

Exploring Membership Classes – Discussion Document

As part of CSGA's ongoing efforts to develop an inclusive next-generation seed certification system, the CSGA Board of Directors would like to explore with our membership a proposal to reintroduce two membership classes: Affiliate and Associate.

Background

CSGA currently has a single type of membership class, categorized as a Regular member, recognized in its bylaws and articles of incorporation.

As per CSGA Bylaw 3.01, Regular members of the Association shall be:

- a. any person, partnership or organization producing or undertaking to produce Pedigreed seed; an applicant for such membership may be required, as a condition of acceptance of the application, to become a member of a duly constituted Branch in the region where the Pedigreed seed is to be produced;
- b. any person elected or appointed a Director, Officer, or, pursuant to Bylaw 6:03 b), an Advisor of the Association; and
- c. any person elected as a Robertson Associate pursuant to Bylaw 4:01

However, prior to a 2013 CSGA bylaw amendment, CSGA's bylaws had multiple classes of members, including Affiliate and Associate members. The 2013 bylaw amendment was made due to implications of the Canada Not-for-profit Corporations Act (CNCA) coming into force, which proposed major changes to member voting privileges.

Under the Canada Not-for-profit Corporations Act, corporations can have multiple types of membership; however, only one class of members must be given full voting rights. Although not given full voting rights, the other classes of members would be able to vote on important matters such as:

- certain amendments to membership classes, rights, and conditions
- decisions to amalgamate or dissolve the corporation; and
- 'a sale, lease, or exchange of all or substantially all of the property of a corporation other than in the ordinary course of its activities'

During the 2013 bylaw review process, staff cited low uptake of the Affiliate and Associate members as another reason to remove these classes going forward.

A CSGA Regular member is defined as 'any person, partnership, organization producing or undertaking to produce pedigreed seed,' many seed companies, including the large multinational life science companies, are already CSGA Regular members and have been for some time (over 20 years at least). Due to the production of hybrid crops (corn and canola), these seed companies have an active CSGA account number, pay a CSGA membership fee, and designate an individual to vote on CSGA matters.

Proposal

The CSGA Board of Directors has approved the exploration of reintroducing Affiliate and Associate membership classes through discussions with our membership and stakeholders at the upcoming Branch meetings and stakeholders. Reintroducing these membership types aims to increase stakeholder engagement, fulfil our CSGA 2.0 business plans, and align with our vision as part of the Seed Regulatory Modernization (SRM) process currently underway.

This proposal **does not** seek to change CSGA's existing Regular member class, including its rights or privileges, or the trusted grower model that CSGA's seed crop certification model is based upon. This proposal is also not an 'all or nothing approach.' Instead, this proposal is about living CSGA's 2.0 business plan, ensuring more stakeholder engagement in Canada's seed certification system, and working towards CSGA's SRM vision.

Anticipated Benefits

Reintroducing Affiliate and Associate membership types will strengthen our expertise, broaden perspectives, and enhance diversity at a critical phase of the evolution and modernization of Canada's seed sector. As CSGA strives to be the main administrator of Canada's seed certification system, this proposal helps ensure that all regulated parties engaged in Canada's seed certification system can become CSGA members. In addition, the proposal amplifies our recommendations to government and highlights our vision of an inclusive seed certification system for the public good of Canadian agriculture.

Proposed Membership Classes

1. Affiliate Membership

Open to any person, partnership, or organization supporting the production of pedigreed seed.

Potential Eligibility:

- For individuals:
 - Open to individuals accredited/licensed/recognized by CSGA or CFIA for seed certification-related functions/roles.
 - Not open to the general public or employees of eligible affiliate class members that are not accredited/licensed/recognized by the CSGA or CFIA for seed certification related functions/roles.
- For organizations and partnerships:
 - Open to organizations that are regulated as part of Canada's seed certification program.
 - Not open to the employees of eligible organizations unless they are accredited/licensed/recognized by the CSGA or CFIA for seed certification related functions/roles.
 - Each Affiliate member, not an individual, would need to appoint an individual to attend and vote on its behalf at meetings of members (similar to Regular members that are not individuals)

Potential Candidates:

- Seed Growers or CSGA-Recognized Plant Breeders wishing to maintain membership but not actively producing seed,
- Seed analysts, crop inspectors, Registered Seed Establishments, seed laboratories, and
- Seed companies not producing Breeder seed or hybrid crops.

Potential Voting Rights & Privileges:

- Ability to participate in CSGA member-to-member sessions and submit member proposals,
- Attend and vote as a membership class at CSGA Special General Meetings on topics as per the Canada Not-for-Profit Corporations Act (CNCA) (described above),
- If granted Board representation, could be eligible to vote on the election of the CSGA Board of Directors and/or
- Branches could consider accepting CSGA Affiliate members as Branch Affiliate members

Potential Rights Excluded:

- Not Eligible to vote on CSGA fees as described in 14:01a of the CSGA Bylaws (reserved for CSGA Regular members)
- Not eligible to vote on the election of the CSGA Board of Directors as nominated by Regular members through the Provincial Branches

Potential Fee Structure:

- *Option A:* Align with CSGA's current membership fee of \$240
- *Option B:* New membership fee as established by the CSGA Board

Potential Board Considerations:

- Should the composition of the CSGA Board be changed to allow representation from this type of membership (e.g., be eligible for a board seat)? Or,
- Should CSGA consider appointing a Director-at-large from amongst the members of the Affiliate class?

Additional Considerations:

An individual, partnership, or organization would not be recognized for multiple classes of membership in CSGA or have multiple votes within a particular category. If eligible for multiple classes, a decision would need to be made by the individual, partnership, or organization for which membership class they would like to pursue.

In situations when a seed grower (recognized as a Regular member) is involved, the seed grower would default to the Regular member category.

For example:

- A seed grower who also operates a Registered Seed Establishment would only be eligible for the Regular membership class. If the RSE had graders or operators who were not seed growers, they would be eligible for affiliate membership.
- A Seed Laboratory that is also an Inspection Service would only be eligible for one (1) vote in the Affiliate membership class.

Potential Scenarios:

- *Inspection Services:* The Inspection Service would be eligible for affiliate membership, as would any Licensed Seed Crop Inspector working for that Inspection Service.
- *Seed Company Not Producing Hybrid Crops or Breeder Seed:* The Seed Company would be eligible for an affiliate membership (would need to designate an individual for voting purposes), as would any CSGA Recognized Plant Breeder, Seed Analyst, operator/grader at its Registered Seed Establishment. However, any sales, marketing, or advocacy staff not accredited/licensed/recognized by the CSGA or CFIA for seed certification-related functions/roles would not be eligible.
- *Seed Laboratory:* The Seed Laboratory would be eligible for an Affiliate membership (would need to designate an individual for voting purposes), as would any seed analysts working for that Seed Laboratory. Any individuals working for the Seed Laboratory who are not accredited/licensed/recognized by the CSGA or CFIA for seed certification-related functions/roles would not be eligible.

2. Associate Membership:

Open to any industry association involved in or interested in pedigreed seed production to become a member.

Potential Eligibility:

- Not open to individuals, the general public, or organizations qualifying as Regular or Affiliate members.
- Associations would be required to appoint an individual to attend and vote on its behalf at meetings of members (similar to Regular members who are not individuals).
- CSGA would reserve the right to review and accept applications for Association membership that it deems appropriate.

Potential Candidates:

- Seed Sector Associations
 - Associations where CSGA is currently a member (reciprocal membership)
- National and Provincial Associations
 - International organizations like AOSCA, ISTA, etc.
- Governmental organizations

Potential Voting Rights and Privileges:

- Able to participate in CSGA member-to-member sessions and submit member proposals,
- Attend and vote as a membership class at CSGA Special General Meetings on topics as per the CNCA

Potential Rights Excluded:

- Not eligible to vote on CSGA fees as described in 14:01a of the CSGA bylaws (reserved for CSGA Regular members)
- Not eligible for Board representation or to vote on the CSGA Board of Directors

Potential Fee Structure:

- *Option A:* Align with CSGA's current membership fee of \$240
- *Option B:* New membership fee as established by the CSGA Board

Potential Board Considerations:

- No board representation is being proposed for this membership class.

Next Steps

CSGA will present this proposal at Provincial Branch meetings over the winter to hear our members' thoughts on this proposal.

If the proposal is supported, CSGA would launch a public consultation with members and stakeholders. If the proposal is supported, CSGA would prepare for a Special General Meeting (SGM) for members to vote on potential bylaw amendments required to operationalize the proposal.

Your input is crucial as we embark on this exciting journey to share the future of CSGA. We invite you to share your thoughts and insights on this proposal, ensuring a collaborative and inclusive decision-making process.