

# **BY-LAW NO. 1**

A by-law relating generally to the conduct of the affairs of

## **ALPACA CANADA**

(The "Corporation")

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**BE IT ENACTED** as a by-law of Alpaca Canada, as follows:

# General

## 1.1 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) **“board”** means the board of directors of the Corporation and **“director”** means a member of the board;
- (c) **“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;
- (d) **“CLAA”** means the Canadian Llama and Alpaca Association (Association Canadienne des Eleveurs de Lamas et Alpagas).
- (e) **“CLAA Board”** means the board of directors of CLAA.
- (f) **“division”** means a division of the CLAA;
- (g) **“meeting of members”** includes an annual meeting of members or a special meeting of members; **“special meeting of members”** includes 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;
- (h) **“Ordinary resolution”** means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution.
- (i) **“proposal”** means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposal) of the Act;
- (j) **“Recorded Address”** means, in the case of a member, his or her address as recorded in the register of members. (This may include reference to a facsimile number or electronic mail address for the purpose of delivering notices required under the By-laws and the Act.)
- (k) **“Registry matters”** means those matters relating to the registration of alpacas and the keeping of alpaca records under the *Animal Pedigree Act*.
- (l) **“Regulations”** means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (m) **“Special resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

- 1.2 **General.** 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, unincorporated organization and other legal entities, as the case may be.

## SECTION TWO

### OBJECTS OF ALPACA CANADA

- 2.1 **Objects.** Alpaca Canada shall have as its objects the following:

- (a) To initiate and expand on marketing projects and public awareness activities and to participate in projects and programs that will increase the exposure and marketing of alpacas and their fibre related products.
- (b) To assist, educate and inform producers in the development and improvement of production techniques and marketing matters pertaining to alpacas and alpaca products.
- (c) To support and co-operate with governments and other organizations, having similar interests to those of Alpaca Canada, when, in the opinion of the Board, such support and co-operation will further the purposes and objects of Alpaca Canada.
- (d) To co-operate with the CLAA with a view to increasing cost efficiencies in 1) the registrations of alpacas, and 2) the administration of Alpaca Canada and the CLAA.
- (e) To consider and, if necessary, establish prerequisites for the registration of alpacas in conjunction with the CLAA including, but not limited to, inspection of animals and performance standards and to make recommendations and to make recommendations and provide advice to the CLAA on matters relating to the registration of alpacas and the upkeep of alpaca pedigrees;

- (f) To promote and establish breed improvement programs for alpacas in co-operation with the CLAA;
- (g) To liaise with governments on matters concerning the alpaca industry other than federal government matters relating to registration of animals and keeping of animal pedigrees under the *Animal Pedigree Act*;
- (h) To liaise with established organizations on the research, study, production, processing and marketing of alpaca products;
- (i) To provide a publication for the purpose of communicating with the membership; and
- (j) To collect annual dues from members of Alpaca Canada who are not CLAA members.

## 2.2 Relationship with the CLAA

- (a) Alpaca Canada recognizes the CLAA's responsibility for Registry Matters pertaining to alpacas as the animal pedigree association incorporated pursuant to the *Animal Pedigree Act R.S.C. 1985 c.8*.
- (b) The role of Alpaca Canada on Registry Matters shall be to provide advice and recommendations to the CLAA Board, and to initiate amendments to the by-laws of the CLAA.
- (c) Immediately after the first annual general meeting of the members of Alpaca Canada, the Board will appoint one of its directors to the CLAA Board for the period of one year. This appointee will carry the dual-role of director of both the Board and the CLAA Board.
- (d) In conducting its business, Alpaca Canada shall operate separately and distinctly from CLAA and shall not by virtue of its advice to the CLAA on Registry Matters become a partner or co-venture with the CLAA or any other such divisions.

## SECTION THREE

### BUSINESS OF ALPACA CANADA

**3.1 Head Office.** Subject to change by Special Resolution, the head office of Alpaca Canada shall be situated at such place therein as the Board shall from time to time determine. The Board may establish such other offices as the affairs of Alpaca Canada may require.

**3.2 The seal,** an impression of which is stamped hereof, shall be the corporate seal of Alpaca Canada.

(SEAL OF ALPACA CANADA)

**3.3 Financial Year.** The financial year of Alpaca Canada shall end December 31<sup>st</sup> of each year unless otherwise determined by the Board.

**3.4 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.

**3.5 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 document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. 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.

**3.6 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.

**3.7 Borrowing Powers.** The Directors of the Corporation may, without authorization of the members,

- (i) borrow money on the credit of the corporation;
- (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation
- (iii) give a guarantee on behalf and
- (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

## SECTION FOUR

### MEMBERS

**4.1 Memberships.** Memberships shall be applied for and renewed annually, on or before January 1<sup>st</sup> of each calendar year.

**4.2 Annual Dues.** The annual dues shall be set by the Board. Dues may be prorated or discounted for new members depending on the time of application for membership. All members, other than owner members, will make their dues payable to Alpaca Canada. The dues of owner members shall be paid to and collected by the CLAA.

**4.3 Classes of Membership.** The Board shall recognize and permit membership in the following categories:

**(a) Owner Members** shall be memberships representing individuals, or individual farms represented by individuals who are eighteen (18) years of age or older, and who own alpacas registered under the *Animal Pedigree Act R.S.C 1985 c.8*, and are members of the CLAA.

**(b) Associate Members** shall be memberships who are individuals, or individual farms or businesses represented by individuals, who are eighteen (18) years of age or older, who do not own any alpacas registered under the *Animal Pedigree Act R.S.C. 1985 c.8*, or who own such registered alpacas but are not members of the CLAA.

**(c) Junior Members** shall be memberships who are individuals under the age of eighteen (18) years. Junior memberships shall not be entitled to vote or hold office.

**(d)** Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

**4.4 Non-Transferability of Membership.** Membership in Alpaca Canada is not transferable or assignable.

(a) Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

#### **4.5 Termination of Membership.**

(a) All members who paid dues for the preceding year but have not paid for the current calendar year by January 1<sup>st</sup> shall be removed from membership in Alpaca Canada.

(b) Any member may withdraw from the corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.

**4.6 Effect of Termination of Membership.** Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically ceases to exist.

**4.7 Entitlement to Vote.** Subject to 5.06, only those members whose annual dues are fully paid up shall be entitled to cast votes on questions submitted to the membership for determination from time to time.

**4.8 Membership Standards.** The Board shall establish standards which the membership will be expected to abide by, including:

(a) A Code of Conduct, and

(b) Standards of animal husbandry practices, including alpaca health & nutritional care.

**4.9 Removal of a Member.** Members of Alpaca Canada may be suspended if they:

(a) Conduct themselves in a manner that is prejudiced to the best interests of Alpaca Canada or in a manner that is contrary to the objects of Alpaca Canada, or

(b) Contravene the Membership Standards, as set out in Section 4.07, or

(c) Are convicted of an offense relating to the cruelty of animals.

#### **4.10 Complaints Procedure.**

(a) If the Board becomes aware that a member's conduct may warrant suspension, the President of Alpaca Canada shall notify such member, by registered mail, of the circumstances of the complaint, and such member shall:

(i) Rectify the situation within thirty (30) days and advise the Board that same has been done, or

(ii) Advise the board, in writing, within thirty (30) days of the circumstances surrounding the nature of the complaint and the reason such complaint may not be rectified.

(b) After the Board is satisfied the complaint is either unfounded or has been adequately rectified, a letter of explanation shall be mailed to the person making the complaint advising that the complaint has been resolved to the satisfaction of the Board.

(c) If, in the opinion of two-thirds (2/3) of the Board, the infraction falls under Section 4.08, or is a result of the accused member knowingly omitting to complete their agreed obligation, the Board may suspend the member with whom the complaint has been made for a period of up to one year.

(d) Should a suspended member continue to contravene Section 4.08, the Board may suspend their membership for a term longer than one year.

(e) Members having been suspended will have their names removed immediately from all division publications and websites for the term of their suspension.

## SECTION FIVE

### MEETINGS OF MEMBERS

**5.1 Annual Meeting.** At every annual meeting of members, in addition to any other business that may be transacted, the report of the directors, the financial statements, the report of the reviewer, and reports of any committees shall be presented to the members and the incoming directors shall be named.

**5.2 Timing.**

(a) Alpaca Canada shall hold an annual general meeting of its members. In the event of a postal disruption, the Board may delay the date of the annual general meeting, and

(b) The annual general meeting of Alpaca Canada shall, wherever possible, be held in conjunction with, and before, the annual general meeting of the CLAA.

**5.3 Notice of the Annual General Meeting.** Notice of the time and place of each annual general meeting shall be sent to all members in good standing by "ordinary mail" or by electronic mail, at least thirty (30) days prior to the date of the meeting.

**5.4 Notice of Special Meeting.** Notice of the time and place of a special meeting, including the general nature of business to be transacted at such meeting, shall be given by the Board to each member in the manner provided in Section 11 of this by-law, not less than twenty-one (21) nor more than sixty (60) days before the time fixed for holding such meeting.

**5.5 Members Calling a Special Meeting.** The Board of Directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

**5.6 Place of Members' Meeting.** Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

**5.7 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 the manner of giving notice to members entitled to vote at a meeting of members.

**5.8 Quorum. (percentage)** A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 5% percent of the membership 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 business of the meeting even if a quorum is not present throughout the meeting.

**5.9 Voting.** Every owner member, in good standing, is entitled to one vote on all Division matters. Every associate member, in good standing, is entitled to one vote on all Division matters, except Registry Matters which shall be voted on by owner members only.

**5.10 Majority of Votes.** At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. 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 Chair of the meeting, in addition to an original vote, shall have a second or casting vote.

**5.11 Absentee Voting at Members' Meetings. (By mailed-in or electronic ballot.)** Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or 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.

#### **5.12 Participation by Electronic Means at Members' Meetings**

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting.

Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

#### **5.13 Members' Meeting Held Entirely by Electronic Means**

If the Directors or Members of the Corporation call a meeting of members pursuant to the Act, those Directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

## **SECTION SIX**

### **QUALIFICATION AND ELECTION OF DIRECTORS**

**6.1 Number.** The affairs of Alpaca Canada shall be managed by its Board. Subject to increase or decrease in such number by special resolution, the Board shall consist of four (4) to ten (10) directors, of whom a majority (with a minimum of three [3]) shall constitute a quorum for the transaction of business. Despite vacancies, the remaining directors may act if constituting a quorum.

**6.2 Qualifications.** Every director shall be a member of Alpaca Canada in good standing and a majority of the Board must also be members in good standing of the CLAA. No director shall be a salaried employee of Alpaca Canada or related to a salaried employee of Alpaca Canada.

**6.3 Ballots.** Directors shall be elected by an electronic voting process or a mail-in ballot. The Directors will be confirmed at the Annual General Meeting.

#### **6.4 Nominations of Elections and Terms of Office.**

The President or Secretary shall:

- I. Invite applications for candidates for position(s) on the Alpaca Canada Board of Directors that will be coming open at the annual general meeting, no later than forty-five (45) days and not more than ninety (90) days before the date of the annual general meeting. Nominations will close with the Call for Nominations at the annual general meeting
- II. Only in the event of an election each candidate will be required to provide a Statement of Candidacy. The Statement will include: 1) name, 2) address, 3) biography, 4) number and type of alpacas owned, together with names of any persons owing animals in conjunction with the candidate, (5) election platform, and 6) sufficient information to disclose any actual Any actual or perceived conflict of interest, and or perceived conflict of interest, and
- III. Provide a link to the electronic voting site to each member at their recorded email address and, subject to 6.03, ensure sufficient time for the members to vote on-line
- IV. in the event a member does not have a recorded email address, a mail out ballot will be provided to such member at their recorded address and, subject to 6.03, ensure sufficient time for the member to return their ballots by mail.

**(a) Nomination by Members.** Two (2) members of Alpaca Canada may nominate, in writing, one (1) or more candidates for director, no later than sixty (60) days before the annual general meeting.

**(b) Cost of Publishing Proposals for Annual Members' Meetings.** The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

**(c) Voting Procedure.** Those candidates receiving the most votes shall be elected. In the case of any tie between two (2) or more candidates that is not resolved on a recount of votes, the names of those candidates concerned shall be placed in a receptacle and a member of the elections committee (or, if there is no such committee, then a member of Alpaca Canada who is not running as a candidate and who is appointed by the President for the purpose) shall draw the names of the candidate or candidates, as applicable, at the annual general meeting at which the results of the election are to be announced, and the first name(s) drawn shall be deemed to have been elected.

**(d) Term of Office.** Term of office of a director elected by the members of Alpaca Canada commences immediately upon election at the annual general meeting.

**6.5 Vacancy.** If a Director resigns or is otherwise disqualified from holding office, the remaining Directors may, by majority vote, appoint a replacement Director who is qualified to hold office, or such vacancy may be filled by conducting an electronic vote / mail-in ballot as per 6.04(iv), of all members, either with or without full nomination process. The Directors shall be required to maintain a quorum of Directors at all times. Any vacancies filled by appointment shall either be ratified by the members at the next annual meeting of members or the appointee may be asked by the Directors to stand for election at the next annual meeting of members to fill the vacancy for the balance of the retired Director's term.

## SECTION SEVEN

### MEETING OF DIRECTORS

**7.1 Calling of Meetings of Board of Directors (for corporations continuing into the NFP Act.)** Meetings of the Board may be called by the Chair of the Board, the Vice-Chair 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.

**7.2 Regular Meetings.** The Board may appoint a day or days in any month or months for regular meetings at any hour and place to be named and, for such regular meetings, no notice need be sent. Regular meetings may be held by teleconference and, if necessary, a face-to-face meeting may be held at a convenient location within Canada.

**7.3 Notice of Meeting of Board of Directors.** Notice of any meetings other than regular meetings of the Board shall be given to each Director not less than five (5) days before the time fixed for holding such meeting, unless the Directors unanimously waive the requirement for such notice.

**7.4 Majority of Votes.** At all regular 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 Chair of the meeting in addition to an original vote shall have a second or casting vote.

**7.5 Voting.** A declaration by the Chairperson and an entry in the Minute Book to that effect, shall be prima facie proof that a resolution voted upon has either been carried or defeated.

**7.6 Meeting Procedures.** If necessary, the Board will use Robert's Rules of Order as a reference if meeting procedures are questioned. Any Director may ask that Robert's be followed on a particular matter and in such case the rules will be adopted for that matter or meeting. (See [rulesonline.com](http://rulesonline.com) for Robert's Rules of Order.)



## SECTION EIGHT

### OFFICERS

**8.1 The Board** may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An officer may, but need not be, a Director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

**8.2 President.** The President shall be the chief executive officer of Alpaca Canada and shall have the general powers and duties of supervision and management of the affairs and operations of Alpaca Canada.

**8.3 Vice-President.** The Vice-President shall be vested with all the powers and shall perform all the duties of the President in his or her absence.

**8.4 Secretary.** The Secretary shall:

(a) When present, act as Secretary of all meetings of directors and members.

(b) Shall delegate a Custodian of the Minute Books of Alpaca Canada and the documents and registers required to be maintained under the Act.

(c) Give, or cause to be given, notices of all meetings of members and of the Board.

(d) Shall delegate a Custodian of the seal of Alpaca Canada and shall cause the same to be affixed to any instrument requiring the same, and

(e) Certify all documents of Alpaca Canada which require certification.

**8.6 Treasurer.** If appointed the Treasurer shall have such powers and duties as the Board may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

**8.7 Agents and Attorneys.** The Board shall have the power, from time to time, to appoint agents or attorneys for Alpaca Canada, within Canada, with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

## SECTION NINE

### PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

**9.01 Indemnity.** Every Director, officer and employee of Alpaca Canada shall be indemnified and saved harmless by Alpaca Canada from all liabilities, costs, charges and expenses he incurs during the lawful and proper exercise of his duties.

## SECTION TEN

### COMMITTEES

**10.01 Committees.** The Board may, from time to time, appoint committees from the members of Alpaca Canada to further the objects of Alpaca Canada whose members shall serve at the will of the Board. Such committees shall report to the Board and shall have at least one Director or Officer sitting on such committee to act as liaison between the Board and the committee.

## SECTION ELEVEN

### SPECIAL RESOLUTIONS, REGISTRY MATTERS AND BY-LAW CHANGES

#### 11.1 A Vote of the Members of Alpaca Canada.

(a) A Special Meeting may be called, or any matter affecting Alpaca Canada may be put, by way of a motion, to a vote of the members of Alpaca Canada if so required by:

(i) a resolution of the Board, or

(ii) a petition signed by a minimum of ten per cent (10%) of the voting members of Alpaca Canada

(b) The Board may conduct any vote by mail, or by electronic voting process, at the Annual General Meeting or at a Special Meeting.

(c) In the case of a vote to be conducted by mail, or electronic voting process, every member entitled to vote shall be sent by ordinary mail, or by email, addressed to their last known address/email address or Recorded Address or Recorded Email Address:

(i) a copy of the motion and an explanation of the reasons for it, and, if the Board deems it necessary, arguments both for and against the motion,

(ii) a ballot permitting a vote "in favor" or "opposed" to the motion, and

(iii) a return envelope on which a member shall signify his or her eligibility to vote by signing.

(d) The deadline for returning ballots, or voting online, shall be not less than thirty (30) days and not more than forty-five (45) days from the date that the ballots were mailed to the members, or the date that notice of the voting link was provided to the members.

(e) In the case of a vote to be conducted at an Annual General Meeting, or a Special Meeting, and provided there is a quorum, all votes shall be counted by a show of hands and must be counted by the Secretary of the Board.

**11.2 By-laws and Effective Date** Subject to the articles, the Board of Directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the members by ordinary resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197 (1) (fundamental change) of the Act.

(a) A motion to amend the By-laws may be enacted by a majority of Directors at a meeting of the Board and sanctioned by two-thirds (2/3) of the members voting, provided that twenty-five (25) percent of the membership has voted, and the Secretary of Alpaca Canada shall forthwith notify all members of the changes.

(b) If a motion is made in respect to a Registry Matter, the Board shall notify the CLAA and request that it conduct a vote.

#### 11.04 Petitions.

(a) No member shall petition the Board until they have first submitted a request to the Board outlining the subject and reason for their request. If the Board has failed to provide a response within sixty (60) days of receiving the request, the member may petition the Board for a vote of the members in respect to the subject of the petition.

(b) The petition shall contain the following information of the members initiating the petition: name, address, telephone and membership numbers. The petition shall also provide a statement of the question to be put to the members for a vote along with brief statements outlining the reasons for the matter being proposed.

(c) The member initiating a petition may withdraw the petition in writing at any time.

## SECTION TWELVE

### AUDITORS

**12.01 Appointment of Reviewer.** The members shall, at each annual meeting, appoint a professional reviewer or two independent members of the Division, who shall be qualified reviewers, to review the accounts and annual financial statements of the Corporation for report to the members at the next annual meeting. The independent members appointed may not be directors, officers or employees of the corporation unless consent is given by all voting members at the annual meeting. If a Professional accountant is used a "Notice to Reader" would be conducted.