BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of
CANADIAN TEAM CATTLE PENNING ASSOCIATION
(the "Corporation")

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BE IT ENACTED as a by-law of the Corporation as follows:

SECTION 1 - General

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

a) "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

b) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival or the Corporation;

c) "board" means the board of directors of the Corporation and "director" means a member of the board;

d) "by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

e) "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" consists of a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

f) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

g) "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

h) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

i) “special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
j) “members” Member associations only

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.
Other than as specified in 1.91 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other Instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of documents shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the documents. Any signing officer may certify a copy of any instrument, resolution, by law or other document of the Corporation to be a true copy thereof.

1.05 Financial Year End

The Financial Year End of the Corporation shall be determined by the board of directors.

1.06 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

SECTION 2 - Membership - Matters Requiring Special Resolution

2.01 Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to **member associations** interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by ordinary resolution of the board or in such other manner as may be determined by the board. Each member association shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation. **Member associations are entitled to one (1) vote per member association through their appointed Director.**

Association membership shall be limited to those accepted by the CTCPA, and must abide by the following:

a) **Maintain appropriate insurance for the individual member association without lapse.**
b) **Remain current with membership dues and levies as required by section 3.01.**
c) **Offer at least one (1) youth class, and one (1) adult class per show to maintain sanctioning status. In the case the adult or youth class does not**

have sufficient entries to have at least 1 team, membership will be sustained.

Regional associations granted provisional status shall be recognized as provisional associations that have submitted a formal application for full membership to the CTCPA board but have not yet been approved for membership.

Provisional regional associations shall be entitled to appoint one (1) association director to the CTCPA Board of Directors. Such appointed directors shall have the right to attend and participate in meetings of the Board but shall not be granted voting privileges.

Provisional status shall be maintained for a period of two (2) years from the date of designation. Upon the conclusion of the two-year provisional period, the CTCPA Board of Directors shall consider and vote on the application for full membership at the next Annual General Meeting. Sanctioning of a provisional association as a full member shall require approval by a majority vote of the Board.

2.02 2.01 is subject to the within:

Membership in the Association shall be limited to Member Associations interested in furthering the objects of the Association and shall consist of any such Association that has been approved by the Board of Directors.

2.03 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

a) by mail, courier or personal delivery to each member to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or

b) by telephone, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the

Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

2.04 Absentee Voting by Mall Ballot

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility if the corporation has a system that:

a. enables the votes to be gathered in a manner that permits their subsequent verification, and
b. permits the tallied votes to be presented to the corporation without it being possible for the corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the corporation to change this method of voting by members not in attendance at a meeting of members.

SECTION 3 - Membership Dues, Termination and Discipline

3.01 Membership Dues **& Levies**

Membership dues are based on the member associations' dues collected from their members and are paid to the CTCPA.

Levies are paid to the CTCPA following any sanctioned event and are based on the number of teams sanctioned during the event for all adult classes (Sr. And Jr. Youth classes are excluded from levies).

Member Associations shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

The cost of membership fees and levies payable to the CTCPA may be reviewed and revised by the CTCPA board of directors from time to time, as deemed necessary by the board of directors.

3.02 Termination of Membership

A membership in the corporation is terminated when:

a) The **member association is dissolved**;

b) A member fails to maintain the qualifications for membership described in Section 2.01 of these by-laws;

c) The member resigns by delivering a written resignation to the **president** of the board of the Corporation, in which case such resignation shall be effective on the date specified in the resignation;

d) The member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;

e) The Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

3.03 Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

a) violating any provision of the articles, by-laws, or written policies of the Corporation;
b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period, In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 4 - Meetings of Members

4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

4.02 Chair of the Meeting

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.03 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 6 of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the meeting's business, even if a quorum is not present throughout the meeting.

4.04 Votes to Govern

At any meeting of members, every question shall, unless otherwise provided by the articles or by-laws of the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the President shall have only a casting vote.

SECTION 5 – Directors

5.01 Election, Term, and Voting Privileges

The property and business of the Association shall be managed by the Board of Directors. **A quorum will be (6) Directors as stated in 4.03.** Directors must be eighteen (18) years of age or older.

The executive directors will consist of three (3) directors, who will be elected as directors and serve as the officers of the association. See 7.01 for a description of offices and 7.02 for terms and duties of officers. New appointments to the executive shall be made by the entire CTCPA Board of Directors at the annual AGM. Executive directors may also be elected to the National Committee by the CTCPA Board of Directors but will remain entitled to only one (1) vote per individual. In the case of the President, who as the President is only entitled to a casting vote, would be entitled to an original vote if they are concurrently elected to the National Committee. As the President, they would still hold the casting vote, in the case of equality votes. Directors of the executive shall have a term of three (3) years, at which time they may be replaced or re-elected.

In addition to the executive directors, each Member Association may appoint a director and an alternate. Each Director from a Member Association that is sanctioned will have voting privileges with one (1) vote per member association director. **Directors of member associations shall have a term of two (2) years, at which time they may be re-elected or replaced by the member association at the individual member association's AGM. Directors appointed by a member association shall not hold more than one position on the board and shall not hold both a member association director position and an executive director/officer position concurrently.**

Directors from Associations that have Provisional Status (2 years) may attend and participate in all meetings but will not have a vote. **Directors of associations with provisional status shall have a term of two (2) years, at which time they may be re-elected or replaced by the member association at the individual member association's AGM.**

Additionally, Six (6) Directors shall be elected to **act independently** of any Member Association and shall be known as the "National Committee." Each Director from the National Committee has voting privileges, with one (1) vote per director. New appointments to the National Committee shall be made by the **entire CTCPA Board of Directors at the annual AGM**. The CTCPA President will be the bridge between the National Committee and the CTCPA board of directors concerning communication of changes and updates. **No more than two (2) Directors of the**

National Committee may sit on a member association board for the same member association. Directors of the National Committee shall have a term of three (3) years, at which time they may be replaced or re-elected.

SECTION 6 - Meetings of Directors

6.01 Calling of Meetings

Meetings of the board may be called by the President, the vice-president of the board, or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 8.01 of this by-law to every director of the Corporation not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting needs to specify the purpose of the business to be transacted at the meeting, except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the beard fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.04 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the president, in addition to an original vote, shall have a second or casting vote.

6.05 Committees

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules or procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

SECTION 7 - Officers

7.01 Description of Offices

All officers of the Corporation shall be elected as executive directors and shall concurrently serve as directors. Each officer is entitled to one (1) vote per individual as a director of the association. They are not entitled to vote as both a director and an officer separately. Officers are appointed from the elected executive directors at the association's AGM.

Unless otherwise specified by the board, which may, subject to the Act, modify, restrict or supplement such duties and powers, the officers of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

7.02 Terms and Duties of Officers

a) **President (Chair of the Board)** - The President shall be the chief executive officer of the Association. They shall hold office for two (2) years and are elected by the CTCPA board of directors. They shall preside at the meetings of the Board of Directors and shall have the general and active management of the affairs of the Association. They shall see that all orders and resolutions of the Board of Directors are carried into effect. Upon retirement, the President may be an ex-officio member of the Board for two (2) years with voting privilege.

b) **Vice President (Vice Chair of the Board)**- 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 by the Board of Directors. They shall hold office for two (2) years and are elected by the CTCPA board of directors. There may be two Vice Presidents elected;

however, one must be elected as a Vice President with voting privileges and the other would be elected without voting privileges.

c) **Secretary/Treasurer** - shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association 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 shall disburse the funds of the Association as may be directed by proper authority 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 Association. They shall also perform other duties as directed by the Board of Directors from time to time. They shall hold office for two (2) years and are elected by the CTCPA board of directors.

   The Secretary/Treasurer may be empowered by the Board of Directors, upon resolution of the Board of Directors, to oversee the CTCPA Administrative Assistant, who is hired to:
   Oversee the affairs of the Association, which is generally under the supervision of the Officers thereof. The Secretary/Treasurer shall ensure the CTCPA Administrative Assistant attends all meetings and acts as clerk thereof, recording all votes and minutes of all proceedings in the books to be kept for that purpose. They shall ensure the CTCPA Administrative Assistant gives notice of all meetings of the members and of the Board of Directors or President, under whose supervision they shall be. They shall be custodian of the seal of the Association, which they shall deliver only as authorized by a resolution of the Board of Directors and to such person or persons as may be named in the resolution. They shall hold office for two (2) years and are elected by the CTCPA board of directors.

7.02 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

a) the officer's successor being appointed.
b) the officer's resignation;
c) such officer ceasing to be a director (if a necessary qualification of appointment) or
d) such an officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 8 – Notices

8.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term
includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

a) if delivered personally to the person to whom it is to be given or if delivered to such
b) person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or

c) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

d) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

e) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as foresaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other documents to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, typewritten or printed.

8.02 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

8.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 9 - Dispute Resolution

9.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law.

9.02 Dispute Resolution Mechanism

In the event that a dispute or controversy arises among members, directors, officers, or committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

b) The number of mediators may be reduced from three to one or two upon agreement of the parties.

c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. Al costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

SECTION 10 - Effective Date

10.01 Effective Date

Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. I of the Corporation, as enacted by the directors of the Corporation by resolution on the 18th day of June, 2025, and confirmed by the members of the Corporation by special resolution on the 13th day of December, 2025.