

## Proposed CSGA By-laws – August 2024

### 1:00 DEFINITIONS AND INTERPRETATIONS

**1:01 Definitions:** In these By-laws, unless the context otherwise requires,

“Act” means the Canada Not-for-profit Corporations Act;

“Advisor” means an individual who is appointed to serve the Board of Directors in a non-voting, strictly advisory capacity;

“Articles” means original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, dissolution or revival filed by the Association from time to time;”

“Association” means, in the English form, Canadian Seed Growers’ Association and in the French form, Association canadienne des producteurs de semences;

“Executive Director” means Secretary and Executive Director of the Association;

“Pedigreed Seed” means seed of Foundation status, Registered status or Certified status or seed approved by the Association as Breeder seed or Select seed;

“Pedigreed Seed Crop” means a crop which conforms to the standards prescribed in the CSGA’s Canadian Regulations and Procedures for Pedigreed Seed Crop Production or the Canadian Breeder Seed Requirements;

“Crop Certificate” means a document issued by the Association certifying that the crop identified met CSGA varietal purity and other standards for the class of crop designated;

“Region” means a province of Canada except that, as determined by the Board of Directors,  
a. two or more provinces may be combined into one region, and  
b. a Territory, or District of a Territory, may be included in the region of a contiguous province;

“Secretariat” means the office providing administrative support to the Board of Directors and its committees and maintaining the books and records of the Association.

**1:02 Interpretations:** In these By-laws, unless the context otherwise requires, the singular shall include the plural, the plural shall include the singular, and words importing any gender shall be interpreted to mean any or all genders.

## 2:00 BRANCHES

There shall be constituted as a Branch of the Association, where established as such under provincial charter or under other authority, one seed growers' organization in each region, provided that:

- a. Every seed grower member of such Branch be a member of the Canadian Seed Growers' Association;
- b. The Branch shall not maintain seed pedigrees nor issue crop certificates; and
- c. If more than one organization in a region should apply to the Association to be constituted as a Branch, the Board of Directors of the Association shall, in its sole discretion, determine the organization to which such status shall be granted.

## 3:00 MEMBERSHIP

### 3:01 Classes of Membership

There shall be three classes of members in the Association, namely, Regular Members, Affiliate Members and Associate Members. An individual, partnership or organization shall only apply for and be eligible for one class of membership. The Board of Directors shall, by resolution, approve the admission of Regular, Affiliate and Associate Members of the Association according to standards set out in a Board approved policy. The following conditions of membership shall apply:

#### 3:01.1 Regular Members

- a. Membership as a Regular Member shall be available only to:
  - i. Any individual, partnership or organization producing or undertaking to produce a pedigreed seed crop; 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;
  - ii. Any person elected or appointed a Director, Officer, or, pursuant to By-law 6:03 c), an Advisor of the Association; and
  - iii. Any individual elected as a Robertson Associate pursuant to By-law 4:01.
- b. The term of membership of a Regular Member shall be annual, subject to renewal in accordance with the policies of the Association.
- c. A Regular Member is entitled to receive notice of, attend and vote at all meetings of members and each such Regular Member shall be entitled to one (1) vote at such meetings.
- d. Regular Members have the right to vote on fees as per By-law 13:01 a) and to vote on Regular Member Directors nominated at the Branch Annual General Meetings.
- e. A Regular Member who no longer qualifies for Regular membership may apply for Affiliate membership if qualified.

#### 3:01.2 Affiliate Members

- a. Subject to section 3:01, membership as an Affiliate Member shall be open to any individual, partnership, or organization supporting the production of pedigreed seed who is not already a Regular or Associate Member.
- b. The term of membership of an Affiliate Member shall be annual, subject to renewal in accordance with the policies of the Association.
- c. An Affiliate Member is entitled to receive notice of, attend and vote at all meetings of members and each such Affiliate Member shall be entitled to one (1) vote at such meetings.
- d. Affiliate Members as a class shall have the right to vote on Affiliate Member Director(s).

- e. An Affiliate Member who no longer qualifies for Affiliate membership may apply for Associate membership, if qualified.
- f. An individual cannot hold multiple membership classes, and if eligible for both a Regular and Affiliate membership, a Regular membership will take precedence.

### **3:01.3 Associate Members**

- a. Subject to section 3:01, membership as an Associate Member shall be open to any industry association or organization involved in or interested in pedigreed seed production.
- b. The term of membership of an Associate Member shall be annual, subject to renewal in accordance with the policies of the Association.
- c. Subject to the Act and the Articles, an Associate Member shall be entitled to receive notice of, and attend, but not vote, at meetings of the members of the Association.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the By-laws if any of those amendments:

- a. Change a condition required for being a member; and/or
- b. Add, change or remove a provision respecting the transfer of a membership.

### **3:02 Designated Representative of Non-Individual Member**

Each Regular or Affiliate Member not an individual, shall appoint in writing to the Executive Director its representative for the year to represent such member in the affairs of the Association who would attend and vote on its behalf at meetings of members.

### **3:03 Termination of Membership**

Membership in the Association ends in any of the following cases:

- a. The member's resignation notified in writing to the Executive Director, in which case the resignation takes effect on the date specified in the notice of resignation.
- b. The close of the Annual General Meeting of the Association.
- c. For a Regular Member, membership terminates at the close of the Annual General Meeting of the Association following the year in which they undertake to produce pedigreed seed.
- d. In the case of a Regular Member admitted as a Director, Officer, or Advisor but who is not a pedigreed seed producer, membership terminates when such member ceases to hold such office in the Association.
- e. The death of a member or in the case of a member which is a legal person, the dissolution of the legal person.
- f. Failure by the member to maintain the conditions for membership set out in these By-laws.
- g. The expulsion of the member in accordance with By-law 3:04 below or in another way in accordance with the statutes or By-laws.
- h. The expiration of the membership period without paying the prescribed renewal fee.
- i. The liquidation or dissolution of the Association under the Act.

### **3:04 Suspension & Revocation of Membership**

The Board shall have the authority to suspend or terminate the membership of any member for violation of any provision of the Articles, By-laws, or written policies or Regulations of the Association.

In the event that the Board determines that a member should be suspended or terminated from membership, the Executive Director or other Officer as may be designated by the Board (Designated Officer), shall provide twenty (20) days' notice of suspension or termination to the member and shall provide reasons for the proposed suspension or termination. The member may make written submissions to the Designated Officer, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received, the Designated Officer may proceed to notify the member that the member is suspended or terminated from membership in the Association. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

Notwithstanding the above provision, a member shall never have their membership revoked or suspended on the grounds of gender, race, religion, sexual orientation, marital status or any combination thereof.

### **3:05 Reimbursement of Membership Dues**

Under no circumstances, including membership suspension or revocation, shall membership dues be reimbursed.

## **4:00 HONOURS**

### **4:01 Robertson Associates**

The Board of Directors may, by a three-quarter affirmative vote, elect as Robertson Associates any persons who are, or who have been, Regular Members, producing pedigreed seed pursuant to By-law 3:01.1 a), and who have rendered distinguished service to the Association and contributed to the betterment of Canadian agriculture.

## **5:00 MEETINGS OF MEMBERS**

### **5:01 Annual General Meeting**

The Annual General Meeting of the members shall be held at such time and day in each year and at such place as the Board of Directors shall determine, but such Annual General Meeting shall be held within fifteen months of the last preceding Annual General Meeting and within six months of the end of the fiscal year. At each Annual General Meeting there shall be presented the report of the President on the affairs of the Association for the previous year, the auditor's report and such other information or reports relating to the Association's affairs as the Board of Directors may determine.

### **5:02 Special General Meeting**

Other meetings of members, designated as "Special General Meetings" shall be convened by the Board or by written requisition of not less than five per cent (5%) of all voting members, which requisition shall state the purpose for which the meeting is desired, and shall be held at such date, time and place as the Executive Committee shall determine.

### 5:03 Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by any of the following means:

- a. By mail, to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. By telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

A special resolution of the members is required to make any amendment to the By-laws of the Association to change the manner of giving notice to members entitled to vote at a meeting of members.

### 5:04 Members Calling a Members' Meeting

The Board of Directors shall call a special meeting of all voting members in accordance with Section 167 of the Act on written requisition of members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

### 5:05 Voting

- a. Only Regular Members and Affiliate Members of the Association shall be entitled to vote on matters requiring approval by the members and each Regular Member and Affiliate Member shall have one vote. Only Regular Members may vote on Regular Directors (as per By-law 6:03 a) and on fees (as per By-law 13:01 a), and only Affiliate Members may vote on Affiliate Director(s) (as per By-law 6:03 b).
- b. At any meeting of members every proposed decision shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot, or on the results of electronic voting, a decision is deemed to have not been made.
- c. Any voting member may demand a poll of any proposed decision put before the meeting; in which case the Chair shall take a poll as they shall determine it.

### 5:06 Quorum

Thirty (30) Regular Members of the Association present in person, by telephone or electronic means pursuant to By-law 5:10 and 5:11 below at a meeting shall constitute a quorum for all Annual and Special General Meetings. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

### 5:07 Attendance at Meetings by Non-Members and Other Representatives

At the invitation of the Chair of the meeting, non-members may attend any meeting of members of the Association and take part in the deliberations and discussions thereat but shall not be entitled to vote.

### 5:08 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.

### **5:09 Motions**

A motion on a subject involving the structure or organization of the Association, or a policy matter which by statute or By-law is the responsibility of the Board of Directors, may not be presented to an Annual or Special General Meeting of members unless notice in writing of such motion has been lodged with the Executive Director at least ninety (90) days before the Annual or Special General Meeting at which the motion is returnable.

### **5:10 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.

### **5:11 Meeting Held Entirely 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.

## **6:00 BOARD OF DIRECTORS**

### **6:01 Definition**

The affairs of the Association shall be directed by the Board of Directors who may exercise such powers and do all such acts and things as may be exercised or done by the Association, by statute, subject to any restrictions or limitations set out in these By-laws.

### **6:02 Composition**

The Board of Directors shall be composed of not less than seven (7) or more than eighteen (18) Directors. A majority of members of the Board of Directors shall constitute a quorum.

### 6:03 Election or Designation of Directors and Advisors

- a. A minimum of six Directors, each of whom shall be Regular Members, shall be nominated at Branch Annual General Meetings. One such Director shall be nominated from each region except that there may be two Directors from the Maritime region, providing that both are not from the same province, and there may be two Directors from each region with over 400 Regular Members in the immediately preceding fiscal year of the Association. Only Regular Members may vote on these Directors.
- b. A minimum of one (1) Director shall be nominated from active Affiliate Members at the Annual General Meeting. An additional Director may be eligible to be nominated by the Affiliate Members if there are over 100 Affiliate Members in the immediately preceding fiscal year of the Association. Only Affiliate Members may vote on these Directors.
- c. By invitation from the Association to the provincial Minister responsible for agriculture, one Advisor may be nominated from each Province of Canada. Such nominees need not be producers of pedigreed seed.
- d. The Board may from time to time appoint additional Advisors to the Board as deemed necessary or advisable for the effective functioning of the Board.
- e. The immediate Past President may serve a two-year term as an Advisor and not as a voting member of the Board of Directors and may sit as a member of the Executive Committee and undertake such other duties as required by the Board.
- f. The Board of Directors may appoint additional Directors from the Regular Members, Affiliate Members or Advisors who shall hold office for a term expiring not later than the close of the next Annual General Meeting of members. The total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous Annual General Meeting of members.

### 6:04 Term Limits

Each Board member shall be subject to a term limit. Absent compelling reasons to the contrary as determined by the Board of Directors, that term limit shall be a maximum of twelve (12) years other than a sitting President who may serve for one additional two-year term as President, provided that such Director's term shall not exceed 14 years in total and provided such Director may not hold the position of President for more than two years.

### 6:05 Continuation in Office

If at any time an election of Directors is not moved at the proper time, the Association shall not be held to be thereby dissolved, but such election may take place at any Special General Meeting of members called for the purpose, and the retiring Directors shall continue in office until their successors are elected.

### 6:06 Vacation of Office

Any person shall cease to be a member of, and to hold office in, the Board of Directors:

- a. Who submits a written resignation to the Board of Directors and such resignation shall be in effect from the time when the latter shall, by resolution, accept it; or
- b. Who being a member of the Association under the provisions of By-law 3:01.1 a) and 3:01.2 a), becomes bankrupt or makes a general assignment for the benefit of his creditors or is declared insolvent; or
- c. Whose membership on the Board of Directors is, for any reason, terminated, including removal from office by a resolution passed by two-thirds (2/3) of the members voting at a Special



General Meeting of members, provided that notice of such proposed resolution is given with the notice calling any such meeting; or if the non-individual member he represents ceases to have the required qualifications.

#### **6:07 Vacancies**

- a. If a vacancy within the Board of Directors shall occur by reason of death, resignation or otherwise, the Board of Directors may appoint a duly qualified person to fill such vacancy for the unexpired portion of the term on the Board.
- b. Notwithstanding vacancies, the remaining Directors may exercise all the powers of the Board of Directors as long as a quorum remains in office.

### **7:00 MEETINGS OF THE BOARD OF DIRECTORS**

#### **7:01 Date of Meetings**

The Board of Directors shall meet at least two times in each fiscal year of the Association and at such other times as may be deemed necessary by the President.

#### **7:02 Calling of Meetings**

Meetings of the Board of Directors may be called by the Executive Director at the request of the President or at the written request of a majority of members of the Board of Directors and such meetings shall be held at such place and such time as designated by the President. Meetings of the Board or Committees may be held in person, by teleconference, or electronic transmission provided that:

- a. Other electronic means permits each Director to communicate adequately with each other, and
  - i. There is an appropriate procedure for establishing quorum and recording votes; and
  - ii. Each Director has equal access to the specific means of communication to be used.

#### **7:03 Notice of Meetings**

Notice of meetings of the Board of Directors may be mailed or transmitted electronically to each member of the Board of Directors at least fifteen (15) days prior to the date named for the holding of the meeting. Such notice shall be deemed to be properly given if mailed or transmitted electronically to each member at his last known address appearing in the records of the Association. For meetings held by teleconference, or electronic transmission, notice shall be deemed to be properly given if delivered at least ten (10) working days prior to the date named for the holding of the meeting.

#### **7:04 Voting**

Questions arising at any meeting of the Board of Directors shall be decided by the majority of votes. In case of an equality of votes a decision is deemed not to have been made.

#### **7:05 Voting by Proxy**

There will be no voting by proxy at Board of Director meetings.

#### **7:06 Motion by Electronic Transmission or Teleconference**

A motion is as valid as if passed at an in-person meeting of the Board of Directors or a Committee if the motion is:

- a. Transmitted electronically, returned within three (3) working days and approved by all the voting members of the Board of Directors or voting members of a Committee; or



- b. Recorded as the result of a teleconference and approved by the required majority of the Board of Directors or voting members of a Committee when the vote is conducted and recorded as a ye or nay during a roll call of eligible voters.

A copy of the motion and the voting results shall be kept with the Minutes of the Board or Committee meeting and adopted as part of the Minutes at the next meeting.

### **8:00 DUTIES OF THE BOARD OF DIRECTORS**

It shall be the duty of the Board of Directors to do all such acts and things as are by statute or by the By-laws required to be done by it and as set out in the terms of reference for the Board as adopted by the Board from time to time. In particular, the Board of Directors:

- a. Shall appoint the Chief Executive Officer and designate the duties of the office;
- b. Shall approve the budget for the ensuing calendar year;
- c. Unless otherwise stated in these By-laws, shall establish committees and task forces as necessary to carry out the work of the Association, set their terms of reference, appoint the members of such bodies, and receive their reports;
- d. Shall name the signing Officers of the Association and indicate limits to their authority;
- e. May authorize the payment of honoraria and travel and maintenance expenses to Directors, Officers, Advisors, chairs and members of committees and others engaged in Association business;
- f. May appoint representatives of the Association to outside bodies;
- g. Shall approve standards and requirements for the production of pedigreed seed and pedigreed seed crops, crop certificates and for keeping records of pedigreed seed crops;
- h. Shall create and amend the Policies and Procedures of the Association and have authority for enactment, amendment or repeal of the By-laws for referral to the members at the Annual General Meeting; and
- i. Shall undertake such other acts and make decisions as required in the best interests of and to ensure the sustainability of the Association.

### **9:00 OFFICERS**

The President, Vice-President, and the Executive Director shall be the Officers of the Association and shall continue as such unless or until removed from those positions.

Transitional Provisions: From date of approval of these By-laws to 2026, the Board may appoint a Regular Member from the existing Board of Directors to be eligible for the Presidency, to allow for a transition from current leadership structure to streamlined set of Officers as defined in By-law 9:00.

### **9:01 Elections**

The President and Vice President, subject to their Term of Office, shall be elected by the Board following the election of Directors at the Annual General Meeting. The President shall be elected from among the Directors elected by the Regular Members pursuant to the provisions of By-law 6:03 a).

### **9:02 Term of Office**

The President and Vice President shall hold a term of office of up to two years. All other Officers shall be held for an annual term.

### **9:03 Duties of President**

The President shall be the Chair of the Board of the Association. He shall preside at all meetings of members of the Association, of the Board of Directors and of the Executive Committee. The President shall have such other duties and powers as the Board may specify.

### **9:04 Duties of Vice-President**

The Vice-President shall assist the President and perform all the duties of the President in the absence or disability of the President.

### **9:05 Appointment and Duties of Executive Director**

The Executive Director shall be appointed by the Board of Directors. The Executive Director shall also be the Secretary of the Association. The Executive Director shall:

- a. Attend, and keep minutes of, all meetings of members, of the Board of Directors and the Executive Committee;
- b. Be the Chief Executive Officer of the Association;
- c. Be responsible to the Board of Directors through the President for the general administrative supervision of the affairs of the Association, and for the organization and management of the Secretariat;
- d. Be an Advisor to all committees of the Association unless otherwise directed by the Board of Directors;
- e. Be an official representative of the Association; and
- f. Assume or delegate such duties as may be assigned by the Board of Directors.

## **10:00 EXECUTIVE COMMITTEE**

### **10:01 Composition**

There shall be an Executive Committee of the Board of Directors to be composed of the President, the Vice-President, and may include the immediate Past President and one Advisor appointed by the Board. Three members of the Executive Committee shall constitute a quorum.

### **10:02 Duties**

It shall be the duty of the Executive Committee to do such acts and things as are, by the By-laws, required to be done by it and, between meetings of the Board of Directors, to transact the business of the Association with respect to all such matters that are not specifically assigned to the Board of Directors by statute or by the By-laws, and which are explicitly delegated by the Board to the Executive Committee from time to time.

### **10:03 Meetings**

The Executive Committee shall meet at the call of the President at such times and places as deemed expedient.

### **10:04 Vacancies**

If a vacancy within the Executive Committee shall occur by reason of death, resignation, or otherwise, the Board of Directors may appoint a duly qualified person to fill such vacancy for the unexpired portion of the term on the Committee.

### **10:05 Voting by Proxy**

There will be no voting by proxy at Executive Committee meetings.

### **11:00 PROTECTION OF DIRECTORS AND OFFICERS**

No Director or Officer shall be liable for the acts, negligence or defaults of any other Director, Officer or employee or for any loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through his own wilful act or through his own wilful neglect or default. The Association shall indemnify the Directors and Officers of the Association to the full extent permitted by the Act.

### **12:00 REMUNERATION OF DIRECTORS, OFFICERS AND COMMITTEE MEMBERS**

Directors, Officers and members of committees may be reimbursed for expenses incurred by them on the business of the Association. Directors, Officers, and Advisors may receive remuneration for services rendered by them to the Association.

### **13:00 FINANCES**

#### **13:01 Fees**

The Association may:

- a. Levy and collect from its Regular Members, its Affiliate Members, and Associate Members such assessment fees and special fees as may from time to time be prescribed by the Board of Directors, and approved by the Regular Members, toward the cost of carrying on the business and affairs of the Association and in furtherance of its objectives.
- b. Levy and collect from any group or groups having a common interest related to the Objectives of the Association, but not shared by the general membership of the Association, such assessment fees as may from time to time be prescribed by the Board of Directors.
- c. Collect the fees levied by any Branch of the Association when such arrangement is mutually agreeable.

#### **13:02 Fiscal Year**

The fiscal year of the Association shall end on the thirty-first day of January each year.

#### **13:03 Auditor**

At each Annual General Meeting the voting members shall appoint an auditor to audit the accounts of the Association. The auditor shall hold office until the next Annual General Meeting and the Board of Directors may fill any casual vacancy in the office of auditor. The auditor shall prepare an annual report to the members and shall have such powers as the Act provides.

#### **13:04 The Budget**

The Executive Committee shall prepare and submit to the Board of Directors the annual budget of the Association and the Board of Directors shall consider and adopt the same with or without such variations as it deems appropriate.

### **13:05 Signing Officers**

All cheques, drafts or orders for payment of money, all notes, acceptances, bills of exchange, contracts, documents, or any instruments in writing requiring the signature of the Association, save and except crop certificates, shall be signed by persons designated by the Board of Directors.

## **14:00 AMENDMENTS**

### **14:01 Repeal and Amendments**

Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Association. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the By-law amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a By-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such By-law amendments or repeals are only effective when confirmed by members.