

ONTARIO SIMMENTAL ASSOCIATION

BY-LAW NO.1

Dated this 2nd day of March 1996.

Revised this 7th day of March 2020.

ARTICLE I – NAME OF ASSOCIATION

1.1 The name of the Association is: Ontario Simmental Association (hereafter referred to the “OSA”).

ARTICLE II – OBJECTS OF ASSOCIATION

2.1 The objects of the OSA are:

- a) to encourage the breeding of Simmental and Simmental cross cattle;
- b) to arrange for and promote displays and sales of Simmental cattle within Ontario;
- c) to assist the Canadian Simmental Association in the promotion of the Simmental breed
- d) to assist members with the breeding, maintenance and marketing of their Simmental cattle
- e) to assist local Simmental associations and clubs in Ontario in the promotion of the Simmental breed.
- f) to encourage Simmental related youth activities

ARTICLE III – MEMBERSHIP

3.1 Membership in the OSA is limited to individuals, partnerships or companies interested in furthering the objects of the OSA and whose application for admission as a member of the OSA has received the approval of the boards of directors. Individuals, partnerships and companies apply for membership in the OSA by submitting an application in writing to the Secretary-Treasurer and each applicant whose application is accepted by the board of directors shall agree to be bound by these By-laws, all amendments thereto, and all rules and regulations of the OSA; provided always that the board of directors shall have the right to reject or defer any applications for membership.

3.2 There are three classes of membership in the OSA:

- a) **ACTIVE MEMBER:** An Active Member is an individual, partnership or company member in good standing.
- b) **FOUNDER MEMBER:** Founder Member is a class of active membership designating a member in good standing who became a member on or before May 14, 1973.
- c) **JUNIOR MEMBER:** Junior Member is a class of active membership designating a member in good standing who has not yet attained the age of 18 years. Such members shall have no vote and shall not be entitled to hold office.

3.3 A member in good standing is a member whose is not in default of any of the OSA By-laws or of any amendment thereto or of any rule or regulation of the OSA and who has paid all membership dues or other monies due and owing to the OSA and who is not under suspension from the OSA. Only members in good standing may exercise the rights and privileges of membership in the OSA.

3.4 Application for membership will be made in writing to the board of directors and each applicant whose application is accepted by the board of directors shall agree to be bound by these By-laws and all amendments thereto and all rules and regulations of the Association

provided the board of directors shall at all times have the power to reject or defer any application for membership. A member may at any time terminate his membership in the Association by giving a written notice to the Secretary-Treasurer, but there shall not be no refund of membership dues.

3.5 Partnerships and companies shall advise the Secretary-Treasurer, in such manner as the Secretary- Treasurer may from time to time require, of the name and address of the individual who shall be authorized to exercise the rights and privileges of membership on behalf of such partnership or company.

3.6 The rights and privileges of each class of membership and the membership dues payable by each class of membership shall be determined by the board of directors from time to time. The board of directors may from time to time create additional classes of membership having attached thereto such rights and obligations as the board of directors may determine. Membership dues are due and payable on January 1st of each year.

3.7 A member may at any time terminate his or her membership in the OSA by submitting a written notice thereof to the Secretary-Treasurer. A member may at any time be required to resign, without refund of membership dues, by a vote of the majority of the board of directors or by a vote of three-quarters of the members present in person or by proxy at an annual meeting or a special meeting. A member who is required to resign may not reapply for membership for a period of at least sixty days after the date of such resignation. Membership dues shall not be refunded to a member who resigns or who is required to resign nor shall responsibility for unpaid membership dues or other monies due and owing to the OSA be affected by or upon such resignation.

ARTICLE IV – MEETINGS

4.1 The general meeting of the OSA (hereafter referred to as the “Annual General Meeting”) shall be held once a year at such time and place, as the board of directors may from time to time designate. In addition to the Annual Meeting, the board of directors may, whenever they see fit, call a Special Meeting at such time and place as the board of directors may designate. The Annual Meeting and a Special Meeting may be convened by one and the same notice.

4.2 Where the board of directors fails to call the Annual Meeting within such period of time, any eight members in good standing may require the board of directors to call an Annual Meeting by filing a written request therefore with the President or the Secretary-Treasurer.

4.3 No error or omission in giving notice of any Annual Meeting any Special Meeting or any adjourned meeting shall invalidate such meeting or any proceedings taken thereat, and any member may at any time waive notice of proceedings taken thereat, and any member may at any time waive notice of such meeting and may ratify, approve and confirm any proceedings taken thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of this member, director or officer shall be the last address recorded on the books of the OSA.

4.4 The order of business at the Annual Meeting shall be substantially as follows:

a) identify Members present

- b) approve the Minutes of the previous Annual Meeting
- c) receive and consider the accounts and balance sheet and the report of the auditor, if any;
- d) receive and consider the reports of the Officers, Directors, and Committees, where applicable;
- e) ratify the acts and proceedings of the board of directors and officers;
- f) review correspondence, where applicable;
- g) complete prior unfinished business, where applicable;
- h) elect Directors;
- i) appoint auditors or decide to waive the need of an auditor;
- j) advise the membership of names of nominees for judge of the Royal Winter Fair for open Simmental Show;
 - 1) any OSA member in good standing and that has exhibited Simmental cattle in the past two (2) years at the Royal Winter Fair, may nominate a candidate for judge provided that each nomination has a seconder that has exhibited Simmental cattle in the past two (2) years and a brief list of credentials of the nominee.
 - 2) nomination forms are available from the Member Services Manager or one of the OSA board members. Complete nomination forms must be received by the Member Services Manager or OSA president January 1st.
 - 3) the Board of Directors will contact each nominee to determine acceptance of the nomination.
 - 4) the Board reserves the right to reject a nominee if deemed to be frivolous.
 - 5) the Board will include the list of nominees with the Notice of Annual Meeting.
 - 6) the judge will be selected by secret ballot chosen from the nominees, one vote per member in good standing in attendance at the meeting. No proxies will be allowed. Voting will be conducted using the Ranked Ballot method.
 - 7) the judge for the Futurity show will be selected by the Board using the election results as a guide.
- k) other business, if any;
- l) termination of the meeting.

4.5 Only active and founder members in good standing shall be entitled to vote at any meeting. Each such member in good standing shall have one vote. A member may vote by proxy; each member is allowed to carry one proxy in addition to his own at any annual or special meeting. The members in good standing present in person and by proxy at a meeting shall constitute a quorum.

ARTICLE V – DIRECTORS

5.1 The business and affairs of the OSA shall be managed and conducted by a board of ten (10) directors of whom any six shall constitute a quorum.

5.2 The board may consist of fewer than ten (10) directors upon the affirmative vote of at least three-quarters of the members in good standing, present in person or by proxy, at the Annual Meeting called for the purpose of electing directors, in which case one-half or more of the directors shall constitute a quorum.

5.3 Six directors shall be elected by ballot of the members at the Annual Meeting or appointed in accordance with the provisions of the by-laws and shall retire in rotation such that at the first meeting of the members for the election of directors two (2) directors shall

be elected or appointed to hold office until the third following Annual Meeting after such date and two (2) directors shall be elected or appointed to hold office until the second following Annual Meeting after such date and two (2) directors shall be elected or appointed to hold office until the next Annual Meeting after such date. Thereafter at each Annual Meeting that number of directors shall be elected or appointed to fill the positions of those directors whose term of office has expired and each director so elected or appointed shall hold office until the third Annual Meeting after his election or appointed, unless otherwise specified in these by-laws. A member may vote for one or two or as many vacancies as there may be.

Four directors shall be appointed by the four Simmental clubs operating in Ontario, one director to be appointed from each of the following clubs: 1. Grey-Bruce 2. South West, 3. East Central, 4. Ottawa Valley. The clubs shall normally have their President stand as OSA director but alternatively, another representative can be chosen by the individual club. The names of these directors will stand as director until the next Annual Meeting or until such time as the individual club replaces their representative.

5.4 The directors of the OSA may administer the affairs of the OSA in all things and shall have this power to authorize expenditures on behalf of the OSA from time to time.

5.5 The board of directors shall have the power to suspend or expel any member who fails to observe any rule or regulation set forth in these by-laws or whose conduct is, in the opinion of the board, prejudicial to the interest of the OSA. A member so suspended or expelled shall, after the expiration of sixty (60) days, have the right to apply to the board of directors for reinstatement and may be reinstated at the next meeting of the board, provided two-thirds of the members of the board of directors present thereat vote in favour of such reinstatement.

5.6 All directors who have completed three full three-year terms of office or have vacated under section 5.8 are not eligible for election as a director for at least one year.

5.7 A President who completes his term of office (the immediate Past President) shall have all the powers and duties of a director, from the date he ceases to hold office until the next Annual Meeting which is at least six (6) months after his election or appointment, provided that and for so long as he continues to be a member of the OSA.

5.8 The office of director shall be automatically vacated:

- a) if the director shall resign his office by delivering a written resignation to the Secretary-Treasurer of the OSA.
- b) if a director becomes bankrupt;
- c) if at the Annual Meeting or a Special Meeting of the members a resolution is passed by three-quarters of the members present at the meeting that a director be removed from office;
- d) if a director misses two or more consecutive meetings of the board of directors without providing just cause reasonably satisfactory to the board of directors; or,
- e) if a director is on long-term disability.

5.9 The board of directors shall have power to fill any vacancy which may occur among its numbers by appointing a member to fill such vacancy, provided that any director so appointed shall hold office to the next Annual Meeting at which time he may be eligible for election.

5.10 The board of directors shall meet at such place as the board of directors shall determine. Directors shall be notified of each meeting not less than seven (7) days in advance of the date of such meeting, specifying the place, the day, and the hour of the meeting.

5.11 The board of directors may delegate any of its power to the Executive Committee.

5.12 The Executive shall consist of the President, the Vice President, the Secretary-Treasurer (providing he is not salaried, is an active member and is in breeding of Simmental cattle) and the immediate Past President if he is a director and such other directors, as the board of directors shall determine.

5.13 The Executive Committee shall do such things and execute such matters and carry out such instructions as the board of directors may from time to time direct.

5.14 The Executive Committee shall have power to deal with the general business of OSA, which may arise from time to time.

5.15 No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors shall invalidate such meeting or any proceedings taken there at, and any director may at any time waive notice of such meeting and may ratify. Approve and confirm any proceedings taken thereat. Each director and each ex officio director is authorized to exercise one vote.

5.16 The minutes of each meeting of the board of directors shall be made available to any member in good standing by the Secretary-Treasurer. The directors shall see that all necessary books and records required by the by-law or by any applicable statute or law are regularly and properly kept.

5.17 The directors shall serve without remuneration and no director shall directly or indirectly receive profit from his position as such, provided that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duties. A director shall not be hired or otherwise take money for services rendered to the OSA, as a sale manager, auctioneer, or otherwise, other than normal expenses approved by the board of directors.

5.18 A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement and his successor is appointed or elected.

5.19 The board shall endeavor to meet quarterly but in no event shall there be less than one meeting of the board of directors per year.

ARTICLE VI – INDEMNITIES TO DIRECTORS AND OTHERS

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

a) all costs, charges and expenses which each director, officer, or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;

b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

ARTICLE VII - OFFICERS

7.1 There shall be a President who shall preside at all Annual Meetings and Special Meetings, be Chairman of the board of directors, and do all such things and matters as the board of directors may from time to time request. He shall present at each Annual Meeting a report of the OSA for the prior year. He shall call meetings of the board of directors when required or upon the written request of any three (3) directors.

7.2 There shall be one Vice President who will assist the President in the exercise of his duties and perform such other duties as the board of directors may from time to time direct. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President.

7.3 There shall be a Secretary-Treasurer who shall act under the control of and with the approval of the board of directors. The duties of this Secretary-Treasurer shall be to attend all meetings of members and of the board of directors. To record all votes and minutes of proceedings in the books to be kept for that purpose, to give or cause to be given notice of all meetings of the members and of the board of directors,, and to do such other things as may be delegated to him or her by the board of directors or President. He or she shall deposit all monies received by him in a chartered bank or trust company to the credit of the OSA. He shall disburse the funds as may be directed by the proper authority, taking proper vouchers for such disbursements, and shall render to the President and directors at the meetings of the board of directors, or whenever they may require it, an accounting of all transactions and a statement of the financial position of the OSA. He shall keep proper books of account of all assets, liabilities, receipts and disbursements and shall furnish from time to time such statements in detail to the board of directors. The Secretary-Treasurer shall present to the Annual Meeting the balance sheet and statement of receipts and expenditures for the preceding year.

7.4 The President, the Vice President and the Secretary-Treasurer shall be appointed by the board of directors. No two offices may be held by the same person. The board of directors may provide for such offices as may from time to time be necessary or desirable. The President and Vice President shall be appointed from among the directors. Any vacancy in any of the above offices occurring in a casual manner shall be filled by the board of directors for the remainder of the year, provided that in any event a Vice President shall succeed the President in the case of the office of the President becoming vacant.

7.5 The term of office of each of the foregoing shall be one year or until their successors are elected or appointed. Appointments shall be made immediately after the Annual Meeting each year.

ARTICLE VIII – COMMITTEES

The board of directors may appoint from their numbers and/or other members of the OSA, committees, whether special or standing but must in all cases name one of their numbers, as Chairman of such committee. In addition to any special committee assigned by the board of directors, there shall in any event be the following standing committees:

8.1 Sale committee: The sale committee shall be responsible for arrangements necessary to the sponsoring of periodic public sales of Simmental cattle and to uphold the standard prescribed by the OSA.

8.2 Royal Winter Fair: This committee shall make recommendations pertaining to live animal and carcass displays.

8.3 Nominating committee: The nominating committee shall be appointed not less than thirty (30) days before the Annual Meeting and shall at the Annual Meeting nominate candidates for directors to be voted upon by the membership, along with such other nominations as may be made from the floor.

ARTICLE IX – EXECUTION OF DOCUMENTS

9.1 Contracts, documents or any instrument in writing requiring the signature of the OSA shall be signed by any two officers or in such manner and by such persons as the board of directors may from time to time authorize.

ARTICLE X – FISCAL YEAR

10.1 Unless otherwise directed by the board of directors, the fiscal year of the OSA shall be the calendar year.

ARTICLE XI – AUDITOR

11.1 An auditor may be appointed at an Annual Meeting or a Special Meeting by the members of the OSA, provided that the board of directors may fill any casual vacancy in the office of auditor.

ARTICLE XII – VOTING OF MEMBERS

12.1 At all meetings of the members of the OSA every question be determined by majority of votes unless otherwise specifically provided by statute or by these by-laws.

12.2 An Annual and Special Meetings members may carry out one proxy vote in addition to his or her own vote, the directors being responsible for determining the form of proxy.

ARTICLE XIII – AMENDMENT OF BY-LAW

13.1 The by-laws of the OSA may be repealed or amended by an affirmative vote of at least 75% of the members in good standing present in person or by proxy at any Annual or Special Meeting called for the purpose of considering the said by-law, provided that notice of the proposed amendments shall have been given to the Secretary-Treasurer at least sixty (60)

days in advance of the date such meeting. The Secretary-Treasurer shall include all regularly received proposals in the notice of the meeting.

ARTICLE XIV – RULES AND REGULATIONS

14.1 The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the OSA 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 OSA when they shall be confirmed, and in default of confirmation at such Annual Meeting shall at and from time cease to have force and effect.

ARTICLE XV – EXPENSES, INCOME AND PROPERTY

15.1 The income and property of the OSA from whatever source derived, shall be applied solely toward the promotion and furtherance of the objects of the OSA and no part thereof shall be paid or transferred directly or indirectly by way of bonus or otherwise as profit or gain to members, past, present or future, or to any person claiming through any member, provided however, that nothing herein contained shall prevent the bona fide payment or remuneration to any Secretary-Treasurer, Registrar, Editor, Officer, or as expressly provided in Articles 5.17 and 6.1 or other person or persons for services rendered the OSA and the expenses of the directors or their officers incurred in doing the business for the OSA.

ARTICLE XVI – INTERPRETATION

16.1 Words importing the singular number include the plural and vice versa. Words importing gender include the masculine and feminine genders. Words importing a person include an individual, partnership, association, company, trustee, executor, administrator and legal administrator.

ARTICLE XVII – NOTICES

17.1 Notice calling any general or special meeting shall be given by circular letter, OSA bulletin, telephone or other means to each member at his last-known address appearing in the books of the OSA, at least fifteen (15) days in advance of each meeting.

17.2 Notice of meeting of the board of directors other than the one immediately following the Annual Meeting, shall be mailed to each director at least ten (10) days before the date of the meeting at his last known address appearing on the books of the OSA or by telephone or telefax at least seven (7) days before the date of the meeting. Notwithstanding the foregoing, a meeting of the board of directors may be held on shorter notice, or without notice, providing all the directors have given their consent to the meeting to be held.

Made by the board of directors this 2nd day of March 1996.

President

Vice President

Confirmed by the members of the OSA this 2nd day of March 1996.

Secretary- Treasurer