

ALBERTA BEEF PRODUCERS BY-LAWS

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**Alberta Beef Producers
By-Laws**

Definitions

1. Words used in these By-Laws have the same meaning as those in the Plan. Without restricting the foregoing, the following words are defined in the Plan Regulation: Act, By-Laws, Commission, and Plan.
2. In these By-Laws
 - a) “assets” means economic resources controlled by the body as a result of past transactions and from which future economic benefits may be obtained;
 - b) “auditor” means a professional accounting firm registered under the *Chartered Professional Accountants Act* and authorized to perform an audit engagement;
 - c) “committee” means a zone committee, any standing, special or ad hoc committee of the Commission, the Governance Committee and the Audit Committee,
 - d) “Commission meeting” means a meeting of the directors, and any reference by the Commission to a Directors meeting, a Board of Directors meeting or a Board meeting has the same meaning;
 - e) “delegate” means a delegate elected or appointed pursuant to these By-Laws;
 - f) “delegate meeting” means a meeting of the delegates of the Commission;
 - g) “director” means a director elected or appointed pursuant to these By-Laws;
 - h) “eligible producer” means a producer who
 - (i) is 18 years of age or older,
 - (ii) has, during the current or immediately preceding year, paid a service charge and levy to the Commission or to another person on behalf of the Commission,
 - (iii) in the case of a producer who is an individual, is a resident of Alberta, and
 - (iv) in the case of a producer that is not an individual, carries on business in Alberta;
 - i) “investment” means a commitment of assets to gain a financial return but does not include an expenditure of assets for research and development or current operations; and

- j) “producer meeting” means a meeting of producers of a specific zone as defined in these By-Laws.
- 3. These By-Laws form part of the Plan to the extent that they do not conflict with the Act, the Plan, or the Commission Regulation. If there is a conflict between these By-Laws, the Act, or a regulation made under the Act, the Act and the regulations prevail.

PART 1
Producers, Eligible Producers and Delegates

Division 1
Producers and Eligible Producers

General rights of producers

- 4. Under these By-Laws,
 - a) a producer is entitled
 - (i) to attend any producer meeting,
 - (ii) to make representations on any matter pertaining to the Plan and the operation of the Commission at any producer meeting,
 - (iii) to vote on any matter at any producer meeting at which a vote is held in the zone in which the producer is entitled to vote,
 - b) a producer over 18 years of age is entitled
 - (i) to vote in any election for delegates that is conducted at any producer meeting at which an election is held in the zone in which the producer is entitled to vote,
 - (ii) to vote in any plebiscites of producers held under the Act,
 - (iii) to be appointed by the Commission to represent the Commission on any task force, committee, group or organization of which the Commission is a member or to which the Commission elects or appoints individuals, and
 - (iv) be appointed by the Commission to sit as a member of any committee established by the Commission under Part 4.

General rights of eligible producers

5. Under these By-Laws, in addition to what a producer may do under these By-Laws, an eligible producer may
 - a) hold office as a delegate in the zone in which the eligible producer is eligible to hold office,
 - b) hold office as a member of any entity set out in section 160;
 - c) hold office for a one-year term as a director provided the eligible producer
 - (i) is chair of the commission at the start of the annual delegate meeting at which the eligible producer is nominated for election as a director, and
 - (ii) is ineligible to hold office as a delegate pursuant to sections 32 and 33.

Producers and eligible producers who are individuals

6. Where a producer or an eligible producer is an individual, that producer or eligible producer may exercise the rights described in sections 4 and 5 in only one zone.
7. Where a producer or an eligible producer to which section 6 applies
 - a) resides and is a producer in only one zone, that zone,
 - b) resides and is a producer in one zone and is also a producer in one or more other zones, only in the zone in which that producer or eligible producer resides,
 - c) resides and is a producer in more than one zone, in only one of the zones in which that producer or eligible producer resides and is a producer,
 - d) resides in one zone but is a producer in a different zone, only in the zone in which that producer or eligible producer is a producer,
 - e) resides in one zone but is a producer in two or more different zones, in only one of the zones in which that eligible producer is a producer.
8. A producer or an eligible producer to which section 6 applies shall not appoint a representative to act on behalf of that eligible producer under these By-Laws.

Producers and eligible producers that are not individuals

9. Where a producer or an eligible producer is not an individual, that producer or eligible producer may exercise the rights described in sections 4 and 5 in only one zone.
10. Where a producer or an eligible producer to which section 9 applies

- a) carries on business and is a producer in only one zone, that zone,
 - b) carries on business and is a producer in one zone and is also a producer in one or more other zones, only in the zone in which that producer or eligible producer carries on business,
 - c) carries on business and is a producer in more than one zone, in only one of the zones in which that producer or eligible producer carries on business and is a producer,
 - d) carries on business in one zone but is a producer in a different zone, only in the zone in which that producer or eligible producer is a producer, or
 - e) carries on business in one zone but is a producer in two or more different zones, in only one of the zones in which that eligible producer is a producer.
11. A producer or an eligible producer to which section 9 applies shall appoint an individual to be its representative to exercise the rights referred to in sections 4 and 5 on behalf of that producer or eligible producer.
 12. A representative of a producer or an eligible producer must reside in the zone in which the rights of the producer or the eligible producer are exercised unless the representative is the majority owner of that producer or eligible producer and is a resident of Alberta.
 13. An individual cannot be a representative under section 9 for more than one producer or eligible producer at any one time.
 14. An individual shall not exercise any of the rights of a producer or an eligible producer in that individual's own capacity as a producer or an eligible producer while appointed as the representative of a producer or an eligible producer.
 15. If a producer or an eligible producer to which section 9 applies is
 - a) a corporation, it shall appoint an individual who is a director, shareholder, member, officer or employee of the corporation as its representative,
 - b) a partnership, it shall appoint an individual who is a partner or employee of the partnership as its representative, or
 - c) an organization, other than a corporation or a partnership, it shall appoint an individual who is a member, officer or employee of the organization as its representative.

Annual producer meetings

16. The Commission shall hold an annual producer meeting for each zone before it holds the annual delegate meeting referred to in section 38.
17. The Commission shall hold a special producer meeting on the written request of
 - a) 25 producers who are eligible to vote at a meeting in that zone, or
 - b) the Council.
18. An annual or special producer meeting may be held over a series of individual meetings, the total of which shall constitute the annual or special producer meeting, as the case may be.
19. Section 17 does not limit the Commission's ability to hold a special producer meeting on its own initiative.
20. The Commission shall give written notice of a producer meeting by publishing the notice in any form or manner the Commission deems appropriate, which shall be published at least 21 days before the meeting and set out the meeting's time, location, date and purpose.
21. The quorum for a producer meeting for a zone is 15 producers and, if the meeting is held over a series of meetings, not less than 5 producers per meeting.

PART 1
Eligible Producers and Delegates

Division 2
Zones and Delegates

Zones

22. For the purposes of these By-Laws,
 - a) Alberta is divided into five zones as set out in the Schedule to the By-Laws, and
 - b) each zone comprises the lands set out in the Schedule to the By-Laws.

Delegates

23. The Commission shall have a minimum of twenty (20) and a maximum of thirty-five (35) delegates, with each zone having a maximum of seven (7) delegates, to be elected under sections 26 to 28, and a number of At-Large delegates permitted by these By-Laws, if any, to be elected under section 29.
24. The delegates elected or otherwise appointed for a zone represent the producers of that

zone.

Functions of delegates

25. In addition to what an eligible producer may do under these By-Laws, a delegate may
- a) in the zone that the delegate represents
 - (i) attend zone committee meetings, and
 - (ii) at zone committee meetings,
 - (A) make representations on any matter pertaining to the Plan, these By-Laws or the operation of the Commission,
 - (B) vote on any matter under the Plan or these By-Laws,
 - b) attend any annual or special delegate meeting,
 - c) at any annual or special delegate meeting,
 - (i) make representations on any matter pertaining to the Plan, these By-Laws or the operation of the Commission,
 - (ii) vote on any matter under the Plan or these By-Laws, and
 - (iii) vote in any election the Commission may hold under Article 160;
 - d) hold office as a director of the Commission,
 - e) be appointed by the Commission to sit as a member of any committee established by the Commission under Part 4, and
 - f) be appointed by the Commission to represent the Commission on any task force, committee, group or organization of which the Commission is a member or to which the Commission elects or appoints individuals.

Election of zone delegates

26. At the annual producer meeting for each zone, the producers shall elect from among the eligible producers nominated to hold office, the number of delegates to be elected for the zone.
27. Where fewer than or only a sufficient number of eligible producers have been nominated to fill the maximum number of delegate positions, the returning officer shall declare the eligible producers nominated as delegates as being elected by acclamation.

28. The elections for the delegates in each zone are to be conducted in such a manner so that,
- a) up to three (3) delegates are elected in one year, and
 - b) up to four (4) delegates are elected the following year.

Election of at-large delegates

29. Where fewer than the maximum number of delegates have been declared elected by acclamation in accordance with section 27, the eligible producers of Alberta shall, within sixty (60) days, elect from among eligible producers nominated to hold office, additional delegates up to the maximum number of delegate positions.
30. Delegates elected in accordance with section 29 shall serve “At-Large” without association to a zone.

Term of office

31. The term of office
- a) of a zone delegate
 - (i) commences on the announcement of the results of the elections held at the annual producer meeting, and
 - (ii) expires on the announcement of the results of the elections held at the annual producer meeting that takes place in the second year following the year in which the term commenced.
 - b) of a delegate at-large
 - (i) commences on the announcement of the results of the election held in accordance with section 29, and
 - (ii) expires on the announcement of the results of the election held in accordance with section 26 the year following the year in which the term commenced.

Number of Terms

32. An eligible producer shall not serve for more than five (5) consecutive terms as a delegate.
33. If an eligible producer serves for five (5) consecutive terms as a delegate, that eligible producer is not eligible to serve again as a delegate until one (1) year has expired following the expiry of that eligible producer’s last term of office as a delegate.

34. Subject to section 35, for the purpose of determining the number of consecutive terms that an eligible producer has served as a delegate, any portion of a term of office served by a delegate shall be considered to be a term of office.
35. For the purpose of determining the number of consecutive terms that an eligible producer has served as a delegate, an unexpired term of office served by a delegate who is appointed or elected pursuant to sections 36 and 97(a) and section 22 of the Plan shall be considered to be a term of office only if the time served exceeds 12 months.

Delegate vacancy

36. If a delegate ceases to hold office before the expiry of that delegate's term of office, the other delegates in the zone
 - a) shall, if the number of delegates falls below the minimum number required, and
 - b) may, if clause (a) does not applyappoint another eligible producer from the zone as a delegate who shall, subject to the approval of the Commission, serve for the unexpired portion of that term of office.

Completion of term

37. A delegate may complete that delegate's term of office even though,
 - a) if the delegate is an eligible producer who is an individual, that delegate ceases to
 - (i) be an eligible producer, or
 - (ii) meet the requirements of sections 6 to 8
 - b) if the delegate is the representative of an eligible producer,
 - (i) that eligible producer ceases to be an eligible producer,
 - (ii) that delegate ceases to be the representative of an eligible producer, or
 - (iii) that delegate ceases to meet the requirements of sections 9 to 15.

Annual delegate meetings

38. The Commission shall hold an annual delegate meeting at least once each calendar year and no later than 15 months after the previous annual delegate meeting.
39. The Commission shall hold a special delegate meeting on the written request of
 - a) no less than 25% of the delegates, or

- b) the Council.
- 40. Section 39 does not limit the Commission's ability to hold a special delegate meeting on its initiative.
- 41. The Commission shall give written notice of a delegate meeting by sending the notice to the last known electronic address of each delegate in the Commission's records, which shall be published at least 21 days before the meeting and set out the meeting's time, location, date and purpose.
- 42. The quorum for a delegate meeting is a majority of the delegates. If a quorum is present at the start of the meeting, the delegates present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

PART 2 Directors

Division 1 Commission

Commission

- 43. The Commission shall consist of 12 directors elected under sections 49 to 51 with at least one director being elected from each zone. With respect to these elections:
 - a) the directors elected from each zone represent the producers in their respective zones and are responsible for holding regular zone meetings, reporting on zone activities to the Board of Directors, developing and overseeing the budget for the zone, and assisting with the calling and holding of producer meetings in the zone; and
 - b) the remaining directors represent the producers throughout Alberta from a provincial perspective.

Responsibilities and authority of the Commission

- 44. The directors are vested with responsibilities of the Commission, the authority delegated to the Commission by the Council and the direction, administration and management of the Commission's work, business and affairs, including the control and management of all the assets owned, held or acquired by the Commission.
- 45. Without restricting the generality of the foregoing, the Commission must
 - a) when investing its assets, make prudent investments in accordance with the requirements of section 33 of the *Trustee Act* and may delegate to an agent in accordance with sections 51(1) and (2) and 53 of that Act;

- b) establish policies respecting the management of its assets as required by the *Operation of Boards and Commissions Regulation* (AR 26/99) and, in doing so, to finance the purposes of the Plan, may retain earnings and revenue from year to year;
 - c) have an auditor who shall be appointed by a majority vote of the delegates at an annual or special delegate meeting;
 - d) maintain an office in Calgary, Alberta,
 - e) hire one individual to be responsible for the day-to-day business, affairs and management of the Commission and prescribe the duties and fix the remuneration of this individual,
 - f) determine the title of the individual hired pursuant to clause (e),
 - g) allow the individual referred to in clause (e), under the direction and oversight of the Commission,
 - (i) to retain other employees or contractors, other than the auditor appointed pursuant to the Plan, and
 - (ii) to prescribe the duties and remuneration payable to those employees and contractors,
 - h) shall open one or more bank accounts with one or more financial institutions and designate any officers, employees and other persons as persons permitted
 - (i) to sign cheques and other negotiable instruments,
 - (ii) to transact the business of the Commission with its financial institutions, and
 - (iii) generally, to do all things incidental to or in connection with the transaction of the business of the Commission with its financial institutions,
 - i) shall maintain or cause to be maintained books and records that from time to time may be required under the Act or the regulations or by virtue of any order of the Council or that may be required by the Commission.
46. The directors have the power to do all things necessary to carry out the purpose of these By-Laws and the responsibilities and authority of the Commission.
47. Where a person, entity or committee is authorized under section 6(2) of the Plan to exercise any power of the Commission,

- a) that person, entity or committee shall report back to the Commission with respect to the exercise of that power, and
- b) the Commission shall retain a supervisory function to oversee the actions of the person, entity, or committee exercising that power.

Functions of directors

48. In addition to any function that a delegate may carry out under these By-Laws, a director may
- a) attend Commission meetings,
 - b) at Commission meetings
 - (i) make representations on any matter pertaining to the Plan, these By-Laws or the operation of the Commission, and
 - (ii) vote on any matter under the Plan or these By-Laws,
 - c) vote at an election for the chair of the Commission, vice chair of the Commission and finance chair of the Commission,
 - d) hold office as chair of the Commission, vice chair of the Commission or finance chair of the Commission,
 - e) be elected or appointed by the Commission to committees in accordance with Part 4, and
 - f) be elected or appointed by the Commission to represent the Commission on any task force, committee group or organization of which the Commission is a member or to which the Commission elects or appoints individuals.

Election of directors

49. At the annual delegate meeting, the delegates shall elect the number of directors to be elected to the Commission from among the delegates nominated to hold office.
50. In the elections under section 49, if required, the election of the directors from the zones shall be conducted first, with the remaining directors being elected after the announcement of the election results of the directors from the zones.
51. The elections of the directors are to be conducted in such a manner so that,
- a) up to six (6) directors are elected in one year, and
 - b) up to six (6) directors are elected the following year.

52. Where fewer than or only a sufficient number of eligible candidates have been nominated to fill the required number of director positions, the returning officer shall declare those candidates nominated as directors as being elected by acclamation.
53. Where fewer than the required number of directors have been declared elected by acclamation, the directors that have been elected shall appoint, from among the eligible delegates, delegates to the remaining positions as director and those delegates so appointed shall, subject to the approval of the Council, hold office as a director as if elected.

Term of office

54. The term of office of a director
 - a) commences on the announcement of the results of the elections held at the annual delegate meeting, and
 - b) expires on the announcement of the results of the elections held at the annual delegate meeting that takes place in the 2nd year following the year in which the term commenced.
55. Notwithstanding section 54 a director who was eligible for election pursuant to section 5(c) ceases to hold office on the announcement of the results of the elections held at the annual delegate meeting that takes place in the year immediately following the year in which the term commenced.

Number of consecutive years

56. Notwithstanding section 54 and subject to section 32,
 - a) a delegate, and
 - b) a director who was eligible for election pursuant to section 5(c)shall not serve for more than ten (10) consecutive years as a director.
57. If persons referred to in section 56 serve for ten (10) consecutive years as a director, those persons are not eligible to serve again as a director until one (1) year has expired from the expiry of that person's last year as a director.
58. For the purpose of determining the number of consecutive years that a person referred to in section 56 has served as a director, any portion of a year of office served by a director shall be considered to be a year served as a director.
59. For the purposes of determining the number of consecutive years that a person referred to in section 56 has served as a director, any portion of an unexpired year of office served

by a person appointed or elected pursuant to sections 62, 63 and 97 and section 22 of the Plan shall be considered to be a year served as a director.

Completion of term of office

60. Subject to section 56, a director may complete that director's term of office even though that director
- a) ceases to be a delegate pursuant to section 31(b), or
 - b) in the case of a director who was eligible for election pursuant to section 5(c), ceases to be an eligible producer, a representative of an eligible producer or ceases to meet the requirements of sections 6 to 15, as the case may be.
61. If a director continues in office in accordance with section 60, that director may, until the expiry of that director's term of office, carry out only those functions that relate solely to the office held by that director.

Director vacancy

62. Where a director ceases to hold office before the expiry of that director's term of office, the Commission may, subject to the approval of the Council, appoint an eligible delegate to serve in that office until the next annual delegate meeting.
63. Where a director ceases to hold office before the expiry of that director's term of office and
- a) the position is filled under section 62;
 - b) the position remains vacant until the next annual delegate meeting; or
 - c) section 55 applies
- the delegates shall, at the next annual delegate meeting, elect from among the delegates another eligible delegate to serve for the unexpired portion of the vacated term of office.

Commission Meetings

64. The Commission shall hold a Commission meeting at least four times each calendar year.
65. The Commission shall also hold a Commission meeting on the written request of
- a) the Commission chair;
 - b) the majority of the directors, or
 - c) the Council.

66. The Commission shall give written notice of a Commission meeting by sending the notice to the last known electronic address of each director no less than five (5) business days before the meeting is to take place.
67. The quorum for a Commission meeting is a majority of the directors.
68. For the first meeting of the Commission held immediately following the annual delegate meeting, or for a meeting of the Commission at which a Director is appointed to fill a vacancy, no notice of such meeting shall be necessary to the newly elected or appointed Director for the meeting to be duly constituted, provided that a quorum of the Commission is present.
69. If an urgent meeting of the Commission is called for a specific purpose, the members of the Commission may unanimously consent to waive or reduce the notice requirement for that particular meeting, and all proceedings and resolutions passed at that meeting relating to that specific purpose shall be valid notwithstanding that the otherwise required notice had not been given to the members.
70. Any abridgement of the notice period or an error or inadvertent omission in a notice of a meeting of the Commission or any adjourned meeting shall not invalidate or make void any proceedings taken or had at such meeting. Any member may at any time waive notice of any such meeting and may ratify, approve, and confirm any and all proceedings taken or had thereat.
71. The statement of the individual referred to in section 45(e) or the chair of the meeting that notice has been given under the By-Laws shall be sufficient and conclusive evidence of the giving of such notice.
72. Directors are eligible to vote on each matter that is put to question at the meeting.

PART 2

Directors

Division 2

Executive

Members of the executive

73. The Executive of the Commission shall consist of
 - a) a chair of the Commission,
 - b) a vice chair of the Commission,
 - c) a finance chair of the Commission, and
 - d) one director appointed by the chair, vice chair and finance chair.

Functions

74. The chair, vice chair and finance chair of the Commission must carry out only those responsibilities of the Commission that are delegated to the chair, vice chair and finance chair by the Commission.
75. The chair, vice chair and finance chair shall report to the Commission on their activities as required by the Commission.

Election of chair, vice chair and finance chair

76. After the directors have been declared elected at the annual delegate meeting the Commission shall hold a Commission meeting and that meeting must be held before the conclusion of that annual delegate meeting.
77. At the Commission meeting held under section 76, the Commission shall elect from among themselves
 - a) a chair of the Commission,
 - b) a vice chair of the Commission, and
 - c) a finance chair of the Commission.
78. Where only one director has been nominated for the position of chair, vice chair or finance chair, the returning officer shall declare the directors nominated as chair, vice chair and finance chair as being elected by acclamation.

Term of office

79. The term of office of the chair, vice chair and finance chair,
 - a) commences immediately on the chair, vice chair and finance chair being declared elected at the first Commission meeting held during the annual delegate meeting, and
 - b) expires immediately on the directors being declared elected at the next annual delegate meeting.
80. The term of office of a director appointed to the Executive pursuant to section 73(d):
 - a) commences immediately on the director being appointed to the Executive, and
 - b) expires immediately on the directors being declared elected at the next annual delegate meeting or upon the director being removed from the Executive by the chair, vice chair or finance chair, whichever is earlier.

81. A chair, vice chair or finance chair may complete that chair's, vice chair's or finance chair's term of office even though that chair, vice chair or finance chair
- a) ceases to be a delegate pursuant to section 31(b), or
 - b) in the case of a director who was eligible for election pursuant to section 5(c), ceases to be an eligible producer, a representative of an eligible producer or ceases to meet the requirements of sections 6 to 15, as the case may be.

Executive vacancy

82. Where a member of the Executive ceases to hold office before the expiry of that member's term of office, the Commission may elect another director to that position on the Executive to serve for the unexpired portion of that term of office.

Removal of the Executive

83. The Commission may, at a special Commission meeting, remove the chair, vice chair or finance chair of the Commission, from office.
84. Where a vacancy is created by the removal of the chair, vice chair or finance chair under section 83,
- a) the Commission may, at the special Commission meeting at which the chair, vice chair or finance chair was removed, appoint another director as chair, vice chair or finance chair to serve for the unexpired portion of that term of office, or
 - b) if a chair, vice chair or finance chair was not appointed under clause (a), that position may be filled under section 82.

Part 3

Removal of Delegates and Directors

Division 1

Restrictions on Removal

Restrictions on removal

85. If a delegate is a director or the chair, vice chair or finance chair of the Commission, that delegate may not be removed without first having been removed
- a) as a director, and

- b) as the chair, vice chair or finance chair.
86. If a director is the chair, vice chair or finance chair of the Commission, that director may not be removed as a director, without first having been removed as the chair, vice chair or finance chair.

Part 3
Removal of delegates and directors

Division 2
Removal by Electing Body

Meeting definition

87. For the purposes of this Division, meeting means:
- a) in the case of a delegate, a producer meeting in the zone in question, and
 - b) in the case of a director, an annual or special delegate meeting.

Removal process

88. Producers may initiate the removal of a delegate from their zone by:
- a) an ordinary resolution of the zone committee, or
 - b) a petition of the producers which shall be signed by 15 producers from the zone.
89. Delegates may initiate the removal of a director by:
- a) an ordinary resolution of the Commission, or
 - b) a petition of the delegates which shall be signed by 7 delegates representing at least 3 zones.
90. The ordinary resolution and petition referred to in sections 88 and 89 must identify the delegate or director and specify the grounds on which the delegate or director is sought to be removed and the duty or responsibility the delegate or director has allegedly breached.
91. A petition referred to in sections 88(b) and 89(b) must contain the printed names, addresses and telephone numbers of each person signing the petition.
92. On receipt of the ordinary resolution or petition referred to in sections 88 and 89, the Commission:
- a) shall call a meeting for the removal of the delegate or director, and

- b) notwithstanding section 152, include the name of the delegate or director and the grounds on which the delegate or director is sought to be removed and the duty or responsibility the delegate or director has allegedly breached, in the notice calling the meeting.
93. Notwithstanding section 151, a notice of a meeting called for the purpose of removing a delegate or director and stating the date, hour and place of the meeting shall be provided no later than 21 days before the meeting is to take place:
- a) by e-mail to those persons entitled to vote; and
 - b) by personal delivery or registered mail to the delegate or director sought to be removed.
94. The delegate or director sought to be removed is entitled to be represented at the meeting and to make representations concerning the resolution to remove the delegate or director from office.
95. The quorum prescribed by these By-Laws must be present throughout the meeting to remove a member under section 92.
96. The motion to remove a delegate or director shall be by secret ballot and determined by a majority vote of those present at the meeting unless, on or before the date of the meeting, the delegate or director resigns from office.

Filling vacancy created by removal

97. Where a vacancy is created by the removal of:
- a) a delegate, the producers may, at the meeting at which the delegate was removed, elect a delegate from among the eligible producers to serve for the unexpired portion of that term of office; or
 - b) a director, the delegates may, at the meeting at which the director was removed, elect a director from among the eligible delegates to serve for the unexpired portion of that term of office.
98. Subject to section 99:
- a) if a delegate is not elected under section 97(a), the position may be filled under section 36; and
 - b) if a director is not elected under section 97(b), the position may be filled under section 62 or 63.
99. The individual removed as a delegate or director is not eligible to be elected or appointed

to fill the vacancy created by the removal of that delegate or director.

Part 3
Removal of delegates and directors

Division 3
Removal by the Commission

Removal process

100. The Commission may initiate the process to remove a delegate or director by ordinary resolution of the directors.
101. The ordinary resolution referred to in section 100 must identify the delegate or director and specify the grounds on which the delegate or director is sought to be removed and the duty or responsibility the delegate or director has allegedly breached.
102. On an ordinary resolution being passed, the Commission:
 - a) shall call a meeting of the Commission for the removal of the delegate or director, and
 - b) include the name of the delegate or director and the grounds on which the delegate or director is sought to be removed and the duty or responsibility the delegate or director has allegedly breached, in the notice calling the meeting.
103. Notwithstanding section 66, a notice of a Commission meeting called for the purpose of removing a delegate or director and stating the date, hour and place of the meeting shall be provided no later than 21 days before the meeting is to take place:
 - a) by e-mail to those persons entitled to vote; and
 - b) by personal delivery or registered mail to the delegate or director sought to be removed.
104. The delegate or director sought to be removed is entitled to be represented at the meeting of the Commission and to make representations with respect to the resolution to remove the delegate or director from office.
105. The delegates in the zone represented by the delegate or director are entitled to make written submissions to the Commission in respect of the special resolution to remove the delegate or director.
106. Notwithstanding section 67, for a Commission meeting to remove a delegate or director from office, the quorum is seventy-five (75) percent of the directors, and this quorum must be present throughout the meeting.

107. The motion to remove a delegate or director shall be by secret ballot and determined by a majority of not less than seventy-five (75) percent of the votes of the directors present at the meeting unless, on or before the date of the meeting, the delegate or director resigns from office.

Appeal of removal by Commission

108. A delegate or director who is removed pursuant to sections 100 to 107 may appeal his or her removal by serving the Commission with a notice of appeal within five (5) business days after receiving notice of his or her removal as a delegate or director.
109. An appeal under section 108 stays the removal of the delegate or director pending the outcome of the appeal.
110. The following appeal procedure shall be followed:
- a) The Commission shall, within ten (10) business days after being served with a notice of appeal under section 108, appoint an appeal board to hear the appeal.
 - b) An appeal board must consist of not fewer than 3 and not more than 5 delegates, none of whom may be directors.
 - c) The appeal board shall designate one of the members of the appeal board as the chair.
 - d) The Commission may prescribe the time within which an appeal board is to hear an appeal and render a decision, and the Commission may extend that time.
 - e) The Commission and the delegate or director removed by the Commission are entitled to be represented at an appeal before the appeal board and to make representations in respect of any matter that is related to the appeal.
 - f) The appeal board shall hear the appeal within thirty (30) days after the appeal board is appointed.
 - g) An appeal board that hears an appeal may:
 - (i) confirm the decision of the Commission to remove of the delegate or director; or
 - (ii) overturn the decision of the Commission to remove the delegate or director.
 - h) If the appeal board confirms the removal of the delegate or director, it may also direct that the individual removed as a delegate or director be ineligible to hold office as a delegate or director for a specified period, not to be longer than 2 years from the date of the decision.

- i) An appeal board shall serve a copy of its decision, with reasons, on the Commission and the individual removed as a delegate or director.
 - j) The decision of the appeal board is final.
111. The Commission may establish rules and procedures for the conduct of an appeal under this Division.

Filling vacancy created by removal

112. Following the expiry of the appeal process, and subject to section 113, where a vacancy is created by the removal of a delegate or director, the vacancy may be filled under sections 36 or 62 or 63 as the case may be.
113. The individual removed as a delegate or director is not eligible to be elected or appointed to fill the vacancy created by the removal of that delegate or director.

PART 4 Committees

Division 1 Zone Committees

Zone committees

114. The Commission shall have five (5) zone committees.
115. Each zone committee shall consist of the number of delegates elected pursuant to sections 26-28.
116. The zone committee shall appoint a delegate from the zone to act as Zone Coordinator.

Role of the zone committees, delegates, and Zone Coordinator

117. The role of the zone committees and the delegates is to
- a) collaborate with the commission to organize producer meetings, teleconferences, webcasts, mail-outs and other means to
 - (i) seek out the opinions and concerns of producers and to communicate that information to the Commission
 - (ii) act as a liaison between the Commission and producers,
 - b) represent the producers from their zones at the annual or special delegate meetings

- c) be willing and able
 - (i) to serve on standing and special committees established by the Commission,
 - (ii) to serve on the Governance Committee and the Audit Committee,
 - (iii) represent the Commission on any task force, committee, group or organization of which the Commission is a member or to which the Commission elects or appoints individuals.

118. The role of the Zone Coordinator is to:

- a) Call and hold meetings of delegates within the zone a recommended four (4) times per year, and
- b) Liaise with the Commission, the Commission's management and staff, and report back to the zone committee.

119. The zone committees shall submit to the Commission a report and review of its activities at least once each year in advance of the annual delegate meeting.

**PART 4
Committees**

**Division 2
Standing or special committees**

Establishment of committees

120. The Commission may establish standing or special committees as the Commission may, from time to time, consider necessary and may provide for the following

- a) the election or appointment of the members and chair and vice chair, if any, of the committee,
- b) the governance and operation of the committee, and
- c) the duties and functions of the committee.

121. The Commission may, from time to time, dissolve, suspend or re-establish a committee established under section 120.

Appointment of committee chairs and members

122. The Commission shall appoint a chair of any committee established under section 120 from among any of the following

- a) the delegates,
- b) the directors,
- c) the eligible producers,
- d) any person who is an individual not referred to in clauses (a) to (c).

123. In consultation with the chair of a committee appointed under section 122, the Commission may appoint the committee members from among any of the persons referred to in section 122.

124. The chair, vice chair and finance chair of the Commission are non-voting members of all committees.

Duties of committees

125. The duties of a committee are

- a) to carry out the purpose, intent and responsibilities of the Commission with regard to the work assigned to the committee by the Commission, and
- b) to investigate and make recommendations and reports on specific matters referred to the committee by the Commission.

126. Each committee shall submit to the Commission a report and review of the committee's activities at least once each year in advance of the annual delegate meeting.

PART 4 Committees

Division 3 Governance and Audit Committees

Establishment

127. The Commission shall establish a Governance Committee and Audit Committee and may provide for the following

- a) the governance and operation of the Governance Committee and Audit Committee, and

- b) the duties and functions of the Governance Committee and Audit Committee.

Appointment of chairs and members

128. The members of the Governance Committee and Audit Committee shall be appointed as follows
- a) three (3) member appointed by the Commission, and
 - b) one (1) member appointed by the members of the Governance Committee and Audit Committee, respectively.
129. Subject to section 131, the members of the Governance Committee and the Audit Committee may be appointed from among any of the following
- a) the delegates,
 - b) the directors,
 - c) the eligible producers,
 - d) any person who is an individual not referred to in clauses (a) to (c).
130. The member of the Governance Committee and Audit Committee appointed under section 128(b) shall not be a delegate.
131. The Commission shall elect the chair of the Governance Committee and the Audit Committee from the members of the Governance Committee and the Audit Committee, respectively.

Role of the Governance Committee

132. The role of the Governance Committee is to
- a) develop and make recommendations to the Commission regarding matters of governance,
 - b) identify and recruit qualified individuals to run for office,
 - c) review from time to time the appropriate skills and characteristics required of directors and committee members in the context of the composition of the Commission and the committees,
 - d) periodically review the regulations and, if appropriate, make recommendations to the Commission for any changes to the regulations,
 - e) oversee the election of delegates and directors and the resolution process, and

- f) review and make recommendations for improvement to the election and resolution process.
133. The Governance Committee shall submit a report to the Commission at least once each year in advance of the annual delegate meeting and shall report to the delegates at the annual delegate meeting.

Role of the Audit Committee

134. The role of the Audit Committee is to
- a) assist the Commission in carrying out its responsibility for the organization's financial reporting, accounting systems, internal controls and audit processes,
 - b) oversee and provide guidance to the Commission in the areas of finance and audit, and
 - c) assist the Commission in communicating to producers how the service charge is spent in an effort to improve the level of accountability to the producers.
135. The Audit Committee shall submit a report to the Commission at least once each year in advance of the annual delegate meeting and shall report to the delegates at the annual delegate meeting.

PART 4 Committees

Division 4

Common committee provisions for all committees other than zone committees

Term of office

136. The term of office of a chair of a committee
- a) commences on the announcement of the appointment of the chair of the committee, and
 - b) expires on the announcement of the appointment of another person as the chair of the committee.
137. The term of office of a member of a committee
- a) commences on the announcement of the appointment of the person to the committee, and
 - b) expires when the member is removed or replaced, or such other time as may be determined by the Commission.

138. A chair of a committee may complete that chair's term of office even though that chair ceases to be a delegate pursuant to section 31(b).
139. A chair of a committee may complete that chair's term of office even though that chair ceases to be a director pursuant to section 60.
140. If a chair of a committee continues in office in accordance with section 138 or 139, the chair of the committee may, until the expiry of that chair's term of office, carry out only those functions that relate solely to the office of the chair of the committee.

Committee vacancy

141. Where a chair of a committee ceases to hold office before the expiry of that chair's term of office, the Commission may appoint another individual as chair to serve for the unexpired portion of that term of office.
142. Where a member of a committee ceases to hold office before the expiry of that member's term of office as a member of that committee, the Commission, in consultation with the chair of that committee, may appoint another individual as a member of that committee to serve for the unexpired portion of that term of office.

Removal of committee chairs

143. The Commission may, at a meeting of the Commission, remove any chair of a committee from office.
144. Where a vacancy is created by the removal of a chair of a committee,
 - a) the Commission may, at the meeting of the Commission at which the chair of the committee was removed, appoint another director as chair of the committee to serve for the unexpired portion of that term of office, or
 - b) if a chair of a committee is not appointed under clause (a), that position may be filled under section 141.

Removal of committee members

145. The Commission may, at a meeting of the Commission, remove any member of a committee from office.
146. Where a vacancy is created by the removal of a member of a committee,
 - a) the Commission may, at the meeting of the Commission at which the member of the committee was removed, appoint another individual as a member of that committee to serve for the unexpired portion of that term of office, or

- b) if a member of the committee is not appointed under clause (a), that position may be filled under section 142.

PART 5 Meetings

Division 1

Executive and Committee Meeting Provisions, including Zone Committees

Calling meetings

- 147. At the call of the chair, the Executive or a committee may conduct meetings of the Executive or the committee.
- 148. The Executive or a committee shall, on the written request of a majority of its members, conduct a meeting of the Executive or committee, as the case may be.
- 149. A committee shall, on the written request of the Commission, conduct a meeting of the committee.
- 150. The Executive or a committee may hold a special meeting of the Executive or committee, as the case may be when the chair is of the opinion that circumstances warrant the holding of a special meeting.

Notice of meetings

- 151. Notice of an Executive or committee meeting stating the day, hour and place of the meeting shall be sent by e-mail to each member of the Executive or committee, no less than five (5) days before the meeting is to take place.
- 152. The notice of the meeting need not specify the purpose of the business to be transacted at the meeting except in the case where a special resolution will be considered.
- 153. The statement of the individual referred to in section 45(e) or the chair of the meeting that notice has been given pursuant to the By-Laws shall be sufficient and conclusive evidence of the giving of such notice.
- 154. If an urgent meeting of the Executive or committee is called for a specific purpose, the members of the Executive or committee may unanimously consent to waive or reduce the notice requirement for that particular meeting, and all proceedings and resolutions passed at that meeting relating to that specific purpose shall be valid notwithstanding that the otherwise required notice had not been given to the members.
- 155. Any abridgement of the notice period or an error or inadvertent omission in a notice of a meeting of the Executive or committee or any adjourned meeting shall not invalidate or make void any proceedings taken or had at such meeting and any member may at any

time waive notice of any such meeting and may ratify, approve and confirm any and all proceedings taken or had thereat.

Voting

156. All members of the Executive and all members of the committees are eligible to vote on each matter put to the question at the meeting.

Quorum

157. The quorum necessary for a committee to conduct business, hold a vote on any matter or have an election is a majority of the total number of voting members on the committee.
158. In determining whether a quorum exists, the ex officio members of a committee are not to be taken into account.
159. The quorum necessary for the Executive to conduct business or hold a vote on any matter is two (2) of the members of the Executive holding office not including the director appointed under section 73(d).

PART 5 Meetings

Division 2 National and Other Organizations

Commission membership in other organizations

160. The Commission may become the provincial member of, elect or appoint individuals to sit as directors or members of and contribute funds to:
- a) the Canadian Cattle Association,
 - b) the Canadian Beef Cattle Research, Market Development and Promotion Agency;
and
 - c) any task force, committee, group, organization or person,
- when, in the opinion of the Commission, that membership, election, appointment or contribution will further the purpose of these By-Laws and the objects of the Commission.

PART 6 Voting and Elections

Appointment of returning officer

161. The Commission shall appoint a returning officer for elections held under the By-Laws.

162. The returning officer may appoint deputy returning officers.

163. The returning officer, in respect of an election under the By-Laws,

- a) shall compile and maintain a voters list of delegates who are entitled to vote under the By-Laws,
- b) may compile and maintain a voters list of producers or persons who are entitled to elect a delegate under the By-Laws,
- c) shall ensure that a person does not cast a vote in an election for a director or delegate except in accordance with this Plan and the By-Laws, and
- d) shall permit scrutiny by a candidate's scrutineer of all the actions of the returning officer and the deputy returning officers.

Destruction of ballots, etc.

164. Unless otherwise directed by the Council, no person shall destroy any records or ballots regarding an election until 45 days have elapsed from the election date.

Eligibility to vote re individual

165. Where a producer is an individual, that producer may vote in an election or on any matter under the Plan and these By-Laws only if

- a) the producer's name appears on the current voters' list, or
- b) the producer prior to the vote being cast, makes a declaration stating that he or she
 - (i) is a producer,
 - (ii) resides and is a producer within the zone in which the election or vote is being held or is a producer within the zone in which the election or vote is being held and is not a producer within the zone in which the producer or eligible producer resides,
 - (iii) has not previously voted in the election or on the matter in respect of which the producer wishes to cast a vote in either the zone in which the election or vote is being held or in any other zone, and
 - (iv) has not been appointed as the representative of a producer for the purpose of the election or the matter in respect of which the producer wishes to cast a vote.

Eligibility to vote re non-individual

166. Where a producer is not an individual, the representative of the producer may vote in an election or on any matter under the Plan or these By-Laws only if
- a) the producer name appears on the current voters list, and
 - b) that representative, prior to the vote being cast, makes a declaration stating that
 - (i) the representative has been appointed in writing as the representative of the producer,
 - (ii) the representative is the only representative of the producer,
 - (iii) the producer carries on business and is a producer within the zone in which the election or vote is being held or is a producer within the zone in which the election or vote is being held and is not a producer within the zone in which the producer carries on business,
 - (iv) the representative of the producer resides within the zone in which the election or vote is being held or the representative is the majority owner of the producer and is a resident of Alberta,
 - (v) the representative has not, in the representative's own capacity as a producer, previously voted in the election or on the matter in respect of which the representative wishes to cast a vote in either the zone in which the election or vote is being held or in any other zone, and
 - (vi) the representative has not previously voted in the election or on the matter in respect of which the representative wishes to cast a vote on behalf of the producer in either the zone in which the election or vote is being held or in any other zone.

Declaration

167. A declaration referred to in sections 165 and 166 shall,
- a) in the case of an election, be provided to or made before the returning officer or deputy returning officer, or
 - b) in the case of a vote other than an election, be provided to or made before a director or officer of the Commission.

Voting at producer meetings

168. A producer who

- a) is entitled to vote in the zone, and
 - b) is present at the annual or special producer meeting,
- is eligible to vote
- c) on each matter put to the question, and
 - d) for such number of candidates for delegates as the producer chooses, not exceeding the number of delegates to be elected.

PART 7

By-law Amendments

By-law amendment, repeal or replacement

169. The repeal or amendment or a new by-law may be initiated by:

- a) a resolution of the Commission, or
- b) a petition of the delegates in accordance with section 170.

170. The Commission shall not accept a petition under section 169 unless the petition

- a) clearly states the proposed amendment or repeal of the By-Laws and the reason for the proposed amendment or repeal,
- b) is signed by at least 20% of the delegates,
- c) sets forth in a legible manner the name and address and the signature of each petitioner,
- d) is presented to the Commission
 - (i) within 6 months from the date the first petitioner signed the petition, and
 - (ii) at least 90 days prior to an annual delegate meeting or a special delegate meeting.

171. Subject to sections 172, 173, and 174, the By-Laws may be amended or repealed by a special resolution of the delegates.

172. For the purposes of section 171, a “special resolution” means a resolution passed:

- a) at a delegate meeting of which not less than 15 days’ advance notice is given to the delegates specifying the intention to propose the resolution with respect to the repeal or amendment of the By-Laws and details thereof; and

- b) by a vote of not less than 2/3 of those delegates who, if entitled to do so, vote in person at the delegate meeting.
173. Any amendment or repeal of these By-Laws is not effective until it is approved by the Council.
174. The Commission may amend the By-Laws without the approval of the Council or the delegates, provided the amendment does not materially affect the By-Laws in principle or substance and is solely for
- a) correcting clerical, technical, grammatical or typographical errors in the By-Laws;
 - b) bringing out more clearly what is considered to be the meaning of a By-Laws; or
 - c) improving the expression of the law under the Act or associated regulations.
175. As soon as the Council has approved the By-Laws, the Commission must provide a copy of these By-Laws, including any amendments to these By-Laws, to producers, processors and any person regulated by the Commission in any manner the board considers appropriate.
176. These By-Laws must be reviewed on or before June 30, 2032.

PART 8

Transition

177. The individuals who were zone delegates, directors or executive members 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 appointed under these By-Laws.

Schedule - Zones

Southeast Zone comprises those lands that are located within the following areas:

- (a) Cypress County;
- (b) County of Forty Mile No. 8;
- (c) County of Warner No. 5;
- (d) Municipal District of Taber;
- (e) County of Newell;
- (f) Vulcan County;
- (g) Wheatland County;
- (h) Kneehill County;
- (i) Starland County;
- (j) Town of Drumheller;
- (k) County of Stettler No. 6;
- (l) County of Paintearth No. 18;
- (m) Special Area No. 2;

- (n) Special Area No. 3;
- (o) Special Area No. 4;
- (p) Municipal District of Acadia No. 34;
- (q) any city, town, or village that is encompassed by the land described in clauses (a) to (p).

Southwest Zone comprises those lands that are located within the following areas:

- (a) Cardston County;
- (b) Improvement District No. 4 (Waterton);
- (c) Municipal District of Pincher Creek No. 9;
- (d) Municipality of Crowsnest Pass;
- (e) Municipal District of Willow Creek No. 26;
- (f) Lethbridge County;
- (g) Municipal District of Ranchland No. 66;
- (h) Foothills County;
- (i) City of Calgary;
- (j) Kananaskis Improvement District;
- (k) Rocky View County;
- (l) Municipal District of Bighorn No. 8;
- (m) Improvement District No. 9 (Banff);
- (n) Mountain View County;
- (o) Clearwater County;
- (p) Red Deer County;
- (q) any city, town, or village that is encompassed by the land described in clauses (a) to (p).

Central Zone comprises those lands that are located within the following areas:

- (a) Lacombe County;
- (b) Ponoka County;
- (c) County of Wetaskiwin No. 10;
- (d) Leduc County;
- (e) Strathcona County;
- (f) Improvement District No. 13 (Elk Island)
- (g) City of Edmonton;
- (h) Sturgeon County;
- (i) Thorhild County;
- (j) Athabasca County;
- (k) Municipal District of Opportunity No. 17;
- (l) Municipal District of Lesser Slave River No. 124;
- (m) Woodlands County;

- (n) Westlock County;
- (o) County of Barrhead No. 11;
- (p) Lac Ste. Anne County;
- (q) Parkland County;
- (r) Brazeau County;
- (s) Yellowhead County;
- (t) Improvement District No. 12 (Jasper National Park)
- (u) Municipality of Jasper;
- (v) Improvement District No. 25 (Willmore Wilderness);
- (w) any city, town, or village that is encompassed by the land described in clauses (a) to (v).

Northwest Zone comprises those lands that are located within the following areas:

- (a) County of Grande Prairie No. 1;
- (b) Municipal District of Greenview No. 16;
- (c) Big Lakes County;
- (d) Municipal District of Smoky River No. 130;
- (e) Birch Hills County;
- (f) Municipal District of Spirit River No. 133;
- (g) Saddle Hills County;
- (h) Municipal District of Fairview No. 136;
- (i) Municipal District of Peace No. 135;
- (j) Northern Sunrise County;
- (k) County of Northern Lights;
- (l) Clear Hills County;
- (m) Mackenzie County;
- (n) any city, town, or village that is encompassed by the land described in clauses (a) to (m).

Northeast Zone comprises those lands that are located within the following areas:

- (a) Camrose County;
- (b) Flagstaff County;
- (c) Municipal District of Provost No. 52;
- (d) Municipal District of Wainwright No. 61;
- (e) Beaver County;
- (f) Lamont County;
- (g) County of Minburn No. 27;
- (h) County of Vermilion River;
- (i) County of Two Hills No. 21;
- (j) Smoky Lake County;
- (k) County of St. Paul No. 19;
- (l) Municipal District of Bonnyville No. 87;

- (m) Lac La Biche County;
- (n) Regional Municipality of Wood Buffalo;
- (o) Improvement District No. 24 (Wood Buffalo);
- (p) Improvement District No. 349;
- (q) any city, town, or village that is encompassed by the land described in clauses (a) to (p).