

MANITOBA SHEEP ASSOCIATION INC.

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A by-law relating generally to the transaction of business and affairs of

MANITOBA SHEEP ASSOCIATION INC.

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

Section One

INTERPRETATION

1.01 Definitions. In the by-laws of the Association, unless the context otherwise requires:

"Act" means The Corporations Act (Manitoba), and any statute that may be substituted therefor, as from time to time amended;

"Funding Act" means the Agricultural Producers Organizational Funding Act and regulations emanating there from;

"appoint" includes "elect" and vice versa;

"articles" means the articles of the Association as from time to time amended or reinstated;

"Association" means the corporation incorporated under the Act and named MANITOBA SHEEP ASSOCIATION INC.;

"Director" means an elected Director serving a term on the Board of Directors of the Manitoba Sheep Association Inc.

"Executive" means the Executive Committee of the Manitoba Sheep Association Inc.;

"Producer" means a person who currently owns sheep or has owned sheep within the past five- (5) years.

"board" means the board of directors of the Association;

"by-laws" means this by-law and all other by-laws of the Association from time to time in force and effect;

"Member" means a producer who has paid the fees to the Association through the purchase of National ID tags and has not requested refund of those fees.

"National ID program" means the Canadian Sheep Identification Program

"National ID tag" means official tags designated by the national ID program

"meeting of Members" includes an annual meeting of Members and a special meeting of Members;

"recorded address" means in the case of a Member that Member's address as recorded in the Members' register; and in the case of a director, officer, auditor or member of a committee of the board, that individual's latest address as recorded in the records of the Association. It may also include telephone, FAX numbers and e-mail address ;

"signing officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Association by section 2.05 or by a resolution passed pursuant thereto;

"District" refers to the Six districts into which the Province is divided for the purpose of electing directors. These districts correspond to the four Manitoba Agriculture and Food and Rural Initiatives regions with the exception that the MAFRI Eastern and Interlake region is divided into two Districts, Eastern, and Interlake, with the boundary being the Red River north of Winnipeg; The South West district is divided into two districts, to be called South West and West with the division falling along the southern boundary of the municipalities of Wallace, Woodnorth, Daly, Elton, and North Cypress. Municipalities falling to the South of that line are in the S. West District, and to the North are in the West district (See Schedule A to this by-law). The Boundaries of the six MSA Districts, viz Central, South West, West, North West, Eastern and Interlake are shown in Schedule A

"Web" refers to the world wide web MSA page

save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

Section Two

BUSINESS OF THE ASSOCIATION

2.01 **Undertaking of the Association.** The Association shall restrict its undertaking as set out in its articles. All profits or other accretions to the Association shall be used in furthering its undertaking. The board may take such steps as they may deem requisite to enable the Association to receive donations and benefits for the purpose of furthering its undertaking.

2.02 **Registered Office.** Until changed in accordance with the Act, the registered office of the Association shall be in the Province of Manitoba and at such location therein as the board may from time to time determine.

2.03 **Corporate Seal.** Until changed by the board the corporate seal of the Association shall be in the form impressed in the margin hereof.

2.04 **Financial Year.** Until changed by the board, the financial year of the Association shall end on the last day of September in each year.

2.05 **Execution of Instruments.** Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Association by the president and the vice-president together, or either of them with the executive director or the treasurer. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal to any instrument requiring the same.

2.06 **Financial Arrangements.** The financial business of the Association shall be transacted with such banks, credit unions, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board. Such financial business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

2.07. **Appointment of auditor.** At each annual meeting of the association the members shall appoint by resolution an auditor to audit the books of the association, and if an auditor is not so appointed, the board of directors shall appoint an auditor.

2.08 **Voting Rights in Other Bodies Corporate.** The signing officers of the Association may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Association. Such instruments, certificates or other evidence shall be in favour of such person or persons as may be determined by the officers executing such

proxies or arranging for the issuance of voting certificates or such other evidence of the right to exercise such voting rights. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular voting rights or class of voting rights may or shall be exercised.

Section Three

SECURITIES AND INVESTMENTS

3.01 **Investments.** Moneys in possession of the association not immediately needed for disbursement or advancement shall be invested in Bonds of or guaranteed by the Government of Canada, the Province of Manitoba or of Ontario, or savings, term or investment certificates to the extent the same are insured by the Canada Deposit Insurance Association, or in accordance with any policy established by the board and approved at an annual meeting of members.

3.02 **Monies held in Trust.** Every investment of monies given to the association in trust, under circumstances which require the association to invest same as capital money, shall be limited to those classes of securities authorized for investment of trust money by trustees under the Trustees Act (Manitoba)

3.03 **Safe Keeping of Securities.** All securities owned by, or belonging to, the Association shall be lodged (in the name of the Association) with a Chartered Bank or a Trust Company, or in safety deposit box or, if so authorized by resolution of the board, with such other depositories, or in such other manner as may be determined from time to time by the board.

3.04 **Borrowing not permitted.** The association shall not borrow money upon its credit without passage of a bylaw permitting such borrowing

Section Four

DIRECTORS

4.01 **Number of Directors and Quorum.** Until changed in accordance with the Act, the board shall consist of eight (8) elected two (2) ex-officio directors. The quorum for the transaction of business at any meeting of the board shall consist of a majority of the number of directors constituting the Board from time to time or such greater number of directors as the Board may from time to time determine.

4.02 **Qualification.** No person shall be qualified for election as a director if that person is:-

- a) less than 18 years of age;
- b) of unsound mind and has been so found by a court in Canada or elsewhere;
- c) is not an individual;
- d) has the status of a bankrupt;
- e) is an employee of the Association or has contracted directly or indirectly, to provide services to the Association.

A director must be a Member of the Association. All of the directors shall be residents of Manitoba.

4.03 **Nomination, Election and Term.** Six Directors shall be elected for two-year renewable terms at District annual meetings held prior to the annual meeting of the Association. Each District shall be entitled to elect one director. Two directors at large will be elected to serve two-year renewable terms by mailed ballot sent to all members. Members of the Association elected at the Provincial Annual General meeting to serve as provincial directors to the Boards of the Canadian Sheep Breeders' Association and the Canadian Cooperative Woolgrowers Ltd. (according to the regulations governing each organization respectively), shall become ex-officio members of the Board of Directors and shall be entitled to vote but may not serve as an officer of the Association unless also elected at a district annual meeting or as a director at large. In order to ensure rational turnover of the board, at the first election of this Board, two of the districts shall elect a director for a one year term, and one of the directors at large shall be elected for a one year term. These directors shall be eligible for re-election for two further two (2) year renewable terms.

The number of Directors, their mode of election, and the District boundaries shall be reviewed every two years. A recommendation for change shall be approved in accord with section 15.02 of this bylaw

Retiring directors, if qualified, shall be eligible for re-election provided however no director who has been a director for six(6) consecutive years shall be eligible for re-election for one(1)year following the end of the six(6) year term..

Nominations for the office of director may be made verbally or in writing by any Member present at the meeting. In the case of Directors at large nominations in writing will be sought by from the full membership prior to the meeting, in sufficient time for a mailed balloting to occur. A nominating committee may be appointed by the board to place nominations for the office of director before the membership provided that each such nominee must be approved by the board and further provided that the report of such committee may be added to by further nominations which may be made verbally or in writing by any Member present at the meeting

The election of directors shall be by secret ballot. Each Member shall be entitled to vote for a number of the nominees equal to the number of directors to be elected. Two (2) scrutineers who are not nominees for directors shall be appointed by the chair or by the meeting for the purpose of ascertaining and declaring the results of election for the office of director. In the case of a tie between or among the last candidates to be declared elected, their names shall be submitted to a second ballot to be taken in the manner prescribed by the chair.

4.04 **Removal of Directors.** Subject to the provisions of the Act, the Members may by ordinary resolution passed at a special meeting of Members called for the purpose of considering same, remove any director from office and the vacancy created by such removal may be filled at the same meeting failing which it may be filled by the directors.

4.05 **Vacation of Office.** A director ceases to hold office when such person dies; is removed from office by the Members; is absent from three (3) consecutive meetings of the board, unless the absence is due to illness or other emergency which prevented the director from attending or unless such absence is excused or consented to by the board; ceases to be qualified for election as a director; or a written resignation is sent or delivered to the Association, or if a time is specified in such resignation, at the time so specified, whichever is later.

4.06 **Vacancies.** Subject to the Act, a quorum of the board may fill a vacancy in the board including any vacancies created by the enactment of this by-law. In the absence of a quorum of the board, the board shall forthwith call a special meeting of Members to fill the vacancy. If the board fails to call such a meeting or if there are no such directors then in office, any Member may call the meeting. Where the vacancy is among the six district directors, the appointment shall be made from among the regular members residing in the district in which the vacancy occurred. The term of such appointment shall run until the next District meeting called to fill that vacancy. Where the vacancy occurred among one of the Directors at large the term shall run until the next Provincial Annual General Meeting. Directors appointed in this manner shall be eligible for re-election

4.07 **Action by the Board.** The board shall manage the business and affairs of the Association. Subject to sections 4.08 and 4.09, the powers of the board may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a

meeting of the board. Where there is a vacancy in the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office.

4.08 **Meetings by Telephone.** If all the directors consent, a director may participate in a meeting of the board or of a committee of the board by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board held while a director holds office.

4.09 **Place of Meetings.** Meetings of the board may be held at any place in Manitoba.

4.10 **Callings of Meetings.** Meetings of the board shall be held from time to time and at such place as the board, the president, or any two directors may determine.

4.11 **Notice of Meeting.** Notice of the time and place of each meeting of the board shall be given in the manner provided in section 10.01 to each director not less than 48 hours before the time when the meeting is to be held. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including any proposal to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the directors or in the office of auditor;
- (c) issue securities;
- (d) approve any annual financial statements; or
- (e) adopt, amend or repeal by-laws.

A director may in any manner waive notice of or otherwise consent to a meeting of the board.

4.12 **First Meeting of New Board.** Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of Members at which such board is elected. The Board of Directors at its first meeting shall elect a Chair, Vice-Chair, Treasurer and the director to be responsible for Canadian Sheep Federation activities. The Executive Director shall serve as Secretary to the Board of Directors and executive director of the Association. The Chair, Vice-Chair, Treasurer and CSF director shall be elected from among the seven producer elected directors.

4.13 **Adjourned Meeting.** Notice of an adjourned meeting of the board to be held within 48 hours from the time the original meeting is adjourned is not required if the time and place of the adjourned meeting is announced at the original meeting.

4.14 **Regular Meetings.** The board shall meet at least four (4) times per year. 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 board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

4.15 **Chair.** The chair of the board shall preside at all meetings of the board, or in the chair's absence a vice-chair who is chosen by the directors present to be chair. If no such officer is present, the directors present shall choose one of their number to be chair.

4.16 **Votes to Govern.** At all meetings of the board every question shall be decided by a majority of the votes cast on the question. (i.e. in the case of an equality of votes the motion shall fail). The chair of the meetings shall not be entitled to a second or casting vote.

4.17 **Conflict of Interest.** A director or officer who is a party to, or who is a director or officer of or who has a material interest in any person who is a party to, a material contract or proposed material contract with the Association shall disclose the nature and extent of that director's or officer's interest at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the board or the Members of the Association for approval even if such contract is one that in the ordinary course of the Association's business would not require approval by the board or Members of the Association, and a director interested in a contract so referred to the board shall not vote on any resolution to approve the same except as provided by the Act.

4.18 **Reimbursement for Expenses.** The directors shall not be paid remuneration for their services. The directors may, by resolution of the Board, be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the board or any committee thereof.

4.19 **Report.** The board shall submit or cause to be submitted to the annual meeting of Members of the Association and to any other general meeting of Members, a report as to the affairs of the Association. In addition, it shall be the responsibility of the board to keep the Members informed as to the affairs of the Association and to encourage interest, discussion and support on the part of the Members throughout the year by presenting periodic reports to the Members as to the affairs of the Association and the condition of its business.

4.20 **Policy and Procedures Manual.** Within its first year of operation the

board shall establish a policy and procedures manual outlining in detail that way in which the Association shall operate. Such a manual shall be ratified at the first Provincial Annual General Meeting. Amendments to such a manual may be approved by the board and shall be ratified by members by simple majority vote at the next provincial annual meeting. The manual shall be open to inspection by any member of the association at the offices of the association by arrangement with the executive director.

Section Five

EXECUTIVE AND COMMITTEES

5.01 Executive Committee. The board shall appoint an Executive Committee from time to time. The Executive Committee shall include the chair, vice-chair and treasurer of the Association and at least one other director. The members of the Executive Committee must be able to meet on a regular basis. During the intervals between the meetings of the board, the Executive Committee shall possess and may exercise (subject to any restrictions which the board may from time to time make) all of the powers of the board in the management and direction of the day to day operation of the Association (save and except only such acts as must by the Act or the articles be performed by the board itself) in such manner as the Executive Committee may deem best in the interest of the Association in all cases in which specific direction shall not have been given by the board. All actions of the Executive Committee shall be reported to the board at the meeting next succeeding such actions and shall be subject to revision or alteration by the board; provided that no acts or rights of the parties shall be affected or invalidated by any such revision or alteration.

5.02 Committees of Directors. The board shall appoint the following standing committees Finance Committee, and Nominating Committee. The board shall annually, or oftener, appoint not less than three (3) and not more than seven (7) Members of the Association to be members of the aforesaid committees and the board shall designate one (1) of the members of each committee as chair thereof. The chair shall be ex officio, a member of each of such committees but shall not be included in the numbers referred to in this sub paragraph.

The Finance Committee shall from time to time review the overall financial position of the Association and make reports and recommendations to the board concerning the finances of the Association, including the preparation of the annual budget and the management of the Association's capital funds.

The Nominating Committee shall, prior to each meeting of Members of the Association at which directors are to be elected, recommend to the board those individuals who it considers suitable candidates for election as directors, and shall present to such meeting of

members those nominees approved by the board.

5.03 **Advisory Committees.** The board may from time to time appoint such other committees as it may deem advisable, but the functions of any such other committees shall be advisory only.

5.04 **Transaction of Business.** Subject to the provisions of section 4.09, the powers of the Executive Committee or any other committee of directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in Manitoba.

5.05 **Procedure.** Unless otherwise determined by the board, each committee shall have the power to fix its quorum at not less than a majority of its members and to regulate its procedure.

Section Six

OFFICERS

6.01 **Appointment.** The board may from time to time elect from among their numbers a chair, one or more vice-chairs, a secretary, and a treasurer. The board may also from time to time appoint such other officers as the board may determine, including one or more assistants to any of the officers so appointed. Such other officers may but need not be a director. One person may hold more than one office. The board may specify the duties of and, in accordance with this By-law and subject to the provisions of the Act, delegate to such officers such powers as it may deem appropriate.

6.02 **Chair.** The chair shall preside at all meetings of the Members of the Association, and shall preside at meetings of the directors, and of the Executive Committee. The chair shall be an ex officio member of all committees appointed by the board. The chair shall perform such other duties as are incident to the office of chair of the Association or as may be required from time to time by the board.

6.03 **Vice-chair.** The vice-chair shall, in the absence of the chair or the chair's inability from any cause to act, discharge the duties of the chair. Should the office of the chair become vacant, the vice-chair shall act until such time as the directors may appoint a successor. The vice-chair shall carry out such duties as the board may assign to such individual.

6.04 **Executive Director.** The Executive Director shall be an officer of the association but shall not be a member of the board. The Board following a duly advertised search process shall make the appointment. The initial appointment shall be for a term of one-year renewable contract, with an initial six-month probationary period. The Board of Directors shall set the Salary. There shall be a formal annual review of the incumbent conducted by the Board.

6.05 **Duties.** The Executive Director shall act as secretary to the board. And shall attend and be the secretary of all meetings of the board and of the Members of the Association, and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; the secretary shall conduct or cause to be conducted the correspondence of the Association; the secretary shall give or cause to be given, as and when instructed, all notices to Members of the Association, directors, officers, and auditors; the secretary shall be responsible for the safe custody of the corporate seal and of all books, papers, records, documents and instruments belonging to the Association, except when some other officer or agent has been appointed for that purpose; and the secretary shall have such other powers and duties as the board may specify.

6.06 **Treasurer.** The treasurer shall be the chair of the Finance Committee, and shall keep or cause to be kept proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Association; the treasurer shall keep or cause to be kept a proper set of books showing accurately the financial position of the Association and shall render to the board whenever requested by them an account of all of the treasurer's transactions as treasurer and of the financial position of the Association, the treasurer shall have prepared for submission to the annual meeting of Members of the Association a set of audited financial statements of the financial position of the Association, and when requested to do so, prepare or have prepared interim financial statements for submission to any other general or special meeting of Members of the Association; and the treasurer shall have such other powers and duties as the board may specify. The financial statements of the Association shall be available for inspection by any member of the Association by arrangement at the offices of the Association upon written request to the Treasurer.

6.07 **Powers and Duties of Other Officers.** The powers and duties of all other officers shall be such as the terms of their engagement call for or as the board may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs.

6.08 **Variation of Powers and Duties.** The board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

6.09 **Term of Office.** The board, in its discretion, may remove any officer of the Association, without prejudice to that officer's rights under any employment contract. Otherwise each officer appointed by the board shall hold office until that officer's successor is appointed.

6.10 **Terms of Employment and Remuneration.** The terms of employment and the remuneration of officers appointed by the board shall be settled by it from time to time.

6.11 **Conflict of Interest.** An officer shall disclose that officer's interest in any material contract or proposed material contract with the Association in accordance with section 4.18.

6.12 **Agents and Attorneys.** The board shall have the power from time to time to appoint agents or attorneys for the Association in Manitoba or in Canada with such powers of management or otherwise (including the power to subdelegate) as may be thought fit.

6.13 **Fidelity Bonds.** The board may require such officers, employees and agents of the Association as the board deems advisable to furnish bonds for the faithful discharge of their powers and duties, in such form and with such surety as the board may from time to time determine.

Section Seven

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

7.01 **Limitation of Liability.** Every director and officer of the Association in exercising such person's powers and discharging that person's duties shall act honestly and in good faith with a view to the best interests of the Association and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgement or oversight on that director's or officer's part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of the director's or officer's office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

7.02 **Indemnity.** Subject to the limitations contained in the Act, the Association shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Association's request as a director or officer of a body corporate of which the Association is or was a shareholder or creditor, and that person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by that person in respect of any civil, criminal or administrative action or proceeding to which that person is made a party by reason of being or having been a director or officer of the Association or such body corporate, if

- (a) that person acted honestly and in good faith with a view to the best interests of the Association; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, that person had reasonable grounds for believing the conduct was lawful.

The Association shall also indemnify such person in such other circumstances as the Act permits or requires.

7.03 **Insurance.** The Association may purchase and maintain insurance for the benefit of any person referred to in section 7.02 against such liabilities and in such amounts as the board may from time to time determine and are permitted by the Act.

Section Eight

MEMBERSHIPS

8.01 **Regular Memberships.** All producers, paying fees are members of the Association.

Partnerships or Corporations involved in the production of sheep, paying fees are members of the Association. Such partnerships or Corporations shall designate in writing the individual entitled to vote on behalf of the partnership at annual or district meetings

8.02 **Associate Membership.** Any person, firm, incorporated company, or department of the Government may become an associate member upon payment of an annual fee, the amount of which to be determined by the Board of Directors.

In the case of a firm, incorporated company or department of the Government, such an organization may appoint one person in any one year as their representative or upon notice to the Association and upon acceptance may make one change of person as the representative during the term of the membership.

8.03 **Voting.** All members of the Association paying fees are entitled to vote at District or Provincial Annual Meetings and at any duly constituted Special meeting of members

Associate members may attend all District or Provincial meetings but do not have the right to vote

8.04 **Fees.** Fees payable to the association and their mode of collection shall be set by the provincial regulations (Schedule B attached to this by-law) established under the Funding Act. Any increase in this fee shall require approval by two thirds of producers voting in a referendum.

A producer requesting refund of his/her fees shall not be considered a member of the Association for that fiscal year. Refunds shall be paid in accordance with the regulations as set out under the Funding act.

8.05 Termination of Membership. The interest of a Member in the Association is not transferable and lapses and ceases to exist:

- at the end of a fiscal year of the Association for which the Member last paid membership fees;
- upon resignation of the Member delivered in writing to the registered office of the Association or to a director of the Association;

- upon the death of the Member; or
- otherwise in accordance with these by-laws.

8.06. **Suspension and Expulsion.** A member, acting in a manner contrary to the by-laws of the Association, may be suspended by the Board of Directors until the next meeting of the Board of Directors, providing that before any motion of suspension is put to the Board meeting, written notice shall have been forwarded by prepaid registered mail to the member concerned at least seven days prior to the meeting at which the motion is to be considered. Said member is entitled to make representation at that meeting on his own behalf. The motion to suspend must be carried by a two-thirds majority of the directors present and voting at the meeting.

The notice of motion concerning article 8.06 above will include time, place of meeting and reason for the motion.

A member may appeal a suspension or expulsion at the Provincial Annual General Meeting of the Association by writing to the Secretary to the Board within 30 days of the expulsion or suspension requesting a hearing. At the annual general meeting, immediately after the reading of the minutes of the last annual meeting, the chair will strike a committee of three persons who are not members of the Board to investigate the cause of suspension or expulsion and confirm the decision of the Board or reinstate the member on such terms as they deem just.

Section Nine

MEETINGS OF MEMBERS

9.01 **Annual Meetings.** The annual meeting of Members of the Association shall be held within ninety (90) days of the close of the fiscal year and, subject to section 9.03, at such place as the board may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, appointing auditors and for the transaction of such other business as may properly be brought before the meeting.

9.02 **Special Meetings.** The board shall have the power to call a special meeting of Members at any time. A special meeting of members may be called by a minimum of 20 regular voting members by notifying the Secretary in writing. The notice of the meeting will indicate the business to be discussed. No business other than that on the mailed agenda may be discussed at such special general meeting.

9.03 **Place of Meetings.** Meetings of Members shall be held in the Province of Manitoba at a location to be determined by the board of directors

9.04 **Notice of Meetings.** Notice of the time and place of each meeting of Members shall be given in the manner provided in section 10.01 not less than twenty-one (21) nor more than fifty (50) days before the date of the meeting to each director, to the auditor and to each Member who at the close of business on the record date, if any, for notice is entered in the Members' register. Notice of a meeting of Members called for any purpose other than consideration of the financial statements and auditor's report, election of directors and reappointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the Member to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting. A Member may in any manner waive notice of or otherwise consent to a meeting of Members.

9.05 **List of Members Entitled to Notice.** For every meeting of Members, the association shall prepare a list of Members entitled to receive notice of the meeting, arranged in alphabetical order. The Members listed shall be those registered at the close of business on the day immediately preceding the day on which notice of the meeting is given. The list shall be available for examination by any Member during usual business hours at the registered office of the Association or at the place where the meeting is held.

9.06 **Chair, Secretary and Scrutineers.** The chair of any meeting of Members shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: the chair, or a vice-chair. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chair. If the secretary of the Association is absent, the chair shall appoint some person, who need not be a Member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be Members, may be appointed by a resolution or by the chair with the consent of the meeting.

9.07 **Persons Entitled to be Present.** The only persons entitled to be present at a meeting of Members shall be those entitled to vote thereat, the directors and auditors of the Association and others who, although not entitled to vote, are entitled or required under any provisions of the Act or the articles or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

9.08 **Quorum.** A quorum for the transaction of business at any meeting of Members shall be twenty persons present in person, each being a Member entitled to vote thereat. If a quorum is present at the opening of any meeting of Members, the Members present may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

9.09 **Right to Vote.** At any meeting of Members every person personally present who is named in the list referred to in section 9.05, shall be entitled to one vote.

9.10 **Votes to Govern.** At any meeting of Members every question shall, unless otherwise required by the articles or by-laws or by law, be determined by the majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the motion shall be lost.

9.11 **Show of Hands.** Subject to the provisions of the Act, any question at a meeting of Members shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

9.12 **Ballots.** On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, any Member entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each person present and entitled to vote shall have one vote upon the question, and the result of the ballot so taken shall be the decision of the Members upon the said question.

9.13 **Adjournment.** If a meeting of Members is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

9.14 **Rules of Order.** In the case of a question or dispute over procedure to be followed in the conducting of a vote or carrying on the business of a meeting, Robert's Rules of Order shall be followed except where inconsistent with these by-laws.

9.15 **Proxy Votes.** Written and signed proxy votes received from Members on any mailed out resolution will be considered valid. The Secretary will distribute proxy forms with the notice of the meeting.

Section Ten

NOTICES

10.01 **Method of Giving Notices.** Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations there under, the articles, the by-laws or otherwise to a Member of the Association, director, officer, auditor or member of a committee of the board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to that person's recorded address or if mailed to that person at that person's recorded address by prepaid ordinary or if sent to that person at that person's recorded address by any means of prepaid transmitted or recorded communication. Notices may also be FAXED or sent by e-mail to the last recorded FAX number or e-mail address of the person to whom it is to be given. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid, 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 communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any Member, director, officer, auditor or member of a committee of the board in accordance with any information believed by that person to be reliable.

10.02 **Computation of Time.** In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

10.03 **Undelivered Notices.** If any notice given to a Member pursuant to section 10.01 is returned on three consecutive occasions because that Member cannot be found, the Association shall not be required to give any further notices to that Member until that Member informs the Association in writing of that Member's new address.

10.04 **Omissions and Errors.** The accidental omission to give any notice to any Member, director, officer, auditor or member of a committee of the board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

10.05 **Waiver of Notice.** Any Member, director, officer, auditor or member of a committee of the board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to that person under any provision of the Act, the regulations thereunder, the articles, the by-laws or otherwise and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the board which may be given in any manner.

SECTION ELEVEN

GROUPINGS OF PRODUCERS

11.01. **Districts.** For the purpose of holding District meetings for the election of Directors, the Province shall be divided into six districts (See schedule A to these by laws for detailed Boundaries and Map). The Board shall review district boundaries every two years in an endeavour to ensure equity in the distribution of votes.

SECTION TWELVE

DISTRICT MEETINGS

12.01. **District Meetings:** Annual district meetings shall be called by the association in each district within 60 days prior to the provincial annual meeting to receive a report on the activities of the Board and to bring forward recommendations from the district for the attention of the Board. Election of the district director shall take place at such district annual meetings in alternate years as appropriate.

12.02 **Membership lists.** At the beginning of September of each year the Secretary /Executive director shall prepare a list of members in each district entitled to vote at district meetings

12.03 **Quorum.** A quorum for the transaction of business at any district meeting of Members shall be six persons present in person, each being a Member entitled to vote thereat.

12.04 **Special District meetings.** Special district meetings of members may be called at any reasonable time by the association upon written request of the Director elected by that district or upon written request of not less than ten(10) members assigned to that district or 20% of members residing in that district whichever is the lesser.

12.05 **Proxy votes.** Proxy votes will not be accepted at district meetings

SECTION THIRTEEN

REGIONAL SHEEP ASSOCIATIONS

13.01 **Affiliation.** The Manitoba Sheep Association Inc will consider applications for Affiliation from regional sheep associations where these exist or are formed, and where the objectives of the regional organization are consistent with the mandate and objectives of the MSA Inc.

13.02 **Chair.** The Chair of the Board of Directors of such Regional affiliates or designate may serve on the Board of Directors of the MSA inc as a non-voting member, unless they are also elected as a director at a district general meeting or as a director at large at the provincial annual General meeting , in which case they shall be full voting members of the Board of Directors

13.03 **Funding.** The Board of Directors will consider applications from Affiliated regional associations for funding to support their activities provided that such activities are consistent with the mandate of the MSA Inc

SECTION FOURTEEN

DISSOLUTION

14.01 **Dissolution.** Upon the dissolution or winding up of the Association, all remaining property, after payment of all debts and liabilities of the Association, shall be distributed as provided in its articles.

SECTION FIFTEEN

EFFECTIVE DATE, AMENDMENT AND REPEAL

15.01 **Effective Date.** These by-laws shall come into force when confirmed by members at an annual or special meeting of the association. .

15.02 **Amendment, Repeal and Replacement.** These byelaws may be amended, repealed and replaced at any Provincial Annual General meeting or at a duly constituted special general meeting of the Association called for the purpose, by an affirmative vote of sixty-six percent (66%) of those present and entitled to vote at the meeting providing that notice of such meeting including a copy of the resolution setting forth the proposed amendment(s), repeal or re-enactment as the case may be is circulated to all members at least twenty-one(21) days in advance of the meeting.

15.03 **Change Affecting fees.** Any change in these byelaws or in the regulations under the Funding Act which effects the ability of a producer to request the return of fees must be put to a referendum of all producers

15.04 **Repeal of Previous By-laws.** All previous by-laws of the Association are repealed as of the coming into force of these by-laws provided that such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made pursuant to such by-law prior to its repeal. All officers and persons acting under the provisions of the by-laws, and all resolutions of the Members or board with continuing effect passed under any repealed by-law shall continue good and valid except to the extent inconsistent with the by-laws and until amended or repealed.

PASSED by the board this sixth day of September, 2003.

President

Graham Rannie

Secretary

Joanne Thornhill

CONFIRMED by the Members in accordance with the Act the
twenty seventh day of September, 2003.

Secretary

02 December 2003
JLH