

LAKELAND TEAM CATTLE PENNING ASSOCIATION

SPECIAL RESOLUTION

The undersigned, being an authorized officer of Lakeland Team Cattle Penning Association (the "Society") hereby sign the following resolutions pursuant to *The Societies Act (Alberta)*;

WHEREAS:

1. The members have determined that it is in the best interest of the Society to amend the by-laws of the Society as set out below.

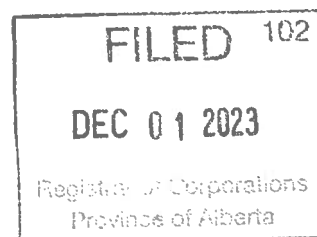
NOW THEREFORE IT IS RESOLVED THAT:

1. The by-laws of the Society are repealed in their entirety and replaced with the By-laws attached and dated with effect November 28, 2023.
2. This Special Resolution has been petitioned by at least 75% of the members of Lakeland Team Cattle Penning Association with no less than 21 days prior notice given.
3. This special resolution may be executed and delivered by facsimile transmission or electronic mail in portable document format and in several counterparts, each of which when so executed shall be deemed to be an original and such counterparts together shall constitute one and the same agreement and notwithstanding their date of execution shall be deemed to be executed on the date first below written.

I hereby certify that the following special resolution was passed at a meeting of the members of LAKELAND TEAM CATTLE PENNING ASSOCIATION on November 28, 2023.



MAURICE BENOIT, President



LAKELAND TEAM CATTLE PENNING ASSOCIATION

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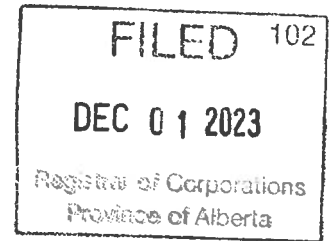
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MAURICE BENOIT, President

Lakeland Team Cattle Penning Association
Society Bylaws



1. Corporate Seal

- 1.1 The seal, if any, an impression whereof is stamped in the margin hereof, shall be the seal of the Society.

2. Conditions of Membership

- 2.1 Membership in the Society shall be limited to persons interested in furthering the objects of the Society and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the Society.
- 2.2 There shall be no membership fees or dues unless otherwise directed by the board of directors.
- 2.3 Any member may withdraw from the Society by delivering to the Society a written reassignment and lodging a copy of same with the Secretary of the Society.
- 2.4 Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting provided that any such member shall be granted an opportunity to be heard at such meeting.

3. Head Office

- 3.1 Until changed in accordance with the Act, the head office of the Society shall be in the City of Cold Lake, Alberta

4. Board of Directors

- 4.1 The property and business of the Society will be managed by a minimum board of eight (8) directors of whom four (4), including the President, shall constitute a quorum. Quorum is required to pass any resolution and to conduct any manner of business of the Society.
- 4.2 Any decisions, monetary or otherwise of the board or any duly appointed committee shall be decided by a majority vote of the directors or committee members. Any tied vote of the directors shall be considered negated.
- 4.3 Directors must be individuals, at least 18 years of age, with power under law to contract.
- 4.4 Directors must be members and a resident of the Province of Alberta.

4.5 One half (1/2) of the board of directors shall be elected for a term of two years by the members at each annual meeting of the members. Elections shall be adjusted until balance is achieved.

4.6 The office of director shall be automatically vacated:

- a) if a director shall resign his/her office by delivering a written resignation to the Secretary of the Society,
- b) if he/she is found by a court to be of unsound mind,
- c) if he/she commits fraudulent activity

5. Directors Meetings

5.1 48 hours written notice of such meeting shall be given, other than by mail, to each director. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or appointment meeting of the board of directors of the Society shall invalidate such meeting or make void any proceedings taken thereat, and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director, including the President, is authorized to exercise one (1) vote.

5.2 If ALL the directors of the Society consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as permit all persons participating in such a meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

5.3 A resolution in writing, signed by ALL directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

5.4 The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his/her position as such, provided that a director may be paid reasonable expenses incurred by him/her in the performance of his/her duties. Nothing herein contained shall be construed to preclude any director from serving the Society as an officer or in any other capacity and receiving compensation, therefore.

5.5 A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted, and his/her successor is elected.

5.6 A board of directors may appoint such agents and committees and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

5.7 A reasonable remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution.

6. Indemnities to Directors and Others

6.1 Every director or officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:

- a) All costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, on or about the execution of the duties of his/her office or in respect of any such liability,
- b) All other costs, charges and expenses which he/she sustains or incurs in or about, or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

7. Powers of Directors

7.1 The directors of the Society may administer the affairs of the Society in all things and make or cause to be made for the Society, in its name, any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers by majority vote and do all such other acts and things as the Society is by its charter or otherwise authorized to exercise and do.

7.2 The directors shall have power by majority vote to authorize expenditures on behalf of the Society from time to time and may delegate by resolution to an officer or officers of the Society the right to employ and pay salaries to employees.

7.3 The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interests may be made available for the benefit of promoting the interest of the Society in accordance with such terms as the board of directors may prescribe.

7.4 The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The board of directors shall determine the duties of such committees.

7.5 The board of directors shall take such steps as they may deem requisite to enable the Society to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Society.

7.6 The officers of the Society shall be a President, Vice-President and any such other offices as the board of directors may by by-laws determine. Any two offices may be held by the same director. Officers shall be appointed by resolution of the board of directors at the first meeting of the board of directors immediately following each annual meeting of the members.

7.7 The officers of the Society shall hold office for two years from the date of appointment or election or until their successors are elected or appointed in their stead. But in no case can the President or Vice-President hold office for more than 4 years consecutively. Officers shall be subject to removal by resolution of the board of directors at any time by a vote of three quarters of the current directors.

8. Officers and Duties of Officers

8.1 The President shall be the chief executive officer of the Society. He/she shall preside at all meetings of the Society and of the board of directors. He/she shall have the general and active management of the affairs of the Society. He/she shall see that all orders and resolutions of the board of directors are carried into effect. The President shall remain on the board of directors following his/her term as President and shall hold office as Past President until the next past president with full voting privileges but will not be included in the count of current directors (8).

8.2 The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him/her by the board of directors.

8.3 In the absence of both, a chairperson may be elected at the meeting to preside.

8.4 The Treasurer shall have the custody of the funds and securities of the Society and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Society and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Society in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He/she shall disburse the funds of the Society as may be directed by proper authority, being a majority vote of the directors or duly appointed committee, taking vouchers for such disbursements, and shall render to the President and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Society. He/she shall also perform such other duties as may from time to time be directed by the board of directors.

8.5 The Secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry on the affairs of the Society generally under the supervision of the officers thereof and shall attend all meetings and act as a clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/she shall give

or cause to be given notice of all meetings of the members and of the board of directors and shall perform such other duties as may be prescribed by the board of directors or President, under Duties of Officers whose supervision he/she shall be. He/she shall be custodian of the seal of the Society, if any, which he/she shall deliver only when authorized by a resolution of the board of directors to do so, and to such person or persons as may be named in the resolution.

8.6 The duties of all other officers of the Society shall be such as the terms of their engagement call for or the board of directors requires of them.

8.7 All officers must be members and residents of the Province of Alberta.

9. Execution of Documents

9.1 Contracts, documents or any instruments in writing requiring the signature of the Society, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Society to sign specific contracts, documents and instruments in writing.

9.2 The directors may give the Society's power of attorney to any registered dealer in securities for the purpose of the transferring of and dealing with any stocks, bonds, and other securities of the Society.

9.3 The seal of the Society, if any, and when required, may be affixed to contracts, documents, and instruments in writing, signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

10. Meetings

10.1 The annual or any other general meeting of the members shall be held at the head office of the Society or at any place in Alberta as the board of directors may determine and on such day as the said directors shall appoint on or before **October 31** in each year.

10.2 At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the financial review shall be presented, and financial review scheduled for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members.

10.3 The board of directors or the President or Vice-President shall have power to call, at any time, a general meeting of the members of the Society.

10.4 The board of directors shall call a general meeting of members on written requisition of members carrying no less than 20% of the voting rights. A special meeting shall be called

by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known address of each member, delivered pursuant to Article 10(10.5). Fifty (50%) percent of the members in good standing shall constitute a quorum.

10.5 **Fourteen (14) days** written notice by mail or by electronic means shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken.

10.6 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Society shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting otherwise, the address, electronic or otherwise, of the member, director or officer shall be his/her last address recorded on the books of the Society.

11. Voting of Members

11.1 At all meetings of members of the Society, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.

11.2 Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the society. Such votes must be made in person and not by proxy or otherwise.

12. Financial Year

12.1 Unless otherwise ordered by the board of directors the fiscal year-end of the Society shall be Sept 30.

13. Amendments of By-Laws

13.1 The by-laws of the Society may be rescinded, altered, repealed or amended by a Special Resolution, as defined below, enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least seventy-five (75%) percent of the members at a general meeting duly called for the purpose of considering the said by-law, and other matters.

13.2 "Special Resolution" is hereby defined pursuant to 1(d) of the *Societies Act* (Alberta):

a) A resolution passed,

(i) at a general meeting of which not less than 21 days notice specifying the intention to propose the resolution has been duly given, and

- (ii) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy.
- b) A resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days notice has been given, if all members entitled to attend and vote at the general meeting so agree, or
- c) a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person, or where proxies are permitted, by proxy.

14. Financial Review

- 14.1 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the society. The fiscal year end of the society in each year shall be September 30.
- 14.2 The books and records of the society may be inspected by any member of the society at the Annual Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each member of the Board shall at all times have access to such books and records.
- 14.3 The remuneration for such audit shall be fixed by the board of directors.

15. Borrowing

- 15.1 For the purpose of carrying out its objectives, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

16. Books and Records

- 16.1 The directors shall see that all necessary books and records of the Society required by the by-laws of the Society or by any applicable statute or law are regularly and properly kept and each member of the Board shall at all times have access to such books and records.

17. Rules and Regulations

- 17.1 The board of directors may prescribe such rules and regulations not inconsistent with the by-laws relating to the management and operation of the Society as they deem expedient, provided that such rules and regulations shall have force and effect only until the next

annual meeting of the members of the Society when they shall be confirmed and, failing such confirmation, at such annual meeting of members shall at and from time to time cease to have any force and effect.

18. Interpretation

18.1 In these by-laws and in all other by-laws of the Society hereafter passed, unless the context otherwise requires, words importing the singular number or the feminine gender, as the case may be, and vice versa, and reference to persons shall include firms and Societies.

19. Counterpart

19.1 These by-laws may be executed and delivered by facsimile transmission or electronic mail in portable document format and in several counterparts, each of which when so executed shall be deemed to be an original and such counterparts together shall constitute one and the same agreement and notwithstanding their date of execution shall be deemed to be executed on the date first below written.

(The remainder of this page intentionally left blank; signature page to follow)

Dated with effect the 28th day of November, 2023.

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Mrb4123@gmail.com

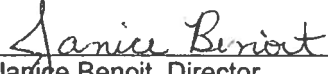
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Janice Benoit, Director
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Gail Forbes, Director
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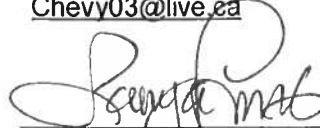
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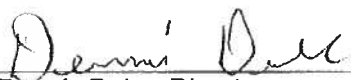
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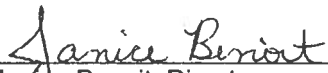
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