

## MINUTES

### CSGA Special General Meeting of Members

Sheraton Hotel, Saint Hyacinthe, QC

February 18, 2020

Quorum was met, with the meeting attended by members from the Maritime, Quebec, Ontario, Saskatchewan and Alberta branches.

J. Nyborg, CSGA President, called the meeting to order explaining that the purpose of the Special General Meeting (SGM) was two-fold, namely to:

- a) Confirm member support for the CSGA Board of Directors position on the proposed amalgamation of the CSGA with the Canadian Seed Trade Association, the Canadian Plant Technology Agency, the Commercial Seed Analysts Association of Canada and the Canadian Seed Institute.
- b) Seek member ratification of a By-Law change approved by the Board of Directors of the CSGA on November 18, 2019, that would introduce certain absentee voting rights for members of the Association.

He then introduced the CSGA team supporting him and the session facilitator, Marc Valois from the Intersol Group Ltd, who outlined the meeting objectives and plan.

Before the session began, participants were reminded of a resolution being proposed by CSGA member, Tom Jackson. The resolution was included in their information packages and consideration of it was scheduled for later in the meeting.

To frame the meeting discussion, J. Nyborg and R. Klym provided an update on the ongoing development of an amalgamation proposal that would replace 5 current seed industry organizations with one new National Seed Organization (NSO).

Jaiman Chin of StrategyCorp Inc. presented the heart of the amalgamation proposal, an National Seed Organization Business Plan, to participants.

Mr. Valois of Intersol facilitated the ensuing discussions, which provided participants an opportunity to exchange views and to ask questions about the proposal, after which the following motion was proposed.

**Motion to confirm member support for the CSGA Board of Directors position on the proposed amalgamation of the CSGA with the Canadian Seed Trade Association, the Canadian Plant Technology Agency, the Commercial Seed Analysts Association of Canada and the Canadian Seed Institute.**

Moved by André Lussier; Seconded by Daniel Lanoie. **CARRIED**

J. Nyborg explained that the CSGA Board of Directors was proposing a By-Law change to allow for absentee voting (by mail, telephone or online) as:

- a) current CSGA by-laws do not allow distance participation;
- b) Canada’s geography precludes full in-person Member participation at member meetings; and
- c) the CSGA Board of Directors wants to ensure all members are heard, by ensuring that all members, irrespective of their ability to attend a meeting, are able to vote.

The proposed By-law change was introduced as follows:

**Resolution 1**

WHEREAS the Association wishes to amend certain provisions of the By-Laws of the Association (the “By-Laws”);

NOW THEREFORE BE IT RESOLVED that:

Subsection 5.04(a) of the By-Laws be deleted in its entirety and replaced with the following:

- a) Only Regular members of the Association shall be entitled to vote on any matters requiring approval by the members and each Regular member shall have one vote.

Section 5.05 of the By-Laws be deleted in its entirety and replaced with the following:

**Quorum.** Thirty (30) Regular members of the Association present in person at a meeting shall constitute a quorum for all Annual and special general meetings.

Section 5.07 of the By-Laws be deleted in its entirety and replaced with the following:

**Absentee Voting.**

- a) There will be no voting by proxy at meetings of members.
- b) In addition to voting in person, the Board of Directors may, in their sole discretion, determine that every member entitled to vote at a meeting of members may vote by any of the following means:
  - i) By using a mailed in ballot in the form provided by the Association provided that the Association has a system that enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted; or
  - ii) By means of a telephonic, electronic or other communication facility, if the facility enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.

A new Section 5.09 be added to the By-Laws as follows:

**5.09 Participation at Meetings by Telephone or Electronic Means**

The Board of Directors may, in their sole discretion, determine that any person entitled to attend a meeting of members may participate in the meeting using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility or the person in question has access to such a communication facility. A person participating in the meeting by any such means shall be deemed to have been present at that meeting. A person participating by telephonic, electronic or other communication facility may vote by any such means if the facility, when necessary, can be adapted so that the votes can be gathered in a manner that permits their subsequent verification and

permits the tallied votes to be presented to the Association without it being possible for the Association to identify how a particular member or group of members voted.

A new Section 5.10 be added to the By-Laws as follows:

**5.10 Meeting Held by Electronic Means**

The Board of Directors may, in their sole discretion, determine that a meeting of the members shall be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Tom Jackson commented at this point to further explain the proposed three-point resolutions and made a motion.

**Motion that the by-law amendment proposal be postpone and tabled until the July AGM for further clarification of a number of points raised before the ratification vote.**

Moved by Tom Jackson; No seconder. **Motion Failed**

André Lussier spoke to the motion explaining its importance because it encourages and facilitates participation.

**Motion in support of the proposed By-Law amendment to allow absentee voting as presented to the membership.**

Moved by André Lussier; Seconded by Daniel Lanoie. **CARRIED**

**Motion to adjourn.** Moved by Daniel Lanoie; Seconded by Joe Rennick. **CARRIED**