

Constitution of The Man-Sask Gelbvieh Association

Article 1 – Interpretation

1. **Definitions.** In this by-law and all other by-laws of the Association:
 - a) “Board” means the Board of Directors of the Association;
 - b) “Member” means a member of the Association;
 - c) “Association” means the Man-Sask Gelbvieh Association.
 - d) “CGA” means the Canadian Gelbvieh Association.
2. **Interpretation.** In this by-law, where the context so requires, the singular includes the plural; the plural includes the singular; and the masculine includes the feminine.
3. Any word or term contained in this by-law which is not defined in this by-law but is defined in *The Corporations Act* has the meaning given to it in the Acts.
4. **Headings.** The headings used in this by-law are inserted for reference purposes only and shall not affect the construction or interpretation of this by-law.

Article 2 - Business of the Society

2.01

a) Head Office

The registered office of the Association shall be:

That of the secretary/treasurers.

b) Authority

The Association is subject to *The Corporations Act*, and all Articles in this document shall be read to conform with these Acts.

c) Objects of the Association

The objects of the Association as stated in the Act are:

- a) To educate youth by hosting events or sponsoring youth events in Manitoba and Saskatchewan
- b) The encouragement of the breeding of Gelbvieh cattle in the provinces of Manitoba and Saskatchewan.
- c) To arrange for and promote shows and sales of Gelbvieh cattle within Manitoba and Saskatchewan.

- d) To assist wherever possible the Canadian Gelbvieh Association and free enterprise in the promotion of Gelbvieh cattle and semen.
- d) To assist where possible the Canadian Gelbvieh Association and private enterprise in the export of Gelbvieh cattle and semen.

2.02 Fiscal Year

The fiscal year of the Society shall be from Dec. 1 of one year to Nov. 30 of the succeeding year.

2.03 Banking

- a) The Board may, from time to time, by resolution designate such chartered banks or credit unions as the Board deems appropriate at which the banking business of the Association shall be transacted.
- b) The Board may, by resolution, designate and authorize an appropriate Director or Directors, officer or officers, or other person or persons to transact banking business on behalf of the Association pursuant to such agreements and instructions as the Board may from time prescribe or authorize.
- c) All withdrawals from deposits at an institution designated by the Board pursuant to clause 2.03 (a) , and all payments on behalf of the Association, shall be made by cheque signed by at least two persons designated by the Board by resolution for this purpose.

2.04 Signing Authority

Contracts, documents or instruments in writing requiring the signature of the Association may be signed by:

- (i) The President or the Vice-President, together with
- (ii) The Secretary-Treasurer or any other Director or person designated by the Board by resolution,

and all contracts, documents or instruments in writing so signed shall be binding upon the Association without any further authorization or formality.

All documents and cheques required to carry out the business of the Association shall be signed by the Secretary-Treasurer and President or Vice President.

2.05 Fundraising

The Board shall take such steps as it may consider necessary to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, grants, payments and donations of any kind whatsoever for the purpose of furthering its objects.

2.06 Safeguards

The Board shall take reasonable steps to ensure that the assets of the Association are safeguarded against loss from unauthorized use or disposition and that transactions are

executed in accordance with the Board's authorization and recorded properly to permit the preparation of financial statements in accordance with generally accepted accounting principles.

Article 3 - Members

3.01 An individual or corporation wishing to become a Member must:

a) provide the Association with the individual or corporation's name and mailing address

b) agree to allow the Association to provide the Member's name and mailing address to the Canadian Gelbvieh Association.

c) pay the membership fee determined from time to time by resolution of the Board.

d) Two classes of membership

Active members: shall be those individuals, partnerships, firms, or companies incorporated under law, which individual, partnership, firm or company is or are actively engaged in the breeding of registered and/or recorded Gelbvieh, and who pay the prescribed admission fee. In order to be an Active member, one must be a resident of the Province of Manitoba or Saskatchewan.

B) Associate members: Individuals, partnerships, firms or companies may, upon application and acceptance of the Board of Directors, and upon payment of the prescribed admission fee, become Associate members, but such Associate memberships shall not be entitled to vote, and shall not hold office in the Association. It is intended that non-residents of Manitoba or Saskatchewan shall have the right to be Associate Members of the Association.

All fees must be paid to the Secretary-Treasurer of the Association. All Canadian membership fees include Man-Sask membership fees.

Membership fees:

Active	\$35.00 (if not CGA member)
Associate	\$35 (no voting rights)

3.02 **Privileges of Membership**

a) Except as otherwise provided in this by-law, a Member shall be entitled to participate in the activities of the Association as shall be defined by the Board each year and vote or hold office in the Association. Only those Members who have paid their membership fee prior to the Annual Meeting are entitled to vote at the annual meeting or to hold office.

b) The Board of Directors shall have the power to accept or reject any application for membership. The Board of Directors shall also have to power to suspend or expel any member of the association who fails to observe any rule or regulation set forth in these by-laws or whose conduct is, in the opinion of the Board, prejudicial to the interests to the Association.

c) Any member, expelled or suspended, may, with written application, be reinstated by a 3/4 affirmative vote of the Board of Directors.

3.03 Resignation

Any Member may withdraw from membership by delivering a written withdrawal to the Secretary of the Association or by mailing or delivering it to the address of the Association. The resignation of a Member shall not entitle the Member to a refund or rebate of membership fees previously paid.

3.04 Termination

A Member's membership:

- a) may be terminated by a vote of three-quarters of the Members at an annual general or special meeting of the Members provided that the person who is the subject of the proposed resolution for termination be given five clear days of notice of the meeting before the resolution is put to a vote; and,
- b) shall be automatically terminated if the Member fails to pay the annual membership fee by the end of the Fiscal Year in which it is to be paid.

Article 4 – Members' Meetings

4.01 Annual Meeting - Notice

a) The Annual Meeting of the Society shall be held between December and January in each calendar year or as determined by the Board. A majority of the Members shall constitute a quorum at the Annual Meeting.

b) Members will be notified of the date of the Annual Meeting at least 21 days and not more than 50 days before the meeting. Notification shall be either by newspaper

advertisement, electronic mail, facsimile, or such other method as the Board may determine.

4.02 Agenda

a) The agenda for the Annual Meeting shall include:

- i) Identification of Active Members.
- ii) Reading the Minutes of the last Annual Meeting.
- iii) Presentation of Reports and Statements as set out in ARTICLE 4.03;
- iv) Review correspondence where applicable
- v) Unfinished business where applicable
- vi) The election of Directors to fill vacancies on the Board;
- vii) The election of the President and Vice-President; and,
- viii) new Business where applicable
- ix) Adjournment

4.03 Reports and Financial Statements

The Board shall present at the Annual Meeting:

- (a) a report of the activities and accomplishments of the Society since the last Annual Meeting;
- (b) comparative financial statements as relating separately to
 - (i) the period that began immediately after the end of the last completed fiscal year and ended not more than six months before the Annual Meeting, and
 - (ii) the immediately preceding fiscal year; and,
- (c) the report of the auditor, if any, or the qualified persons appointed in place of an auditor.

The financial statement referred to in subclause (b)(ii) of this Article may be omitted if the reason for the omission is set out in the financial statements or in a note thereto to be placed before the Members at the Annual Meeting.

4.04 Special Meetings

a) On the written request of at least two Members or where otherwise required by this by-law, the President shall call a special meeting of Members for the transaction of the business mentioned in the request or required by this by-law.

b) A special meeting shall be called in relation to the selling, mortgaging, leasing or otherwise disposing of property owned by the Association. Only those persons who are members for the current year and who were members for the two previous years are entitled to vote at this meeting.

c) Notice of a special meeting shall be given in the manner set out in ARTICLE 4.01.

1) Only members in good standing shall be entitled to vote at any meeting of the Association. In no event shall a member be allowed to vote by proxy, for each member must be present at the meeting to be eligible to vote. An Active member in good standing is a member who is not in default under any of the By-laws hereof and who is not in arrears in payment of any membership fees, dues or other monies to their association or CGA.

2) No member shall be entitled to any of the rights and privileges of the association during any year until their annual fees for the year are paid. Annual fees are due and payable on January 1 in each year and all members who have not paid the fees for the then current year on or before the AGM will be removed from the Membership roll.

3) No member shall hold office as a Director or Officer or be entitled to attend any meeting of the Directors of the Association, at anytime, such member is in arrears in payment of membership dues or other fees or dues.

4) For all purposes the quorum for a general meeting shall be ten (10) active members in good standing. No business shall be transacted at any general meeting unless the requisite quorum be present at the commencement of the meeting.

5) At the written request (filed with the President or Sec-Tres) of any twelve (12) members of the Association, the Pres or Sec-Tres shall forthwith call a special meeting of the Association

Article 5 – Board of Directors

5.01 Board Composition

a) The affairs of the Association shall be managed and conducted by a Board of Directors who shall be active members, and who shall be elected by ballot at the AGM of the Association.

a) The Board shall consist of not less than 8 Directors.

5.02 Term of Directors

A Director shall be appointed for a term 3 years. Members cannot serve on the Board for more than two (2) consecutive three (3) year terms.

In appointing or electing Directors, the Members shall take reasonable steps to ensure the continuity of the Board through staggered terms.

5.03 Removal of Directors

A Director shall be automatically removed from the Board:

- a) if the Director provides a resignation in writing to the Secretary and the resignation shall take effect on the date specified in the letter or the date it is provided to the Secretary, whichever is later,
- b) through death,
- c) is incapable of managing their own affairs,
- d) declares bankruptcy,

The Board of Directors shall have power to recommend to the CGA that any given member should be suspended from the CGA.

5.04 Vacancy

In the event of a vacancy occurring on the Board, the remaining Directors shall have the power to appoint any Member to fill such vacancy for the balance of the term remaining. Any director so appointed shall hold office only until the next AGM of the Association, but shall not be eligible for election.

5. The Board of Directors may delegate any of its power to the Executive Committee
6. Executive Committee shall consist of Pres, Vice Pres and Sec-Tres.
7. The Executive committee shall do such things and execute such matters and carry out such instruction as the Board of Directors may from time to time direct.
8. The Board of Directors shall not be liable to any member in damages or otherwise for any matter or act done by the Directors in good faith.

Article 6 – Meetings of the Board of Directors

6.01 Time and Place

The President shall convene regular meetings of the Board at such times and places as he or she may think fit.

6.03 Special Meetings

- a) A special meeting of the Board may be called by the President at any time to transact business in between regular meetings of the Board, and the President shall call a special meeting on written request of any two Directors of the Board.

b) The President shall ensure that notice of the time and place of any special meeting, the agenda for such meeting and all necessary resource material are provided to the Directors not less than 2 days where reasonably possible, (exclusive of the day on which notice is delivered or sent but inclusive of the day for which notice is given) prior to the meeting.

c) The following order of business shall be observed at all special meetings:

- a) reading of the Notice of the Meeting
- b) establishment of a Quorum
- c) Transaction of business
- d) Adjournment

Where all the directors are present at a special meeting and unanimously agree, business other than the special business included in the Notice for such meeting may be discussed and transacted.

6.04 Quorum

A simple majority of the Directors holding office at the time of the meeting shall constitute a quorum. No business shall be transacted at a meeting of the Board unless a quorum of the Board is present.

5. Minutes

Minutes shall be kept for all meetings of the Board and these shall be circulated among all Directors.

6.06 Voting

- a) questions arising at any meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes, the President of the meeting, who shall ordinarily have no vote, shall cast the deciding vote. All votes shall be taken by a show of hands unless a request for a ballot at any time.
- b) Notwithstanding clause (a), the Board may by resolution establish specific items for which more than a majority of votes is required for assent.
- c) There shall be no voting by proxy.

6.07 Telephone Participation

A Director may, if all directors present at the meeting consent, participate in a Board meeting or a meeting of a committee of the board 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 to be present at the meeting.

6.08 Resolution in Lieu of Meeting

Notwithstanding any of the foregoing provisions of this by-law, a resolution signed by all the Directors entitled to vote on that resolution at a meeting of the Board or any committee of the Board is as valid as if it had been passed at a meeting of the Board or of any committee of the Board, and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first Director signed the resolution.

9. Questions of Procedure

Questions of procedure at both regular and special meetings which have not been provided for in this By-Law shall be determined in accordance with the rules of order established by the Board from time to time.

Article 7 – Officers

7.01 Election of Officers.

- a) The Members shall elect from among themselves at each Annual Meeting a President and Vice-President.
- b) The Board shall elect or appoint a Secretary and Treasurer or a Secretary/Treasurer to hold office for such term as may be determined by the Board.
- c) Where there is a vacancy during the term of office of the President or Vice-President in between Annual Meetings, the Board may fill it for the balance of the term remaining.
- d) Where there is a vacancy occurring in the office of Secretary or Treasurer, the Board shall elect or appoint a successor at the next regular Board meeting following the occurrence of the vacancy or where the vacancy is the result of the removal of the Secretary or Treasurer from office, at the meeting at which he or she is removed from office.
- e) The term of office of each of the foregoing officers shall be a period of one (1) year and be elected immediately after the AGM in each calendar year.

2. Duties of Officers

a) Duties of President:

The President shall call and preside at all meetings of the Board; call and preside at all meetings of the Executive Committee and be an ex-officio member of all other committees of the Board; and perform such other duties as may be assigned from time to time by the Board by resolution. Shall present at each AGM, a report of the activities of the Association. Shall call meetings of the Board of Directors when required and in any event, upon the request of two (2) Directors .

b) Duties of Vice-President:

The Vice-President shall perform such duties as may be assigned from time to time by the Board of resolution and during the absence or disability of the President shall have the powers and duties of that office.

c) Duties of Treasurer:

The Treasurer shall, as set out in subsection 12(2) of the Act:

- (i) receive all money paid to the Association and deposit or invest it as allowed by subsection 15(2) of the Act;
- (ii) keep a complete and detailed record of all the Associations's financial transactions and maintain copies of all receipts and invoices issues by or to the Association;
- (iii) at the end of the Association 's fiscal year, close and balance the Association's books of account and prepare the financial statements that is to be submitted at the Association's next Annual Meeting; and,
- (iv) when called for by the Directors, hand over to the Directors or a person named by them all books, papers and money belonging to the Association.
- (v) Shall be bonded in such amount as may be required from time to time by the Board of Directors

d) Duties of Secretary:

Unless otherwise determined by the Board by resolution, the Secretary shall:

- d) give or cause to be given notices of all meetings of the Board, and, as directed by the board, of meetings of committees of the Board;
- e) prepare in consultation with the President, and distribute the agendas of Board meetings,
- f) attend all Board meetings, record minutes and circulate to all Directors the minutes of such meetings;
- g) maintain a record of Directors' attendance at meetings of the Board;
- h) conduct correspondence as directed by the Board;
- i) maintain the minute book of the Association, and
- j) perform such other duties as may be assigned from time to time by the Board by resolution.

Secretary and Treasurer may be a combined position.

Article 8 – Committees of the Board

8.01 Standing Committees of the Board

The Board of Directors may appoint from their number and/or from other members of the Association, committees whether special or standing but must in cases name one of their number as Chairperson of the committee. The President of the Association shall act as an ex officio member of all Committees. In addition to any special committee assigned by the Board of Directors, there shall in any event be the following Standing Committees:

- a) The Board shall annually appoint the members of the following Standing Committees:
 - (1) the Executive Committee
 - (2) the Finance Committee
- b) If a vacancy occurs in one of the Standing Committees established in the course of the year, the Board shall appoint, at its next regular meeting following the occurrence of the vacancy, another person to that Committee.

8.02 Executive Committee.

The Executive Committee shall:

- a) Consist of the President, who shall serve as Chair of the Committee, the Vice-President, the Chair of the Finance Committee and such other Directors as the Board may determine.

- b) Study and advise or make recommendations to the Board on any matter as directed by the Board.
- c) Perform such other duties as the Board may direct.

8.03 Finance Committee.

The Finance Committee shall:

- a) Consist of the Treasurer and/or Secretary-Treasurer and at least three Directors. Where the Treasurer is not a Director, he/she shall be an ex-officio, non-voting member of the committee.
- b) Advise and make recommendations to the Board on:
 - (i) the annual budget for capital and operating revenues and expenditures for the ensuing fiscal year.
 - (ii) the policies and procedures to be established for investment, banking, insurance, donations, bequests, endowments, tendering and purchasing.
- c) Perform such other duties as directed by the Board.

8.04 Show and Sale Committee: This committee shall be responsible for all arrangement necessary to show Gelbvieh cattle at various shows where such cattle are eligible for entry and for all arrangements necessary to the sponsoring of periodic sales of Gelbvieh cattle. The Show and Sale committee shall be responsible for the appraisal of all Gelbvieh cattle entered for show or sale in the various breeding shock show and sales arranged for by the committee, and shall be responsible for refusing entry to any animal that does not meet the Standards of Excellence for Gelbvieh Cattle as established from time to time by the Board of Directors and CGA. Further, they shall be responsible for appointing an Arbitration Committee to hear any disputes which may arise between buyer and seller of an animal sold at an Association sponsored sale of Gelbvieh breeding stock and shall, after due consideration of the arguments presented by both parties concerned, be responsible for announcing their decision to the parties concerned. Such decision shall be final to both seller and buyer.

8.05 Promotion Committee: this committee shall be responsible for the publication and distribution of materials covering the various shows and sales as may be arranged by the show and sale committees, and in addition shall catty out sick matters and things as will promote the Gelbvieh Breed.

8.06 Nominating Committee: This committee shall be appointed at least ninety (90) days before the AGM, and the names of this committee shall be circulated to each member of the Association at least forty (40) days before such AGM the Chairperson of the Nominating Committee shall file with the Sec-Tres's office a list of names selected by the Committee for each position of Director to be voted on at the AGM. Additional nominations shall be received from the floor of the AGM and voting if necessary shall be by ballot.

.04 The Board may, by resolution, establish and empower ad hoc and standing committees of the Board in addition to the Standing Committees, as the Board may, from time to time consider appropriate.

Any director or member may serve on more than one committee if so appointed.

Term of office of all committees shall be a period of one (1) year.

Additional Committees

The following will communicate with show and sale committee

Sweetheart Gelbvieh Classic Committee - responsible for collecting memberships and entries. Finding tokens for members and distributing. Find someone to tabulate points. Submit tattoo to CGA for paperwork to be made up and brought to show. Proving sec-tees with list of members and payout info

Ag-Ex Committee - find personnel required for show. Seek sponsors and prizes.

Agribition Committee - find personal required for show. Seek sponsors and prizes.

Commercial Committee: seek nominations for breeder of the year. Promote breed in commercial barn at various cattle shows.

Sponsorship: work with Ag-Ex and Agribition committee seeking sponsors for shows and Association events

Junior/4-H: Obtain members names showing Gelbvieh influenced animals and send tokens. Assist with junior activities at Association events

Advertising: promoting Gelbvieh breed and events in magazines, social media, swag

Article 9 – Fiduciary duty and Standard of Care Of Directors and Officers

9.01 Duty of Care of Directors and Officers

Every Director and Officer of the Association in exercising their powers and discharging their shall:

- a) Act honestly and in good faith with a view to the best interests of the Association.

- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

9.02 Conflict of Interest

Where a Director has a financial or material interest, direct or indirect, in any matter in which the Association is concerned, he/she shall disclose his/her interest and shall not take part in the consideration or discussion of, or vote on any question with respect to the matter.

3. Indemnification.

The Association agrees to indemnify and save harmless the Directors and Officers from all actions undertaken by them in good faith on behalf of the Association, claims, suits or proceedings brought against them, provided that no Director shall be indemnified by the Association in respect to any liability, costs, charges or expenses that he or she sustains or incurs as a result of his or her own fraud, dishonesty, willful neglect or willful default.

Article 10 – Amendment of Constitution

10.01 Amendment of Constitution

The by-laws to the Association may be amended by the Board and sanctioned by an affirmative vote of two-thirds (2/3) of the Members present at an Annual Meeting or a special meeting duly called for the purpose of considering the said repeal or amendment. Notice of all proposed amendments shall be in written and they shall be included in the notice calling such meeting, otherwise the meeting shall have no power to deal with the same.

2. Approval Required for Certain Changes

The Association shall not change its headquarters or amend or repeal this by-law without the approval of the Man Sask members.

Approved by the Board of Directors of Man Sask Gelbvieh Association on the _____ day of _____, 2018

President

Secretary

Approved by the Members of Man Sask Gelbvieh Association on the _____ day of _____, 2010

President

Secretary