2024

Canadian Goat Society Annual General Meeting

Saturday, March 23, 2024
10 a.m. BC
11 a.m. AB & SK
12 p.m. MB
1 p.m. ON & QC
2 p.m. NB, NS, PEI
2:30 p.m. NL

The Board of Directors of the Canadian Goat Society would like to invite all CGS members in good standing to join us for the 2024 Annual General Meeting being held via Zoom on March 23, 2024 at 1:00 p.m. E.T.

2024 CGS memberships were due January 1, 2024

In order to take part in the meeting and vote you must be a paid member for 2024. In order to participate in the meeting, memberships must be renewed by **Monday, March 18, 2024.**
Pre registration for the AGM must be received by the CGS office no later than **Wednesday, March 20, 2024 by 4:30 p.m. C.S.T (SK time).**

If you have not renewed your C.G.S. membership for 2024, you can do so by:

1) Accessing the CLRC website, renewing online, and paying by credit card at https://clrc.ca/associations/membership?type=New
2) Access the CLRC website, print a form and return it to the CLRC office with your payment

Canadian Goat Society
Box 726
Roblin, Manitoba
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Phone: 639·921·7788
Email: info@goats.ca
www.goats.ca

How do I Register for the AGM?

- Email the CGS Office at info@goats.ca
- Phone us at 639-921-7788
- Complete AGM packages will be emailed/mailed to registrants prior to the meeting.
- If you require an AGM package sent by Canada Post, please register by March 10, 2024

Canadian Goat Society

Annual General Meeting

La Société Canadienne Des Éleveurs De Chèvres

Saturday March 23, 2024
via Zoom

10 a.m. BC / 11 a.m. AB & SK
12 p.m. MB / 1 p.m. ON & QC
2 p.m. NB, NS, PEI / 2:30 p.m. NL

Agenda *(draft)*

1. Call to Order
2. Identification of members
3. Introduction of Directors and staff
4. Approval of the agenda
5. Presentation and approval of February 18, 2023 AGM minutes
6. Business arising from the minutes of the previous meeting
7. Director and Committee Reports
    - 7.1 Office Report
    - 7.2 Financial Report
        - 7.2.1 Presentation and adoption of audited financial statements
        - 7.2.2 Appointment of auditor for Fall 2024
    - 7.3 By-law Committee report
        - 7.3.1 Presentation of proposed by-law amendments
8. Youth Program
9. 2024 East & West National Show & JLC Announements
10. CGS Awards Presentations
11. Announcement of 2024 CGS Executive
12. Correspondence
13. Unfinished business
14. New Business
15. Adjourn

2024 Canadian Goat Society Annual General Meeting

Canadian Goat Society
Annual General Meeting · March 24, 2024
La Société Canadienne Des Éleveurs De Chèvres

Proposed By-law Amendments

In accordance with Article XXII of the C.G.S. by-laws:

“22.1. By-laws of the Society may be enacted, amended or repealed by an affirmative vote of a majority of the Directors and sanctioned by an affirmative vote of a majority of the members of the Society provided that any such enactment, amendment or repeal shall not be enforced or acted upon until the approval of the Minister has been obtained.

22.2. Members in good standing may propose amendments to the by-laws, provided that any such proposal is in writing and is signed by no fewer than 10 such members and given to the Secretary Manager at least 120 days in advance of the next general meeting of members. In such event, particulars of the proposal shall be included in the notice calling such meeting, including the existing by-law provision, the proposed change thereto and, if known to the Secretary Manager, the reason for the proposed change. By no later than 90 days prior to such meeting, the Amendments Review Committee shall review the proposed amendment, having regard to its correctness in form, its consistency with the Animal Pedigree Act and with the other by-laws of the Society, and its clarity of intent and practical application. The Amendments Review Committee shall provide the Board with a report containing the results of its review and a copy of such report shall be sent by regular prepaid mail to each of the said proposing members. Also, to the extent that time permits, 10 the proposed amendment together with the report of the Amendments Review Committee should be provided to the Animal Registration Officer of Agriculture Canada and to CLRC with a request for comments thereon from each of them.

22.3. All proposed amendments together with the report of the Amendments Review Committee and any comments received from the Animal Registrations Officer and from CLRC shall be placed on the agenda of the general meeting for discussion.

22.4. As soon as possible following such general meeting, the Board shall consider the proposed amendments, the report of the Amendments Review Committee, any comments received from the Animal Registration Officer and from CLRC and the discussion which took place at the general meeting and the directors may then, by an affirmative of a majority of the Directors, pass such by-law amendments, including any revisions thereto, as the directors deem to be appropriate.

22.5. Any such by-law amendments so passed by the directors shall then be voted on by the members by postal ballot or by means of the official organ and in order to be properly sanctioned, must be approved by an affirmative vote of a majority of votes cast. 22.6. The Articles of Incorporation of the Society, as defined in Sections 8 and 9 of the Animal Pedigree Act, may be amended in accordance with the provisions of that Act after the Board has consulted in writing with the members in such manner as is prescribed by the Board, in relation to the proposed amendments, and provided that 25% or more of the members have responded in writing to such consultation and that at least 2/3 of the members who responded have approved the proposed amendment.”

Proposed By-law Amendments - CGS 2024 AGM

At the December 14, 2023 Board meeting the CGS Directors reviewed the following proposed by-law amendments that had been submitted by the by-law committee and unanimously voted to recommend that they be presented at the March 2024 AGM. The proposed by-law amendments were forwarded to the Animal Registration Officer at Agriculture and Agri-Food Canada and CLRC for comment.

CGS By-law Committee Members: Susan Frazer, Mike Dietrich, Linda Carlson, Lauren Topping, Sandy Howell, Tanya Vickers, Asia Mangan.

1) Be it resolved that Section number 3.9 which reads:
Member in Good Standing - A member is in good standing if he is not a suspended member and if his membership fees with the Society have been paid for the current year (as outlined in Section 4.1.a), all other accounts with the Society are current and he has complied with the by-laws and regulations as hereinafter set forth.
be amended to read:
Member in Good Standing - A member is in good standing if he is not a suspended member and if his membership fees with the Society have been paid for the current year (as outlined in Section 4.1.a), all other accounts with the Society are current and he has complied with the by-laws and regulations as hereinafter set forth.
Reasoning:
Addition of reference to Section 4.1 (a) made to add clarity to the definition of “current year”.

2) Be it resolved that Section number 3.16 which reads:
Wherever these by-laws are silent or there is no pre-existing policy, the Board shall use Procedures For Meetings and Organizations by M. Kaye Kerr, Ph.D.,C.Psych and Hubert W. King, Ph.D.,P. Eng.
be amended to read:
Wherever these by-laws are silent or there is no pre-existing policy, the Board shall use the American Institute of Parliamentarian Standard Code of Parliamentary Procedure.
Reasoning:
The resource material specified in the current by-laws is not the resource suggested (or available) for use by the past Animal Registration Officer (David Truss) who referenced using the American Institute of Parliamentarians Standard Code of Parliamentary Procedure.
Comments from the Animal Registration Officer at Agriculture & Agri-Food Canada:
The proper name of the resource provided by David is “The Standard Code of Parliamentary Procedure” (Revised by the American Institute of Parliamentarians). Also correct elsewhere. The reason for the recommendation, is that it is more up-to-date, practical to implement and well-written for ease of use.

3) Be it resolved that Section number 3.17 which reads:
Official Organ - Shall be in a form and frequency decided by the Board and shall be mailed to all members as a means of circulating news and program results of the Society and provide information of benefit to the members. It may also be used as a means of distributing ballots to members on those issues requiring their vote.
be amended to read:
Official Organ - Shall be in a form and frequency decided by the Board and shall be mailed or electronically distributed to all members as a means of circulating news and program results of the Society

and provide information of benefit to the members. It may also be used as a means of distributing ballots to members on those issues requiring their vote.
Reasoning: Clarifies that Newsletters and other forms of communication can also be sent electronically.

4) Be it resolved that Section number 4.1 c which reads:
Annual Minor Members - Application for membership may be accepted by the Society from any boy or girl under 18 years of age, provided the application is signed by the applicant and countersigned by the parent or legal guardian.
be amended to read: Annual Minor Members - Application for membership may be accepted by the Society from any person under 18 years of age, provided the application is signed by the applicant and countersigned by the parent or legal guardian.
Reasoning: Adoption of more current wording.

5) Be it resolved that Section number 4.2 which reads:
Application for Annual Membership shall be in writing and each applicant, on becoming a member shall agree to be bound by these by-laws and amendments thereto and all rules of the Society, but the Society shall have power to reject any application for membership.
be amended to read: Application for Annual Membership shall be in such form as decided upon by the Board of Directors,
and each applicant, on becoming a member shall agree to be bound by these by-laws and amendments thereto and all rules of the Society, but the Society shall have power to reject any application for membership.
Reasoning:
Allows for membership applications to be received via fax, telephone, electronic means, etc.
Comments from the Animal Registration Officer at Agriculture & Agri-Food Canada:
Generally okay. However, it is usually suggested that associations qualify a statement such as "… shall have the power to reject any application for membership" by adding "if considered contrary to the Purposes and operating principles of the association".

6) Be it resolved that Section number 7.6 which reads:
Districts 1,3 and 5 shall have their election of Directors in the years 1999, 2002, 2005 and so on every three years. District 2, 4 and 6 shall have their election of Directors in the years 2000, 2003, 2006 and so on every three years.
be amended to read: Districts 1, 3 and 5 shall have their election of Directors in the years 2023, 2026, 2029 and so on every three years. District 2, 4 and 6 shall have their election of Directors in the years 2024, 2027, 2030 and so on every three years.
Reasoning: Changed to provide current dates.

7) Be it resolved that Section number 7.7 which reads:
Directors shall be elected by postal ballot.
be amended to read: Directors shall be elected by postal ballot or by electronic means.
Reasoning:
Allows for voting electronically which can reduce costs to the Society and increase member participation

Comments from the Animal Registration Officer at Agriculture & Agri-Food Canada:
May want to qualify "as appropriate for the respective members" or in a fashion that all members can practically participate.

8) Be it resolved that Section number 7.8 which reads:
By a circular notice prepaid, the Secretary Manager shall supply all members with a list of all members of their designated district, including both names and addresses. Providing that if the Society has an official organ which is mailed to all members, a notice published therein shall be deemed sufficient.
be deleted and all subsequent sections be renumbered accordingly:
Reasoning:
All members do not consent to have their information published, and therefore it is not possible for the Society to comply with this by-law. All members in a district eligible for elections to be held are notified of such by the CGS Office and all members are eligible to seek nominations for themselves or others.
Comments from the Animal Registration Officer at Agriculture & Agri-Food Canada:
Can be done, but typically breed associations would want to have a list of members in good standing, which distinguishes credible breeders from others who make claims but are not members.

9) Be it resolved that Section number 7.10 which reads:
In order for a member to qualify as a candidate for the office of Director in his district, he must be nominated in writing by no fewer than fifteen (15) members in good standing who reside in that District and such nominations must be sent by mail to the Head Office of the Society and post-marked not later than June 30.
be amended to read:
In order for a member to qualify as a candidate for the office of Director in his district, he must be nominated in writing by no fewer than ten (10) members in good standing who reside in that District or 10% of the total membership for that District (whichever is the lesser number), and such nominations must be sent by mail or by electronic means to the Head Office of the Society and post-marked not later than June 30.
Reasoning:
Lowering the number of members required to nominate a candidate will facilitate those residing in Districts with low member numbers the ability to get the actual number of required nominations. At present, Ontario with 200 members would only need to access 7.5% of their membership to have 15 signatures. SK/MB with 47 members would need 32% and the Maritimes with 41 members would need 36.5%. Amending this by-law would make the acquisition of nominations more proportionate. Including the receipt of nominations electronically facilitates the process for both members and the Society.

10) Be it resolved that Section number 7.12 which reads:
The Secretary Manager shall, for each District which is voting that year, send ballots by regular prepaid mail to the members resident in that District on or before July 15 of the election year.
be amended to read:
The Secretary Manager shall, for each District which is voting that year, send ballots by regular prepaid mail or electronically to the members resident in that District on or before July 15 of the election

year.

Reasoning:

Allowing for electronic voting will decrease costs to the Society and would make voting more efficient for members which in turn should increase voting participation.

11) Be it resolved that Section number 7.14 which reads:

With the ballot, an envelope marked Official Ballot and addressed to the Secretary Manager, shall be sent with instructions to return this containing the ballot only, and that in order to be counted, the ballot must be received at the Head Office of the Society on or before August 15 of the election year.

be amended to read:

If sent by postal mail, along with the ballot, an envelope marked Official Ballot and addressed to the Secretary Manager, shall be sent with instructions to return this containing the ballot only, and that in order to be counted, the ballot must be received at the Head Office of the Society on or before August 15 of the election year. If sent electronically, instructions to return the ballot will be provided, and in order to be counted, the ballot must be received at such place that has been designated by the Board of Directors on or before August 15 of the election year.

Reasoning:

Changes proposed to align with 7.12.

12) Be it resolved that Section number 7.17 which reads:

The successful candidates shall be notified of their election as soon as possible once results are known. The newly elected Board will take office directly prior to the Board of Directors, meeting which precedes the Annual General Meeting. Newly elected Directors may add items of concern to the agenda for the Board Meeting prior to taking office.

be amended to read:

The successful candidates shall be notified of their election as soon as possible once results are known. The newly elected Board will take office directly prior to the Board of Directors, meeting which precedes the Annual General Meeting, upon signing and submitting a copy of the Canadian Goat Society's Code of Ethics. Newly elected Directors may add items of concern to the agenda for the Board Meeting prior to taking office.

Reasoning:

Signing and submitting the Code of Ethics document assists in maintaining Directors' accountability and set expectations for behavior at the Board level and for interactions with members.

13) Be it resolved that a new Section number 7.22 which reads:

A Director may be removed from office by the Board of Directors, if a director fails to attend two successive duly called meetings of the Board of Directors without sending regrets or explanation, or conducts himself in a manner inconsistent with the CGS Directors Code of Ethics. This action is subject to notifying the director of the Board's intent in writing, giving the director an opportunity to meet with the Board of Directors to show cause why he should not be removed, and two-thirds (2/3) of the Board of Directors present at a duly called meeting vote in favor of the director's removal.

be inserted and that all subsequent section (or paragraphs) be renumbered:.

Reasoning:

The current by-laws do not stipulate a process wherein the Board itself has the capacity to remove individuals who exhibit behavior that is not in the best interest of the group or the Society that is det-

detrimental to the business of the Society or which contravenes the Code of Ethics.
Comments from the Animal Registration Officer at Agriculture & Agri-Food Canada:
In light of the recent difficulties, this is probably a useful addition. However, adding reference to Section 2. Objectives might be worthwhile. and provide information of benefit to the members. It may also be used as a means of distributing ballots to members on those issues requiring their vote.

14) Be it resolved that Section number 10.3 which reads:
The Secretary Manager shall deposit all monies received by him in a chartered bank, to the credit of this Society and shall pay same out again by cheque only countersigned by the President or First Vice-President or forward the same to CLRC as hereinafter provided.
be amended to read:
The Secretary Manager shall deposit all monies received by the Society into a chartered bank, to the credit of this Society and shall pay same out again by cheque (countersigned by the President or First Vice President), or by other electronic means as determined by the Executive Committee (and with the approval of 2 of 3 of the Executive committee members), or forward the same to CLRC as hereinafter provided.
Reasoning: Amendment is being made to update banking practices to be able to utilize modern methods of payment that were not previously available. Utilizing electronic means such as e-transfers and EFT's lower costs to the society and expediates the process of paying invoices. The process for any payment currently requires submission of the invoice to the Executive committee by email with a request for approval to pay. Once approval is given by 2 of the 3 Executive, payment is processed. Third party book keeping services serve as an external control as submission of supporting documents of any payments are made on the day the payments are made helping to ensure that funds are not being used innapropriately.

15) Be it resolved that Section number 10.4 which reads:
He shall deposit for safekeeping, all securities owned by this Society in a safety deposit vault as may be approved of by the Board and shall withdraw same only in the presence of the President or other officer named by the Board.
be deleted and all subsequent sections be renumbered accordingly:
Reasoning:
This is no longer applicable to the Society. At one time this referred to the purchase of items such as bonds where paper copies were received and required safekeeping. Investments of the Society do not involve paper copies requiring the use of a safety deposit vault.

16) Be it resolved that Section number 10.6 which reads:
He shall keep proper books of account containing entries of all such matters or things as are usually entered in books of account and shall furnish from time to time, such statements in detail of the affairs of the Society or other such matters as may be directed the by Executive Committee.
be amended to read:
He shall keep, or oversee (in the event of the Society engaging external professional accounting services), the proper books of account containing entries of all such matters or things as are usually entered in books of account and shall furnish from time to time, such statements in detail of the affairs of the Society or other such matters as may be directed the by Executive Committee.

Reasoning:
At the discretion of the Board of Directors, the use of external accounting services allows the Secretary Manager to focus on other tasks, duties, projects, and priorities that benefit the organization and membership. Professional bookkeepers have the training, the expertise, and the skill set to efficiently and correctly prepare detailed financial statements, to understand changing CRA requirements, and to provide an extra layer of protection against any potential misuse of funds.
Comments from the Animal Registration Officer at Agriculture & Agri-Food Canada:
Yes, appropriate. However, is it clear to whom the bookkeeper reports? Is it the Executive Committee or the secretary manager?

17) Be it resolved that Section number 12.5 which reads:
The action of any Committee, including the Executive Committee is subject to the approval of the Board.
be amended to read:
The action of any Committee, with the exception of the Executive Committee, is subject to the approval of the Board.
Reasoning:
Section 12.1 and 12.5 are contradictory. Consultation with Ag Canada on these 2 sections of the by-laws informed the Society that while 12.5 suggests that the Board of Directors should verify, proof or perhaps even modify decisions of the Executive Committee, 12.1 supersedes this by stating that the duty of the Executive and provide information of benefit to the members. It may also be used as a means of distributing ballots to members on those issues requiring their vote.
Committee is to conduct the business affairs of the Society. 12.1 states that the Executive Committee is “accountable” to the Board, but this does not mean they require the “approval” of the Board when conducting the business affairs of the Society. If the Executive Committee requires approval of the board for any and all actions related to the daily business of the Society it defeats the purpose of having an Executive Committee.
Comments from the Animal Registration Officer at Agriculture & Agri-Food Canada:
The amendment is appropriate. Typically, the respective responsibilities and authorities of the Membership when meeting at a general meeting, Board, Executive Committee, Manager (or however named) should be described in the by-laws. The highest authority of the Association is when the members meet in a general meeting or special meeting in accordance with the by-laws. Between general meetings, the Board of Directors will have designated responsibilities to manage the business and affairs of the association between general meetings. Similarly, the Executive Committee should have certain responsibilities and authorities as designated in the by-laws, between meetings of the Board. Meanwhile, there will be other officers and committees appointed, whose authorities should be clarified by the implementing body and to whom they will report

18) Be it resolved that Section number 14.1 & 14.2 which reads:
14.1 The Society, at each Annual General Meeting shall appoint an Auditor or Auditors. 14.2. His duty shall be to examine the books of account of the Society, vouchers for all payments and certify the usual statement of receipts and expenditures and assets and liabilities for the year as necessary for the Auditors review for presentation to the next annual meeting.

be amended to read:
The Society at each annual general meeting shall appoint an Auditor to audit or review the books of Account of the Society and shall present a detailed statement duly audited, or reviewed, of the receipts and expenditures of the preceding year and of the assets and liabilities of the Association. A full audit of the books of the Society will occur every 2 years (or more frequently at the discretion of the Board of Directors), with a review of the books of the Society occurring in those years a complete audit is not performed. Reasoning: The cost of a full audit to the Society is currently approximately $8500.00/audit. In previous and current consultations with Ag Canada, the Society has been advised that a financial review as opposed to a full audit may meet their requirements for financial accountability to the membership.
Comments from the Animal Registration Officer at Agriculture & Agri-Food Canada: T
he wording of the APA requires an audit every year. However, this provision has existed since the first Act in 1900, and never clarified. Meanwhile, the breadth and expectations Canadian auditing has grown considerably. Our office has not specified how in-depth associations should go, but the basic principles should include; (1) the books and financial activities of the association should be reviewed by capable authorities having the necessary expertise, are independent of the regular business and affairs of the association, abide by current Canadian accounting practices, and agree to operate/report in a professional manner to the designated authority for the association. Once completed, the audit results should be reported to the members. [APA Sec. 60 – "Every Association shall send to the Minister, … immediately after each annual meeting, … an audited financial statement …."] Our office has not specified further detail regarding the complexity of audits, trusting that associations will be prudent fiscal mangers of the business and affairs of the association on behalf of their members.
• AAFC agrees, that the proposal seems prudent, but please keep in mind the above.

19) Be it resolved that Section number 16.1 which reads:
The annual or other general meetings shall be held at the time and place fixed by the Board. A notice of at least thirty (30) days in advance shall be given to all members. This notice shall include the time and place of the meeting and may be sent by circular letter or to all members or by means of the official organ of the Society.
be amended to read:
The annual or other general meetings shall be held at the time and place fixed by the Board. A notice of at least thirty (30) days in advance shall be given to all members. This notice shall include the time and place of the meeting and may be sent by circular letter or electronically to all members or by means of the official organ of the Society.
Reasoning:
Provides clarity to means of giving notice of Annual General Meetings by electronic means.

20) Be it resolved that Section number 16.9 which reads:
A copy of the minutes of all meetings of the Board shall be mailed in a timely fashion following such meeting, to each Director. be amended to read: A copy of the minutes of all meetings of the Board shall be mailed, or electronically distributed in a timely fashion following such meeting, to each Director.

be amended to read:
A copy of the minutes of all meetings of the Board shall be mailed, or electronically distributed in a timely fashion following such meeting, to each Director.
Reasoning:
Addition of the word “electronically” provides clarity.
Comments from the Animal Registration Officer at Agriculture & Agri-Food Canada:
Yes. However, might there still be a need of flexibility for a few individuals in remote areas without regular electronic capability? May not need new general capability, but agree to accommodate exceptions as best as possible.

21) Be it resolved that Section number 18.2 which reads:
It shall present a detailed statement fully audited of the receipts and expenditures of the preceding year and of the assets and liabilities of the Society.
be amended to read:
It shall present a detailed statement fully audited or reviewed of the receipts and expenditures of the preceding year and of the assets and liabilities of the Society.
Reasoning:
Addition of “reviewed” added to align this Section with 14.1 and 14.2 The cost of a full audit to the Society is currently approximately $8500.00/audit. In previous and current consultations with Ag Canada, the Society has been advised that a financial review as opposed to a full audit should generally meet their requirements for financial accountability to the membership.

22) Be it resolved that Section number 18.4 which reads:
A copy of the Annual Report shall be made available to all members by mail or by means of the official organ of the Society.
be amended to read:
A copy of the Annual Report shall be made available to all members by mail, electronically, or by means of the official organ of the Society.
Reasoning:
Addition of the word “electronically” provides clarity.

23) Be it resolved that Section number 22.5 which reads:
Any such by-law amendments so passed by the directors shall then be voted on by the members by postal ballot, or by means of the official organ and in order to be properly sanctioned, must be approved by an affirmative vote of a majority of votes cast.
be amended to read:
Any such by-law amendments so passed by the directors shall then be voted on by the members by postal ballot, electronic ballot or by means of the official organ and in order to be properly sanctioned, must be approved by an affirmative vote of a majority of votes cast.
Reasoning:
Addition of the word electronic provides clarity. Comments from the Animal Registration Officer at Agriculture & Agri-Food Canada: This wording suggests a simple majority, meaning 50% + 1. The challenge of this is that there is the possibility that the association can end up getting into votes back and forth each year, 49% to 51% then back the other way the following year, which is unproductive and can generate considerable controversy. Our office in the past, has recommended that associa-

-tions adopt 2/3rds approval to change by-laws, or at least something higher than 50%+1. Further to the matter of section 22, I would like to again recommend that clarifying language be added to 22.1 to specifically define what constitutes a majority vote for the purpose of amendments so that interpretation issues are avoided in the future

24) Be it resolved that Section number 31.1 which reads:
In the case of the sale of an animal or an embryo where the animal or embryo is sold as or advertised for sale as, registered or recorded, the seller must furnish a certificate of registration showing the purchaser s ownership. Refusal to do so on any pretext whatsoever, except under written contract, shall be grounds for his expulsion, if a member, from the Society.
be amended to read:
In the case of the sale of an animal or the interest in an animal, the Animal Pedigree Act (APA) requires that all animals sold as registered stock must be officially transferred by the seller and the certificate of the registration presented to the purchaser within 6 months of sale. Unless otherwise agreed upon, the date of sale is the date the animal (s) is paid for in full. Failure to do so on any pretext whatsoever (except under written contract) shall be grounds for expulsion in the case of a member, or for refusal of registration or transfer in the case of a non-member.
Reasoning:
Adding the requirement that transfer must be in the hands of the purchaser within 6 months of the date of sale provides clarity on the role of the seller of the animal and the expectations for the buyer.

25) Be it resolved that Section number 36 which reads:
Membership dues and fees charged for registration, transfers and other services and licenses of the Society shall be established at a meeting of the Board by a two-thirds majority vote of the Board at that meeting and shall be enacted by the Board. In the event of an increase in the CLRC levy, the fee structure of the Society is subject to immediate revision at the sole discretion of the Executive. Any fee structure changes occurring under these circumstances are limited to a percentage adjustment based on the percentage of change in the CLRC levy.
be amended to read:
Membership dues and fees charged for registration, transfers and other services and licenses of the Society shall be established at a meeting of the Board by a two-thirds majority vote of the Board at that meeting and shall be enacted by the Board. In the event of an increase in the CLRC levy, the fee structure of the Society is subject to immediate revision at the sole discretion of the Executive.
Reasoning:
Current wording that permits fee increases only based on a percentage for adjustment based on changes in CLRC levies has in the past, resulted in programs and services being provided at a deficit to the Society.

Canadian Goat Society
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M I N U T E S

Canadian Goat Society Annual General Meeting

February 18, 2023

MINUTES ANNUAL MEETING CANADIAN GOAT SOCIETY FEBRUARY 18, 2023

This meeting took place on Saturday, February 18, 2023.
The meeting took the form of a Zoom call.
When the meeting began there were more than 30 members on line. Quorum is 18.
During the meeting there were time periods when forty members were online.

President Sandy Howell called the meeting to order at 12:07 pm Eastern time zone.
Sandy expressed pleasure at the turnout and thanked everyone for participating.

Identification of members had already been handled via introductions as members had arrived prior to the meeting.

Minutes of the Previous meeting in February 2022

Moved by Mike Dietrich, seconded by Rayman Vella that reading of minutes of the annual meeting in February 2022 be dispensed with as they had been circulated.
CARRIED.

No business arising from the minutes.

President Howell noted that with the resignation of Catherine Lord during 2022 Raynald Dube had joined the board as director from the Quebec district All current board members were present and were introduced by name.

Reports from Board Members

Reports from Board members had been circulated prior to the meeting. A member had not had the time to read Sandy Howell's report from British Columbia so that reading took place during the meeting.

The only pieces of correspondence received prior to the meeting were requests for the link for the online call.

President Howell noted no unfinished business. She then asked that the financials be presented by the Secretary Manager Russell Gammon.
Gammon noted that the financials represented a draft version of reviewed finacials with a review being less extensive and expensive than a full audit.

Carol Clayson asked when the last full audit had been conducted. The answer supplied was that it had been more than five years. There was consensus that a full audit should be held on a regular basis after a set interval of years had passed.

As part of his discussion of the statement of financial position Gammon provided an update of the amounts in the Society's chequing, savings and CIBC account in Ottawa associated with CLRC as of the day of the meeting:
BMO Chequing account $8728.28
BMO Savings account $61704.74
CIBC account Ottawa $4368.59
Total $74801.31

All investments in GICS are with Bank of Montreal (BMO).

Gammon then explained amounts owed to CGS in the accounts receivable segment of the statements.
With regard to accounts payable on the statement of financial position Gammon explained that these liabilities consisted of five credits on account for members; a payable to CLRC for December 2022 activity with that company dated December 31, 2022 and paid in mid-January 2023 and an accrual by our accounting firm for their services in 2023.
At this point 38 members were online.

Tanya McCarthy asked if the financials being discussed were the result of an audit or a review. Thus the question was an audit conducted for 2022? She noted that the CGS by-laws called for an audit every year.
Sandy Howell commented that David Trus of Agriculture and Agri-Food Canada (AAFC) had approved the use of an review rather than an audit.
Tanya commented that doing a review only was a violation of the by-laws.
Carol Clayson agreed that by-laws must be followed.

Mike Dietrich congratulated the Board and staff on the fact that the financial position/bottom line of the association had improved more than two times from the bottom line of the previous year.
Zoe Thorbergson asked if a review could be accepted over an audit.
Linda Carlson commented that the financial turnaround of the Society in recent years was stunning. She also commented that the Society needed to follow the process to revise by-laws, as outlined in those by-laws.

A motion was made by Mike Dietrich and seconded by Jaki Ayton that CGS engage an accounting company to perform a full audit for the 2023 financial year.
During discussion Tanya McCarthy noted that there was no need for this motion as the Society must do an audit.
Calum McLeod noted that David Trus is an employee of AAFC and not CLRC and thus administers activities of associations who operate under the Animal Pedigree Act.

Zoe Thorbergson asked if the motion on the floor could be amended to read that an audit be conducted on 2022 financial performance and that a review of by-laws take place in 2023.
The moved and seconder of the motion agreed to this amendment.

Two motions were then made. The first by Mike Dietrich, and seconded by Carol Clayson was that a full audit of CGS finances for 2022 be conducted by a chartered accounting company. Carried. 38 votes for. None opposed.
Second motion-moved by Mike Dietrich, seconded by Natalie Mitchell that by-laws of CGS be reviewed to determine if the terminology in those by-laws is still appropriate for members wishes and is aligned with government legislation.
During discussion Jonathan Dugdale noted that the formation of a by-law review committee was to be announced later in the meeting.
Mike Dietrich withdrew the second motion in light of the fact that a committee already exists.
After more discussion a motion was made by Mike Dietrich and seconded by Rebecca Lange that the by-laws of CGS be reviewed to ensure that they are current and in line with member wishes and government legislation. CARRIED 39 in Favour.

Discussion of the 2022 draft financial statements continued.
The next portion of discussion was examining revenue and expenditures.
Gammon noted the flowing yearly performance figures:

2019 loss of $11,000
2020 excess of $2000
2021 excess of $31,050
2022 excess of $65,077

Gammon noted that budgeting for 2022 was challenging as activity in many programs was limited or non-existent in 2020 and 2021 due to Covid restrictions.
A very detailed explanation of revenues and expenses followed-revenues first, with inclusion of some expenditures at the same time to increase understanding of impact on the bottom line.
A few questions for clarification were answered.
A donation of $5,000 for the classification program from Linda Carlson in British Columbia was noted.

After revenue lines had been reviewed the next step was to review expenses. Gammon noted they were $30,000 higher than in 2021 due to increased processing activity at CLRC and higher expenses for programs which garner both revenue but also create expenses when delivered.

As classification expenses were being reviewed numerous comments were made.
Some members believe more trained classifiers are needed. There was also an expression of the belief that more clarification re the process of training and hiring classifiers is needed.
Gammon extended thanks to member Grant Howley who had been an integral part of working with the 2022 team of classifiers.
There was also discussion that the number of animals and herds to be scored dictates the number of classifiers needed.
Zoe Thorbergson recommended development of a manual on becoming a classifier.
Amanda Lindsay-Peaire asked why only four classifiers were hired when the number could have been six with trainees.
Tanya Vickers expressed support for the concept of a definite classifiers manual.

Office expenses were explained along with the fact that this segment includes the costs of membership renewal work done by CLRC and that CGS had worked with CLRC to find ways to reduce those expenses. Also noted was the fact that with higher activity levels in programs offices expenses will increase.

Returning to the subject of classification Adam Scanlan commented on the value of an information piece on the qualifications and roles of a classifier and his support for Zoe's recommendation. As a long term user of the program Adam sees value for the program, and for classifiers, in a regular rotation of classifiers so that classifiers see a variety of animals and learn more about the amount of variation in the population.
Ted Brooks reiterated that classification delivery must be run like a business with right-sizing of the staff component and a close eye on costs of delivery.
There was great support for Adam's comments via the chat function.
Chris Grab suggested that the concept of auditors for classification training could be considered.

Discussion then returned to line item expenses.

Genetic Evaluation expense-$3200 of the total amount represents a payment to Lactanet for sending data and information files to CCSI for 305 day milk tested herds.
More data from programs is needed to make genetic evaluations more valuable.
Because of work done with government funding dairy goat evaluations will be moving to a mixed BLUP system. Because of increased activity with the breed and the move to BLUP evaluations, genetic evaluations for the Nigerian Dwarf breed will be available sometime in 2023.

Linda Carlson noted that there is a classification manual available on the CGS website in the Classification section.

Accounting fees will naturally increase with the move to a full audit.
The various elements of Judges Training expenditures were explained.
Returning to classification for a moment Mike Dietrich commented that it is important that enough work be available for each classifier so that serving in the program is worthwhile.
Expenses for the shows line item was higher in 2022 with 39 shows compared to 11 in 2021.
There was a Board decision to seek input from a lawyer in 2022 to ensure that the Society was acting correctly in addressing topics with members.
Regarding extra costs for completion of the Goat Of Practice an explanation was provided and some promotion done on the code of practice and availability of the code in hard copy from CGS, or online.
Rent costs for January 2021 ($325.00 for rent and $25.00 for internet access at our former office location) were explained along with the fact that there had been no charge for office space or internet access since the late February 2021 move to Fergus. As of meeting time this lack of charges to CGS had saved the Society approximately $8,000.00).
Tanya Vickers asked about planning for access to CGS property in the event of any challenges with availability of the current Secretary-Manager and for succession planning purposes. She also asked if there was a listing of pass words and user names so that easy access could be gained to equipment and bank accounts, processing software, etc.
Gammon noted that the Board had discussed this matter and was at work developing such listings and approvals for appropriate sharing with senior executives in the association.
In leaving the meeting Adam Scanlan thanked the Board for a successful 2022.

Gammon noted zero cost to host the annual meeting as we have an annual zoom connection package.
No questions or comments were made re the statement of cash flow.
Gammon explained the CGS portfolio of $55,000 in GIC investments with the Bank Of Montreal. He explained current interest rates and the fact that in February 2021 CGS had no money invested in any interest bearing investments.

No motion was made to approve draft statements of the financial performance review.

New Business

Sandy Howell announced that Paul and Sharon Stoll of Woodville, Ontario had won a Silver Master Breeder Award based on performance of their animals.
Susan Frazer of Beulah and Winnipeg, Manitoba, had earned both a Silver Master Breeder and a Master Breeder Award.

Sandy Howell also announced that beginning with membership renewals due to be distributed in late 2023 for 2024 memberships, and new memberships in the future, it would be necessary for the continuing member or new member to signify their agreement with the CGS code of ethics for their membership to be processed.

Sandy also announced that going forward information on only those members who had renewed by March 31st of any year would be included in the CGS database for "Search The Registry" on the CLRC website. If a member renewed after March 31st their information would appear once they had renewed.

Jonathan Dugdale announced the formation of both a By-law Committee and a National Show Committee. He urged anyone interested in serving on these committees to email the CGS office.

Sandy Howell announced that all program fees would stay the same in 2023.

Secretary-Manager's Report

Gammon noted that he would be expanding upon his printed report.
Key elements of his presentation included:

-The central concept of the report was about all that the members had done.

-Registrations 5.5% higher than 2021.
-Transfers 37% higher than five years earlier in 2018.
-Memberships 3.7% higher than in 2021 and at their highest level since 2001, twenty one years earlier, at 642.
In the latest five years membership totals have grown by 21%.
-B.C will have two director positions available in the elections in 2023 based upon the regions 2022 membership total.
-In the last two years 277 new members have joined CGS.
-Units of registry work processed by CLRC for CGS in 2022 were 6.9% above 2021 and 23% higher than in 2018.
-More than 570 head were classified in 2022. Gammon praised the efforts of our four classifiers during the year.
-Classification deadline March 15th, form being revised.
-Since 2019 the Society has attained an excess of revenue over expenditures of $98,000 with one loss and three years of excess revenue.
-CGS has $129,000 in resources in our bank accounts and investment portfolio at meeting time.
-Shows 39 in 2022, 11 in 2021.
-National Integrated Genetic Database Initiative funding will support positive changes at CLRC re operating efficiencies.
-National Code of Practice for goats was mentioned again.
-National Shows for 2023 will be held in Edmonton in July and in Toronto at the RAWF in November.
-Productive Board Meetings were held on February 11th and 13th prior to the AGM.

Sandy Howell thanked Russell for his report.

Response to the Secretary-Manager's report.
Zoe Thorbergson noted that development of SNP testing must remain a priority in the goat industry. Gammon commented that the National Integrated Database Steering Committee have had introduction and expansion of genomic testing in the Small Ruminant Industry as a priority. Effective testing for Scrapie resistance must become a priority topic in the goat industry. Action on importing bucks to Canada during the temporary period in 2022 when this was possible for Canadian herds on the Scrapie program was very impressive.

Carol Clayson raised the question about opening possibilities for semen exchange between members. She commented on the narrowing gene pool in goat breeds in Canada. While Carol was urged to communicate with Dr. Lynn Tait at OCFlock she commented that collection at AI centers was very expensive and that on farm collection by vets was much more economical.
Tanya McCarthy encouraged Carol to contact her local CFIA office to investigate changes to the domestic collection program rules.

Proposed By-Law Amendments:

Three proposed amendments had been submitted by members. A by-law review committee (consisting of the full Board) had met to consider whether the proposed by-laws conformed with the Animal pedigree act and were consistent with the rest of CGS by-laws. This meeting had taken place in November 2022.

Minutes of the review committee's meeting had bene shared with all those involved in supporting the proposed amendments. The proposed amendments had also been sent to the Animal Registration Officer at AAFC and the Manager of CLRC for comment.

The first proposed amendment related to the current by-law allowing the President to vote in the case of a tie and also vote as a Director, two votes per one person. The proposal was to change wording to " In the event of a tie vote, the vote must be retaken until the tie vote is resolved by additional voting."

The second proposed amendment is to add to the by-laws: No individual may serve as director for more than 2 (two) terms consecutively.

The third proposed amendment is to add to the by-laws that : The role of President cannot be filled by a director who was acclaimed.

Responses from both the ARO at AAFC and the Manager of CLRC had been shared with members before the annual meeting.

Responses from members at the meeting:

Zoe Thorbegson: Common practice is that Presidents only vote to break a tie vote. A local organization she is part of has a policy that a director must have one period of three years not on the Board during any 12 year term, i.e max of nine years on the Board in twelve year period. Regarding not allowing acclaimed directors to serve as President there does not appear to be a precedent for this in other associations.
From chat-no one should be allowed two votes.
Mike Dietrich-no term limits, no special/different status for acclaimed directors would be his stance.
Callum McLeod-supported one vote only per Board member; noted that it is hard to find willing candidates for director positions now, if acclaimed directors have restricted responsibilities two levels of directors are created. Board members are meant to have equal roles and responsibilities.
Tanya McCarthy-The American Institute of Parliamentarians Standard Code of Parliamentary Procedure, which is the manual CGS works from ,supports continued retaking of votes in the case of a tie.
Ted Brooks-Chair only votes in the case of a tie, no term limits should be applied.
Rebecca Lange-Chair or President only votes in the case of a tie, disagrees with term limits, hard to find volunteers to be directors and new and experienced directors should be able to work together effectively, directors elected by acclamation should not be discriminated against.

In other business Zoe Thorbergson suggested the concept of a mentorship program for director prospects whereby they would work with a current director and obtain training in how the Society and Board work and would understand the role better.
Tanya McCarthy raised the topic of opening up Board meetings to any members who wished to attend them.
Jonathan Dugdale commented that he would have appreciated sitting in on at least one board meeting, after his election and before his term began, so that he could learn how the meetings were conducted and the type of business addressed.
Ted Brooks spoke in support of open meetings so that members knew how processes worked.
Susan Frazer returned to the matter of Presidents not voting and only in the case of ties and how this impacted their role as director from their own district/region.

From the chat function the following comments were gleaned:

-Drop districts
-Develop a What to Expect as a Director Manual.
-Member would like to join meetings.
-Transparency is important and allowing members to see actions at Board meetings expands it.
-The president is not always the Chairperson.
-With the exception of In Camera sessions members should be allowed to attend Board meetings.

Ted Brooks live comment:
In the case of ties the motion is regarded as failing in some parliamentary guides. He disagrees with the concept of no director districts.

Susan Frazer commented that directors represent their region and all of Canada. There should be an equitable solution to allows directors to serve regions if they are also President.
Linda Carlson agreed with this stance.

Sandy Howell noted that the Board will vote on moving forward with the three proposed by-law amendments.

Zoe Thorbergson addressed the topic of their being differences between the classification scorecard and the show ring scorecard.
She asked if the Society planned to address these differences.
Jonathan Dugdale commented that in the show ring animals are being compared one to the other while in classification each animal is analyzed as an individual.
Zoe noted that changes came about when Holstein was involved in classification-changes were made in the classification scorecard while the Showring card remained the same. Before the classification changes the scorecards were identical. Her question was: Which card recognizes a more structurally correct animal?

Ted Brooks indicated he agreed with Zoe, and also noted that genetic diversity is markedly limited in Canada. He believes there should be more correlation between the show ring and classification.
There were multiple expressions of agreement with Zoe that the scorecards should be the same.
Comment was made that this alignment work would be a good project for Classification and Show committees to work on.

Tanya McCarthy reminded members of the new Youth Program.
She and Jonathan Dugdale indicated that a lot of hard work had been done on the yearbook and that it should be published within a month.

Amanda Lindsay-Peaire asked for an update/explanation of the letter of intent to withdraw from use of CLRC services.
Gammon noted that the letter had been sent to the Manager of CLRC and the Animal Registration officer at AAFC.
CGS would not be able to withdraw from the business relationship with CLRC until the end of 2024 to avoid severe financial penalties for leaving early.
As CGS represents about 7% of CLRC's units processed CLRC would want to continue working with us and would definitely "take us back" if CGS left and any new solution re provision of registry servces did not work out for CGS. The CLRC Manager received the letter from CGS in a very good manner and regards it as a spur for CGS to perform at a higher level. CLRC regards 2023 as a "make or break" year in that they must land of ways in which work can be processed efficiently on a more cost effective basis.

Sandy Howell announced the 2023 Executive: Second Vice President-Jonathan Dugdale; First Vice President-Chris Grab and herself, Sandy Howell as President.

Sandy thanked members for the growth in activity CGS had enjoyed in 2022 in registry work and programs.

Numerous expressions of congratulations to the new Executive were received via the chat function.
Carol Clayson asked when the Board would address the question of members attending meetings. Sandy replied that the board would address this matter at an upcoming meeting.

Meeting was adjourned at 3:43 pm Eastern on a motion by Joanne Battersby.