



Bylaws of The Association

As Amended July 6, 2017

Amended Articles 1, 3, 4, 8, 9, 17, 20, 22 & 24	August 17, 1992
Amended Articles 23 & 25	October 6, 1993
Amended Articles 21 & 25	October 31, 1994
Amended Articles 1, 4, 6, 7, 8, 9, 20, 21 & 25	December 16, 1996
Amended Article 20	August 14, 2000
Amended Article 20.6, 20.7 and 20.9 (1).....	April 24, 2003
Restructuring Amendments.....	September 7, 2005
Article 22 (1) (2) (3); 30(c), 37, 61 (1)(b), 68, 69 (1) 89 (1) (2), 90, 96 (4), 103 and 104, 109 (1) (2) (3) , Schedule A - Llama Registry Matters 127 (1) (2) (3), Schdule B - Alpaca Registry Matters 130 (2)(a), 131 (1) (2) (3)	April 28 2010
Schedule B - Alpaca Registry Matters Articles 5 and 7.1	March 6, 2012
Amended Article 92 (2)	February 25, 2015
Schedule A - Llama Registry Matters 3(3); 3(4); 3(4)(a); 5 & 5b; 6 (1)(c); 7(1); 7(5); 13 and 14.....	February 25, 2015
Schedule B - Alpaca Registry Matters 3(3); 3(4), 3(4)(a); 5 & 5b; 7(1)(c); 8(1); 8(5); 14 and 15.....	February 25, 2015

CLAA Bylaws - Table of Contents

	Article
Definitions.....	1
Name.....	2
Objects.....	3
PART I - MEMBERSHIP OF THE ASSOCIATION	
Section 1 - Eligibility and Dues	
Eligibility of Members.....	4
Application for Membership.....	5
Membership Dues	6
Payment of Membership Dues	7
Section 2 - Members	
General Rights of Members.....	8
Members who are individuals	9
Members who are not individuals.....	10
Membership Year.....	11
Financial Liability	12
By-laws and Membership Card.....	13
Section 3 - Termination and Reinstatement	
Resignation	14
Suspension and Expulsion	15
Procedure for Membership Suspension and Expulsion	16
Discipline Committee.....	17
Hearing	18
Recommendations of the Discipline Committee and Review by the Boards.....	20-21
Costs	22
Reinstatement of Members.....	23
PART II - ORGANIZATION OF THE ASSOCIATION	
Section 1 - Offices	
Head Office.....	24
Registration Office	25
Section 2 - Fiscal Year	
Fiscal Year	26
Section 3 - Divisions	
Divisions.....	27
Incorporation of the Divisions	28-29
Objects of the Llama Division and the Alpaca Division.....	30
Registry Role of the Association and the Divisions	31-32
PART III - GOVERNANCE OF THE ASSOCIATION	
Section 1 - Board of Directors	
Board of Directors.....	33
Responsibilities of the Board	34
Section 2 - Election of Directors by the Members of the Association	
Eligibility	35
Election Committee	36
Nominations by Election Committee	37
Nominations by Members	38
Close of Nominations.....	39
Statement of Candidacy	40
Ballot.....	41
Voting Procedures	42
Results	43
Scrutineers.....	44
Winning Procedures	45

CLAA Bylaws - Table of Contents

PART III - GOVERNANCE OF THE ASSOCIATION

Section 2 - Election of Directors by the Members of the Association (continued)	
Tie	46
Recount.....	47
Non-Validation.....	48
Postal Disruption	49
Election Irregularities.....	50-51
Election by Acclamation	52
Appointment of Directors.....	53
Section 3 - Appointment of Directors by the Divisions	
Eligibility	54
Appointment	55-56
Section 4 - Directors	
Functions of Directors.....	57-58
Duties and Responsibilities of Directors	59
3 Year Term of Office	60
1 Year Term of Office	61
Consecutive Terms.....	62
Director Vacancy.....	63-64
Procedure for Removal of Directors	65-66
Section 5 - Officers	
Officers	67
Election of Officers.....	68
Duties of Officers	69
1 Year Term of Office	70
Officer Vacancy	71
Removal of Officers.....	72
Section 6 - Committees of the Board	
Establishment of Committees.....	73
Appointment of Committee Chairs and Members	74
Functions of Committees.....	75
Term of Office	76
Committee Vacancy	77
Removal of Committee Chairs and Members	78

PART IV - MEETINGS

Section 1 - Board of Director Meetings	
Calling Meetings	79
Member Matters	80
Notice of Meetings and Quorum	81
Spirit	82
Closed Doors.....	83
Questions.....	84
Minutes of Meetings	85
Section 2 - Committee Meetings	
Calling Meetings	86
Quorum	87
Section 3 - Annual General Meetings	
Timing.....	88
Notice of Meeting.....	89
Quorum	90
Business at Annual General Meetings	91
Voting at Annual General Meetings.....	92
Resolutions at Annual General Meetings	93
Minutes of Meetings	94

CLAA Bylaws - Table of Contents

PART IV - MEETINGS (continued)	
Section 4 - Special Meetings of the Association	
Calling of Special Meetings	95
Time and Place	96
Notice of Special Meetings	97
Quorum	98
Motions at Special Meetings	99
Minutes of Meetings	100
PART V - BUSINESS MATTERS	
Signature.....	101
Bank Account.....	102
Income and Property	103
Borrowing	104
Association Book	105
Seal	106
Auditor.....	107
PART VI - VOTING PROCEDURES	
Section 1 - Membership Petitions and Votes	
Initiation of a Vote	108
Voting Procedure	109
Cost.....	110
Eligibility to Vote.....	111
Results	112
Section 2 - Amendment of By-laws	
Initiation of By-law Amendment or Repeal	113-114
Voting Procedure	115-116
Cost.....	117
Eligibility	118
Results	119
Section 3 - Change of Articles of Incorporation, Amalgamation and Dissolution	
Initiating of change of articles, amalgamation or dissolution.....	120
Voting Procedure	121
Results	122-123
PART VII - REGISTRY MATTERS	
Section 1 - Llama Registry Matters	
Registry Compliance	124
Fees.....	125
Payment of Fees	126
Section 2 - Alpaca Registry Matters	
Registry Compliance	127
Fees.....	128
Payment of Fees	129
PART VIII - OTHER MATTERS	
Interpretation	130-132
Transition	133
SCHEDULE "A" - LLAMA REGISTRY MATTERS	
SCHEDULE "B" - ALPACA REGISTRY MATTERS	

AMENDED BY-LAWS

DEFINITIONS

1 (1) In these bylaws, unless the context requires otherwise:

- (a) "Act" means the Animal Pedigree Act R.S.C. 1985 c. 8;
- (b) "Alpaca Division" means a corporation without share capital incorporated by the alpaca members of the Association pursuant to Part II of the Canada Corporations Act R.S.C. 1985 c. C-32 and these by-laws;
- (c) "alpaca member" means a member of the Association who owns at least one Foundation Stock, Purebred or Percentage Purebred alpaca registered with the Association;
- (d) "Association" means the Canadian Llama and Alpaca Association/Éleveurs de Lamas et Alpacas;
- (e) "Board" means the Board of Directors of the Association;
- (f) "days" means calendar days;
- (g) "Discipline Committee" means the Committee appointed by the Board pursuant to Article 17(1) to conduct hearings into the expulsion or suspension of members and removal of directors;
- (h) "Election Committee" means the Committee appointed by the Board pursuant to Article 37 to oversee elections and votes conducted by the Association;
- (i) "Executive Administrator" means the senior staff person hired by the Board to administer the office of the Association;
- (j) "Foundation Stock" when used in reference to llamas, has the meaning prescribed in Schedule "A" to these by-laws and when used in reference to alpacas, has the meaning prescribed in Schedule "B" to these by-laws;
- (k) "good standing" means a member whose annual membership dues, registration and transfer fees and any indebtedness due to the Association have been paid in full and the member is not under suspension or expulsion pursuant to these by-laws;
- (l) "Llama Division" means a corporation without share capital incorporated by the llama members of the Association pursuant to Part II of the Canada Corporations Act R.S.C. 1985 c. C-32 and these by-laws;
- (m) "llama member" means a member of the Association who owns at least one Foundation Stock, Purebred or Percentage Purebred llama registered with the Association;
- (n) "member" means either a llama member or an alpaca member of the Association;
- (o) "official newsletter" means the official newsletter published by the Association;
- (p) "ordinary resolution" means a resolution passed by a majority of 50% plus 1 of the votes cast by the members who voted by mail ballot in respect of that resolution or voted in person at a meeting of members or directors;
- (q) "person" includes
 - (i) a corporation;
 - ii) the heirs, executors, administrators or other legal representative of a person;
 - (iii) a partnership;
 - (iv) an unincorporated organization that is not a partnership referred to in subclause (iii);
- (v) any group of individuals who are carrying on an activity for a common purpose and are neither a partnership referred to in subclause (iii) nor an unincorporated organization referred to in subclause (iv);
- (r) "petition" means a petition in accordance with Article 108; and
- (s) "Percentage Purebred" when used in reference to llamas, has the meaning prescribed in Schedule "A" to these by-laws and when used in reference to alpacas, has the meaning prescribed in Schedule "B" to these by-laws;
- (t) "Purebred" when used in reference to llamas, has the meaning prescribed in Schedule "A" to these by-laws and when used in reference to alpacas, has the meaning prescribed in Schedule "B" to these by-laws;
- (u) "special resolution" means a resolution passed by a majority of not less than two-thirds of the votes cast by the members who voted by mail ballot in respect of that resolution;

AMENDED BY-LAWS

NAME

- 2 The association shall be named Canadian Llama and Alpaca Association (CLAA) or alternatively, Association Canadienne des Eleveurs de Lamas et Alpagas (ACELA) and is hereinafter referred to as the Association.

OBJECTS

- 3 The Association shall have for its objects:
- (a) to register llamas and alpacas and keep llama and alpaca pedigrees;
 - (b) to maintain records and issue certificates of pedigree registration of llamas and alpacas;
 - (c) to maintain records of the transfer of ownership of llamas and alpacas;
 - (d) to do all things necessary to carry out the function of an animal pedigree association for llamas and alpacas under the Act;
 - (e) to organize the incorporation of one Llama Division and one Alpaca Division with permitted registry and non-registry purposes or objects while ensuring at all times that the objects of each such division do not conflict with the objects of the Association;
 - (f) to approve the incorporation of the Llama Division and the Alpaca Division and the by-laws governing those divisions with only one division being incorporated in respect of each breed;
 - (g) to collect on behalf of the Llama Division and the Alpaca Division additional fees and dues based on membership, registrations and transfers, as may be agreed upon between the Association and the Llama Division and the Alpaca Division, and to remit same to the said Divisions;
 - (h) to promote and establish breed improvement programs for llamas and alpacas, as the case may be, in co-operation with the Llama Division and the Alpaca Division;
 - (i) to work with the Llama Division and the Alpaca Division on registry matters including but not limited to seeking information, advice and recommendations in accordance with the terms of the by-laws; and
 - (j) to support and co-operate with the Llama Division and the Alpaca Division when, in the opinion of the Board of Directors such support and co-operation will further the purpose of the Association, as established by the Animal Pedigree Act, and the objects of the Association, as established by these by-laws.

PART I - MEMBERSHIP OF THE ASSOCIATION

SECTION 1 - ELIGIBILITY AND DUES

Eligibility of Members

- 4 In order to be eligible to become a member of the Association a person must:
- (a) if an individual, be 18 year of age or older;
 - (b) if a representative of a member who is not an individual, be 18 years of age or older;
 - (c) be interested in advancing the objects of the Association;
 - (d) agree to comply with the bylaws of the Association;
 - (e) agree to comply with the Act and the Health of Animals Act;
 - (f) in the case of a llama member:
 - (i) be the registered owner of at least one Foundation Stock, Purebred or Percentage Purebred llama registered with the Association;
 - (ii) agree to comply with the by-laws of the Llama Division; and
 - (iii) agree to comply with the Code of Conduct of Llama Owners and Breeders that may be adopted from time to time by the Llama Division;
 - (g) in the case of an alpaca member:
 - (i) be the registered owner of at least one Foundation Stock, Purebred or Percentage Purebred alpaca registered with the Association;
 - (ii) agree to comply with the by-laws of the Alpaca Division; and
 - (iii) agree to comply with the Code of Conduct of Alpaca Owners and Breeders that may be adopted from time to time by the Alpaca Division.

Application for Membership

- 5 Any eligible person may apply to the Association, in writing and in the form prescribed by the Association, for membership and, upon payment of the prescribed membership dues, become a llama member and/or an alpaca member of:
- (a) the Association; and
 - (b) the Llama Division and/or the Alpaca Division, as the case may be.

Membership Dues

- 6 (1) The membership dues of the Association will consist of the following:
- (a) Association membership dues; and
 - (b) Llama Division membership dues and/or Alpaca Division membership dues, as the case may be;
- (2) The Board shall establish the membership dues of the Association.
- (3) The Board of Directors of the Llama Division shall establish the membership dues of the Llama Division.
- (4) The Board of Directors of the Alpaca Division shall establish the membership dues of the Alpaca Division.

Payment of Membership Dues

- 7 (1) The membership dues of the Association, the Llama Division and the Alpaca Division shall be paid to the Association.
- (2) Upon receipt of the membership dues for the Llama Division and the Alpaca Division, the Association shall pay the Llama Division dues and the Alpaca Division dues to the treasurer of the Llama Division and the Alpaca Division, as the case may be.

PART I - MEMBERSHIP OF THE ASSOCIATION

SECTION 2 - MEMBERS

General Rights of Members

- 8 (1) In accordance with these By-laws, every member in good standing is entitled to:
- (a) attend annual and special meetings of the Association (Articles 88 to 94 and 95 to 100);
 - (b) make representation on any matter at any meeting of the Association;
 - (c) vote on any matter at any meeting of the Association or in any mail out ballot (Articles 92, 93, 99);

8 (1) Continued...

- (d) vote in any election of directors in accordance with these by-laws (Articles 35 to 47);
- (e) be a member or chair of any standing committee or special committee established by the Board (Articles 73 to 78);
- (f) hold office as a director of the Association in accordance with these by-laws (Articles 35 and 54);

Continued...

PART I - MEMBERSHIP OF THE ASSOCIATION

SECTION 2 - MEMBERS

8 (1) Continued...

(g) have matters of interest and concern to the member addressed by the Board in accordance with these by-laws (Articles 80, 108 to 112); and

(h) be kept informed of decisions made and important issues dealt with by the Board (Articles 85, 94 and 100).

(2) In order to exercise any of the general rights of members:

(a) in the case of a llama member, the member must:

(i) be a member in good standing of the Association and the Llama Division; and

(ii) be the registered owner of at least one Foundation Stock, Purebred or Percentage Purebred llama registered with the Association;

(b) in the case of an alpaca member, the member must:

(i) be a member in good standing of the Association and the Alpaca Division; and

(ii) be the registered owner of at least one Foundation Stock, Purebred or Percentage Purebred alpaca registered with the Association.

Members who are individuals

9 Where a member is an individual that member must exercise the rights of a member personally and cannot appoint a representative to act on behalf of that member.

Members who are not individuals

10 (1) Where a member is not an individual, that member may, only in accordance with this Article, exercise the rights of a member.

(2) A member who is not an individual, shall appoint an individual to be the representative of the member.

(3) A representative of a member to which this Article applies shall, subject to these By-laws, exercise on behalf of the member, the rights referred to in Article 8.

(4) An individual cannot be a representative for more than one member at a time.

(5) An individual shall not exercise any of the rights of a member referred to in Article 8 in that individual's own capacity as a member while appointed as the representative of a member who is not an individual.

(6) If a member to which the Article applies is:
(a) a corporation, it shall appoint an individual who is a director, shareholder, member, officer or employee of the corporation as its representative;

Continued...

10 (6) Continued...

(b) a partnership, it shall appoint an individual who is a partner or employee of the partnership as its representative; or

(c) an organization, other than a corporation or partnership, it shall appoint an individual who is a member, officer or employee of the organization as its representative.

(7) An appointment of a representative of a member shall be:

(a) in writing in a form prescribed by or otherwise acceptable to the Board; and

(b) filed with the Board before the representative is nominated or appointed to hold office.

Membership Year

11 (1) The membership year for the Association is the calendar year.

(2) On January 1st, in each year, all members who paid for the preceding year but have not paid for the then current year shall be removed from the membership of the Association.

(3) No member shall be entitled to exercise any of the general rights of members unless the membership dues and any fees owing to the Association and the Llama Division or the Alpaca Division, as the case may be, have been paid in full.

(4) Any member removed from the membership of the Association pursuant to Article 11(2) may be readmitted to the membership by the Board upon payment of outstanding membership dues and fees.

Financial Liability

12 The financial liability of a member to the creditors of the Association shall be limited to the amount owing by him for membership and registration fees or any other fees for services provided to him by the Association.

Bylaws and Membership Card

13 (1) On being admitted to membership, each member is entitled to and the Association shall, upon request, give him without charge, in one of the official languages of Canada, one copy of the bylaws of the Association.

(2) The Association shall also issue a membership card to each member in good standing.

PART I - MEMBERSHIP OF THE ASSOCIATION

SECTION 3 - TERMINATION AND REINSTATEMENT

Resignation

- 14 A person shall cease to be a member of the Association on the occurrence of one of the following:
- (a) non-payment of membership dues by December 31 of any one year;
 - (b) receipt by the Association of the written resignation of the member; or
 - (c) the death or incapacity of the member.

Suspension and Expulsion

- 15 (1) Any member who:
- (a) conducts himself or herself in a manner prejudicial to the best interests of the Association and contrary to the objects of the Association;
 - (b) contravenes the Code of Conduct of Llama Owners and Breeders or the Code of Conduct of Alpaca Owners and Breeders.

may be expelled or suspended however, in accordance with section 61 of the Act, such expelled or suspended member may not be denied the right to have registered or to transfer the ownership of llamas and alpacas.

- (2) Any member who:
 - (a) is in arrears of any fees owing to the Association;
 - (b) contravenes a bylaw of the Association relating to:
 - (i) the eligibility for registration of animals by the Association;
 - (ii) the individual identification of animals; and
 - (iii) the keeping of private breeding records
 - (c) contravenes any provision of the Act or the regulations thereunder; or
 - (d) contravenes any provisions of the Health of Animals Act or the regulations thereunder relating to the identification, within the meaning of that Act, or testing of animals;

may be expelled or suspended and may be denied the right to have registered or to transfer the ownership of llamas and alpacas.

- (3) Notwithstanding Articles 15(1) and (2), if a member is a director, that member may not be expelled or suspended without first having been removed from office as a director.

Procedure for Membership Suspension or Expulsion

- 16 (1) When a written complaint is made to the Association against a member or information adversely reflecting upon a member's conduct comes to the attention of the President, the President shall:

16 (1) Continued...

- (a) notify the member and the Board that a complaint or adverse information has been received and the nature of the complaint or information; and
- (b) within 30 days of the receipt of the written complaint or adverse information:
 - (i) undertake a preliminary investigation of the complaint or conduct; and
 - (ii) report the findings from the preliminary investigation to the Board.

- (2) If, following this investigation, the Board is of the opinion that sufficient evidence exists to support a finding that the member has engaged in conduct that could constitute grounds for suspension or expulsion from membership pursuant to Article 15, the Board shall place the matter before the Discipline Committee for hearing.

Discipline Committee

- 17 (1) The Discipline Committee shall consist of three members of the Association with one member being appointed from each of the following:
- (a) The Board;
 - (b) The Board of Directors of the Llama Division; and
 - (c) The Board of Directors of the Alpaca Division.
- (2) Any director who would be in a position of conflict of interest sitting as a member of the Discipline Committee is not eligible to be appointed as a member of the Discipline Committee.

Hearing

- 18 (1) The Executive Administrator shall give notice of the hearing by the Discipline Committee to the member affected by registered mail at least thirty (30) days prior to the date of the hearing. The notice of hearing shall contain:
- (a) a copy of the written complaint, if any, or a statement of the allegations against the member;
 - (b) the date, time and place at which the hearing will be held;
 - (c) a statement of the purpose and scope of the hearing and the sanctions which the Discipline Committee can recommend regarding the conduct complained of;
 - (d) a statement advising the member of the right to appear in person or to be represented by counsel and to present witnesses, affidavits, documents or other evidence on the member's own behalf.

Continued...

Continued...

PART I - MEMBERSHIP OF THE ASSOCIATION
SECTION 3 - TERMINATION AND REINSTATEMENT

18 (1) Continued...

- (2) A copy of the notice of hearing may be given to the person who made the complaint against the member, if any.
 - (3) At the hearing before the Discipline Committee, the member whose conduct is the subject of the hearing shall have the right:
 - (a) to be heard in person or to be represented by counsel;
 - (b) to present any witnesses, affidavits, documentary or other evidence that the member may wish to present; and
 - (c) cross examine any other witnesses who appear to give evidence.
- 19 (1) If at any time before the Discipline Committee has commenced its hearing, the Discipline Committee is satisfied that the circumstances do not justify the continuation of the proceedings, the Discipline Committee, with the approval of the Board, may by a resolution setting out the reasons for its decision, discontinue the proceedings.
- (2) The member against whom a complaint has been brought may dispense with all or part of the right provided by Article 18(3) and authorize the Discipline Committee to make its findings and recommendations to the Board based on written evidence presented by the member.
 - (3) At any time prior to recommendations being made by the Discipline Committee or a decision being made by the Board, the member may voluntarily resign from the Association.

Recommendation of the Discipline Committee and Review by the Board

- 20 (1) At the conclusion of the hearing or following a review of written evidence, if a hearing was dispensed with by the member, pursuant to Article 19(2), or as soon thereafter as is reasonably practicable, the Discipline Committee shall make its finding and deliver its recommendations with reasons, in writing, to the Board:
- (a) exonerating the member;
 - (b) suspending the member for a fixed period of time;
 - (c) suspending the member and revoking the member's right to register or transfer llamas and alpacas for a fixed period of time;
 - (d) expelling the member; or

Continued...

20 (1) Continued...

- (e) expelling the member and revoking the right to register or transfer llamas and alpacas permanently or for a fixed period of time.
- (2) Upon receipt of the recommendations of the Discipline Committee, or as soon thereafter as is reasonably practicable, the Board shall review the recommendations and render a written decision, with reasons, upholding, revising or reversing the decision of the Discipline Committee.
- 21 The decision of the Board shall be filed with the Executive Administrator, who shall forthwith:
- (a) send a copy of the decision to the member affected by registered mail;
 - (b) send a copy of the decision to the person who had made the written complaint against the member by registered mail;
 - (c) provide a copy of the decision to the Board of Directors of the Llama Division and/or the Alpaca Division, as appropriate; and
 - (d) publish information pertaining to the complaint and the decision of the Board in the official newsletter.
- Costs**
- 22 Costs of the discipline proceeding conducted under these by-laws shall be at the discretion of the Board and the Board may direct that the costs be paid:
- (a) by the complainant, if the member is exonerated and the complaint dismissed; or
 - (b) by the member, if the member is suspended or expelled from the Association.

Reinstatement of Members

- 23 A member who has resigned under Article 19(3) or who has been suspended or expelled under Article 21(1) may apply to the Discipline Committee for reinstatement in the Association and the Discipline Committee may, subject to the approval of the Board, grant such reinstatement provided that:
- (a) a minimum of one (1) year has elapsed since the date on which the resignation, suspension or expulsion took effect; and
 - (b) the Discipline Committee and the Board are satisfied that the former member is no longer engaging in the conduct which led to the original resignation, suspension or expulsion.

PART II - ORGANIZATION OF THE ASSOCIATION
SECTION 1- OFFICES

Head Office

24 The head office of the Association shall be in Calgary, Alberta or such other location in Canada that the Board may recommend for approval by the membership through an electronic or mail in vote.

Registration Office

25 (1) The office for registration of pedigrees shall be determined by the unanimous decision of the Board and approved by a special resolution of the members of the Association.

(2) Unless changed in accordance with Article 25(1), the office for registration of pedigrees and recording of non-pedigrees shall be the Canadian Livestock Records Corporation.

PART II - ORGANIZATION OF THE ASSOCIATION
SECTION 2 - FISCAL YEAR

Fiscal Year

26 The fiscal year of the Association shall commence on the 1st day of January and end on the 31st day of December in each year.

PART II - ORGANIZATION OF THE ASSOCIATION
SECTION 3 - DIVISIONS

Divisions

27 (1) The members of the Association shall be governed by,

(a) The Association with respect to all registry matters;

(b) The Llama Division; and

(c) The Alpaca Division.

(c) Members Meetings: The annual general meetings of the Llama Division and the Alpaca Division shall be held prior to the annual general meeting of the Association.

(d) Board Meetings: the first meeting of the Board of Directors of the Llama Division and the Alpaca Division shall be held immediately following the annual general meetings of the Llama Division and the Alpaca Divisions and before the start of the annual general meeting of the Association.

Incorporation of the Divisions

28 The Llama Division and the Alpaca Division shall be incorporated by the llama members of the Association and the alpaca members of the Association, respectively, in accordance with the provisions of Part II of the Canada Corporations Act R.S.C. 1998 c. C-32 and these by-laws.

(e) Notice of Meetings: The method of giving notice of the annual general meeting of the Llama Division and the Alpaca Division shall be the same as the method of giving notice of the annual general meeting of the Association.

29 In addition to complying with the Canada Corporations Act, the by-laws of the Llama Division and the Alpaca Division shall comply with these by-laws and, in particular, shall contain the following provisions:

(f) Directors: At least three (3) members of the Board of Directors of the Llama Division and the Alpaca Division shall, as the case may be, be elected from the llama members of the Association and the alpaca members of the Association. Only members of the Association elected to the Board of Directors of the Llama Division and Alpaca Division are eligible to be appointed by the Divisions to the Board of the Association.

(a) Objects: The objects of the Llama Division and the Alpaca Division shall include but not be limited to the objects set out in Article 31 but, in any event, the objects of the Llama Division and the Alpaca Division shall not include any of the objects of the Association nor shall they conflict with the objects of the Association.

(b) Membership: The by-laws of the Llama Division shall include a membership category that is restricted to llama members of the Association. The by-laws of the Alpaca Division shall include a membership category that is restricted to alpaca members of the Association. Only members of the Association are eligible to vote, within the Llama Division and the Alpaca Division, on registry matters and for the directors appointed to the Board of the Association by the Divisions.

(g) Election of Directors: The election of the directors of the Llama Division and the Alpaca Division, from the llama members of the Association and the alpaca members of the Association, as the case may be, shall be held in conjunction with the election of the directors of the Association. The election procedure for these directors shall be the same as the election of directors of the Association. Only a member in good standing of the Association, who is a Canadian citizen ordinarily resident in Canada or a permanent resident within the meaning of the Immigration Act, may be elected from the membership of the Association as a director of the Llama Division or Alpaca Division.

PART II - ORGANIZATION OF THE ASSOCIATION
SECTION 3 - DIVISIONS

Incorporation of the Divisions 29 continued...

- (h) Term of Office of Directors: The term of office of a director of the Llama Division and the Alpaca Division, elected from the membership of the Association, shall commence on the announcement of the results of the elections held at the annual general meeting and expire on the announcement of the results of the elections held at the annual general meeting, that takes place in the 2nd year following the year in which the term commenced. A member of the Association shall not serve for more than 3 consecutive terms as a director of the Llama Division or the Alpaca Division.
- (i) Remuneration of Directors: Directors shall not be entitled to remuneration except for out-of-pocket expenses.
- (j) Directors of the Association: The provisions governing the appointment of directors to the Board of the Association by the Divisions shall be consistent with the by-laws of the Association. Only a member of the Association in good standing, who is a Canadian citizen ordinarily resident in Canada or a permanent resident within the meaning of the Immigration Act, may be appointed by the Division as a director of the Board of the Association.
- (k) By-law amendment: The procedure for amending the by-laws of the Llama Division and the Alpaca Division shall be the same as the procedure for amending the by-laws of the Association.
- (l) Fiscal Year: The fiscal year of the Llama Division and the Alpaca Division shall be the same as the fiscal year of the Association.
- (m) Reporting: The Llama Division and the Alpaca Division shall provide audited financial statements and an annual report to the Association in sufficient time for the Association to include the financial statements and annual report of the Divisions in the Annual Report and financial statements of the Association. Reporting shall include notifying the Association as to the directors and officers of the Divisions, any change in their directors and officers and providing the Association with copies of the notices for each annual general meeting and any special general meetings. The Llama Division and the Alpaca Division shall provide the Association with copies of their by-laws upon incorporation, upon any amendment being made and upon request.

Objects of the Llama Division and Alpaca Division

- 30 (1) The objects of the Llama Division and the Alpaca Division may include, but are not limited to the following:
- (a) to initiate and carry out projects or programs to commence, stimulate, increase or improve the production or marketing, or both, of llamas and alpacas and llama and alpaca products, as the case may be;
 - (b) to assist, educate and inform producers in the development and improvement of the production and marketing of llamas and alpacas and llama and alpaca products, as the case may be;
 - (c) to expand market awareness and demand for llamas and alpacas and llama and alpaca products and the education of consumers, as the case may be;
 - (d) to promote llamas and alpacas through organizing, collaborating and participating in shows and exhibitions and to generally develop and promoting the llama and alpaca industries, as the case may be;
 - (e) to advise governments on matters concerning the llama and alpaca industries, as the case may be, other than matters relating to registration of animals and keeping of animal pedigrees;
 - (f) to research and study the production, marketing and processing of llamas and alpacas and llama and alpaca products, including studies and research concerning the improvement of llamas and alpacas and llama and alpaca products and the development and use and consumption of llamas and alpacas and llama and alpaca products, as the case may be;
 - (g) to promote and establish breed improvement programs for llamas and alpacas, as the case may be, in co-operation with the Association;
 - (h) to consider and, if necessary, establish prerequisites to the registration of llamas and alpacas, as the case may be, in conjunction with the Association including but not limited to inspection of animals and performance standards;
 - (i) to initiate change, provide information, advise, and make proposals and recommendations to the Association on matters relating to the registration of llamas and alpacas and the keeping of llama and alpaca pedigrees, as the case may be;

Continued...

PART II - ORGANIZATION OF THE ASSOCIATION SECTION 3 - DIVISIONS

Objects of the Llama Division & Alpaca Division 30 continued...

31 continued

- (j) to support and co-operate with other persons and with the governments, when, in the opinion of the Board, such support and co-operation will further the purposes and objects of the llama and alpaca associations, as the case may be;
- (k) to communicate with owners and breeders and the public; and
- (l) to support and co-operate with the Llama Division and the Alpaca Division, as the case may be, and the Association when, in the opinion of the Board of Directors such support and co-operation will further the purpose of the Llama Division or Alpaca Division and the Association.

- (2) With the exception of common objects permitted by Article 30(1), the objects of the Llama Division and the Alpaca Division shall not include any of the objects of the Association nor shall they conflict with any of the objects of the Association.

Registry Role of the Association and the Divisions

31 (1) Responsibility for registry matters, pertaining to both llamas and alpacas, rests with the Association as the animal pedigree association incorporated pursuant to the Act.

- (2) Insofar as Article 30(1)(i) is concerned, the role of the Llama Division and the Alpaca Division on registry matters is limited to:

- (a) providing advice and recommendations to the Board; and
- (b) initiating amendments to the by-laws of the Association.

- (3) The following registry matters shall be determined by special resolution of the llama members of the association, the alpaca members of the association or all of the members of the association, as the case may be:

- (a) breed standards;
- (b) breed improvement programs;
- (c) reciprocal agreements;
- (d) registry recognition;
- (e) screening criteria;
- (f) categories of animals; and
- (g) any other registry matters which may, in the opinion of the Board, materially affect the interests of the members.

- (4) With respect to the registry matters referred to in Article 31(3), the following rules shall apply:

- (a) registry matters that pertain solely to llama members shall only be voted on by the llama members of the Association;
- (b) registry matters that pertain solely to alpaca members shall only be voted on by the alpaca members of the Association;
- (c) registry matters that pertain primarily to llama members but will, in the opinion of the alpaca directors, impact alpaca members or the registry maintained by the Association, shall be voted on by all of the members of the Association;
- (d) registry matters that pertain primarily to alpaca members but will, in the opinion of the llama directors, impact llama members or the registry maintained by the Association, shall be voted on by all of the members of the Association;
- (e) registry matters pertaining to both llama members and alpaca members, the integrity of the registry or compliance with the Act shall be voted on by all of the members of the Association.

32 In making any decisions with respect to registry matters the Board shall seek the input, advice and recommendations from the Board of Directors of the Llama Division or the Alpaca Division, or both, as the case may be.

PART III - GOVERNANCE OF THE ASSOCIATION
SECTION 1- BOARD OF DIRECTORS

Board of Directors

- 33 (1) The Association shall have a Board and the Board shall consist of:
- (a) two llama directors elected by the llama members of the Association;
 - (b) two alpaca directors elected by the alpaca members of the Association;
 - (c) one llama director appointed from the Board of Directors of the Llama Division; and
 - (d) one alpaca director appointed from the Board of Directors of the Alpaca Division.
- (2) The election of the directors shall be staggered such that one llama director and one alpaca director elected from among the llama members and the alpaca members of the Association shall be elected each year for a term of three years.

Responsibilities of the Board

- 34 (1) The Board shall manage and administer the affairs of the Association and shall direct the policy of the Association towards the attainment of the objects and purpose of the Association.
- (2) The responsibilities of the Association and the direction, administration and management of the Association's work, business and affairs, including the control and management of all the assets owned, held or acquired by the Association, are vested in the Board.
- (3) The Board has the power to do all things necessary to carry out the purpose of these by-laws and the responsibilities and authority of the Association.
- (4) Without limiting the generality of Article 34(1), (2) and (3), the Board may
- (a) hire an Executive Administrator and prescribe the duties and fix the remuneration of the Executive Administrator;
 - (b) retain other employees or contractors, other than the auditor appointed pursuant to Article 108 and prescribe the duties and remuneration payable to those employees and contractors.
- (5) The Board may authorize any person, entity or committee to exercise any of the powers of the Board as set forth in these by-laws or otherwise.

34 Continued...

- (6) Where a person, entity or committee is authorized under Article 34(5) to exercise any power of the Board,
- (a) that person, entity or committee shall report back to the Board with respect to the exercise of that power, and
 - (b) the Board shall retain a supervisory function to oversee the actions of that person, entity or committee in the exercise of that power.
- (7) All agents or employees shall be subject to removal from their position or employment by the Board at any time with reasonable notice to the person so removed.
- (8) No rule made by the Association in general meetings or at the Annual General Meeting invalidates a prior act of the directors that would have been valid had that rule not been made.
- (9) The directors shall not, solely by reason of acting as directors, be entitled to any remuneration except out-of-pocket expenses. The directors may contract with any Board member for the purposes of carrying out the objectives of the Association at a salary, wage or remuneration approved by the Board, and subject to annual membership review.
- (10) Every officer, director and employee of the Association shall be indemnified and saved harmless by the Association from all liabilities, costs, charges and expenses he incurs during the lawful and proper exercise of his duties.
- (11) No director, officer or employee of the Association, or other person acting on behalf of the Association, is personally liable for any act done in good faith in the exercise of that person's powers or the performance of that person's duties and functions or for any default or neglect in good faith in the exercise of that person's powers or the performance of that person's duties and functions.

Continued

PART III - GOVERNANCE OF THE ASSOCIATION
SECTION 2- ELECTION OF DIRECTORS BY THE MEMBERS OF THE ASSOCIATION

Eligibility

- 35 (1) In order to be nominated and elected by the members of the Association for a position on the Board as a director, the nominee shall be a Canadian citizen ordinarily resident in Canada or a permanent resident within the meaning of the Immigration Act, and:
- (a) in the case of a llama director:
- (i) be a member in good standing of the Association and the Llama Division; and
- (ii) be the registered owner of at least one Foundation Stock, Purebred or Percentage Purebred Llama registered with the Association.
- (b) in the case of an alpaca director:
- (i) be a member in good standing of the Association and the Alpaca Division; and
- (ii) be the registered owner of at least one Foundation Stock, Purebred or Percentage Purebred alpaca registered with the Association.
- (2) Members of the Election Committee, their spouse, members of their household and business partners and associates, shall not be eligible to seek a Board position or to run for any other position.
- (3) Members of the Board of Directors of the Llama Division and the Alpaca Division shall not be eligible to be elected to the Board of the Association.

Election Committee

- 36 (1) The Election Committee shall consist of one member of the Board of Directors of the Association and at least two members of the Association.
- (2) Members in good standing of the Association are eligible to be appointed as members of the Election Committee. Directors of the Llama Division or Alpaca Division are not eligible to be appointed as members of the Election Committee.
- (3) Any member who would be in a position of conflict of interest sitting as a member of the Election Committee is not eligible to be appointed as a member of the Election Committee.
- (4) The members of the Election Committee shall hold office until the annual general meeting.
- (5) The Board member on the Election Committee must not be seeking re-election.

Nominations by Election Committee

- 37 The Election Committee shall, at least 90 days and not more than 180 days, before the annual general meeting:
- (a) notify the members of the opening and closing dates for nominations to the Board;
- (b) attempt to actively recruit and nominate at least two (2) eligible candidates for each vacancy on the Board.

Nomination by Members

- 38 Two (2) members of the Association, in good standing may nominate, in writing, one (1) or more candidates for director to the Election Committee no later than sixty (60) days prior to the first day of the annual general meeting.

Close of Nominations

- 39 Nominations shall be closed not later than 60 days before the first day of the annual general meeting.

Statement of Candidacy

- 40 (1) The Election Committee shall request the nominees to individually submit a statement on behalf of their candidacy no later than 42 days before the first day of the annual general meeting.
- (2) The form of the statement and the information to be included in the statement of candidacy shall include but not be limited to the candidate's:
- (a) name;
- (b) address;
- (c) biography;
- (d) number and breed of animals owned together with names of any persons owning animals in conjunction with the candidate;
- (e) declaration as to whether the candidate is running for a llama director or alpaca director position;
- (f) election platform; and
- (g) sufficient information to disclose any actual or perceived conflict of interest.

PART III - GOVERNANCE OF THE ASSOCIATION

SECTION 2- ELECTION OF DIRECTORS BY THE MEMBERS OF THE ASSOCIATION

Ballot

- 41 (1) Subject to Articles 41(2), (3) and (4), at least 30 days before the annual general meeting, each member entitled to vote in the election of directors shall be sent by ordinary mail addressed to his last known address:
- (a) a ballot containing the names of the nominees;
 - (b) the candidacy statement of each of the nominees named on the ballot;
 - (c) detailed voting instructions including what will be considered a spoiled ballot; and
 - (d) a pre-addressed return envelope on which the member shall legibly print his name and membership number and, by his signature, certify that he has not submitted any other ballot with respect to this election.
- (2) In the case of the election of a llama director, the documents referred to in Article 41(1) shall be sent to each llama member of the Association entitled, to vote in the election.
- (3) In the case of the election of an alpaca director, the documents referred to in Article 41(1) shall be sent to each alpaca member of the Association entitled to vote in the election.
- (4) The ballots and return envelopes sent to the members of the Association, in accordance with this Article, shall be clearly marked as being ballots for the election of either a llama director or an alpaca director, as the case may be, and shall clearly state that only members in good standing of the Association and of the Llama Division and the Alpaca Division, as the case may be are eligible to vote in the election:
- (5) The election documents shall be sent out in the same package as the Notice of the annual general meeting of the Association.

Voting Procedures

- 42 (1) Each llama member of the Association entitled to vote for a llama director shall exercise his right to vote by mailing the ballot back to the Election Committee in the return envelope provided.
- (2) Each alpaca member of the Association entitled to vote for an alpaca director shall exercise his right to vote by mailing the ballot back to the Election Committee in the return envelope provided.

Results

- 43 The Election Committee shall:
- (a) determine the number of valid ballots received in the election of the llama director and the alpaca director;

43 (a) Continued...

- (b) when polls shall close, which shall be no later than 7 days prior to the start of the annual general meeting, receive, open, remove spoiled ballots, count and tabulate all ballots;
- (c) announce the results of the election, including the number of votes each candidate received, at the annual general meeting; and
- (d) following the announcement of the results of the election report to the Board and to the membership, in writing, the results of the election, including the number of votes each candidate received, and the names of those newly elected to the succeeding Board.

Scrutineers

- 44 (1) Each candidate may designate one scrutineer to be present when the ballots are counted.
- (2) Ballots and tabulation of results shall be kept by the Board until the next election.

Winning Procedures

- 45 (1) The one llama candidate receiving the greatest number of votes shall be elected as the llama director.
- (2) The one alpaca candidate receiving the greatest number of votes shall be elected as the alpaca director.

Tie

- 46 (1) In the event of a tie between two (2) or more candidates for the position of llama director the members of the Election Committee, in the presence of the scrutineers, shall recount the ballots at least twice and, if the tie is confirmed, shall place the names of those candidates in a receptacle and one member of the Election Committee shall, at the annual general meeting at which the results of the election are to be announced, draw one (1) candidate's name. That candidate shall then be deemed to be elected as the llama director.
- (2) In the event of a tie between two (2) or more candidates for the position of alpaca director the members of the Election Committee, in the presence of the scrutineers, shall recount the ballots at least twice and, if the tie is confirmed, place the names of those candidates in a receptacle and one member of the Election Committee shall, at the annual general meeting at which the results of the election are to be announced, draw one (1) candidate's name. That candidate shall then be deemed to be elected as the alpaca director.

Recount

- 47 (1) If the difference between the two (2) candidates is five (5) votes or less, an unsuccessful candidate may request a recount of the ballots cast provided such a request is

Continued...

Continued...

PART III - GOVERNANCE OF THE ASSOCIATION

SECTION 2- ELECTION OF DIRECTORS BY THE MEMBERS OF THE ASSOCIATION

47 (1) Continued...

received in writing by the Chair of the Election Committee no later than seven (7) days following the announcement of the results of the election at the annual general meeting.

- (2) Upon receipt of a request, in writing, for a recount, the Election Committee shall give notice of the recount to all candidates who may be affected by the recount and they, or their scrutineers, may be present during the recounting of ballots.

Non-Validation

- 48 Default in supplying or the non-receipt of a ballot and/or a return envelope to any member within prescribed time, shall not invalidate an election held in the manner provided.

Postal Disruption

- 49 In the event of postal disruption, the Board may delay the date of the election and set new dates.

Election Irregularities

- 50 (1) If a member
 - (a) questions:
 - (i) the eligibility of a candidate,
 - (ii) the eligibility of a voter,
 - (iii) any matter relating to a ballot or the tabulation of ballots, or
 - (iv) any irregularity with respect to the conduct of an election, and
 - (b) seeks to have the election declared invalid and the position declared vacant,

that member must, not later than 14 days after the day on which the election was held, apply in writing to the Board to have the election declared invalid and the position declared vacant.

- (2) Default in supplying or the non-receipt of a ballot and/or a return envelope to any member within the prescribed time, shall not invalidate an election held in the manner provided.
- (3) If, within the 14 day period referred to in Article 50(1), the Board has not received an application under Article 50(1), a member who was elected at that election is deemed to be duly elected and the vote conducted duly held.
- (4) An application to have an election declared invalid and a position declared vacant which has not been received by the Board within 14 days from the date of the election shall not be considered.

- 51 (1) On receipt of an application under Article 50(1), the Board shall consider the matter and may:
 - (a) declare the election to be proper and the position filled, if, in the opinion of the Board, there is no basis for the application,

Continued...

51 (1) Continued...

(b) declare the election to be proper and the position filled, notwithstanding that there is a basis for the application, if, in the opinion of the Board,

(i) the basis of the application did not materially affect the result of the election, and

(ii) the election was conducted substantially in accordance with the By-laws

(c) declare the election to be void and the position vacant, if, in the opinion of the Board, there is a basis for the application and the basis is sufficient to, or did, affect the result of the election.

- (2) Notwithstanding that an election is declared void and a position is declared vacant under Article 50(1), the term of office for the position declared vacant is nevertheless deemed to have commenced on the day that the voided election was held.
- (3) If the Board declares an election to be void and the position vacant, the Board may order that, within the time that the Board considers proper, a new election be conducted to fill the vacant position.
- (4) Where a member is elected to a position under Article 51(3)
 - (a), that member shall serve for the unexpired portion of the term.

Election by Acclamation

- 52 (1) Where only one llama member of the Association has been nominated to fill the position of llama director, the Election Committee shall declare the llama member of the Association as being elected by acclamation.
- (2) Where only one alpaca member of the Association has been nominated to fill the position of alpaca director, the Election Committee shall declare the alpaca member of the Association as being elected by acclamation.

Appointment of Directors

- 53 (1) Where no llama member of the Association has been nominated to fill the position of llama director the Board, in consultation with the Board of Directors of the Llama Division, shall appoint a llama member to the position of llama director and the llama member so appointed shall hold office as if elected.
- (2) Where no alpaca member of the Association has been nominated to fill the position of alpaca director the Board, in consultation with the Board of Directors of the Alpaca Division, shall appoint an alpaca member to the position of alpaca director and the alpaca member so appointed shall hold office as if elected.

PART III - GOVERNANCE OF THE ASSOCIATION

SECTION 3- APPOINTMENT OF DIRECTORS BY THE DIVISIONS

Eligibility

54 Subject to Article 56(2), in order to be appointed as a Director by the Llama Division or the Alpaca Division the nominee shall be:

- (a) member in good standing of the Association; and
- (b) a director of the Llama Division or the Alpaca Division, as the case may be.

Appointment

55 (1) The Llama Division and the Alpaca Division shall, at the first meeting of the Board of Directors of the Llama Division and the Alpaca Division, elect or appoint from among themselves an eligible member of their Board of Directors to be a llama director or an alpaca director, as the case may be, on the Board.

(2) The procedure to be followed by the Llama Division and the Alpaca Division in the election or appointment of a director to the Board is the responsibility of the Llama Division and the Alpaca Division and not the Association.

56 (1) Where no eligible member of the Board of Directors of the Llama Division or Alpaca Division has been elected or appointed to fill the position of director, the Board shall appoint an eligible member of the Board of the Llama Division as a llama director or an eligible member of the Board of the Alpaca Division as an alpaca director, as the case may be, to the Board.

(2) If no eligible member of the Board of the Llama Division or the Alpaca Division, as the case may be, consents to be appointed as a Director on the Board, the Board shall appoint an eligible llama member or an eligible alpaca member of the Association, as the case may be, to the Board.

PART III - GOVERNANCE OF THE ASSOCIATION

SECTION 4- DIRECTORS

Functions of Directors

57 In addition to any function that a llama member or an alpaca member of the Association may carry out under these by-laws, a director elected by the members of the Association, whether as a llama director or an alpaca director, may:

- (a) attend Board meetings;
- (b) at Board meetings
 - (i) make representations on any matter pertaining to the objects or operation of the Association;
 - (ii) vote on any matter under these by-laws;
- (c) vote at an election for the officers of the Association;
- (d) hold office as an officer of the Association; and
- (e) be elected or appointed by the Board as the chair, vice chair or as a member of any committee established by the Board;

58 In addition to any function that a llama member or an alpaca member of the Association may carry out under these by-laws, a director appointed to the Board by the Llama Division or the Alpaca Division,

58 Continued...

whether as a llama director or as an alpaca director may:

- (a) attend Board meetings;
- (b) at Board meetings
 - (i) make representations on any matter pertaining to the objects or operation of the Association;
 - (ii) vote on any matter under these by-laws;
- (c) vote at an election for the officers of the Association; and
- (d) be elected or appointed by the Board as the chair, vice chair or as a member of any committee established by the Board.

Duties and responsibilities of Directors

59 It is the duty and responsibility of directors to:
(a) act honestly and in good faith with a view to the best interests of the Association as opposed to the best interests of the members they were elected or appointed to represent;

- (b) effectively manage the affairs of the Association;
- (c) exhibit the degree of skill, in the performance of their duties, that may reasonably be expected of a person with the director's knowledge and experience;

Continued...

Continued...

PART III - GOVERNANCE OF THE ASSOCIATION
SECTION 4- DIRECTORS

59 Continued...

(d) perform their duties and obligations with loyalty, diligence, commitment, skill and prudence and give such attention to the affairs of the Association as is required in the circumstances;

(e) be as fully informed as possible regarding all aspects of the Association, including any issues that affect the Association;

(f) understand the purposes and intent of the Association as well as the requirements of the Act and the by-laws under which the Association operates;

(g) uphold the purposes of the Act and the by-laws under which the Association operates;

(h) prepare for and regularly attend board meetings and, if a member of a committee, prepare for and regularly attend committee meetings;

(i) act within the scope of their duty and authority;

(j) stay informed and fully participate in decision making concerning the Association's activities;

(k) exercise the right to vote with respect to each issue before the Board or committee, as the case may be, unless prohibited from doing so for any reason;

(l) comply with any statutory duties imposed on directors under the Act; and

(m) keep the members as fully informed as possible with respect to the activities, affairs and issues facing the Association and keep the Association informed as to the views and comments of the members.

3 Year Term of Office

60 (1) The term of office of a director elected by the members of the Association:

(a) commences immediately on the llama director or the alpaca director, as the case may be, being declared elected at the annual general meeting held following that director's election; and

(b) expires on the announcement of the results of the election of a llama director or alpaca director, as the case may be, at the annual general meeting that takes place in the third year following the year in which the term commenced.

(2) A llama director or an alpaca director, may complete that director's term of office even though that llama director

60 (2) Continued...

or alpaca director, as the case may be, ceases to be the registered owner of a Foundation Stock, Purebred or Percentage Purebred Llama or alpaca, as the case may be.

1 Year Term of Office

61 (1) The term of office of a director appointed by the Llama Division or the Alpaca Division:

(a) commences immediately on the alpaca director or llama director being elected or appointed at the first meeting of the Board of Directors of the Llama Division or Alpaca Division, as the case may be; and

(b) expires immediately on the directors elected by the members of the Association being declared elected at the next annual general meeting of the Association.

(2) A director appointed by a Division may complete that director's term of office even though that director ceases to be the registered owner of a Foundation Stock, Purebred or Percentage Purebred Llama or alpaca, as the case may be.

Consecutive Terms

62 (1) A member shall not serve for more than 3 consecutive terms as a director.

(2) If a member serves for 3 consecutive terms as a director that member is not eligible to serve again as a director until one year has expired following the expiry of that member's last term of office as a director.

(3) For the purpose of determining the number of consecutive terms that a member may serve as a director, an unexpired term of office served by a director who is appointed or elected pursuant to Article 51(3) and 63 shall, if it exceeds 12 months, in the case of a director elected by the members of the Association, or if it exceeds 6 months, in the case of a director appointed by a Division, be considered to be a term of office.

Director Vacancy

63 Where a director elected by the members of the Association ceases to hold office or is removed from office before the expiry of that director's term of office, the vacant office shall be filled as follows:

(a) in the case of a llama director,
(i) where an election was held in the year the vacancy was created, the Board shall appoint the unsuccessful llama candidate who received the highest number of votes at the last election, to serve for the unexpired portion of that term of office; and

Continued...

Continued...

PART III - GOVERNANCE OF THE ASSOCIATION
SECTION 4- DIRECTORS

63 (a) Continued...

- (ii) where
- (A) no election was held in the year the vacancy was created, or
- (B) the unsuccessful candidate is ineligible to be elected as a llama director or declines to take over the vacated position;

the Board shall, in consultation with the Llama Division, appoint another llama member as a llama director to serve for the unexpired portion of that term of office.

- (b) in the case of an alpaca director,
 - (i) where an election was held in the year the vacancy was created, the Board shall appoint the unsuccessful alpaca candidate who received the highest number of votes at the last election, to serve for the unexpired portion of that term of office; and
 - (ii) where:
 - (A) no election was held in the year the vacancy was created, or

- (B) the unsuccessful candidate is ineligible to be elected as an alpaca director or declines to take over the vacated position;

the Board shall, in consultation with the Alpaca Division, appoint another alpaca member as an alpaca director to serve for the unexpired portion of that term of office.

- 64 Where a director appointed by a Division ceases to hold office or is removed from office before the expiry of that director's term of office,
- (a) in the case of the Llama Division, the Board of Directors of the Llama Division shall appoint or elect from amongst themselves another eligible director as the director to serve for the unexpired portion of that term of office; and
 - (b) in the case of the Alpaca Division, the Board of Directors of the Alpaca Division shall appoint from amongst themselves another eligible director, as the director to serve for the unexpired portion of that term of office.

Procedure for Removal of Directors

- 65 (1) When the Board is satisfied that a director is in breach of the duties and responsibilities of a director under Article 59 the Board shall:
- (a) notify the director of the breach of duty and responsibility; and
 - (b) within 30 days undertake a preliminary investigation of the director's alleged breach of duties and responsibilities.

Continued...

65 Continued...

- (2) If, following this investigation, the Board is of the opinion that sufficient evidence exists to support a finding that the director has breached his duties and responsibilities the Board shall place the matter before the Discipline Committee for a hearing.

Hearing

- (3) The Executive Administrator shall give notice of the hearing by the Discipline Committee to the director affected by registered mail at least thirty (30) days prior to the date of the hearing. The notice of hearing shall contain:
 - (a) the breach of duty or responsibility by the director;
 - (b) the date, time and place at which the hearing will be held;
 - (c) a statement of the purpose and scope of the hearing and the sanctions which the Discipline Committee can recommend regarding the conduct complained of; and
 - (d) a statement advising the director of the right to appear in person or to be represented by counsel and to present witnesses, affidavits, documents or other evidence on the director's own behalf.

- (4) A copy of the notice of hearing may be given to the person who made the complaint against the director, if any.

- (5) At the hearing before the Discipline Committee, the director whose conduct is the subject of the hearing shall have the right:
 - (a) to be heard in person or to be represented by counsel; and

- (b) to present any witnesses, affidavits, documentary or other evidence that the director may wish to present;

- (6) If at any time before the Discipline Committee has commenced its hearing, the Discipline Committee is satisfied that the circumstances do not justify the continuation of the proceedings, the Discipline Committee, with the approval of the Board, may by a resolution setting out the reasons for its decision, discontinue the proceedings.

Recommendations of the Discipline Committee and Review by the Board

- (7) The director against whom a breach of duty and responsibility has been alleged may dispense with all or part of the right provided by Article 65(3) and authorize the Discipline Committee to make its finding and recommendations to the Board based on written evidence presented by the member.

Continued...

PART III - GOVERNANCE OF THE ASSOCIATION
SECTION 4- DIRECTORS

65 Continued...

- (8) At any time prior to recommendations being made by the Discipline Committee, the director may voluntarily resign from the Board.
- (9) At the conclusion of the hearing or following a review of written evidence, if a hearing was dispensed with by the director, or as soon thereafter as is reasonably practicable, the Discipline Committee shall make its finding and deliver its recommendations with reasons, in writing, to the Board:
 - (a) exonerating the director; or
 - (b) removing the director from office.
- (10) Upon receipt of the recommendations of the Discipline Committee, or as soon thereafter as is reasonably practicable, the Board shall review the recommendations and render a written decision:
 - (a) exonerating the director; or
 - (b) removing the director from office.
- (11) The decision of the Board shall be filed with the Executive Administrator, who shall forthwith:
 - (a) send a copy of the decision to the director affected by registered mail;

the written complaint against the director by registered mail;
 - (c) provide a copy of the decision to the Board of Directors of the Llama Division and/or the Alpaca Division, as appropriate; and
 - (d) publish information pertaining to the complaint and the decision of the Board in the official newsletter.

Appeal by vote of members

- (12) The decision of the Board exonerating the director shall be final and binding on the Association unless, within 30 days of the publication of the decision of the Board:
 - (a) in the case of a llama director elected by the llama members of the Association, twenty five llama members of the Association, in good standing, request in writing that the Board put the decision of the Board to a vote of the llama members;
 - (b) in the case of an alpaca director elected by the alpaca members of the Association, twenty five alpaca members of the Association, in good standing, request in writing that the Board put the decision of the Board to a vote of the alpaca members;

65 Continued...

- (c) in the case of a director appointed by the Llama Division, twenty five llama members of the Association in good standing request in writing that the Board of Directors of the Llama Division to replace the director; and
- (d) in the case of a director appointed by the Alpaca Division, twenty five alpaca members of the Association in good standing request in writing that the Board of Directors of the Llama Division replace the director.
- (13) The decision of the Board removing a director elected by the members of the Association from office shall be confirmed by a vote of the llama members or the alpaca members, as the case may be, unless within 14 days of the publication of the decision of the Board, the director voluntarily resigns from office.
- (14) The vote provided for in Articles 65(12) and (13) shall be determined by a special resolution of the llama members or alpaca members, as the case may be, which vote shall be conducted in accordance with Articles 109 to 112.
- (15) The decision of the Board recommending that a director appointed by a Division be removed from office shall be final and binding on the Association and, upon receipt of the decision of the Board the Board of Directors of the Llama Division or the Board of Directors of the Alpaca Division, as the case may be, shall remove their director appointed to the Board and appoint another eligible director of the Board of the Association.

Costs

- 66 Costs of the discipline proceeding conducted under these by-laws shall be at the discretion of the Board and the Board may direct that the costs be paid:
 - (a) by the complainant, if the director is exonerated and the complaint dismissed; or
 - (b) by the director, if the director removed from office.

Continued...

PART III - GOVERNANCE OF THE ASSOCIATION

SECTION 5 - OFFICERS

Officers

67 The Officers of the Association shall be the President, Vice-President, Treasurer and Secretary.

Election of Officers

68 (1) At the first meeting of the Board, the directors shall elect from amongst the directors elected by the members of the Association, either by secret ballot or by any other means determined by the Board, a President, Vice President, Treasurer and Secretary. All other officers shall hold office with the title of Director.

(2) Immediately following the election of the officers, the Board shall publish the names of the officers and the positions held.

Duties of Officers

69 (1) The president shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and of the Board. He shall be responsible for the general and active management of the affairs of the Association. He shall see that all orders and resolutions of the Board are carried into effect.

(2) The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him by the Board.

(3) The treasurer shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. He shall render to the president and directors at the regular meeting of the Board, or whenever of the financial position, of the Association. He shall also perform such other duties as may from time to time be directed by the Board.

(4) The secretary shall administer the daily affairs of the Association, including the normal business of the Association's Head Office. He shall conduct the correspondence, issue notices of all meetings, keep minutes, have custody of all records and documents except those required to be kept by the Treasurer, have custody of the Seal of the Association, if any, and maintain the register of members. In the absence of the Secretary from a meeting, the President shall appoint another person to act as Secretary at the specific meeting.

1 Year Term of Office

70 (1) The term of office of an officer of the Association:
(a) commences immediately on the officer being declared elected at the first meeting of the Board held following the annual general meeting, and

(b) expires immediately on the directors being declared elected at the next annual general meeting.

(2) An officer of the Association may complete that officer's term of office even though that officer ceases to be a registered owner of a Foundation Stock, Purebred or Percentage Purebred llama or alpaca, as the case may be.

Officer Vacancy

71 Where an officer ceases to hold office before the expiry of that officer's term of office, the Board may elect another eligible Director to that position to serve for the unexpired portion of that term of office.

Removal of Officers

72 (1) The Board may, at a meeting of the Board, remove an officer from office.

(2) Where a vacancy is created by the removal of an officer under Article 72(1),

(a) the Board may, at the meeting of the Board at which the officer was removed appoint another eligible Director as that officer to serve for the unexpired portion of that term of office, or

(b) if the member of the Executive is not appointed under clause (a), that position may be filled under Article 71.

PART III - GOVERNANCE OF THE ASSOCIATION

SECTION 6 - COMMITTEES OF THE BOARD

Establishment of Committees

- 73 (1) The Board may establish standing or special committees as the Board may from time to time consider necessary.
- (2) The Board may from time to time dissolve, suspend or re establish any committee.
- (3) One member of the Board will act as a liaison person with the committee. All committees shall report to the Board and their actions are subject to the approval of the Board.

Appointment of Committee Chairs and Members

- 74 (1) The Board shall appoint the members of each committee from among the members of the Association who have volunteered for specific committees.
- (2) The members of the committee shall elect the chair of the committee who shall report to the member of the Board assigned as the liaison person with the committee.

Functions of Committee

- 75 (1) The duties of a committee are to carry out the purpose, intent and responsibilities of the Association with regard to the work assigned to the committee by the Board and to investigate and make recommendations and reports on specific matters referred to the committee by the Board.
- (2) Each committee shall submit to the Board a report and review of the committee's activities at least once each year in advance of the annual general meeting.

Term of Office

- 76 (1) Subject to Article 76(3), the term of office for a chair of a committee shall be determined by the committee.
- (2) Subject to Article 76(3), the term of office for a member of a committee commences on the announcement of the appointment of the member of that committee and expires at the pleasure of the Board.
- (3) The term of office for a chair or a member of a committee shall not exceed one year.

Committee Vacancy

- 77 (1) Where a chair of a committee ceases to hold office or is removed from office before the expiry of that chair's term of office, the committee may appoint another member as the chair of that committee to serve for the unexpired portion of that term of office.
- (2) Where a member of a committee ceases to hold office or is removed from office before the expiry of that member's term of office as a member of that committee, the Board, in consultation with the chair of that committee, may appoint another member as a member of that committee to serve for the unexpired portion of that term of office.

Removal of Committee Chairs and Members

- 78 The Board may, at a meeting of the Board, remove any chair or member of a committee from office.

PART IV - MEETINGS

SECTION 1 - BOARD OF DIRECTORS MEETINGS

Calling Meetings

- 79 (1) The first meeting of the Board shall be held immediately after the conclusion of the annual general meeting.
- (2) The Board may, at the call of the President of the Association or two directors conduct meetings of the Board.
- (3) All directors are eligible to vote on each matter put to the question before the Board.
- (4) The Board shall hold:
- (a) regularly scheduled meetings or telephone conferences, at least quarterly, at times and places they specify and shall meet in person at least once a year at the time and place they specify; and
- (b) a telephone conference within 30 days of a request for a meeting from the Llama Division or the Alpaca Division.

Member Matters

- 80 (1) Any matter of interest or concern to a member may be brought to the attention of the Board, in writing, and if so requested, the matter shall to be put on the agenda and dealt with at the next scheduled Board meeting.
- (2) Any request under Article 80(1) shall be sent to the head office of the Association by registered mail at least 14 days prior to the next scheduled Board meeting.
- (3) Any member who requests, in writing, that a matter be dealt with at the next scheduled Board meeting shall be given notice of the meeting in accordance with Article 81(1) and shall attend the Board meeting in person or by teleconference to speak to the matter. If the member does not attend the Board meeting the matter shall be deemed to be abandoned and need not be dealt with by the Board.
- (4) Within 30 days following the Board meeting at which the matter was dealt with the Board shall respond to the member, in writing, advising the member of the decision of the Board together with the reasons for the decision.
- (5) If the member is not satisfied with the response of the Board or the Board fails to respond within 90 days of the request, the member may, within 60 days after the day on which the response was received or the expiry of the time allowed for a response, petition the Board, pursuant to Articles 108 to 112, to have the matter put to a vote of the members.
- (6) A petition shall be in the form prescribed by the Board and the petition and the vote of the members shall be in accordance with Articles 108 to 112.

Notice of Meetings and Quorum

- 81 (1) Notice of meetings of the Board shall be sent by ordinary mail to each director at least ten (10) days prior to the date of the meeting or given by telephone, facsimile, e-mail or special courier at least five (5) days prior to the date of the meeting. Any notice sent by facsimile or e-mail is not valid unless it has been received.
- (2) The notice shall specify whether the meeting is to be held in person or by telephone conference call.
- (3) A meeting of the Board may be held on shorter notice, or without notice, providing all directors entitled to notice have given their consent to the meeting being held. A record of such consent shall be entered in the minutes.
- (4) The presence of the majority of the Directors shall constitute a quorum at any meeting of the Board, provided that the presence of either the president or vice-president is necessary in order to constitute a quorum.

Spirit

- 82 All decisions made by the Board shall be made in accordance with the spirit of the principles contained in the By-laws of the Association. The Board shall be responsible for initiating and exercising whatever actions are necessary for the promotion of the purposes of the Association.

Closed Doors

- 83 All meetings of the Board, of its officers and other committees, held in person, shall be open to attendance by any member of the Association in good standing, except that, in unusual circumstances, such bodies may convene in private session for discussion of sensitive issues, but shall take no vote except in open session.

Questions

- 84 (1) Questions arising at a meeting of the Board shall be decided by an ordinary resolution.
- (2) Voting on motions made during such meeting shall be by show of hands unless secret ballot is requested by a member.
- (3) In the case of an equality of votes during such meetings, the chair shall have a casting vote, but otherwise shall not vote while in chair.
- (4) Voting by proxy shall not be permitted at any meetings.

PART IV - MEETINGS

SECTION 1 - BOARD OF DIRECTORS MEETINGS

Minutes of Meeting

- 85 (1) The Board shall keep minutes of each of their meetings which shall be available to the members on request.
- (2) As soon as possible following each meeting of the Board, the Board shall post on the Associations' website and publish in the official newsletter or otherwise mail to members of the Association and to the Llama Division and the Alpaca Division, a report and/or a summary of the decisions reached by the Board.

85 Continued...

- (3) The Board may direct that a detailed report be published on any decision which it has reached. A member of the Board may request that his vote be recorded in the report to be published.

PART IV - MEETINGS

SECTION 2 - COMMITTEE MEETINGS

Calling Meetings

- 86 (1) A committee may, at the call of the chair of the committee, conduct committee meetings.
- (2) The members of the committee are eligible to vote on each matter put to the question before the committee.

Quorum

- 87 The quorum necessary for a committee to conduct business or hold a vote on any matter is a majority of the total number of members holding office as committee members.

PART IV - MEETINGS

SECTION 3 - ANNUAL GENERAL MEETINGS

Timing

- 88 (1) The Board shall hold an annual general meeting of the members of the Association every year any time after September 1st and before November 30th. In the event of postal disruption, the Board may delay the date of the annual general meeting.
- (2) The annual general meeting of the Association shall be held in conjunction with or following the annual general meetings of the Llama Division and the Alpaca Division.

90 Continued...

- (3) If at any time during an annual general meeting, there ceases to be a quorum present, the business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned.
- (4) If a quorum is not present within thirty (30) minutes from the time appointed for the meeting or from the time that a quorum has ceased, the meeting shall then be terminated.

Notice of Meetings

- 89 (1) Notice of the time and place of each annual general meeting shall be sent by ordinary mail at least thirty (30) days prior to the date of the meeting to all members in good standing as of the date of notice.
- (2) The Notice of the annual general meeting shall be sent in the same package as the documents for the election of directors.

Business at Annual General Meetings

- 91 (1) The order of business at the annual general meeting of members shall be:
- (a) Call to order and counting of members present;
 - (b) Approval of minutes of the previous annual general meeting and/or any special meeting;
 - (c) Presentation of administrative reports, reports from committees and officers' reports;
 - (d) Presentation of auditors report and appointment of auditor;
 - (e) Announcement of newly elected directors;
 - (f) Announcement of the members of the Election Committee;

Quorum

- 90 (1) The presence of 5% of members in good standing shall constitute a quorum for the transaction of business at an annual general meeting of members.
- (2) No business other than the election of a chairperson and adjournment or termination of the meeting shall be conducted at an annual general meeting at a time when a quorum is not attained.

PART IV - MEETINGS

SECTION 3 - ANNUAL GENERAL MEETINGS

91 Continued...

- (g) New business, if any;
- (h) Adjournment
- (2) The president may vary the order in which the business of the meeting is conducted and may direct that further matters be dealt with at an annual general meeting.
- (3) The Board shall meet immediately before the annual general meeting of the Association in order to select or reappoint members of the Election Committee, subject to membership approval at the annual general meeting, and to address any other matter which will be dealt with at the annual general meeting.
- (4) The rules of procedures at annual general meetings shall be determined by the Board, but if any voting member of the Association objects to the rulings of the Board, then Robert's Rules of Order, as varied from time to time by resolution of the members of the Association, shall apply.

Voting at Annual General Meetings

- 92 (1) Business transacted at an annual general meeting, on all matters other than new business and further matters directed to be dealt with by the President, shall be decided by ordinary resolution.
- (2) Voting on motions made during such meeting shall be by show of hands; and or electronically.
- (3) In the case of an equality of votes during such meetings, the chair shall have a casting vote, but otherwise shall not vote while in chair.
- (4) Voting by proxy shall not be permitted at the annual general meeting.

Resolutions at Annual General Meetings

- 93 (1) An ordinary resolution with respect to the business at an annual general meeting referred to Article 91(1)(b) and (d) passed by at an annual general meeting of the Association with the requisite majority of the members shall be binding.
- (2) Any new business raised at an annual general meeting or any further matters dealt with at an annual general meeting shall be for information or discussion purposes only. Any decisions to be made arising from any new business or such further matters shall be submitted to a vote of the membership by mail ballot in accordance with Articles 109 to 112.

Minutes of Meetings

- 94 (1) The Association shall keep minutes of the annual general meeting.
- (2) Within 30 days of the annual general meeting the Board shall post on the Association's website and publish in the official newsletter or otherwise mail to members of the Association, the financial statements presented at the meeting and a report and/or a summary of the decisions made at the annual general meeting.
- (3) The Board may direct that a detailed report be published on any decision which it has reached. A member of the Association may request that his vote be recorded in the report to be published.
- (4) Within 30 days of the annual general meeting, a copy of the minutes of the annual general meeting together with a copy of the financial statements presented at the meeting shall be sent to the office of the Registrar of the Association and to the Minister of Agriculture and Agri-Food Canada.

PART IV - MEETINGS

SECTION 4 - SPECIAL MEETINGS OF THE ASSOCIATION

Calling of Special Meetings

- 95 (1) The Board shall hold a special meeting of the Association on the written request of the Llama Division or the Alpaca Division, supported by a resolution of the Board of Directors of the Llama Division or the Alpaca Division, as the case may be.
- (2) The Board may hold a special meeting of the Association when the Board is of the opinion that circumstances warrant the holding of a special meeting.
- (3) Any written request pursuant to Article 95(1) shall specify:
- (a) the nature of the business to be transacted at the special meeting;
 - (b) whether the business is of concern to the alpaca members, the llama members or both; and
 - (c) the reason for the special meeting of the Association.
- (4) Any special meeting of the Association held at the request of the Llama Division or the Alpaca Division shall be at the expense of the Division requesting the special meeting.

Time and Place

- 96 The Board shall determine the place and time of each special meeting provided that all meetings shall be held within Canada.

Notice of Special Meetings

- 97 (1) Notice of the time and place of each special meeting shall be sent by ordinary mail at least thirty (30) days prior to the date of the meeting to all members in good standing as of the date of notice.
- (2) The notice of a special meeting shall:
- (a) refer to the business to be transacted at the meeting and only matters specified in the notice shall be considered at the meeting;
 - (b) clearly state that any motion passed at a special meeting is not binding on the Association or the Board and that the motion shall be the subject of a special resolution of the llama members or the alpaca members or all the members of the Association, as the case may be.

Quorum

- 98 (1) The presence of twenty-five (25) members in good standing shall constitute a quorum for the transaction of business at a special meeting of members.
- (2) No business other than the election of a chairperson and adjournment or termination of the meeting shall be conducted at a special meeting of members when a quorum is not attained.
- (3) If at any time during a special meeting, there ceases to be a quorum present, the business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned.
- (4) If a quorum is not present within thirty (30) minutes from the time appointed for the meeting or from the time that a quorum has ceased, the meeting shall then be terminated.

Motions at Special Meetings

- 99 (1) Subject to Article 99 (2), motions arising at a special meeting shall be decided by a 2/3 majority vote of the members present and voting.
- (2) Any motion passed at a special meeting shall not be binding on the Association or the Board unless confirmed by special resolution of the llama members of the Association, the alpaca members of the Association or all the members of the Association, as the case may be, with the vote being conducted by mail ballot pursuant to Articles 109 to 112.
- (3) If the motion passed at a special meeting is not confirmed by special resolution of the members, as provided in Article 99 (2), it shall cease to have any force or effect.
- (4) Voting by proxy shall not be permitted at a special meeting of the members.

Minutes of Meetings

- 100 (1) The Association shall keep minutes of any special meeting.
- (2) Within 30 days of the special meeting the Board shall post on the Association's website and publish in the official newsletter or otherwise mail to members of the Association, a report and/or a summary of the decisions made at the special meeting.
- (3) The Board may direct that a detailed report be published on any decision which it has reached. A member of the Association may request that his vote be recorded in the report to be published.

**PART V
BUSINESS MATTERS**

Signature

101 Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two directors designated by the Board of Directors and all contracts, documents and instruments so signed shall be binding upon the Association without any further authorization or formality. The Board shall have the power from time to time, by resolution, to appoint an officer or officers or the Executive Administrator on behalf of the Association to sign specific contracts, documents and instruments.

Bank account

102 The treasurer shall establish an account for the Association, and for that purpose and for the closing and transfer thereof or for the opening of other or further accounts, may execute any and all documents reasonably required, and may execute any and all other documents thereto in the subsequent ordinary course of business. Notwithstanding the foregoing, any and all cheques or other withdrawals, debits, transfers or offsets from the said account shall require two signatures, one who shall be the Treasurer and one other being an Officer or the Executive Administrator.

Income and Property

- 103 (1) The funds of the Association may be used for any purpose calculated to advance the purpose of the Association, including, without restricting the generality of the foregoing, using those funds for developing and promoting breed improvement programs, making grants to exhibitions and providing services to the breeders of the animals in respect to which the Association has been incorporated.
- (2) Subject to any by-laws providing for the remuneration of the Association's directors, officers, employees and agents, all profits or accretions of value to the property of the Association shall be used in furtherance of the purpose of the Association and no part of the property or profits of the Association may be distributed, directly or indirectly, to any member of the Association.

Borrowing

- 104 (1) In order to carry out the purposes of the Association, the Board may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide, and in particular, but without limiting the foregoing, by issue of debentures.
- (2) No debenture shall be assumed without the sanctions of a special resolution. The members, may by special resolution, restrict the borrowing powers of the Board, but a restriction imposed expires at the next annual general meeting.

Association Book

105 The Association shall cause a book to be kept by the Executive Administrator at the Head Office of the Association, wherein shall be written or printed a copy of the Bylaws of the Association with all amendments thereof, so that members or persons becoming members may at all reasonable times examine the same. The minutes of meetings of the Board or any committee shall be open to inspection by the members at all reasonable times at the office of the Association. Every member has a right to inspect and make copies and/or extracts at all reasonable times at the office of the Association, of the account books, general correspondence and registers as required in the Bylaws of the Association, so long as such inspection shall not include confidential matters relating to any individual member's financial transaction.

Seal

106 The seal as stamped in the margin of the original hereof shall be the corporate seal of the Association. Such a seal shall be affixed only when authorized by a resolution of the Board and then only in the presence of the persons prescribed in the resolution, or, if no persons are prescribed, in the presence of the president and one other director.

Auditor

- 107 (1) At each annual meeting of the Association an accountant or firm of accountants shall be appointed to audit the books of the Association for the year for presentation by the Board to the next annual general meeting.
- (2) Such accountant or firm of accountants shall hold office until the next annual general meeting.
- (3) The Board may terminate the accountant or firm of accountants for cause and appoint a new accountant or firm of accountants, but any such termination and appointment shall be ratified by the members at the next annual general meeting.

PART VI - VOTING PROCEDURES

SECTION 1 - MEMBERSHIP PETITIONS AND VOTES

Initiation of a Vote

- 108 (1) A vote of the members of the Association may be initiated by:
- (a) a resolution of the Board; or
 - (b) a petition of the voting members of the Association in accordance with this Article.
- (2) No member shall petition the Board until after the member has submitted a request to the Board in accordance with Article 80, and the Board has either provided the member with its written response or failed to respond within the time allowed.
- (3) A member may, within 60 days after receipt of the Board's response or the expiry of the time allowed for a response, petition the Board for a vote of the members in respect of the matter that was the subject of the request to the Board. The Petition shall be sent to the head office of the Association by registered mail.
- (4) The petition shall be in the form prescribed by the Board and shall contain, but not be limited to the following information:
- (a) the full name, address, telephone number and membership number of the member or members initiating the petition;
 - (b) a declaration as to whether the matter to be put to a vote of the members pertains to all of the members of the Association, the llama members of the Association or the alpaca members of the Association;
 - (c) a precise statement of the question to be put to the members for a vote based on the written request to the Board pursuant to Article 80;
 - (d) brief statements "in favour" and "opposed" to the matter proposed to be put to a vote of the members;
 - (e) the decision of the Board, if any, delivered to the member in response to the request under Article 80.
- (5) The petition shall be signed by 10% of the members of the Association, the llama members of the Association or the alpaca members of the Association, as the case may be. The members signing the petition shall legibly print their name, address, telephone number, membership number and date the petition was signed opposite their signature.
- (6) The Board shall not accept a petition under this Article unless it is in accordance with this Article.
- (7) Upon receipt of the petition the Board shall post on

108 (7) Continued

- the Association's website and publish in the official newsletter or otherwise mail to the members of the Association, the llama members of the Association or the alpaca members of the Association, as the case may be, a copy of the petition, the position of the Board and a request for input from the members with respect to the subject matter of the petition.
- (8) The member initiating the petition may withdraw the petition at any time. Any withdrawal of the petition shall be in writing and signed by the member who initiated the petition.
- (9) If a matter forming the subject of a petition is resolved or withdrawn the Association shall post on the Association's website and publish in the official newsletter or otherwise mail to the members of the Association, the llama members of the Association or the alpaca members of the Association, as the case may be, notice of the resolution or withdrawal of the petition.
- (10) Any matter forming the subject of a petition that is not resolved within 90 days of receipt of the Petition shall be put to a vote of the members in accordance with Articles 109 to 112.

Voting Procedure

- 109 (1) Any vote of the members of the Association, the llama members of the Association or the alpaca members of the Association, as the case may be, required by these by-laws, shall be conducted in accordance with this Article.
- (2) When the opinion of the members is sought to be obtained the Board shall conduct a vote of the members as follows:
- Subject to Article 111, every member of the Association entitled to vote in the election of directors shall be sent, by ordinary mail to his last known address:
 - (i) A concise statement of the question to be determined by the members;
 - (ii) A ballot permitting a vote "in favour" or "opposed" to the question to be determined by the members;
 - (iii) A return envelope on which a member shall, legibly print his name and membership number and by his signature, certify that he has not submitted any other ballot with respect to the question to be determined;

Continued...

Continued...

PART VI - VOTING PROCEDURES

SECTION 1 - MEMBERSHIP PETITIONS AND VOTES

109 (2) Continued...

(iv) A sufficient written explanation of the question to be determined to fully inform the members of the question which is being placed before them for a decision;

(v) Any recommendations the Board, the Llama Division or the Alpaca Division, as the case may be, may wish to make on the question to be determined; and

(vi) A brief statement setting out the reasons "in favour" and the reasons "opposed" to the question to be determined.

(b) The ballots and return envelopes sent to the members of the Association, in accordance with this Article shall be clearly marked as being ballots for the question to be determined and shall clearly state the members who are eligible to vote on the question as determined by Article 111.

(c) The deadline for returning the ballots shall be not less than 30 days and not more than 45 days from the date that the ballots are mailed to members.

(3) In the event of a postal disruption, the Board may delay the date of the vote and set new dates.

(4) Unless otherwise determined by these by-laws, any question put to the members for a vote shall be determined by ordinary resolution of the members.

Cost

110 (1) The cost of the mail ballot with respect to a question to be determined by the members shall be paid as follows:

(a) if initiated by a resolution of the Board - by the Association;

(b) if initiated by a petition of the llama members of the Association - by the Llama Division;

(c) if initiated by a petition of the alpaca members of the Association- by the Alpaca Division

Eligibility to Vote

111 (1) Any question pertaining to both alpaca members and llama members may be voted on by all the members of the Association.

(2) Any question pertaining solely to llama members may only be voted on by the llama members of the Association.

(3) The question pertaining solely to alpaca members may only be voted on by the alpaca members of the Association.

(4) To be eligible to vote on any question, a member must be a member in good standing of the Association and

(i) in the case of a llama member, a member in good standing of the Llama Division; and

(ii) in the case of an alpaca member, member in good standing of the Alpaca Division.

Results

112 (1) The Election Committee shall:

(a) determine the number of members in good standing eligible to vote, the number of valid ballots received by the specified deadline, and the existence of a quorum, if required;

(b) when the voting closes, receive, open, remove spoiled ballots, count and tabulate the ballots; and

(c) report to the Board and to the membership, in writing, the results of the vote, including the number of votes received in favour and opposed to the question to be determined.

(2) The count of the ballots by the Election Committee shall be final.

PART VI - VOTING PROCEDURES

SECTION 2 - AMENDMENT OF BYLAWS

Initiation of By-law Amendment or Repeal

- 113 (1) The amendment or repeal of any articles contained in the by-laws, other than a provision of Schedule "A" or Schedule "B", may be initiated by:
- (a) a resolution of the Board;
 - (b) a petition of the members of the Association in accordance with Article 108 as modified by Article 114(1);
- (2) The amendment or repeal of any provision contain in Schedule "A" to the By-laws may be initiated by:
- (a) a resolution of the Board;
 - (b) a petition of the llama members of the Association in accordance with Article 108 as modified by Article 114(1).
- (3) The amendment or repeal of any provision contain in Schedule "B" to the By-laws may be initiated by:
- (a) a resolution of the Board;
 - (b) a petition of the alpaca members of the Association in accordance with Article 108 as modified by Article 114(1).
- 114 (1) The Board shall not accept a petition under Article 113(1) unless the petition is in accordance with Article 108 (1) to (4), and:
- (a) clearly states the proposed amendment or repeal of the by-laws and the reason for the proposed amendment or repeal; and
 - (b) is signed by at least 20% of the members of the Association or 20% of the llama members of the Association or the 20% of the alpaca members of the Association, as the case may be.
- (2) The provisions of Article 108(7) to (10) shall apply to a petition for the amendment or repeal of the By-laws of the Association.

Voting Procedure

- 115 (1) Upon the amendment or repeal of the by-laws being initiated in accordance with Article 113, the Board shall conduct a vote on the proposed amendment or repeal of the by-laws by mail ballot as follows:
- (a) Subject to Article 118, every member of the Association entitled to vote in the election of directors shall be sent, by ordinary mail to his last known address:
 - (i) A copy of the resolution or petition initiating the amendment or repeal of the by-laws;

- (ii) A ballot permitting a vote "in favour" or "opposed" to the proposed amendment or repeal of the by-laws;

- (iii) A return envelope on which a member shall legibly print his name and membership number and, by his signature, certify that he has not submitted any other ballot with respect to the proposed amendment or repeal of the by-laws;

- (iv) The wording of the Article or Articles of the by-laws proposed to amended or repealed, the wording of the proposed amendment to the by-laws, the reasons for the proposed amendment or repeal and the impact of the proposed amendment or repeal;

- (v) Any recommendations the Board, the Llama Division or the Alpaca Division, as the case may be, may wish to make on the amendment; and

- (vi) A brief statement setting out the reasons "in favour" and the reasons "opposed" to the proposed amendment or repeal of the by-laws.

(b) The ballots and return envelopes sent to the members of the Association, in accordance with this Article shall be clearly marked as being ballots for the amendment or repeal of the by-laws of the Association and shall clearly state the members who are eligible to vote on the proposed amendment or repeal of the by-laws.

(c) The deadline for returning the ballots shall be not less than 30 days and not more than 45 days from the date that the ballots are mailed to members.

- (2) In the event of a postal disruption, the Board may delay the date of the vote and set new dates.

116 Notice of the proposed amendment or repeal of the by-laws of the Association shall be sent to the Minister of Agriculture and Agri-Food Canada at the time the ballots are mailed to the members.

Cost

- 117 (1) The cost of the mail ballot with respect to the amendment or repeal of the by-laws of the Association shall be paid as follows:
- (a) if initiated by a petition of the members of the Association - by the Association;
 - (b) if initiated by a petition of the llama members of the Association - by the Llama Division;
 - (c) if initiated by a petition of the alpaca members of the Association - by the Alpaca Division

Continued...

PART VI - VOTING PROCEDURES

SECTION 2 - AMENDMENT OF BYLAWS

Eligibility

- 118 (1) The amendment or repeal of the articles in these by-laws, with the exception of the provisions of Schedule "A" and Schedule "B", may be voted on by all the members of the Association.
- (2) The amendment or repeal of any provision contained in Schedule "A" to the by-laws may only be voted on by the llama members of the Association.
- (3) The amendment or repeal of any provision contained in Schedule "B" to the by-laws may only be voted on by the alpaca members of the Association.
- (4) To be eligible to vote on any amendment or repeal of any provision of Schedule "A" or "B", as the case may be, a member must be a member in good standing of the Association and
- (i) in the case of a llama member, a member in good standing of the Llama Division; and
 - (ii) in the case of an alpaca member, member in good standing of the Alpaca Division.

Results

- 119 (1) The Election Committee shall:
- (a) determine the number of members in good standing eligible to vote, the number of valid ballots received by the specified deadline, and the existence of a quorum, if required;
 - (b) when the voting closes, receive, open, remove spoiled ballots, count and tabulate the ballots; and
 - (c) report to the Board and to the membership, in writing, the results of the vote, including the number of votes received in favour and opposed to the proposed amendment or repeal.
- (2) The count of the ballots by the Election Committee shall be final.
- (3) If the proposal to amend or repeal the by-laws is approved by two-thirds of the members voting, the Executive Administrator of the Association shall forthwith submit a copy of the proposed amendment to the Minister of Agriculture and Agri-Food Canada for approval pursuant section 16 of the Act. The proposed amendment shall be of no force and effect until it has been approved by the Minister.

PART VI - VOTING PROCEDURES

SECTION 3 - CHANGE OF ARTICLES OF INCORPORATION, AMALGAMATION AND DISSOLUTION

Initiation of change of articles of incorporation, amalgamation or dissolution

- 120 (1) A proposal to change the Articles of Incorporation, to amalgamate with another animal pedigree association or to dissolve the Association may be initiated by:
- (a) a resolution of the Board;
 - (b) a petition of the members of the Association in accordance with Article 108 as modified by Article 120(2).
- (2) The Board shall not accept a petition under Article 120(1) unless the petition is in accordance with Article 108(1) to (4) and:
- (a) clearly states the proposed amendment to the Articles of Incorporation, details of the proposed amalgamation or dissolution and the reason for the proposed amendment, proposed amalgamation or proposed dissolution, and
 - (b) in the case of a proposal to amend the Articles of Incorporation or amalgamate with another Association,

120 (2) (b) Continued...

is signed by at least 20% of the members of the Association; or

(c) in the case of a proposal to dissolve the Association is signed by at least 30% of the members of the Association.

- (3) The provisions of Article 108(7) to (10) shall apply to a petition for the amendment or repeal of the By-laws of the Association, to amalgamate with another association or to dissolve the Association.

Voting Procedure

- 121 (1) Upon a proposal to change the Articles of Incorporation, to amalgamate with another association or to dissolve the Association being initiated in accordance with Article 120, the Board shall conduct a vote on the proposed change, amalgamation or dissolution as follows:

(a) Every member of the Association entitled to vote in the election of directors shall be sent, by ordinary mail to his last known address:

Continued...

PART VI - VOTING PROCEDURES

SECTION 3 - CHANGE OF ARTICLES OF INCORPORATION, AMALGAMATION AND DISSOLUTION

121 (1) Continued...

(i) A copy of the resolution or petition initiating the change to the Articles of Incorporation, the amalgamation or the dissolution of the Association;

(ii) A ballot permitting a vote "in favour" or "opposed" to the change to the Articles of Incorporation, the amalgamation or the dissolution of the Association;

(iii) A return envelope on which a member shall legibly print his name and membership number and, by his signature, certify that he has not submitted any other ballot with respect to the proposed change to the Articles of Incorporation, the amalgamation or the dissolution of the Association;

(iv) In the case of a change to the Articles of Incorporation, the wording of the Article proposed to be changed, the wording of the proposed change to the Articles, the reasons for the proposed change and the impact of the proposed change;

(v) In the case of an amalgamation or the dissolution of the Association, the details of the proposed amalgamation or dissolution, the reason for the amalgamation or dissolution and the impact of the amalgamation or dissolution;

(vi) Any recommendations the Board, the Llama Division or the Alpaca Division, as the case may be, may wish to make on the change to the Articles of Incorporation or the amalgamation; or the dissolution of the Association;

(vii) A brief statement setting out the reasons "in favour" and the reasons "opposed" to the change to the Articles of Incorporation or the amalgamation or the dissolution of the Association.

(b) The ballots and return envelopes sent to the members of the Association, in accordance with this Article shall be clearly marked as being ballots for a vote on a change to the Articles of Incorporation or an amalgamation with another association or the dissolution of the Association and shall clearly state the members who are eligible to vote on the proposed change to the Articles of Incorporation or the amalgamation or dissolution of the Association.

(c) The deadline for returning the ballots shall be not less than 30 days and not more than 45 days from the date that the ballots are mailed to members.

121 Continued...

(2) In the event of a postal disruption, the Board may delay the date of the vote and set new dates.

(3) Notice of the proposed change to the Articles of Incorporation or the amalgamation or dissolution of the Association shall be sent to the Minister of Agriculture and Agri-Food Canada at the time the ballots are mailed to the members.

Results

122 (1) The Election Committee shall:

(a) determine the number of members in good standing eligible to vote, the number of valid ballots received by the specified deadline, and the existence of a quorum, if required;

(b) when the voting closes, receive, open, remove spoiled ballots, count and tabulate the ballots; and

(c) report to the Board and to the membership, in writing, the results of the vote, including the number of votes received in favour and opposed to the proposed change to the Articles of Association, the amalgamation with another association or the dissolution of the Association.

123 (1) The count of the ballots by the Election Committee shall be final.

(2) If, in the case of a vote to change the Articles of Incorporation or amalgamate with another association, 25% or more of the members of the Association return ballots in the vote on the proposal to change the Articles of Incorporation or amalgamate with another association and at least 2/3rds of the members who voted have approved the proposed change to the Articles of Incorporation or the amalgamation with another association, the Executive Administrator of the Association shall forthwith submit a copy of the proposed amendment to the Minister of Agriculture and Agri-Food Canada for approval pursuant section 20 of the Act. The proposed amendment or amalgamation shall be of no force and effect until it has been approved by the Minister.

(3) If, in the case of a vote to dissolve the Association, at least 2/3 of the members of the Association vote in favour of the dissolution of the Association, the Executive Administrator of the Association shall forthwith submit a copy of the proposed dissolution of the Association to the Minister of Agriculture and Agri-Food Canada for approval pursuant section 58 of the Act. The proposed dissolution shall be of no force and effect until it has been approved by the Minister.

Continued...

PART VII - REGISTRY MATTERS
SECTION 1 - LLAMA REGISTRY MATTERS

Registry Compliance

- 124 (1) The registration of llamas shall be done in accordance with Schedule "A" to these by-laws.
- (2) Every member registering llamas with the Association shall comply with the obligations set out in Schedule "A".

Fees

- 125 (1) The Board shall, in conjunction with the Llama Division, establish a schedule of fees for certificates of registration, transfers of ownership and for all other services provided by the Association.
- (2) The fees established may consist of the following:
- (a) the fees charged by the Registrar of the Association;
 - (b) the fees charged by the Association; and
 - (c) the fees charged by the Llama Division.
- (3) The Board shall, by resolution, establish the fees charged by the Association.
- (4) The Board of Directors of the Llama Division shall, by resolution, establish the fees charged by the Llama Division.

Payment of fees

- 126 (1) The fees of the Association and the Llama Division shall be paid to the Association or, at the direction of the Association, to the Registrar of the Association.
- (2) Subject to Article 126(3) and Article 29, upon receipt of the fees, the Association or the Registrar of the Association, shall pay the Llama Division fees to the treasurer of the Llama Division.
- (3) Prior to paying the Llama Division fees to the Llama Division the Association or the Registrar of the Association, shall deduct from those fees any monies owing by the Llama Division to the Association or to the Registrar of the Association.

PART VII - REGISTRY MATTERS
SECTION 1 - ALPACA REGISTRY MATTERS

Registry Compliance

- 127 (1) The registration of alpacas shall be done in accordance with Schedule "B" to these by-laws.
- (2) Every member registering alpacas with the Association shall comply with the obligations set out in Schedule "B".

Fees

- 128 (1) The Board of the Association shall, in conjunction with the Alpaca Division, establish a schedule of fees for certificates of registration, transfers of ownership and for all other services provided by the Association.
- (2) The fees established may consist of the following:
- (a) the fees charged by the Registrar of the Association;
 - (b) a fee charged by the Association; and
 - (c) a fee charged by the Alpaca Division.
- (3) The Board of Director of the Association shall, by resolution, establish the fees charged by the Association.
- (4) The Board of Directors of the Alpaca Division shall, by resolution, establish the fees charged by the Alpaca Division.

Payment of Fees

- 129 (1) The fees of the Association and the Alpaca Division shall be paid to the Association or, at the direction of the Association, to the Registrar of the Association.
- (2) Subject to Article 129(3) and Article 29, upon receipt of the fees, the Association or the Registrar of the Association, shall pay the Alpaca Division fees to the treasurer of the Alpaca Division.
- (3) Prior to paying the Alpaca Division fees to the Alpaca Division the Association or the Registrar of the Association, shall deduct from those fees any monies owing by the Alpaca Division to the Association or to the Registrar of the Association.

**PART VIII
OTHER MATTERS**

Interpretation

130 (1) These By-laws, all amendments thereto, and all notices and other documents provided for herein, shall be printed in both English and French. In construing the provisions thereof, both English and French versions are equally authentic. The rules of construction contained in the Official Language Act of Canada may be applied to resolve any conflict between the two versions.

- (2) Whenever words, terms, phrases and expressions defined or otherwise employed in these By-laws import number, gender or entity, the same shall import, without further mention, all numbers, genders and entities as the context shall require and as the case may be, subject to specific expression to the contrary.

Transition

131 (1) The directors of the Association and the officers of the Association who held office immediately before the coming into force of these by-laws shall continue to hold office until their terms of office to which they were elected expire, or their successors to the positions are sooner elected or replaced under these By-laws.

- (2) Notwithstanding Articles 33, 60 and 61 until the conclusion of the annual general meeting following the approval of these by-laws by the Minister of Agriculture and Agri-Food Canada the Board shall consist of the 6 directors elected in accordance with the repealed by-laws.

- (3) Subject to Article 132, with respect to the directors elected in 2002, upon a vacancy being created by either the expiry of their term of office or by their resignation from office, the Llama Division and the Alpaca Division shall appoint an eligible director to the Board in accordance with Articles 55 or 56.

- (4) Subject to Article 132, with respect to the directors elected in 2003, upon a vacancy being created by either the expiry of their term of office or by their resignation from office, one llama director and one alpaca director shall be elected by the llama members of the Association and the alpaca members of the Association, as the case may be, accordance with Articles 37 to 47.

- (5) Subject to Article 132, with respect to the directors elected in 2004, upon a vacancy being created by either the expiry of their term of office or by their resignation from office, one llama director and one alpaca director shall be elected in by the llama members of the Association and the alpaca members of the Association, as the case may be, accordance with Articles 37 to 47.

132 (1) If the vacancies created by the directors elected in 2002 are such that, of the remaining directors, there are not 2 directors representing llama members and 2 directors representing alpaca members, the vacancies created shall be filled by the appointment of one director by a Division and the election of one director by the llama members of the Association or the alpaca members of the Association, as the case may be, to ensure that there are 3 directors representing llama members and 3 directors representing alpaca members.

- (2) If the vacancies created by the directors elected in 2003 are such that, of the remaining directors, there are not 2 directors representing llama members and 2 directors representing alpaca members (whether elected by the members or appointed by the Divisions), the vacancies created shall be filled by the appointment of one director by a Division and the election of one director by the members of the Association, as the case may be, to ensure that there are 3 directors representing llama members and 3 directors representing alpaca members.

- (3) The election of directors in 2005 and 2006 shall be such that by the conclusion of the election of directors in 2005, the Board shall consist of 2 llama directors and 2 alpaca directors each elected by the llama members or the alpaca members, as the case may be, for a two year term and 1 llama director and 1 alpaca director each appointed by the Board of Directors of the Llama Division and the Alpaca Division, for a 1 year term.

133 Any vacancy created by the resignation of a director, elected under the repealed by-laws, prior to the expiry of his term of office shall be filled for the unexpired portion of the original three year term. On the expiry of that term of office the vacancy shall be filled in accordance with Articles 131 and 132.

SCHEDULE "A"

This shall form part of the Canadian Llama and Alpaca Association bylaws LLAMA REGISTRY MATTERS

Article 1 - Registration of Pedigrees

- 1 (1) A register of llamas shall be kept at the office for registration of pedigrees. The register shall be known as the Canadian Llama Herd Book / Le Livre Genealogique Canadien Du Llama, in which shall be recorded the names of all animals registered as Foundation Stock, Purebred and Percentage Purebred
- (2) The breed shall be clearly indicated on all certificates of registration.
- (3) Upon registration of a llama, a certificate shall be issued by the Registrar of the Association. The design, format and content of the certificate shall be determined by the Board.

Article 2 - Breeding Records

- 2 (1) Each breeder shall keep a record containing full particulars of his/her breeding operations. This includes, among other things, all the services provided by adult breeding males.
- (2) These records shall at all times be open to the inspection of officials of the Association, and of the Department of Agriculture and Agri-Food Canada.

Article 3 - Rules of Eligibility

- 3 (1) Residency: Any person owning llamas eligible to be registered or recorded in the Association's Herd Book are eligible to register or record those llamas in the Canadian Llama Herd Book/Le Genealogique Du Llama.
- (2) Herd Book: The Canadian Llama Herd Book consists of llama records.
- (3) Congenital defects: no Llama with any congenital defects that are listed in Article 14 of these bylaws should be knowingly registered or recorded.
- (4) Artificial insemination or embryo transfer: a llama born as a result of artificial insemination or embryo transfer must meet all rules of eligibility for registration set out in these by-laws. The donor must be CLAA registered prior to breeding.
 - a) A llama born as a result of artificial insemination or embryo transfer must be DNA parent verified to both its dam and sire.
- (5) Foundation Stock: on or before December 31, 2000, animals were eligible to be registered as Foundation Stock provided that neither the sire nor the dam had been previously registered with the Association and that all the following conditions were met:
 - a) If the animal was born in Canada or was imported to Canada prior to February 1, 1996, and
 - i) both the sire and the dam were of the same breed, and
 - ii) if registered after December 31, 1996 the animal had successfully passed a screening examination.
 - b) If the animal was born outside of Canada and imported into Canada after January 31, 1996, and
 - i) both the sire and the dam were the same breed, and
 - ii) the animal had successfully passed a screening examination.
- (6) Purebred: Llamas are eligible to be registered as Purebred if:
 - a) both the sire and the dam are of the same breed, and breed ancestry and both are registered in the herd book of the Association as either Foundation Stock or Purebred; or
 - b) The animal has no less than three generations of individually registered Purebred or Foundation Stock ancestors in a recognized foreign registry, and meets all other qualifications for recognition; or
 - c) If an animal is the result of breeding up, it has no less than 15/16 inheritance relating back to Foundation Stock or Purebred ancestry in the herd book of the Association or the equivalent of Foundation Stock and or Purebred ancestry in a recognized foreign registry. At least one parent must be registered Foundation Stock or Purebred in the herd book of the Association.

SCHEDULE "A"
LLAMA REGISTRY MATTERS

Article 3 - Rules of Eligibility Continued

(7) Breeding Up: Llamas may be registered as Percentage Purebred, which have less than 15/16 inheritance provided that all known ancestors are of the same breed, and the subject llama has a minimum purebred inheritance of 50% and that:

a) For those llamas conceived after the approval of this amendment*, by the Minister of Agriculture and Agri-food Canada, a minimum purebred inheritance of 50% shall mean that one parent is registered with the Association as Foundation stock or Purebred and the other parent is recorded with the Association as 0%.

b) Llamas not eligible for registration in the herd book of the Association may be recorded with the Association at 0% and used in the breed up program provided the applicant, when applying to record the 0% llama shall provide a DNA profile for the purpose of parent verification requirements and declare on the application that such parent is of the same breed, and that it meets the Association's minimum breed standards for the breed.

c) Should a foreign pedigree exist for a 0% recorded llama all available information such as foreign registered names, foreign pedigree and numbers shall be printed on the certificate of any Percentage Purebred llama resulting from the breeding of this, 0% recorded llama. For the offspring of 0% llamas referred to in this article to be registered as 50% purebred, the 0% llama must first have been mated with a Foundation Stock or Purebred male or female.

d) The offspring from two registered Percentage Purebred parents may be registered as Percentage Purebred at the level equal to the lower of the two percentage parents.

e) The offspring of a Percentage Purebred and a Foundation Stock or Purebred parent may be registered with the categories and certification levels as indicated in the table below.

f) Llamas will not be eligible to enter the breed up program if the applicant or the Association is aware of any congenital defects in the llama, or in any of its ancestors.

g) Percentage Purebred Certificates: Certificates for Percentage Purebred llamas shall be of a different colour than those issued for Purebred llamas. The percent of inheritance shall be clearly displayed on the certificate as shown on the following table:

BREEDING UP

	Sire Unregistered or Foreign	50% Sire	75% Sire	87 ^{1/2} % Sire	93 ³ / ₄ % Sire (15/16) or Foundation or Purebred
Dam Unregistered or Foreign	No Status	No Status	No Status	No Status	50% Criá (1/2)
50% Dam (1/2)	No Status	50% Criá (1/2)	50% Criá (1/2)	50% Criá (1/2)	75% Criá (3/4)
75% Dam (3/4)	No Status	50% Criá (1/2)	75% Criá (3/4)	75% Criá (3/4)	87 ^{1/2} % Criá (7/8)
87 ^{1/2} % Dam (7/8)	No Status	50% Cri (1/2)	75% Criá (3/4)	87 ^{1/2} Cri (7/8)	93 ³ / ₄ % Criá (15/16) Purebred
93 ³ / ₄ % Dam (15/16) or Foundation or Purebred	50% Criá (1/2)	75% Criá (3/4)	87 ^{1/2} % Criá (7/8)	93 ³ / ₄ % Criá (15/16) Purebred	Purebred

* April 28, 2010

SCHEDULE "A"
LLAMA REGISTRY MATTERS

(8) Percentage animals resulting from the Registry Agreement year 2000: Notwithstanding articles 3(6)(c) and 3(7), any animal that was afforded 50% status under the Registry Agreement, between the Association and Agriculture and Agri-Food Canada signed during the year 2000, may be registered as ½ Purebred. Descendants may be graded up as shown in the following table:

	½ or 50% Purebred Sire	¾ or 75% Purebred Sire	Foundation or Purebred Sire
½ or 50% Purebred Dam	No status	No status	¾ Criá
¾ or 75% Purebred Dam	No status	No status	Purebred
Foundation or Purebred Dam	¾ Criá	Purebred	Purebred

(9) Non breeding agreements:

(a) No llama may be registered as Purebred or Percentage Purebred if conceived after the sire or the dam have become the subject of a non-breeding Agreement.

(b) The Board shall have the authority to determine the requirements of a non-breeding Agreement.

Article 4 - 0% Llamas

4 0% Llamas: For the purpose of breeding up, a llama not eligible to be registered may be recorded, provided it meets the requirements outlined in Article 3(7)(b).

Article 5 - Foreign Registries

5 For the purpose of admitting a foreign llama into the Canadian Llama Herd Book as Purebred, recognition of a foreign registry shall be subject to a determination of the Board of Directors. In order to be recognized, the Board shall assess:

(a) Details of the foreign llama Registry's system of registration, pedigrees, animal identification and record keeping procedures. The foreign llama registry must be capable of producing certificates showing at least three (3) generations of pedigree.

(b) The foreign llama registry's breed standards and Rules of Eligibility which their llamas must meet. These breed standards and Rules of Eligibility must be comparable to those of the CLAA. If breed standards do not exist in that registry the animal's eligibility for registration shall be accepted with a declaration signed by the applicant stating conformity with the breed standards as set out in Articles 13 and 14 of these bylaws.

(c) If the foreign llama registry is a National Association, Institution, or Society which is generally recognized in and/or by its country of residence as a registration authority for llamas.

Article 6 - Application for Registration and Recordation

6 (1) Application for registration or recordation shall be made on a form prescribed by the Association.

(a) Applications for llamas born to parents registered in the Association Herd Book shall be signed by the owner at birth, or the owner's authorized agent, and by the owner of the sire at the time of conception.

(b) Applications for imported llamas shall be signed by the importer.

(c) Applications for registration of foreign registered llamas must be accompanied by a certificate of registration showing at least three (3) generations of registered pedigree from an approved registry. Applicants must demonstrate that the llama meets all the Association's DNA parent verification requirements and permanent identification requirements.

(2) Twins: when a llama is a twin, it shall be so stated when making application for registration or recordation, and the sex of the co-twin shall be indicated.

SCHEDULE "A"
LLAMA REGISTRY MATTERS

Article 7 - Naming of Animals

- 7 (1) The registered name of a llama shall not contain more than thirty six (36) letters, spaces and characters and shall include the registered herd identifier of the breeder.
- (2) Different names: the name of a llama registered or recorded with the Registrar of the Association shall not be the same as the name of one previously registered or recorded for the sub-species (breeds), unless thirty-five (35) years have elapsed. Names of llamas shall also not be:
- a) misleading as to family, origin, relationship or sex;
 - b) offensive or vulgar;
 - c) similar in spelling or pronunciation to a name already in use;
- (3) Same name: llamas from other countries shall be registered or recorded with the same name as shown on the certificate of registration issued in the country of origin, when such a certificate exists.
- (4) Appearance of herd identifier: the registered herd identifier of the owner of the dam at conception will be the only herd identifier used in the name of the resultant cria.
- (5) Name change: the name of a registered llama, excluding the herd identifier, may be changed provided that it has no registered descendants.

Article 8 - Registration of Herd Identifiers

- 8 (1) Herd Identifiers: a breeder or a non-member shall register with the Association for his/her exclusive use a single distinctive name or combination of letters to be used as a herd identifier in naming llamas of which he/she is the breeder. A particular name will be allowed to one person, partnership, or company only. The Registrar shall make sure that a herd name is unique and that it is not registered nor used by more than one breeder.
- (2) Priority in use: in registering a herd identifier, priority in use shall be considered. Any dispute between breeders as to priority right to a herd identifier or to a registration name shall be referred to the Board.
- (3) Time: a registered herd identifier will be forfeited after ten (10) years of non-use and/or non-membership by the owner of the name.
- (4) Transfer: a registered herd identifier may be transferred to another person or persons on application of the person in whose name it is registered. In the event of a change in the name of a partnership or company, or if a member of the same family is taken into partnership, the name may be transferred on application to the Registrar of the Association by the registered owner or his/her authorized representative. Likewise, transfer may be made from a deceased owner to his/her heir.

SCHEDULE "A"
LLAMA REGISTRY MATTERS

Article 9 - Animal Identification

9 (1) General:

- a) There shall be two different permanent identification systems available to the breeders: the tattoo system and the implant system.
- b) All animals shall be permanently identified by tattoo or implant before applying for registration or recordation.

(2) The tattoo system

a) Application: tattoo letters may be allotted to a breeder for his exclusive use upon application to the Registrar of the Association and payment of the required fee.

b) Identification

(i) Llamas born in Canada shall be identified by tattoo markings in the right ear with the registered tattoo letters assigned to the owner and a number followed by a designated year letter to signify the year of birth.

(ii) Imported animals shall be identified by tattoo markings in the right ear with registered tattoo letters of the importer and a number followed by a designated year letter to signify the year of birth. If previously tattooed, the animal must be micro chipped.

(iii) Animals whose parents are both unregistered or unknown shall be identified by tattoo markings in the right ear with registered tattoo letters of the applicant for registration or recordation and a number followed by the year letter signifying the year of birth.

(iv) No two (2) animals regardless of sex or breed may be tattooed with the same identification.

(v) The letter Y will signify that the animal was born in 1989; Z 1990; A 1991; B 1992; C 1993; D 1994; E 1995, etc.

(vi) The letters I, O Q and V will not be used as designated year letters.

(c) Transfer: in the event of a change in the name of a partnership or company or if a member of the same family is taken into partnership, the tattoo letters may be transferred, on application to the Registrar of the Association, by the registered owner or his/her authorized representative. Likewise, transfer may be made from a deceased owner to his/her heir.

(d) Cancellation: registered herd tattoo letters that have not been used in registering or recording animals may be cancelled after a period of eight (8) years, unless the owner has been a member of the Association during that period

(3) The implant system

a) Description: this system uses an implantable transponder activated by a low frequency radio signal transmitted by a portable reader.

b) Application:

(i) The breeder may purchase the pre-programmed from any source which is approved by the Board.

(ii) The breeder shall implant the transponder under the skin on the right side of the base of the tail or at the base of either ear.

c) Identification: the identification code of the transponder and such accompanying identification as is approved by the Board shall be given by the breeder to the Registrar of the Association when applying for a certificate of registration or identification. That number shall be recorded on the appropriate certificate by the Registrar of the Association.

d) Transfer and cancellation: the transponder, once implanted, may not be removed and remains with the animal for the duration of the life of the animal.

e) Lost or unreadable transponders: if a transponder becomes lost or is otherwise unreadable, a new transponder shall be implanted and the new code shall be given to the Registrar of the Association forthwith and the new code shall be recorded as well as the original code. In the event a question arises as to the true identity of the llama, the Board reserves the right to require the owner of the llama to provide a DNA profile of the subject llama for parent verification.

SCHEDULE "A"
LLAMA REGISTRY MATTERS

Article 10 - Transfer and Duplicate Certificates

- 10 (1) Sale of a llama: it is the responsibility of the seller to confirm that the identification of the llama coincides with that appearing on the certificate and is in accordance with the regulations of the Association. It is also the responsibility of the seller to provide the transferred certificate to the purchaser. Refusal to do so on any pretext whatsoever shall be grounds for his/her expulsion, if a member; or, if not a member, further privileges of the Association shall be refused. In accordance with the Animal Pedigree Act, the seller is to provide certificates of registration with the purchaser's ownership officially recorded thereon by the Registrar for the Association, to the purchaser within six months of the date of sale.
- (2) Application for transfer of ownership:
- a) Application: the application for transfer of ownership must be made by the seller on the form supplied by the Registrar of the Association and must give the date of the completion of the sale and the date of delivery and must be signed by the seller.
 - b) The application for transfer shall be presented to the Registrar of the Association with the certificate if the llama is registered or recorded or with the application for registration or recordation. The change of ownership will then be endorsed on the proper certificate.
 - c) In the case of a transfer of ownership of a bred female the service certificate portion shall be completed and signed by the owner of the sire at the time of service.
- (3) Dead llamas and llamas sold without a certificate:
- a) Dead llamas: a notation in ink shall be placed on the face of the certificate stating that the llama died and the date. The certificate shall be forwarded to the Registrar of the Association.
 - b) Llamas sold for slaughter: "Sold for Slaughter" as well as the date of sale is to be indicated on the certificate which is to be returned to the Registrar of the Association.
 - c) Llamas sold as grade: Registered llamas that do not have progeny registered in the herd book of the Association may be sold as grade. Sold as grade and the date of the sale shall be indicated on the certificate, which is to be returned to the Registrar of the Association.
 - d) Llamas sold under non-breeding contracts: Registered llamas that may or may not have registered progeny may be sold under a non-breeding contract provided the certificate is transferred in accordance with article 10(1) and the certificate shall indicate "non-breeder". Non-breeding status may only be changed by the original seller.
- (4) Leased llamas: in the case of a llama which is leased or loaned for breeding purposes, the lease form supplied by the Association must be completed in ink or type written and signed by the lessor and forwarded to the Registrar of the Association, with the appropriate fee. Pertinent conditions of the agreement shall be disclosed on the lease form. The lessee will in all cases be considered the breeder and owner of the progeny of leased or loaned females. Notice of termination of lease shall be furnished to Registrar of the Association.
- (5) Duplicate Certificates: A duplicate certificate may be issued if the registered owner or his/her authorized agent files a statutory declaration on a form supplied by the Association showing in a satisfactory manner that the original is lost, destroyed or unobtainable, or a duplicate certificate may be issued if the application is certified by the Registrar of the Association.
- (6) The Registrar for the Association shall have the authority to accept an application for registration or transfer submitted by the purchaser, provided it is established to the satisfaction of the Registrar for the Association that every effort has been made to comply with the regulations pertaining thereto.

SCHEDULE "A"
LLAMA REGISTRY MATTERS

Article 11 - General Matters

11 It shall be the responsibility of the owner of a llama to advise the Registrar of the Association if a male animal is castrated or vasectomized and if a female animal has been spayed or undergone an ovariectomy and to forward the certificate of registration or recordation to the Registrar of the Association for amendment. At the discretion of the Association, a veterinary certificate may be required.

Article 12 - Penalties

- 12 (1) The person applying to register, record or transfer a llama is responsible for providing accurate particulars about the llama. The Association may at any time cancel a certificate or transfer of ownership if particulars stated on the application are not accurate.
- (2) Where it is determined that a pedigree has been recorded incorrectly, the Association may cancel the certificate or correct and re-issue a certificate at the expense of the original applicant. The Association and the Registrar of the Association shall not be responsible for any loss or damage that may be sustained through cancellation or correction of any certificate.
- (3) A person who knowingly signs or presents or causes or procures to be signed or presented, to a recording officer of any association or of the corporation any declaration or application in relation to the registration or transfer of ownership of any llama, (semen or embryo) that contains any material false statement or representation is guilty of:
- a) an offence punishable on summary conviction and is liable to a fine not exceeding twenty-five thousand dollars (\$25,000); or
 - b) an indictable offence and is liable to a fine not exceeding fifty thousand dollars (\$50,000) in accordance with the Animal Pedigree Act, sections sixty-three (63) to sixty-six (66).

Article 13 - General Appearance

Llama - should have a well proportioned, balanced and symmetrical body structure. The length of the neck equals the length of the legs and 2/3 the length of the back. The llama characteristics should be evident in the head, with banana shaped ears, and a very straight back with a squared-off appearance to the rump.

Article 14 – Congenital Defects

Any one of the following congenital defects is a disqualifier for registration:

- *Gopher Ears - short, rounded and deformed ears
- *Curled (fused) ears - closed opening of the ear
- *Eyes: entropion - eyelid rolls in & hair rubs on eye;
- *Eyes: ectropion - eyelid rolls out or is very loose
- *Juvenile Cataracts
- *Juvenile Blindness
- *Wry Face - lateral deviation of frontal nose plate; can be slight to extreme
- *Choanal Atresia - deviation of the nose; can be slight to extreme
- *Deafness
- *Crooked tail (permanent deviation)
- *Lateral deviation of the spine - curvature of the spine
- *Polydactyly - having more than two toes
- *Syndactyly - toes fused together
- *Luxating patellas (loose knee cap movement)
- *No more or less than 2 equal sized testicles in the scrotum (exception of geldings)
- *Ectopic testicles (not in scrotum; located in abnormal location)
- *No more or less than 4 teats (exception of geldings)
- *Hermaphroditism - - male and female genitals
- *No more or less than 4 functional teats
- *Vaginal opening not near vertical plane
- *Lack of or incorrect anatomical position of any visible part of the reproductive system

SCHEDULE "B"

This shall form part of the Canadian Llama and Alpaca Association bylaws

ALPACA REGISTRY MATTERS

Article 1 - Registration of Pedigrees

- 1 (1) A register of alpacas shall be kept at the office for registration of pedigrees. The register shall be known as the Canadian Alpaca Herd Book / Le Livre Genealogique Canadien Du Alpaga, in which shall be recorded the names of all alpacas registered as foundation stock, registered as purebred and registered as Percentage Purebred by the Association.
- (2) The breed shall be clearly indicated on all certificates of registration.
- (3) Upon registration of an alpaca, a certificate shall be issued by the Registrar of the Association. The design, format and content of the certificate shall be determined by the Board.

Article 2 - Breeding Records

- 2 (1) Each breeder shall keep a record containing full particulars of his/her breeding operations. This includes, among other things, all the services provided by adult breeding males.
- (2) These records shall at all times be open to the inspection of officials of the Association, and of the Department of Agriculture and Agri-Food Canada.

Article 3 - Rules of Eligibility

- 3 (1) Residency: Any person owning alpacas eligible to be registered or recorded in the Association's Herd Book are eligible to register or record those alpacas in the Canadian Alpaca Herd Book/Le Livre Genealogique Canadien Du Alpaga.
- (2) Herd Book: The Canadian Alpaca Herd Book consists of alpaca records.
- (3) Congenital defects: no alpaca that has any congenital defects that are listed in Article 15 of these bylaws should knowingly be registered or recorded
- (4) Artificial insemination or embryo transfer: an alpaca born as a result of artificial insemination or embryo transfer must meet all eligibility for registration requirements. The donor must be CLAA registered prior to breeding.
 - (a) An alpaca born as a result of artificial insemination or embryo transfer must be DNA parent verified to both its dam and sire.
- (5) Foundation Stock: on or before December 31, 2000, animals were eligible to be registered as Foundation Stock provided that neither the sire nor the dam had been previously registered with the Association and that all the following conditions were met:
 - a) If the animal was born in Canada or was imported to Canada prior to February 1, 1996, and
 - i) both the sire and the dam were of the same breed, and
 - ii) if registered after December 31, 1996 the animal had successfully passed a screening examination.
 - b) If the animal was born outside of Canada and imported into Canada after January 31, 1996, and
 - i) both the sire and the dam were the same breed, and
 - ii) the animal had successfully passed a screening examination.
- (6) Purebred: Alpacas are eligible to be registered as Purebred if:
 - a) both the sire and the dam are of the same breed, and breed ancestry and both are registered in the herd book of the Association as either Foundation Stock or Purebred; or
 - b) The alpaca has no less than three generations of individually registered Purebred or Foundation Stock ancestors in a recognized foreign registry or a combination of foreign registry and CLAA registry, and meets all other qualifications for recognition; or
 - c) If an alpaca is the result of breeding up, it has no less than 15/16 inheritance relating back to Foundation Stock or Purebred ancestry in the herd book of the Association or the equivalent of Foundation Stock and or Purebred ancestry in a recognized foreign registry. At least one parent must be registered Foundation Stock or Purebred in the herd book of the Association.

SCHEDULE "B"
ALPACA REGISTRY MATTERS

Article 3 - Rules of Eligibility Continued...

- (7) Breeding Up: Alpacas may be registered as Percentage Purebred which have less than 15/16 inheritance provided that all known ancestors are of the same breed, and the subject alpaca has a minimum purebred inheritance of 50% and that:
- a) For those alpacas conceived after the approval of this amendment*, by the Minister of Agriculture and Agri-food Canada, a minimum purebred inheritance of 50% shall mean that one parent is registered with the Association as Foundation stock or Purebred and the other parent is recorded with the Association as 0%.
 - b) Alpacas not eligible for registration in the herd book of the Association, may be recorded with the Association at 0% and used in the breed up program provided the applicant, when applying to record the 0% alpaca shall provide a DNA profile for the purpose of parent verification requirements. The application must also declare that the parents are of the same breed.
 - c) Should a foreign pedigree exist for a 0% recorded alpaca all available information such as foreign registered names, foreign pedigree and numbers shall be printed on the certificate of any Percentage Purebred alpaca resulting from the breeding of this, 0% recorded alpaca. For the offspring of 0% alpacas referred to in this article to be registered as 50% purebred, the 0% alpaca must first have been mated with a Foundation Stock or Purebred male or female.
 - d) The offspring from two registered Percentage Purebred parents may be registered as Percentage Purebred at the level equal to the lower of the two percentage parents.
 - e) The offspring of a Percentage Purebred and a Foundation Stock or Purebred parent may be registered with the categories and certification levels as indicated in the table below.
 - g) Alpacas will not be eligible to enter the breed up program if the applicant or the Association is aware of any congenital defects in the alpaca, or in any of its ancestors.
 - h) Percentage Purebred Certificates: Certificates for Percentage Purebred alpacas shall be of a different colour than those issued for Purebred alpacas. The percent of inheritance shall be clearly displayed on the certificate as shown on the following table:

BREEDING UP

	Sire Unregistered or Foreign	50% Sire	75% Sire	87 ^{1/2} % Sire	93 ³ / ₄ % Sire (15/16) or Foundation or Purebred
Dam Unregistered or Foreign	No Status	No Status	No Status	No Status	50% Criá (1/2)
50% Dam (1/2)	No Status	50% Criá (1/2)	50% Criá (1/2)	50% Criá (1/2)	75% Criá (3/4)
75% Dam (3/4)	No Status	50% Criá (1/2)	75% Criá (3/4)	75% Criá (3/4)	87 ^{1/2} % Criá (7/8)
87 ^{1/2} % Dam (7/8)	No Status	50% Cri (1/2)	75% Criá (3/4)	87 ^{1/2} Cri (7/8)	93 ³ / ₄ % Criá (15/16) Purebred
93 ³ / ₄ % Dam (15/16) or Foundation or Purebred	50% Criá (1/2)	75% Criá (3/4)	87 ^{1/2} % Criá (7/8)	93 ³ / ₄ % Criá (15/16) Purebred	Purebred

SCHEDULE "B"
ALPACA REGISTRY MATTERS

Article 3 - Rules of Eligibility Continued...

(8) Percentage alpacas resulting from the Registry Agreement year 2000:

Notwithstanding articles 3(6)(c) and 3(7), any alpaca that was afforded 50% status under the Registry Agreement, between the Association and Agriculture and Agri-Food Canada signed during the year 2000, may be registered as ½ Purebred. Descendants may be graded up as shown in the following table:

	½ or 50% Purebred Sire	¾ or 75% Purebred Sire	Foundation or Purebred Sire
½ or 50% Purebred Dam	No status	No status	¼ Criá
¾ or 75% Purebred Dam	No status	No status	Purebred
Foundation or Purebred Dam	¾ Criá	Purebred	Purebred

(9) Non breeding agreements:

(a) No alpaca may be registered as Purebred or Percentage Purebred if conceived after the sire or the dam have become the subject of a non-breeding Agreement.

(b) The Board shall have the authority to determine the requirements of a non-breeding Agreement.

Article 4 - 0% Alpacas

4 0% Alpacas: For the purpose of breeding up, an alpaca not eligible to be registered may be recorded, provided it meets the requirements outlined in Article 3(7)(b).

Article 5 - Foreign Registries

5 For the purpose of admitting a foreign alpaca into the Canadian Alpaca Herd Book as Purebred, recognition of a foreign registry shall be subject to a determination of the Board of Directors. In order to be recognized, the Board shall assess:

a. Details of the foreign alpaca Registry's registry system, pedigrees, animal identification and record keeping procedures. The foreign alpaca registry must be capable of producing certificates showing at least three (3) generations of pedigree.

b. The foreign alpaca registry's breed standards and Rules of Eligibility, which their alpacas must meet. These breed standards and Rules of Eligibility must be comparable to those of the CLAA. If breed standards do not exist in that registry the animal's eligibility for registration shall be accepted with a declaration signed by the applicant stating conformity with the breed standards as set out in Articles 14 and 15 of these bylaws.

c. If the foreign alpaca registry is a National Association, Institution, or Society which is generally recognized in and/or by its country of residence as a registration authority for alpacas.

Article 6 - Parentage verification

6 Parentage verification: All alpacas shall be parent verified prior to registration. Furthermore, the Board may require parentage verification of any alpaca already registered as a Foundation Stock, Purebred or Percentage Purebred with the Association. The Board shall determine the manner of parentage verification that is to be used including the laboratory, which is to carry out such parentage verification.

Article 7 - Application for Registration and Recordation

7 (1) Application for registration or recordation shall be made on a form prescribed by the Association.

(a) Applications for alpacas born to parents registered in the Association Herd Book shall be signed by the owner at birth, or the owner's authorized agent, and by the owner of the sire at the time of conception.

(b) Applications for imported alpacas shall be signed by the importer.

(c) Applications for registration of foreign-registered alpacas must be accompanied by a certificate of registration showing at least three (3) generations of registered pedigree from an approved registry. Applicants must demonstrate that the alpaca meets all the Association's DNA parent verification requirements and permanent identification requirements.

SCHEDULE "B"
ALPACA REGISTRY MATTERS

Article 8 - Naming of Alpacas

- 8 (1) The registered name of an alpaca shall not contain more than thirty six (36) letters, spaces and characters and shall include the registered herd identifier of the breeder.
- (2) Different names: the name of an alpaca registered or recorded with Registrar of the Association shall not be the same as the name of one previously registered or recorded for the sub-species (breeds), unless thirty-five (35) years have elapsed. Names of alpacas shall also not be:
- a) misleading as to family, origin, relationship or sex;
 - b) offensive or vulgar;
 - c) similar in spelling or pronunciation to a name already in use;
- (3) Same name: alpacas from other countries shall be registered or recorded with the same name as shown on the certificate of registration issued in the country of origin, when such a certificate exists.
- (4) Appearance of herd identifier: the registered herd identifier of the owner of the dam at conception will be the only herd identifier used in the name of the resultant cria.
- (5) Name change: the name of a registered alpaca, excluding the herd identifier, may be changed provided that it has no registered descendants.

Article 9 - Registration of Herd Identifiers

- 9 (1) Herd Identifiers: a breeder or a non-member shall register with the Association for his/her exclusive use a single distinctive name or combination of letters to be used as a herd identifier in naming alpacas of which he/she is the breeder. A particular name will be allowed to one person, partnership, or company only. The Registrar shall make sure that a herd name is unique and that it is not registered nor used by more than one breeder.
- (2) Priority in use: in registering a herd identifier, priority in use shall be considered. Any dispute between breeders as to priority right to a herd identifier or to a registration name shall be referred to the Board.
- (3) Time: a registered herd identifier will be forfeited after ten (10) years of non-use and/or non-membership by the owner of the name.
- (4) Transfer: a registered herd identifier may be transferred to another person or persons on application of the person in whose name it is registered. In the event of a change in the name of a partnership or company, or if a member of the same family is taken into partnership, the name may be transferred on application to the Registrar of the Association by the registered owner or his/her authorized representative. Likewise, transfer may be made from a deceased owner to his/her heir.

SCHEDULE "B"
ALPACA REGISTRY MATTERS

Article 10 - Alpaca Identification

10 (1) General

a) For alpacas registered before the approval of these bylaws by the Minister of Agriculture and Agri-Food Canada, there shall be two different permanent identification systems available to the breeders: the tattoo system or the implant system.

b) Immediately following the *approval of these bylaws by the Minister of Agriculture and Agri-Food Canada all alpacas shall be positively identified by implant only, before applying for registration.

(2) The implant system

a) Description: this system uses an implantable transponder activated by a low frequency radio signal transmitted by a portable reader.

b) Application:

(i) The breeder may purchase the pre-programmed microchip from any source which is approved by the Board.

(ii) The breeder shall implant the transponder under the skin on the right side of the base of the tail or at the base of either ear.

c) Identification: the identification code of the transponder and such accompanying identification as is approved by the Board shall be given by the breeder to the Registrar of the Association when applying for a certificate of registration or identification. That code shall be recorded on the appropriate certificate by the Registrar of the Association.

d) Transfer and cancellation: the transponder, once implanted, may not be removed and remains with the alpaca for the duration of the life of the alpaca.

(e) Lost or unreadable transponders: if a transponder becomes lost or is otherwise unreadable, a new transponder shall be implanted and the new code shall be given to the Registrar of the Association forthwith and the new code shall be recorded as well as the original code. In the event a question arises as to the true identity of the alpaca, the Board reserves the right to require the owner of the alpaca to provide a new DNA profile of the subject alpaca to be compared to the DNA markers on file, to verify the alpaca's identity.

Article 11 - Transfer and Duplicate Certificates

11 (1) Sale of an alpaca: it is the responsibility of the seller to confirm that the identification of the alpaca coincides with that appearing on the certificate and is in accordance with the regulations of the Association. It is also the responsibility of the seller to provide the transferred certificate to the purchaser. Refusal to do so on any pretext whatsoever shall be grounds for his/her expulsion, if a member; or, if not a member, further privileges of the Association shall be refused. In accordance with the Alpaca Pedigree Act, the seller is to provide certificates of registration and identification with the purchaser's ownership officially recorded thereon by the Registrar of the Association, to the purchaser within six months of the date of sale.

(2) Application for transfer of ownership:

(a) Application: the application for transfer of ownership must be made by the seller on the form supplied by the Registrar of the Association and must give the date of the completion of the sale and the date of delivery and must be signed by the seller.

(b) The application for transfer shall be presented to the Registrar of the Association with the certificate if the alpaca is registered or recorded or with the application for registration, or recordation. The change of ownership will then be endorsed on the proper certificate.

(c) In the case of a transfer of ownership of a bred female the service certificate portion shall be completed and signed by the owner of the sire at the time of service.

(3) Dead alpacas and alpacas sold without a certificate:

(a) Dead alpacas: a notation in ink shall be placed on the face of the certificate stating that the alpaca died and the date. The certificate shall be forwarded to the Registrar of the Association.

(b) Alpacas sold for slaughter: "Sold for Slaughter" as well as the date of sale is to be indicated on the certificate, which is to be returned to the Registrar of the Association.

SCHEDULE "B"
ALPACA REGISTRY MATTERS

Article 11 - Transfer and Duplicate Certificates Continued...

(c) Alpacas sold as grade: Registered alpacas that do not have progeny registered in the herd book of the Association may be sold as grade. Sold as grade and the date of the sale shall be indicated on the certificate, which is to be returned to the Registrar of the Association.

(d) Alpacas sold under non-breeding contracts: Registered alpacas that may or may not have registered progeny may be sold under a non-breeding contract provided the certificate is transferred in accordance with article 11(1) and the certificate shall indicate "non-breeder". Non-breeding status may only be changed upon payment of a prescribed fee to the Association by the original seller.

(4) Leased alpacas: in the case of an alpaca which is leased or loaned for breeding purposes, the lease form supplied by the Association must be completed in ink or type written and signed by the lessor and forwarded to the Registrar of the Association, with the appropriate fee. Pertinent conditions of the agreement shall be disclosed on the lease form. The lessee will in all cases be considered the breeder and owner of the progeny of leased or loaned females. Notice of termination of lease shall be furnished to the Registrar of the Association.

(5) Duplicate Certificates: A duplicate certificate may be issued if the registered owner or his/her authorized agent files a statutory declaration on a form supplied by the Association showing in a satisfactory manner that the original is lost, destroyed or unobtainable, or a duplicate certificate may be issued if the application is certified by the Registrar of the Association.

(6) The Registrar of the Association shall have the authority to accept an application for registration or transfer submitted by the purchaser, provided it is established to the satisfaction of the Registrar of the Association that every effort has been made to comply with the regulations pertaining thereto.

Article 12 - General Matters

12 It shall be the responsibility of the owner of an alpaca to advise the Registrar of the Association if a male alpaca is castrated or vasectomized and if a female alpaca has been spayed or undergone an ovariectomy and to forward the certificate of registration or recordation to the Registrar of the Association for amendment. At the discretion of the Association, a veterinary certificate may be required.

Article 13 - Penalties

13 (1) The person applying to register, record or transfer an alpaca is responsible for providing accurate particulars about the alpaca. The Association may at any time cancel a certificate or transfer of ownership if particulars stated on the application are not accurate.

(2) Where it is determined that a pedigree has been recorded incorrectly, the Association may cancel the certificate or correct and re-issue a certificate at the expense of the original applicant. The Association and the Registrar of the Association shall not be responsible for any loss or damage that may be sustained through cancellation or correction of any certificate.

(3) A person who knowingly signs or presents or causes or procures to be signed or presented, to a recording officer of any association or of the corporation any declaration or application in relation to the registration or transfer of ownership of any alpaca, (semen or embryo) that contains any material false statement or representation is guilty of:

a) an offence punishable on summary conviction and is liable to a fine not exceeding twenty-five thousand dollars (\$25,000);
or

b) an indictable offence and is liable to a fine not exceeding fifty thousand dollars (\$50,000) in accordance with the Alpaca Pedigree Act, sections sixty-three (63) to sixty-six (66).

SCHEDULE "B"
ALPACA REGISTRY MATTERS

Article 14 - General Appearance

14 (1) Huacaya fleeced alpaca – should have a well proportioned, balanced and symmetrical body structure. The length of the neck equals the length of the legs and 2/3 the length of the back. The alpaca characteristics should be evident in the head, spear shaped ears, and the slightly rounded tail set. The "huacaya" alpaca has fibre that grows perpendicular to the skin with a dense fleece.

14 (2) Suri fleeced alpaca - should have a well proportioned, balanced and symmetrical body structure. The length of the neck equals the length of the legs and 2/3 the length of the back. The suri alpaca may have longer ears, a tapered nose, and a straighter top line than the huacaya alpaca. The suri characteristics should be evident in the head, spear shaped ears, and the slightly rounded tail set. The "suri" alpaca has fibre with a definitive lock structure that falls vertically with the body.

Article 15 - Congenital Defects

Any one of the following congenital defects is a disqualifier for registration:

- *Gopher Ears - short, rounded and deformed ears
- *Curled (fused) ears - closed opening of the ear
- *Banana Ears (indicative of llama traits)
- *Eyes: entropion - eyelid rolls in & hair rubs on eye;
- *Eyes: ectropion - eyelid rolls out or is very loose
- *Juvenile Cataracts
- *Juvenile Blindness
- *Wry Face - lateral deviation of frontal nose plate; can be slight to extreme
- *Choanal Atresia - deviation of the nose; can be slight to extreme
- *Deafness
- *Crooked tail (permanent deviation)
- *Lateral deviation of the spine - curvature of the spine
- *Polydactyly - having more than two toes
- *Syndactyly - toes fused together
- *Luxating patellas (loose knee cap movement)
- *No more or less than 2 equal sized testicles in the scrotum (exception of geldings)
- * Eptopic testicles (not in scrotum; located in abnormal location)
- *No more or less than 4 teats (exception of geldings)
- *Hermaphroditism - - male and female genitals
- *No more or less than 4 functional teats
- *Vaginal opening not near vertical plane
- *Lack of or incorrect anatomical position of any visible part of the reproductive system

