10) days prior to the meeting, with any one of such methods to be deemed acceptable for giving said notice.

4. The following is added as new clause 4(2.1), immediately after clause 4(2):

4(2.1) Any qualified individual entitled to attend a district meeting may participate in such meeting by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility. A qualified individual participating in a meeting by such means is deemed to be present at the meeting.

5. The following is added as new clause 4(7.1), immediately after clause 4(7):

4(7.1) Despite clause 4(7), any resolution put to a vote at a district meeting may be held entirely by means of a telephonic, electronic or other communication facility if the Association makes available such a communication facility and the vote is held in accordance with the manner as the chairman of the meeting so directs.

6. The following is added as new clause 5(4.1), immediately after clause 5(4):

5(4.1) Any Annual or Special General Meeting, called in accordance with clauses 5(2), 5(3), or 5(4), may be held entirely by means of a telephonic, electronic or other communication facility that permits all qualified individuals participating in such a meeting to communicate adequately with each other during the meeting.

7. Clause 5(5) is repealed and the following is substituted:

5(5) Notice of any Annual or Special General Meeting of the Association may be (i) published on the Association’s website, (ii) sent by way of electronic delivery,

(iii) published in any industry publication(s), and/or (iv) published, sent, or delivered using any type of media as determined by the Board of Directors, by resolution, at least ten (10) days prior to the meeting, with any one of such methods to be deemed acceptable for giving said notice.

8. The following is added as new clause 6(1.1), immediately after clause 6(1):

6(1.1) Any qualified individual entitled to attend an Annual or Special General Meeting may participate in such meeting by means of a telephonic, electronic or other communication facility that permits all qualified individuals participating in such Annual or Special General Meeting to communicate adequately with each other during the meeting, if the Association makes available such a communication facility. A qualified individual participating in a meeting by such means is deemed to be present at the meeting.

9. The following is added as new clause 6(2.1), immediately after clause 6(2):

6(2.1) Despite clause 6(2), any resolution put to a vote at any Annual or Special General Meeting of the Association may be held entirely by means of a telephonic, electronic or other communication facility if the Association makes available such a communication facility and the vote is held in accordance with the manner as the chairman of the meeting so directs.

ENACTED this ____ day of _____, 20__ by an affirmative vote of not less than 60% of the individuals present and entitled to vote at an Annual General Meeting, on a resolution, written notice of which was mailed to each qualified individual not less than thirty (30) days before the meeting and containing a copy of the proposed by-law.

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AS WITNESS the Corporate Seal of The Manitoba Cattle Producers Association.

THE MANITOBA CATTLE PRODUCERS
ASSOCIATION

Per: _____
Chair

Secretary

THE MANITOBA CATTLE PRODUCERS ASSOCIATION

By-Law No. 1 / 89

Administration By-Law

Passed pursuant to The Cattle Producers Association Act (Manitoba), (herein referred to as the "Act")

Be it enacted and it is enacted as a By-Law of The Manitoba Cattle Producers Association (herein referred to as the "Association") as follows:

MEMBERSHIP

1. (1) The following persons shall be deemed to be members of the Association:
 - (a) Every person shown on a list of members approved by the Board of Directors on the 16th day of January, 1989,
 - (b) Every person who is determined by the Board of Directors to be actively engaged in the raising of cattle in Manitoba, and who pays all fees to the Association in the manner and in the amount imposed on sellers of cattle pursuant to regulations made by the Board of Directors from time to time, and
 - (c) Notwithstanding section 1(1)(b), every person who is determined by the Board of Directors to be actively engaged in the raising of cattle in Manitoba, and who has paid fees to at least a minimum threshold level, which may be determined by the Board of Directors from time to time.
- (2) Notwithstanding anything herein contained, the Board of Directors may, by resolution, cancel the membership of a member in the following circumstances:
 - (a) if the member has opted out;
 - (b) if the Association has either received a death certificate verifying that the member has died, or has received notification in writing from a member of the immediate family of such member advising that such member has died;
 - (c) if a member which is a corporation or a partnership is wound up or dissolved;
 - (d) if an individual who is a member requests in writing that the membership of that individual be cancelled;
 - (e) if a partner of a partnership which is a member requests in writing that the membership of the partnership be cancelled;

- (f) if a director or officer of the corporation which is a member requests that the membership of the corporation be cancelled;
 - (g) if the Board of Directors determines that the member has ceased to be actively engaged in the raising of cattle.
- (3) In this By-Law “opted out” means to have advised the Association in writing that one does not wish to financially support the Association (as one is entitled to under Section 8 of the Act).
- (4) The Board of Directors may from time to time, by resolution, determine whether a person is actively engaged in the raising of cattle.
- (5) If the Board of Directors has reason to believe that a person has ceased to actively engage in the raising of cattle, the Board of Directors shall, before cancelling the membership of such person, give such person at least thirty (30) days written notice of intention to cancel the membership of such person and shall consider any objection to the proposed cancellation which such member may make in writing delivered to the head office of the Association prior to the termination of such thirty (30) day period.
2. (1) Only qualified individuals may vote at district meetings and at Annual and Special General Meetings of the Association.
- (2) In this By-Law “qualified individuals” means:
- (a) In the case of individuals who are members, all such individuals,
 - (b) In the case of corporations that are members, the duly appointed designated representatives of such corporation. Any such corporation may appoint up to three (3) designated representatives to vote on its behalf; provided that if more than one (1) designated representative is appointed by a corporation, each such designated representative must:
 - i. Be actively engaged in raising cattle, but not be a member; and
 - ii. Be the registered holder of at least ten percent (10%) of the issued voting shares of the corporation.
 - (c) In the case of partnerships that are members, the duly appointed designated representative of such partnerships. Any such partnership may appoint up to three (3) designated representatives to vote on its behalf; provided that if more than one

(1) designated representative is appointed by a partnership, each such designated representative must:

- i. Be actively engaged in raising cattle, but not be a member; and
- ii. Be the beneficial owner of at least ten percent (10%) of the assets of the partnership and be entitled to at least ten percent (10%) of the income of the partnership.

(3) The appointment of a designated representative referred to in subsection (2) hereof and rescission of any such appointment by a corporation or a partnership that is a member shall be made in writing in such form as may be prescribed for such purpose from time to time by resolution of the Board of Directors. All such appointments and rescissions of appointments shall be effective upon the receipt at the head office of the Association.

(4) Notwithstanding anything contained herein, every individual shown on a list of designated representatives approved by the Board of Directors on the 16th day of January 1989, shall be deemed to be a designated representative of the member shown opposite such individual's name of such list until the member rescinds such appointment.

3. (1) The cattle producing area of the Province of Manitoba shall be divided into fourteen (14) districts for the purpose of the Association, the boundaries of which are outlined in Appendix "A" attached hereto.

A member shall be considered eligible to vote and participate in district meetings if they are deemed by the Board, or the Board's designate, to reside in that district.

In the case of a corporation, such member shall be deemed to reside in the district in which or closest to which its registered office is located and the list shall indicate the names of all designated representatives appointed by the corporation to vote on its behalf.

In the case of a partnership, such member shall be deemed to reside in the district in which the first named designated representative appointed by the partnership to vote on its behalf resides and list shall contain the names of all designated representatives appointed by the partnership to vote on its behalf.

A member who is an individual may elect to participate in a district in which they raise cattle rather than in the district they reside by notifying the Secretary of the Association in writing of such election by August 31st in each year.

No one shall be considered a member of more than one district.

- (2) The Secretary of the Association shall prepare an initial list of cattle producers who have not fulfilled the membership requirements under section 1 or have chosen to opt out of the Association. The list will be broken down by district.

The Secretary of the Association shall finalize such district lists by September 15th in each year.

DISTRICT MEETINGS

4. (1) The Board of Directors shall call a district meeting in each district in which the office of Director for that district is about to expire, such meeting to be held no sooner than 60 days prior to the Annual Meeting of the Association in that year and no later than the conclusion of such Annual Meeting.

Other district meetings may be called at any reasonable time by the Board of Directors or by the Director of the Association from that district, and shall be called by the Board of Directors upon written request of not less than twenty-five (25) qualified individuals from that district.
- (2) The subjects for discussion at any district meeting shall be stated in the Notice of the meeting. Any Notice of a district meeting shall be announced or published in such media as the Board of Directors may direct at least ten (10) days prior to the meeting.
- (3) The Board of Directors shall designate the time and place within Manitoba for each district meeting and shall designate a recording secretary for each district meeting prior to the holding of that meeting.
- (4) All qualified individuals from a district shall be entitled to attend and to vote at any meeting of that district. The Secretary of the Association shall provide the recording secretary of each district meeting with an official list of the qualified individuals from that district prior to the commencement of the district meeting and that list shall conclusively determine the eligibility of those entitled to vote at such meeting.
- (5) A quorum for any district meeting shall be ten (10) qualified individuals entitled to vote at such meeting.
- (6) The chairman of all district meetings shall be the Director of the Association from that district, or another member of the Board, unless the meeting otherwise decides, provided that any other chairman must be a person eligible to vote at that meeting.

- (7) A resolution put to vote shall be decided by a show of hands, unless a ballot is demanded and where a ballot is demanded it shall be taken in such a manner as the chairman of the meeting directs.
- (8) Each qualified individual shall have one (1) vote on a question to be decided at any district meeting. No qualified individual shall vote by proxy.
- (9) The chairman of the meeting shall have the right to vote on all questions, but in the case of a tie the motion shall be declared lost, provided that if the chairman refrained from initially voting on a question, they may cast a vote to break such tie.
- (10) The case of a question or dispute over the procedure to be followed in conducting a vote or carrying on the business of a district meeting, Robert's Rules of Order shall be followed except where inconsistent with this By-Law.
- (11) The recording secretary of each district meeting shall keep or cause minutes to be kept of all resolutions, elections and proceedings of that district meeting and of all business transacted at it and shall forthwith after such meeting transmit a copy of such minutes to the Secretary of the Association, certified by the chairman and the recording secretary of such meeting.
- (12) The proceeding of any district meeting shall not be invalidated by reason of any omission with respect to the notice of the meeting, or the non-receipt of notice by a qualified individual.

ANNUAL AND SPECIAL MEETINGS

5. (1) An Annual Meeting of the Association shall be held within eight (8) months following the end of each fiscal year of the Association on such date and at such time and place within Manitoba as determined by the Board of Directors.
- (2) The Annual Meeting shall be called for the purpose of receiving the Annual Report of the activities of the Association for the last fiscal year, electing Directors (where required), appointing a qualified auditor, and for transacting such other business as may come before the meeting.
- (3) A Special General Meeting of the Association may be called at any time by the Board of Directors whenever deemed necessary and shall be held at such time and place within Manitoba as determined by the Board of Directors.
- (4) The Board of Directors shall call a Special General Meeting of the Association upon

written requisition signed by not less than ten (10%) of all qualified individuals, such requisition to state clearly the nature and purpose of the business to be transacted at such meeting.

- (5) Notice of any Annual or Special General Meeting of the Association shall be announced or published in such media as the Board of Directors may direct at least ten (10) days prior to the meeting.
- (6) Notice of any Annual or Special General Meeting of the Association shall state the date, time and place of such meeting and in the case of Special General Meeting shall state the nature of the business to be transacted at such meeting.
- (7) All Annual or Special General Meetings of the Association shall be held within the Province of Manitoba.
- (8) The proceedings of any Annual or Special General Meeting of the Association shall not be invalidated by reason of any omission with respect to the notice of the meeting, or the non-receipt to the notice of the meeting, or the non-receipt of notice by a qualified individual.
- (9) All qualified individuals shall be entitled to attend and to vote at any Annual or Special General Meeting of the Association.

QUORUMS AND VOTING

6. (1) A quorum for any Annual or Special General Meeting of the Association shall be forty (40) qualified individuals entitled to attend and vote at such meeting.
- (2) A resolution put to a vote shall be decided by a show of hands, unless a ballot is demanded and where a ballot is demanded, it shall be taken in such manner as the chairman of the meeting directs.
- (3) Each qualified individual shall have one (1) vote on any question to be decided at any Annual or Special General Meeting of the Association. No qualified individual shall vote by proxy.
- (4) The chairman of the meeting shall have the right to vote on all questions, but in the case of a tie the motion shall be declared lost, provided that if the chairman refrained from initially voting on a question, they may cast a vote to break such tie.

- (5) In the case of a question or dispute over the procedure to be followed in conducting a vote or carrying on the business of an Annual or Special General Meeting of the Association, Robert's Rules of Order shall be followed except where inconsistent with this By-Law.

ELECTION OF DIRECTORS OF THE ASSOCIATION

7. (1) The Directors of the Association in office at the time this By-Law is passed shall continue to hold office until the conclusion of the Annual Meetings of the Association referred to in subsection (2).
- (2) At the Annual Meeting of the Association held in December of 1989, the Directors of the Association from the districts numbered in even numbers on Appendix "A" shall retire and their successors shall be elected as herein after provided; and at the Annual Meeting of the Association held in December of 1990, the Directors of the Association from the districts numbered in odd numbers on Appendix "A" shall retire and their successors shall be elected as herein after provided.
- (3) The qualified individuals of each district shall meet in district meetings prior to the time at which term of office of a director from that district is about to expire, and an election for the office of Director from that district shall be held.

In the event twenty-five (25) or more qualified individuals vote with respect to such election at that district meeting, the qualified individual attaining the highest number of votes in such election shall become the Director from that district at the conclusion of the Annual Meeting of the Association following such vote.

In the event less than twenty-five (25) qualified individuals vote with respect to such election at that district meeting, the qualified individual attaining the highest number of votes shall be deemed to be the nominee from that district in the election to take place as provided in subsection (4) hereof.

- (4) In the event that a qualified individual is not nominated as per section (3) the Board may select an individual to be deemed to be the nominee from that district, provided the individual is an eligible member from that district, in the election to take place as provided in subsection (5).
- (5) During the time set aside at any Annual Meeting of the Association for the election of Directors, a separate election shall take place to elect a Director from each district where less than twenty-five (25) qualified individuals voted in such election at the

district meeting called for such purpose as provided in subsection (3) or a nominee was selected by the Board of Directors as provided in subsection (4) hereof.

The chairman of the meeting shall advise the Annual Meeting of the Association of the nominee for the office of Director from each district in which the term of office of Director from that district is about to expire, and at which less than twenty-five (25) qualified individuals voted in such election or the nominee was selected by the Board as provided by subsection (4). Additional nominations may be made by the qualified individuals in attendance at such Annual Meeting. Any such additional nominations must be seconded by at least twelve (12) qualified individuals in attendance at such Annual Meeting.

- (6) No person shall be eligible to be nominated for or to hold the office of a Director from a district unless they are a qualified individual listed on the then current final lists of qualified individuals from that district. If otherwise qualified, a retiring Director from a district shall be eligible for re-election and may hold office for up to three consecutive terms following the enactment of this By-Law, but not for a fourth consecutive term. No person who is a regular employee of the Board of Directors shall be entitled to hold office as a Director of the Association. For the purposes of this subsection a partial term of less than two years will not be considered a "term".
- (7) Any nominee must be present at the time they are nominated, or must have signified in writing accepting the nomination and such statement shall be handed to the chairman of the meeting at the time the nomination is made.
- (8) Nominations shall be closed by a motion passed by a majority of those qualified individuals present and entitled to vote at the meeting.
- (9) If only one nominee is nominated as the director from a district, the chairman shall declare such person elected as the Director from that district.
- (10) If an election is required, the chairman shall conduct a vote by secret ballot.
- (11) Two scrutineers, who are not nominees, shall be appointed by the chairman or by the qualified individuals in attendance at such meeting for the purpose of ascertaining and declaring the results of the election for the office of a director from a district.
- (12) In the case of a tie between or among the candidates to be declared elected obtaining the highest number of votes, their names shall be submitted to a further ballot.

- (13) In the case of a question or dispute over the procedure to be followed in conducting a vote to elect a Director for a district, the chairman of the meeting shall determine the procedure to be followed.
- (14) Each Director elected by the qualified individuals in attendance at the district meeting as provided in subsection (3) hereof, or by the qualified individuals in attendance at the Annual Meeting of the Association as provided in subsection (4) hereof, shall take office at the conclusion of the Annual Meeting of the Association following or during which they are elected and shall hold office for a term of two (2) years until their successor is elected.
- (15) The Office of a Director shall automatically be vacated in any of the following cases:
- (a) If the Director is absent from three (3) consecutive meetings of the Board of Directors, unless the reason for the Director's absence is acceptable to the Board of Directors,
 - (b) If the Director ceases to be a member or the designated representative of a member,
 - (c) If by notice in writing to the Board of Directors resigns his/her office,
 - (d) If the Director is convicted of an indictable offence making them liable to imprisonment for six months or more,
 - (e) If the Director is declared to be of unsound mind,
 - (f) If the Director is an undischarged bankrupt.
- (16) In the event of a vacancy occurring in the office of Director, the Board of Directors shall appoint a qualified individual from that district to fill the vacancy until a successor can be elected by the qualified individuals from that district for the remainder of the term, such election to take place at such time and in such manner as the Board of Directors direct.
- (17) At the discretion of the Board of Directors, the immediate past-president may serve as a "Director at Large".

MEETINGS OF THE DIRECTORS

8. (1) The Board of Directors shall hold a meeting at least once every two (2) months.

- (2) The President or in their absence the Vice-President, shall call all meetings of the Directors and shall give five (5) days notice in writing mailed to each Director at their usual place of abode, or two (2) days notice thereof, by telephone or telegram or in person.
- (3) Required notice of meetings of the Directors under subsection (2) above may be waived by the consent of eighty percent (80%) of the Directors, confirmed in writing or by vote, provided that all Directors have been notified of such meeting; and any meeting so called and held shall be deemed to have been duly called and constituted.
- (4) Failure to give notice or obtain consent as required by subsections (2) and (3) above, shall not invalidate the proceedings of any meeting of Directors, unless it can be shown that the vote of the Director or Directors who did not consent to waiving notice, would have reversed the vote taken.
- (5) The President, or in his absence the Vice-President, shall call a meeting of the Directors at any time at the request in writing of any five (5) Directors, such requisition to state clearly the business to be transacted.
- (6) As provided in the Act, a majority of the Directors shall constitute a quorum.
- (7) Each Director shall have one (1) vote on any question to be decided at any meeting. As provided in the Act, the decision of a majority of the Directors present at a duly constituted meeting is a decision of the Board of Directors.
- (8) The chairman of the meeting shall have the right to vote on all questions, but in the case of a tie the motion shall be declared lost, provided that if the chairman refrained from initially voting on a question, they may cast a vote to break such tie.
- (9) A Director may, if a majority of the Directors consent, participate in a meeting of the Board of Directors or of a committee of the Association by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a Director participating in the meeting by that means is deemed for the purposes of this By-Law to be present at that meeting.
- (10) A resolution in writing, signed by all of the Directors shall be valid and effectual as if it had been passed at a meeting of the Board of Directors duly called and constituted, and held on the date thereof.

- (11) No motion or resolution passed at any meeting of the Board of Directors shall be reconsidered at that meeting without the consent to such reconsideration by at least two-thirds (2/3) of the Directors present at such meeting.
- (12) In the case of a question or dispute over procedure to be followed in the conduction of a vote or carrying on the business of a meeting of the Board of Directors, Robert's Rules of Order shall be followed except where inconsistent with the By-Law.
- (13) Every Director who is in any way directly or indirectly interested in a proposed contract, or a contract with the Association shall declare their interest at a meeting of the Board of Directors. In the case of the proposed contract, the declaration shall be made at the meeting of the Directors at which the question of entering into the contract is first taken into consideration, or, if the Director is not at the date of that meeting interested in the proposed contract, at the next meeting of the Board of Directors held after they become so interested; and, where the Director becomes interested in a contract after it is made, the declaration shall be made at the first meeting of the Board of Directors held after the Director becomes so interested. After making such a declaration the Director shall excuse themselves from all discussions and all voting in respect of the proposed contract.
- (14) No regulation of the Board of Directors which must be filed under the Regulations Act and no standing policy of the Association, shall be passed, amended, repealed or otherwise substituted therefore unless written notice has been given to each Member of the Board of Directors at least ten (10) days prior to the holding of the meeting called to consider same, indicating the effect of the proposal, provided such notice may be waived with the consent of eighty (80%) percent of the Members of the Board of Directors.
- (15) All acts done by any meeting of the Board of Directors or by any person acting as a Director, shall be valid and subsisting notwithstanding that it be afterward discovered that there was some defect in the appointment or election of any such Director or person acting as aforesaid, or that they or any of them were not qualified to be a Director, nor shall any act by a meeting of the Board of Directors be declared invalid because of any non-essential omission in the passing thereof.

OFFICERS

9. (1) The Directors shall meet immediately prior to each Annual Meeting of the Association and shall elect a President, a Vice-President, a Secretary and a Treasurer from among their number who will continue to serve on the Board in the subsequent year. Directors will also determine if a 2nd Vice-President or the immediate Past President will serve on the Executive. If the Board chooses to select a 2nd Vice-President, the individual will be a

member of the Board who will continue to serve in the subsequent year. The Board may appoint a recording secretary and such other officers as are deemed necessary, and such other officers so appointed need not be Directors. All such officers shall hold office until their successors are elected or appointed by the Board of Directors.

- (2) If the office of the President, Vice-President, Secretary or Treasurer shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Board of Directors shall, within eight (8) weeks of the date on which the office became vacant, elect or appoint an officer to fill such vacancy.
- (3) The duties of the President shall be as follows:
 - (a) They shall preside at all Annual and Special General Meetings of the Association and at all meetings of Directors, and of the Executive Committee.
 - (b) They shall be an ex-officio member of all committees appointed.
 - (c) They shall perform such other duties as are incident to the office of the President of the Association or as may be required from time to time by the Board of Directors.
- (4) The duties of the Vice-President shall be as follows:
 - (a) In the absence of the President or their inability from any cause to act, the Vice-President shall discharge the duties of the President.
 - (b) Should the office of the President become vacant, the Vice-President shall act until such time as the Board of Directors may elect a successor.
 - (c) They shall perform such other duties as the Board of Directors may assign to them.
- (5) The duties of the Secretary shall be as follows:
 - (a) Attend all Annual and Special General Meetings of the Association, and all meeting of the Board of Directors, and of the Executive Committee, and keep or cause to be kept correct minutes of same, and keep the Board of Directors informed with the respect to the minutes of district meetings and Special Committee meetings.

- (b) Conduct or cause to be conducted the correspondence of the Association and have charge or control over all such records, books, papers and documents as may be ordered by the Board of Directors.
 - (c) Prepare such lists of members as are specified in this By-Law.
- (6) The duties of the Treasurer shall be as follows:
- (a) Have the care and custody of all funds and securities of the Association and deposit same in the name of the Association in such bank or banks or with such depository or depositories as the Board of Directors may direct.
 - (b) Keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account.
 - (c) Disburse the funds of the Association under the direction of the Board of Directors taking proper vouchers therefore.
 - (d) Render to the Board of Directors at the regular meeting thereof or whenever required of them an account of their transactions as Treasurer and of the financial position of the Association.
 - (e) Perform such other duties as the Board of Directors may assign to them.

EXECUTIVE COMMITTEE

10. (1) There shall be an Executive Committee consisting of the President, Vice-President, the Secretary, the Treasurer and, at the discretion of the Board of Directors, either a 2nd Vice-President or the Past President. During the intervals between meetings of the Board of Directors, the Executive Committee should possess and may exercise (subject to any restrictions that the Board, from time to time, may make) all powers of the Board of Directors in the management and day to day operation of the Association (save and except only such acts as must, by the Act, be performed by the Board of Directors itself) in such a manner as the Executive Committee may deem best in the interest of the Association in all cases in which specific direction shall not have been given by the Board of Directors. All actions of the Executive Committee shall be reported to the Board of Directors at the meeting next succeeding such actions and shall be subject to revision or alteration by the Board of Directors; provided that no acts or rights of third parties shall be affected or individual by any such revision or alteration.

- (2) The Executive Committee shall (subject to the provisions of this By-Law) fix its own rules and procedures from time to time and shall meet at such time and in such place as provided by such rules or by resolution of the Board of Directors, but in every case the presence of a majority of the members of the Executive Committee shall be necessary to constitute a quorum; provided however, that a resolution signed by all of the members of the Executive Committee shall have the same force and effect as if the same had been duly and regularly passed by the Executive Committee at a meeting properly called and held for that purpose.

SPECIAL COMMITTEES

11. (1) The Board of Directors may establish such special committees from time to time as it may deem necessary and proper.
- (2) The Board of Directors shall establish a Finance Committee that will report regularly to the Board and at least annual to the Members. The Treasurer will be a member of the Finance Committee.
- (3) The composition and functions of all special committees established by the Board of Directors shall be set out in the terms and reference of each committee when established each year. The members of the special committees need not be Directors of the Association. The Treasurer shall be a member of the Finance Committee.
- (4) Unless otherwise specified by the Board of Directors, special committees shall fix their own rules and procedures from time to time and shall meet where and as provided by such rules and when requested by the Board of Directors, but in every case the presence of a majority of the members of the committee shall be necessary to constitute a quorum.

REMUNERATION

12. The President, officers and other Directors of any other committee appointed by the Board of Directors may be paid such remuneration as may be fixed from time to time by resolution of the Board of Directors. The Directors shall also be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings on behalf of the Association on such basis as may be fixed from time to time by resolution of the Board of Directors. Such remuneration and such reimbursement shall be paid as an expense out of the revenue of the Association, and shown in the Annual Report presented to the Annual Meeting of the Association in each year.

LIMITATION OF LIABILITY

13. (1) Every Director and every officer of the Association in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Association and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for any loss, damage, or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto.
- (2) The Association shall indemnify a Director or officer, a former Director or officer, or a person who acts or acted at the Association's request as a director or officer of a body corporate of which the Association is or was a shareholder or creditor, and their heirs and legal representatives, against all cost, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonable incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director or officer of the Association or such body corporate, if
- (a) They acted honestly and in good faith with a view to the best interests of the Association; and
 - (b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

The Association shall also indemnify such person in such other circumstances as the law permits or requires.

- (3) The Association may purchase and maintain insurance for the benefit of any person referred to in subsection (2) against such liabilities and in such amounts as the Board of Directors may from time to time determine.

EXECUTION OF INSTRUMENTS

14. Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Association by any two (2) persons who hold the office of President, Vice-President, Secretary or Treasurer. In addition, the Board of Directors may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal to any instrument requiring the same.

BORROWING AND BANKING ARRANGEMENTS

15. (1) The banking business of the Association including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies, credit unions or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board of Directors. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board of Directors may from time to time prescribe or authorize.

- (2) The Board of Directors may from time to time:

- (a) Borrow money upon the credit of the Association;
- (b) Issue, reissue, sell or pledge bonds, debentures, notes or other evidence of indebtedness or guarantee of the Association, whether secured or unsecured; and
- (c) Mortgage, hypothecate, pledge or otherwise create an interest in or charge upon all or any property (including the undertaking and rights) of the Association, owned or subsequently acquired, by way of mortgage, hypothec, pledge or otherwise, to secure payment of any such evidence of indebtedness or guarantee of the Association.

Nothing in this section limits or restricts the borrowing of money by the Association on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Association.

- (3) The Board of Directors may from time to time delegate to such one or more of the Directors and officers of the Association as may be designated by the Board of Directors all or any of the powers conferred on the Board of Directors by subsection (2) to such extent and in such manner as the Board of Directors shall determine at the time of each such delegation.

BONDING

16. It shall be the duty of the Board of Directors to require the General Manager and such employees as the Board of Directors may designate to be bonded in such form and in such amount as the Board of Directors deems satisfactory for keeping, accounting for, delivering and paying over monies and securities for monies and securities for money or other assets of the Association, which may come into their hands.

HEAD OFFICE

17. The head office of the Association shall be in the Province of Manitoba and at such place therein as the Directors of the Association may from time to time decide.

FISCAL YEAR

18. The fiscal year of the Association shall terminate on the last day of June in each year.

AUDIT

19. A qualified auditor to audit the books kept by the Association shall be appointed by resolution passed at an Annual or Special General Meeting of the Association and if an auditor is not so appointed, the Board of Directors shall appoint an auditor.

AMENDMENTS

20. These By-Laws may be repealed, amended or re-enacted as provided in the Act.

REPEAL

21. By-Law No. 1 passed on January 16, 1984 is repealed.

As witness the corporate seal of the Association this _____ day of January, 1989.

President

Secretary

APPENDIX "A"

THE MANITOBA CATTLE PRODUCERS ASSOCIATION ACT

Pursuant to sub-section 3 (1) of this Administration By-Law, the boundaries of the fourteen (14) districts shall be as follows:

DISTRICT NUMBER ONE shall comprise all of the area bounded by the outer limits of the following Rural Municipalities as described under Part III, the Municipal Boundaries Act, Continuing Consolidated Statutes of Manitoba, M250:

The Rural Municipalities of Albert, Arthur, Brenda, Cameron, Edward, Morton, Whitewater and Winchester.

DISTRICT NUMBER TWO shall comprise all of the area bounded by the outer limits of the following Rural Municipalities as described under Part III, the Municipal Boundaries Act, Continuing Consolidated Statutes of Manitoba, M250:

The Rural Municipalities of Argyle, Lorne, Louise, Pembina, Riverside, Roblin, Strathcona and Turtle Mountain.

DISTRICT NUMBER THREE shall comprise all of the area bounded by the outer limits of the following Rural Municipalities as described under Part III, the Municipal Boundaries Act, Continuing Consolidated Statutes of Manitoba, M250:

The Rural Municipalities of Cartier, Dufferin, Grey, MacDonald, Portage la Prairie, Rhineland, Roland, Stanley, Thompson and those portions of the Rural Municipalities of Montcalm, Morris and Richot which lie on the West of the Red River.

DISTRICT NUMBER FOUR shall comprise all of the area bounded by the outer limits of the following Rural Municipalities as described under Part III, the Municipal Boundaries Act, Continuing Consolidated Statutes of Manitoba, M250:

The Rural Municipalities of De Salaberry, Franklin, Hanover, La Broquerie, the Local Government Districts of Piney and Stuartburn, those portions of the Rural Municipalities of Montcalm, Morris, and Richot which lie East of the Red River, those portions of the Rural Municipalities of Springfield, Ste. Anne, Tache and the Local Government District of Reynolds which lie South of the Trans Canada Highway and all those portions of Townships One to Eight inclusive in Ranges Fourteen to Seventeen East of the Principal Meridian in Manitoba inclusive, which lie South of the Trans Canada Highway and which are not included in the said Local Government Districts of Piney and Reynolds

DISTRICT NUMBER FIVE shall comprise all of the area bounded by the outer limits of the following Rural Municipalities as described under Part III, the Municipal Boundaries Act, Continuing Consolidated Statutes of Manitoba, M250:

The Rural Municipalities of Cornwallis, Elton, North Cypress, North Norfolk, Oakland, South Cypress, South Norfolk and Victoria

DISTRICT NUMBER SIX shall comprise all of the area bounded by the outer limits of the following Rural Municipalities as described under Part III, the Municipal Boundaries Act, Continuing Consolidated Statutes of Manitoba, M250:

The Rural Municipalities of Daly, Glenwood, Pipestone, Sifton, Wallace, Whitehead and Woodworth

DISTRICT NUMBER SEVEN shall comprise all of the area bounded by the outer limits of the following Rural Municipalities as described under Part III, the Municipal Boundaries Act, Continuing Consolidated Statutes of Manitoba, M250:

The Rural Municipalities of Archie, Birtle, Blanshard, Ellice, Hamiota, Miniota, Rosburn, Russell, Shoal Lake, Silver Creek and Strathclair.

DISTRICT NUMBER EIGHT shall comprise all of the area bounded by the outer limits of the following Rural Municipalities as described under Part III, the Municipal Boundaries Act, Continuing Consolidated Statutes of Manitoba, M250:

The Rural Municipalities of Clanwilliam, Glenella, Harrison, Lakeview, Langford, Lansdowne, Minto, Odanah, Rosedale, Saskatchewan, Westbourne, and the Local Government District of Park (South)

DISTRICT NUMBER NINE shall comprise all of the area bounded by the outer limits of the following Rural Municipalities as described under Part III, the Municipal Boundaries Act, Continuing Consolidated Statutes of Manitoba, M250:

The Rural Municipalities of Brokenhead, East St. Paul, Lac Du Bonnet, Rockwood, Rosser, St. Andrews, St. Clements, St. Francois Xavier, West St. Paul, Whitemouth, Woodlands, the Local Government Districts of Alexander, Pinawa, all those portions of the Rural Municipalities of Springfield, Ste. Anne, Tache and the Local Government District of Reynolds, which lie North of the Trans Canada Highway and all those portions of surveyed and unsurveyed Townships Eight to Thirty-six inclusive and Ranges Four to Seventeen East of the Principal Meridian in Manitoba inclusive which lie North of the Trans Canada Highway and East of the East shore of Lake Winnipeg and which are not

included in the said Rural Municipalities and Local Government Districts, and including the City of Winnipeg.

DISTRICT NUMBER TEN shall comprise all of the area bounded by the outer limits of the following Rural Municipalities as described under Part III, the Municipal Boundaries Act, Continuing Consolidated Statutes of Manitoba, M250:

The Rural Municipalities of Bifrost, Gimli, the Local Government Districts of Armstrong, Fisher and all of those portions of surveyed and unsurveyed Townships Twenty-three to Thirty-seven inclusive and Ranges One to Eight East of the Principal Meridian in Manitoba inclusive and One to Three West of the Principal Meridian in Manitoba inclusive, which lie West of the East shore of Lake Winnipeg, including all of the Islands in Lake Winnipeg within the said Townships and Ranges, and which are not included in the said Rural Municipalities and Local Government Districts.

DISTRICT NUMBER ELEVEN shall comprise all of the area bounded by the outer limits of the following Rural Municipalities as described under Part III, the Municipal Boundaries Act, Continuing Consolidated Statutes of Manitoba, M250:

The Rural Municipalities of Coldwell, Eriksdale, Siglunes, St. Laurent, The Local Government District of Grahamdale and all those portions of surveyed and unsurveyed Townships Twenty-six to Forty-eight inclusive, Ranges Four to Twelve West of the Principal Meridian in Manitoba inclusive which lie East of the West shore of Lake Manitoba, West of the West shore of Lake Winnipeg and South of the South bank of the Saskatchewan River, which are not included in the said Rural Municipalities and Local Government District.

DISTRICT NUMBER TWELVE shall comprise all of the area bounded by the outer limits of the following Rural Municipalities as described under Part III, the Municipal Boundaries Act, Continuing Consolidated Statutes of Manitoba, M250:

The Rural Municipalities of Lawrence, McCreary, Ochre River, Ste. Rose, the Local Government District of Alonsa and all those portions of surveyed and unsurveyed Townships Twenty-nine to Forty-eight inclusive, Ranges Thirteen to Eighteen West of the Principal Meridian in Manitoba inclusive which lie East of the East shore of Lake Winnipegosis and South of the South shore of Cedar Lake, which are not included in the said Rural Municipalities and Local Government District

DISTRICT NUMBER THIRTEEN shall comprise all of the area bounded by the outer limits of the following Rural Municipalities as described under Part III, the Municipal Boundaries Act, Continuing Consolidated Statutes of Manitoba, M250:

The Rural Municipalities of Boulton, Dauphin, Ethelbert, Gilbert Plains, Grandview, Hillsburg, Mossey River, Shellmouth, Shell River, The Local Government District of Park (North) and the Riding Mountain National Park.

DISTRICT NUMBER FOURTEEN shall comprise all of the area bounded by the outer limits of the following Rural Municipalities as described under Part III, the Municipal Boundaries Act, Continuing Consolidated Statutes of Manitoba, M250:

The Rural Municipalities of Minitonas, Swan River, The Local Government Districts of Mountain (North and South) and all those portions of the Province of Manitoba lying North of the North Boundary of Township Twenty-seven which are not included in Districts One to Thirteen inclusive, and the said Rural Municipalities and Local Government Districts.