

Schedule "A"

Natural Products Marketing Council

Cattle Marketing Plan

I certify that the Natural Products Marketing Council, at its meeting on _____, 2017, pursuant to Section 11 of Chapter 308 of the Revised Statutes of Nova Scotia, 1989, the *Natural Products Act*, having received evidence satisfactory to the Council that the plan has the support of at least 2/3 of the producers voting at the annual producers' meeting, carried a motion to

- (a) repeal the *Nova Scotia Cattle Marketing Plan*, N.S. Reg. 211/2004, made by the Natural Products Council and approved by Order in Council 2004-385 dated September 23, 2004; and
- (b) make new regulations respecting a cattle marketing plan in the form set forth in the attached.

The repeal and making of regulations referred to in this certificate is effective on and after the date the new regulations are approved by the Governor in Council.

Signed at Truro, in Colchester County, Nova Scotia, on _____, 2017.

Natural Products Marketing Council

per: _____
Elizabeth A. Crouse, P.Ag.
General Manager

**Regulations Respecting a Marketing Plan for Nova Scotia Cattle Producers
made by the Natural Products Marketing Council under Section 11
of Chapter 308 of the Revised Statutes of Nova Scotia, 1989,
the *Natural Products Act***

Interpretation

Citation

1 These regulations may be cited as the *Cattle Marketing Plan*.

Definitions

2 In this Plan,

“Act” means the *Natural Products Act*;

“Agency” means the Canadian Beef Cattle Research, Market Development and Promotion Agency, established under section 39 of the *Farm Products Agencies Act* (Canada);

“beef cattle” means animals of the species *Bos taurus* that are raised or marketed for meat processing;

“Cattle Producers Commodity Board” means the Nova Scotia Cattle Producers, a commodity board continued in accordance with this Plan and elected in accordance with this Plan to administer this Plan;

“Chair” means the Chair of the Cattle Producers Commodity Board;

“code of conduct” means the code of conduct established under Section 7;

“designated representative” means a natural person designated under Section 6 by a licensee to represent the licensee;

“drover” means a person who purchases 1 or more beef cattle and resells the cattle within 21 days;

“former Plan” means the *Nova Scotia Cattle Marketing Plan*, N.S. Reg. 211/2004;

“general meeting” means a meeting of the licensees and may be an annual general

meeting or a special general meeting;

“licensee” means a person licensed under the *Cattle Producers Marketing Regulations* made under the Act;

“licensee meeting” means a livestock dealers and processors meeting, a general meeting or a zone meeting;

“livestock dealer” means a person who acts as an agent in buying or selling beef cattle and includes a drover and a public auction operator;

“livestock dealers and processors meeting” means a meeting of licensed livestock dealers and licenced processors;

“member” means a member of the Cattle Producers Commodity Board;

“Past-Chair” means the past Chair of the Cattle Producers Commodity Board;

“person” includes all of the following:

- (i) a natural person,
- (ii) a corporation,
- (iii) a partnership,
- (iv) a trust or estate;

“process” means:

- (i) to slaughter beef cattle, or
- (ii) to alter the nature, size, quality or condition of beef cattle carcasses by mechanical means or otherwise;

“processor” means a person engaged in processing, and includes a slaughterhouse operator;

“producer” means a person who raises 1 or more beef cattle for longer than 21 consecutive days in the regulated area for the purpose of marketing;

“public auction operator” means a person who operates a public auction as a business;

“resident” means a person who is ordinarily resident in the Province;

“Vice-Chair” means the Vice-Chair of the Cattle Producers Commodity Board;

“zone” means a division of the regulated area, as set out in Section 4;

“zone meeting” in relation to a zone, means a meeting of the following licensees:

- (i) licensees who produce or process beef cattle in the zone, and
- (ii) livestock dealer licensees who are resident in the zone.

Regulated area and zones

3 (1) All of the Province is established as the regulated area for the purposes of this Plan.

(2) The regulated area is divided into 6 zones, as set out in the following table:

Zone	Area in Zone
Zone 1	<ul style="list-style-type: none">• Richmond County• Inverness County• Cape Breton County• Victoria County
Zone 2	<ul style="list-style-type: none">• Antigonish County• Guysborough County• Pictou County
Zone 3	<ul style="list-style-type: none">• Cumberland County• the following areas in Colchester County:<ul style="list-style-type: none">- the area north of both Cobequid Bay and Highway 104- the area bounded by Cobequid Bay to the north, Shubenacadie River to the west, Highway 102 to the east, and from Green Oaks to Brookfield (Route 289) to the south

Zone	Area in Zone
Zone 4	<ul style="list-style-type: none"> • Halifax County • the area in Colchester County not included in Zone 3 • the area in Hants County east of a line drawn from Selma to the Nine Mile River bridge in Nine Mile River
Zone 5	<ul style="list-style-type: none"> • Kings County • Annapolis County • the area in Hants County not included in Zone 4
Zone 6	<ul style="list-style-type: none"> • Digby County • Yarmouth County • Shelburne County • Queens County • Lunenburg County

Cattle Producers Commodity Board Membership

Cattle Producers Commodity Board continued

- 4** **(1)** The Cattle Producers Commodity Board is hereby continued to administer this Plan.
- (2)** The Cattle Producers Commodity Board is made up of a maximum of 10 licensees, as follows, who meet the criteria in Section 8:
- (a)** 6 members, with 1 member from each zone who is resident in that zone and is elected at a zone meeting from among and by the licensees at the meeting to represent that zone on the Board;
- (b)** 1 member who is elected at a livestock dealers and processors meeting from among and by the licensees at the meeting;
- (c)** 2 members, as members at large, who are elected at the annual general meeting from among and by the licensees at the meeting;
- (d)** 1 member who is appointed by the Dairy Farmers of Nova Scotia.
- (3)** Despite subsection (2), the incumbent Cattle Producers Commodity Board members elected under subsection 4(3) of the former Plan may complete their terms in office.
- (4)** At the next annual general meeting after this Plan comes into force, the expiring member-at-large position is eliminated and replaced with the livestock dealer and processor position in clause (2)(b).

Cattle Producers Commodity Board term of office

- 5**
- (1)** The term of office for an elected member is 3 years, beginning on the adjournment of the first annual general meeting after their election.
 - (2)** The term of office for the member appointed by the Dairy Farmers of Nova Scotia is 1 year, beginning on the date of the Cattle Producers Commodity Board annual general meeting.
 - (3)** An elected member may be re-elected for an additional 3-year consecutive term.
 - (4)** Except as provided in subsection (5), a person who has been a member for 2 consecutive terms must wait for 1 year before they are eligible for re-election or re-appointment as a member.
 - (5)** Subsection (4) does not apply if there is no candidate for the member's position, and in that case, despite Section 18, the incumbent member may be elected by acclamation.

Designated representatives

- 6**
- (1)** A licensee that is not a natural person may designate 1 natural person to represent the licensee
 - (a)** at licensee meetings; and
 - (b)** if the licensee is elected to the Cattle Producers Commodity Board, on the Board and at all meetings of the Board.
 - (2)** A licensee's designated representative must meet all of the following criteria:
 - (a)** they are a resident;
 - (b)** they are a shareholder or partner of the licensee or employed by the licensee;
 - (c)** they are an active participant in the performance of the business activity of the licensee;
 - (d)** they are not a licensee.
 - (3)** Notice of any meetings that a licensee is eligible to attend may be sent to the designated representative of the licensee.
 - (4)** A licensee's designated representative may do any of the following:

- (a) sign a written request on behalf of the licensee for any type of meeting under this Plan;
- (b) attend any meeting that the licensee is entitled to attend;
- (c) be counted as the licensee that they represent when a quorum is being determined;
- (d) vote on any resolution on behalf of the licensee.

Code of conduct

7 The Cattle Producers Commodity Board must establish a code of conduct that applies to and is binding on all its members.

Cattle Producers Commodity Board membership

- 8 (1) A member of the Cattle Producers Commodity Board must meet all of the following criteria:
- (a) they must be a licensee;
 - (b) they must reside and carry on business in the regulated area;
 - (c) they must agree to comply with the code of conduct and sign a copy of the code of conduct to indicate their agreement.
- (2) A licensee may have only 1 designated representative representing them on the Cattle Producers Commodity Board.
- (3) A natural person may not hold more than 1 position on the Cattle Producers Commodity Board.

Member may be removed

- 9 (1) The Cattle Producers Commodity Board may remove a member from the Board for any of the following reasons:
- (a) conviction of an offence under the Act or regulations made under the Act;
 - (b) conviction of an offence under the *Criminal Code* (Canada);
 - (c) failure to attend 3 consecutive meetings of the Board without reasonable cause;
 - (d) failure to abide by the code of conduct.

- (2) A decision to remove a member under subsection (1) requires a 2/3 majority vote of the remaining members, in a vote held by secret ballot.
- (3) Subsections (1) and (2) apply to a designated representative, and if a designated representative of a licensee is removed under subsection (1), the licensee's membership is deemed to be vacated and the vacancy may be filled in accordance with Section 10.

Vacancies on Cattle Producers Commodity Board

- 10 (1)** No later than 6 weeks after the Chair of the Cattle Producers Commodity Board becomes aware of the death, resignation or removal of an elected member during the member's term in office,
- (a) the remaining members may appoint a licensee who meets the requirements for membership in Section 8 to fill the vacancy until the election of a new member is held in accordance with Sections 13 to 17; and
 - (b) the Chair must provide written notice to each licensee by fax, post, or e-mail that includes all of the following information:
 - (i) that a member has died, resigned or been removed from office,
 - (ii) if an appointment has been made under clause (a), that the remaining members have appointed a licensee to fill the vacant position,
 - (iii) that a nomination period has opened to fill the vacant position by election
 - (A) at a meeting held for that purpose in accordance with subsection 15(1), for a member to represent a zone or the livestock dealers licensees and processor licensees; or
 - (B) at the next annual general meeting in accordance with subsection 15(2), for a member at large.
- (2) If a member's designated representative ceases to be their designated representative, the member must vacate their membership and the vacancy may be filled in accordance with subsection (1).

Cattle Producers Commodity Board Elections

Appointment of an agent

- 11** The Cattle Producers Commodity Board may appoint an agent to conduct all or a part of an election for membership on the Board.

Eligibility for nomination

- 12** (1) Any licensee who meets the requirements for membership in Section 8 may be nominated to stand in a Cattle Producers Commodity Board election.
- (2) A licensee nominated under subsection (1) must sign the code of conduct before their name may be entered as a candidate.
- (3) A licensee may be nominated by any of the following methods:
- (a) through a nomination process described in Sections 13, 14 or 15;
 - (b) from the floor at the meeting at which the election is held.

Nomination of candidates for election as members

- 13** (1) The Cattle Producers Commodity Board must issue a call for nominations for an election of a member no later than October 31.
- (2) A call for nominations issued under subsection (1) must be issued to
- (a) for election of a member to represent a zone, all licensees in the zone;
 - (b) for election of a member to represent the livestock dealers licensees and processor licensees, all livestock dealers licensees and processor licensees; and
 - (c) for election of members at large, all licensees.
- (3) The nomination period for election of a member is from November 1 to November 30.

Announcement of nominees for vacant positions

- 14** (1) No later than December 15, the Cattle Producers Commodity Board must announce the nominee for each vacant position for an elected member, other than a member at large, and issue a notice of a meeting to elect the member.
- (2) In the notice for the next annual general meeting after the nomination period in Section 13, the Cattle Producers Commodity Board must announce the nominee

for each vacant position for an elected member at large and the nominee's designated representative, if any.

Election of members

- 15** (1) The Cattle Producers Commodity Board must hold an election before the annual general meeting to fill any vacant position for a member to represent
- (a) a zone, at a zone meeting for the zone held for that purpose;
 - (b) the livestock dealers licensees and processor licensees, at a livestock dealers and processors meeting held for that purpose.
- (2) At the next annual general meeting after the nomination period in Section 13, the Cattle Producers Commodity Board must hold an election to elect a member to fill any vacant position for a member at large.
- (3) An election held to elect a member must be held by secret ballot.

Tied result in election

- 16** (1) If an election vote results in a tie, there must a 2nd round of election voting.
- (2) If a 2nd round of election voting results in a tie, there must be a 3rd round of election voting.
- (3) If a 3rd round of election voting results in a tie, the winner must be determined by flipping a coin.

Election by acclamation

- 17** If there is only 1 candidate for a vacant member position, that candidate must be acclaimed as a member to fill the vacancy.

If no votes cast or no candidate to fill vacancy

- 18** The Cattle Producers Commodity Board must follow the procedure outlined in Section 10 to fill a vacant member position if either of the following occur:
- (a) no votes are cast in an election for a vacant member position;
 - (b) there is no candidate to fill a vacant member position.

Cattle Producers Commodity Board Executive, Employees and Committees

Cattle Producers Commodity Board executive

- 19** (1) The Cattle Producers Commodity Board must hold a meeting no later than 2 weeks after the date of the annual general meeting, and at that meeting elect all of the following from among its members:
- (a) a chair, who is also the Board's representative on the Agency's board of directors unless unwilling or unable to do so;
 - (b) a vice-chair, who is also the Board's representative on the Canadian Cattleman's Association's board of directors unless unwilling or unable to do so;
 - (c) if necessary, the Board's representative on
 - (i) the Agency's board of directors, and
 - (ii) the Canadian Cattleman's Association's board of directors;
 - (d) 1 or more officers as the Board considers necessary.
- (2) The Cattle Producers Commodity Board may assign 1 or more duties to any officer elected under clause (1)(d), including a duty to represent the Board in any specific transaction or activity.
- (3) A Past-Chair who is no longer a member of the Cattle Producers Commodity Board following the annual general meeting may serve on the Board as an *ex-officio* member for no longer than 1 year following the end of their term.

Cattle Producers Commodity Board may appoint committees

- 20** The Cattle Producers Commodity Board may appoint committees to assist in implementing this Plan and developing or implementing other regulations made under the Act to regulate beef cattle production and marketing.

Duties of Chair

- 21** The Chair is responsible for all of the following:
- (a) calling Cattle Producers Commodity Board meetings and licensee meetings;
 - (b) presiding at Cattle Producers Commodity Board meetings and licensee meetings;

- (c) representing the Cattle Producers Commodity Board in all transactions and activities except those for which another person has been appointed by the Board.

Duties of Vice-Chair

22 The Vice-Chair is responsible for all of the following:

- (a) carrying out the duties of the Chair in clauses 21(a) and (b) in the absence of the Chair;
- (b) performing duties assigned by the Chair or by the Cattle Producers Commodity Board.

Duties of Past-Chair

23 (1) A Past-Chair of the Cattle Producers Commodity Board who is serving *ex-officio* is responsible for all of the following:

- (a) attending Board meetings;
- (b) contributing to Board discussions.

(2) A Past-Chair is not entitled to vote in any meeting referred to in subsection (1).

Cattle Producers Commodity Board management

24 (1) The Cattle Producers Commodity Board may engage a management service provider or employ staff, including a manager.

(2) A representative of a management service provider or manager may attend Cattle Producers Commodity Board meetings and licensee meetings as permitted by the Board, but is not entitled to vote at any meeting

Cattle Producers Commodity Board Meetings

Calling Cattle Producers Commodity Board meetings

25 (1) The Cattle Producers Commodity Board must meet at least quarterly.

(2) A Cattle Producers Commodity Board meeting may take place in person or by conference call.

(3) A meeting of the Cattle Producers Commodity Board may be called in any of the following ways:

- (a) at the written request of 3 or more members submitted to the Chair;

- (b) at the Chair's discretion;
 - (c) for an emergency meeting, by the Chair with the consent of at least a quorum of members;
 - (d) by the Chair at the close of an annual general meeting.
- (4) If a written request is received under clause (3)(a), the Chair must call a meeting no later than 30 days after the request is received.

Notice of Cattle Producers Commodity Board meetings

- 26 (1) Except as provided in this Section, the Chair must provide each member with at least 10 days' written notice, specifying the time and place or method of the meeting.
- (2) The Chair may call an emergency meeting with a minimum of 12 hours' notice with the consent of at least a majority of members.
- (3) Notice of a meeting of the Cattle Producers Commodity Board may be by any of the following methods:
- (a) post;
 - (b) fax;
 - (c) e-mail.

Cattle Producers Commodity Board and committee meeting—voting and quorums

- 27 (1) In the absence of the Chair and Vice-Chair at any meeting of the Cattle Producers Commodity Board, the members present must select, by majority vote, a member from among themselves to chair the meeting.
- (2) At a Cattle Producers Commodity Board meeting or a committee meeting,
- (a) each member, including the Chair, has 1 vote;
 - (b) a resolution is passed when a majority of the votes cast on the resolution are in favour of it; and
 - (c) if a vote on a resolution results in a tie, the motion is defeated.
- (3) At a Cattle Producers Commodity Board meeting, 6 members must be present to constitute a quorum.

- (4) At a committee meeting, a majority of the committee members must be present to constitute a quorum.

Licensee Meetings

Annual meetings required

- 28 (1) An annual general meeting must be held no later than April 30 in each year.
- (2) An annual zone meeting for each zone must be held before each annual general meeting.
- (3) An annual livestock dealers and processors meeting must be held before each annual general meeting.

Special general meetings

- 29 (1) A special general meeting may be called in either of the following ways:
 - (a) by the Cattle Producers Commodity Board, at its discretion;
 - (b) at a written request of licensees that meets the requirements in subsection (2).
- (2) A written request under clause (1)(b) must state the purpose of the requested meeting and must be signed by at least 20 licensees.
- (3) If a written request is received under clause (1)(b), the Cattle Producers Commodity Board must call a special general meeting to be held no later than 30 days after receiving the request.
- (4) The agenda of a special general meeting may be set at the meeting by the majority of licensees present.

Notice of licensee meetings

- 30 (1) The Cattle Producers Commodity Board must provide at least 10 days' written notice of a licensee meeting to each affected licensee that includes all of the following information:
 - (a) the time and location within the Province of the meeting, as determined by the Cattle Producers Commodity Board;
 - (b) the purpose of the meeting, including
 - (i) copies of any special resolutions that are on the agenda, and

- (ii) if the meeting will include an election to fill a vacant position for an elected member, in accordance with subsection 14(1), a statement of the names of any nominees for election to fill the position and their designated representatives;
 - (c) for an annual general meeting, in accordance with subsection 14(2), a statement of the number of vacant member-at-large positions and the names of any nominees for election to fill those positions, and their designated representatives.
- (2) Notice of a licensee meeting may be made by any of the following methods:
 - (a) post;
 - (b) fax; or
 - (c) e-mail.

Mandatory business at annual general meeting

31 The agenda for an annual general meeting must include all of the following:

- (a) for the fiscal year that ended immediately before the year in which the meeting is held:
 - (i) the Cattle Producers Commodity Board's annual report to licensees,
 - (ii) the Cattle Producers Commodity Board's financial statement, and
 - (iii) the independent auditor report or chartered professional accountant report under Section 36;
- (b) the appointment of an independent auditor or chartered professional accountant under Section 36;
- (c) the election of members at large;
- (d) the approval of the operating budget for the fiscal year in which the meeting is held.

Submitting resolution for annual general meeting

32 (1) Before an annual general meeting, the Cattle Producers Commodity Board must appoint an ad hoc Resolutions Committee, and appoint 1 member of the Committee to act as the chair of the Committee.

- (2) Subject to any discretion exercised under subsection (3) or (4), a licensee must submit any resolution for an annual general meeting in writing to the Chair of the Resolutions Committee no later than 2 weeks before the annual general meeting.
- (3) A resolution submitted to the Resolutions Committee after the deadline under subsection (2) but before the annual general meeting may be accepted at the discretion of the Committee.
- (4) A resolution submitted from the floor of the annual general meeting may be accepted at the discretion of the Chair of the meeting.
- (5) A resolution that is accepted under subsection (4) must be presented to the secretary of the annual general meeting before it is presented to the meeting.

Voting on resolutions

- 33**
- (1) For a vote on a special resolution or a general resolution, 20 licensees must be present in person to constitute a quorum.
 - (2) In a vote on a general resolution,
 - (a) subject to subsection (4) respecting proxy voting, each licensee has 1 vote;
 - (b) the resolution is passed if a majority of the votes cast on the resolution are in favour of it; and
 - (c) the motion is defeated if the vote results in a tie.
 - (3) In a vote on a special resolution,
 - (a) subject to subsection (4) respecting proxy voting, each licensee has 1 vote;
 - (b) the resolution is passed if at least 2/3 of the votes cast on the resolution are in favour of it.
 - (4) A proxy holder may vote on a resolution on behalf of a licensee only if all of the following requirements are met:
 - (a) the licensee has designated the proxy holder in writing;
 - (b) the proxy holder votes only 1 proxy in addition to any vote they have as a licensee;
 - (c) the proxy is registered with the Cattle Producers Commodity Board at least 7 days before the meeting, on a form provided by the Board that includes

all of the following information:

- (i) date, time and location of the meeting the proxy is valid for,
 - (ii) general subject of any resolution the proxy is valid for,
 - (iii) name and licence number of the producer who assigned the proxy,
 - (iv) name and, if a licensee, licence number of the proxy holder;
- (d) the proxy holder carries a duplicate of the proxy form required by clause (c) during the meeting the proxy is to be used at.

Special resolution for proposed Plan amendment

34 The Cattle Producers Commodity Board must not propose any amendment to this Plan to the Council unless the licensees have approved the proposed amendment by a special resolution.

Supervision of Plan

Fiscal year

- 35** (1) The fiscal year of the Cattle Producers Commodity Board is from January 1 to December 31.
- (2) Despite the fiscal year specified in subsection (1), the first fiscal year of the Cattle Producers Commodity Board under this Plan is from the date this Plan comes into force until December 31 in that year.

Copies of documents to Council

- 36** (1) The Cattle Producers Commodity Board must send a copy of any meeting minutes or Board order, direction or determination to the Council no later than 30 days after the following dates:
- (a) for minutes of meetings, the date they are approved by the Board;
 - (b) for orders, directions and determinations, the date they are made.
- (2) The Cattle Producers Commodity Board must make a copy of any of the following, other than any information that is required by law to be kept private, available to a licensee who requests a copy:
- (a) minutes of meetings;

- (b) Board orders, directions and determinations.

Financial reporting of the Cattle Producers Commodity Board

- 37 (1) The Cattle Producers Commodity Board must keep proper books of account and submit to the licensees at each annual general meeting a financial report that has been audited or reviewed by an independent public accountant in accordance with the generally accepted auditing standards set out in the *CPA Canada Handbook - Assurance*, as amended from time to time.
- (2) The licensees must appoint an independent public accountant at each annual general meeting to hold office until the next annual meeting and direct that accountant to do one of the following in relation to the Board's financial report:
- (a) for a fiscal year that ends with an even number, conduct an audit engagement;
 - (b) for a fiscal year that ends with an odd number, conduct an audit engagement or a review engagement.
- (3) The Cattle Producers Commodity Board may engage a public accountant to audit the Board's books of account at any time.
- (4) In this section, "public accountant" means a public accountant who is licensed under the *Public Accountants Act*.