

March 2019

Bylaws

SASKATCHEWAN TEAM CATTLE PENNING ASSOCIATION

Corporate Seal

1. The seal, if any, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation.

Conditions of Membership

2. Membership in the corporation shall be limited to persons interested in furthering the objects of the corporation and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the corporation.
3. There shall be no membership fees or dues unless otherwise directed by the board of directors.
4. Any member may withdraw from the corporation by delivering to the corporation a written reassignment and lodging a copy of same with the secretary of the corporation.
5. 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.

Head Office

6. Until changed in accordance with the Act, the head office of the corporation shall be in the City of Regina, Saskatchewan.

Board of Directors

7. The property and business of the corporation 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 corporation. 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. Directors must be individuals, at least 18 years of age, with power under law to contract. Directors must be members.
8. The applicants for incorporation shall become the first directors of the corporation whose term of office on the board of directors will continue until successors are elected.
9. At the first meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the corporation.
10. 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.
11. 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 corporation,
 - (b) if he/she is found by a court to be of unsound mind,
 - (c) if he/she becomes bankrupt or suspends payment or compounds with his/her heirs or assigns to commit fraudulent activity.

Directors Meetings

12. 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least three (3) meetings 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 corporation 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.

If ALL the directors of the corporation 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.

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.

13. 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 corporation as an officer or in any other capacity and receiving compensation therefor.

14. 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.

Directors Meetings (continued)

15. 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.
16. A reasonable remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

Indemnities to Directors and Others

17. Every director or officer of the corporation or other person who has undertaken or is about to undertake any liability on behalf of the corporation 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 corporation, 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.

Powers of Directors

18. The directors of the corporation may administer the affairs of the corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the corporation 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 corporation is by its charter or otherwise authorized to exercise and do.
19. The directors shall have power by majority vote to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees. 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 corporation in accordance with such terms as the board of directors may prescribe.
20. 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.
21. The board of directors shall take such steps as they may deem requisite to enable the corporation 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 corporation.
22. The officers of the corporation shall be a president, vice-president, secretary and treasurer 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.

Powers of Directors (continued)

23. The officers of the corporation shall hold office for one year 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. 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.

Duties of Officers

24. The president shall be the chief executive officer of the corporation. He/she shall preside at all meetings of the corporation and of the board of directors. He/she shall have the general and active management of the affairs of the corporation. 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 for a one year term following his/her term as president with full voting privileges, but will not be included in the count of current directors (8).

25. 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.

Duties of Officers (continued)

26. The treasurer shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation 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 corporation 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 corporation. He/she shall also perform such other duties as may from time to time be directed by the board of directors.
27. The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry on the affairs of the corporation 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 whose supervision he/she shall be. He/she shall be custodian of the seal of the corporation, 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.

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

Execution of Documents

29. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation 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 corporation to sign specific contracts, documents and instruments in writing. The directors may give the corporation'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 corporation. The seal of the corporation, 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.

Meetings

30. The annual or any other general meeting of the members shall be held at the head office of the corporation or at any place in Saskatchewan as the board of directors may determine and on such day as the said directors shall appoint.

31. 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. 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 corporation. The board of directors shall call a special general meeting of members on written requisition of members carrying no less than 20% of the voting rights. 50% of the membership present at the meeting will constitute a quorum.

Meetings (continued)

32. 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.

33. 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 corporation 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 corporation.

Voting of Members

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

Financial Year

35. Unless otherwise ordered by the board of directors the fiscal year-end of the corporation shall be December 31.

Amendments of By-Laws

36. The by-laws of the corporation not embodied in the letters patent may be repealed or amended by by-laws enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a general meeting duly called for the purpose of considering the said by-law, and other matters, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Financial, Corporate and Consumer Affairs has been obtained.

Financial Review

37. The members shall at each annual meeting appoint a qualified person or firm to review the accounts of the corporation and report to the members at the next annual meeting provided that the directors may fill any casual vacancy in that appointment. The remuneration for that review shall be fixed by the board of directors.

Books and Records

38. The directors shall see that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

Rules and Regulations

39. The board of directors may prescribe such rules and regulations not inconsistent with the by-laws relating to the management and operation of

the corporation 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 corporation 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.

Interpretation

40. In these by-laws and in all other by-laws of the corporation 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 corporations.