

BY-LAWS OF CANADIAN SEED GROWERS' ASSOCIATION

1:00 DEFINITIONS

In these by-laws, unless the context otherwise requires,

- a) "Association" means, in the English form, Canadian Seed Growers' and in the French form, Association Canadienne des Producteurs de Semences;
- b) "Pedigreed Seed" means plant material for propagation of agricultural or other plant crops specified in the Regulations of the Association and which conforms to the standards prescribed in the Regulations for purity of variety or strain;
- c) "Pedigreed Seed Crop" means a crop which conforms to the standards prescribed in the Regulations for the Production of Pedigreed Seed;
- d) "Crop Certificate" means a document issued by the Association certifying that the crop to which it applies is a Pedigreed Seed Crop; or a document certifying, for purposes other than pedigreeding, the varietal purity of a crop produced from Pedigreed seed;
- e) "Region" means a province of Canada except that, as determined by the Board of Directors,
 - i) two or more provinces may be combined into one region, and
 - ii) a Territory, or District of a Territory, may be included in the region of a contiguous province.

2:00 HEAD OFFICE

The head office of the Association shall be at the City of Ottawa, in the Province of Ontario, Canada, and at such place therein as the Board of Directors may from time to time determine.

3:00 BRANCHES

There shall be constituted by the Board of Directors as a Branch of the Association, where established as such under provincial charter or under the authority of provincial Departments or Ministries of Agriculture, 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,
- 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.

4:00 SEAL

The seal, an impression whereof is stamped on the margin hereof, shall be the corporate seal of the Association.

5:00 MEMBERSHIP

5:01 Regular Members. 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 member of a standing committee of the Association.

- 5:02 **Robertson Associates.** The Association may, by a three-quarter affirmative vote at any regular meeting of members, elect as Robertson Associates any persons who are, or who have been, regular members producing Pedigreed seed and who have rendered distinguished service to the Association. Robertson Associates shall be entitled to membership for life.
- 5:03 **Honorary Members.** There shall be the following categories of Honorary Members:
- a) an Honorary President, who shall be elected at an annual meeting of members for a period of 3 years or as a vacancy occurs;
 - b) Honorary Life Members, who shall be elected by a three-quarter affirmative vote at an annual meeting of members in recognition of distinguished service to the Association.
- 5:04 **Associate Members.** The Association may by a majority vote at any regular meeting of members elect as Associate Members any persons actively engaged in work closely affecting the improvement and production of Pedigreed seed.
- 5:05 **Affiliate Members.** Affiliate members of the Association may be any person, partnership, or organization wishing to support the objectives of the Association and that:
- a) are not otherwise Regular or Associate members and
 - b) pay an annual fee as established by the Board of Directors.
- 5:06 **Termination of Membership**
- a) Any member may resign by giving notice in writing to the Secretary and Executive Director of the Association.
 - b) In the case of a regular member admitted under the provisions of Paragraph 5:01 (a) membership terminates at the end of the last fiscal year of the Association in which he undertakes to produce Pedigreed seed; except that the Executive Committee may extend his membership under special circumstances.
 - c) In the case of a regular member admitted as a director, officer or member of a standing committee of the Association, but who is not a Pedigreed seed producer, membership terminates when such member ceases to hold such office in the Association.
 - d) The Board of Directors may suspend or terminate the membership of any member for violation of any provision of the by-laws or of the Regulations.
- 5:07 **Designated Representative of Non-Individual Member.** Each regular member not an individual, shall from time to time appoint in writing to the Secretary and Executive Director its representative to represent such member in the affairs of the Association who would attend and vote on its behalf at meetings of members.
- 6:00 **MEETINGS OF MEMBERS**
- 6:01 **Annual Meeting.** The annual meeting of the members shall be held in Canada at such time and day in each year and at such place as the Board of Directors shall determine, but such annual meeting shall be held within fifteen months of the last preceding annual meeting. At each annual 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.
- 6:02 **Special General Meeting.** Other meetings of members, designated as "special general meetings" shall be convened by the Executive Committee or by written requisition of not less than ten per cent (10%) of voting members, which requisition shall state the purpose for which the meeting is desired, and shall be held at such date, time and place in Canada as the Executive Committee shall determine.

6:03 **Notice.** A notice shall state the date, time and place of meeting and, in the case of a special general meeting, be given at least twenty days prior to the date named for the holding of the meeting. This notice shall be deemed to be properly given if mailed, faxed, or transmitted electronically to each member at his last known address appearing on the books of the Association.

6:04 **Voting.** Only regular members and Robertson Associates are entitled to vote at any meeting of members of the Association.

Except as otherwise required by statute or the by-laws, or as otherwise determined by the Chairman with the approval of the meeting, every question submitted to any meeting of members shall be decided by a majority of votes given by a show of hands. In the case of an equality of votes, the Chairman of the meeting shall have a second or deciding vote.

Any voting member may demand a poll of any question before the meeting, in which case the Chairman shall take a poll as he shall determine it.

6:05 **Quorum.** Thirty (30) voting members of the Association shall constitute a quorum for all annual and special general meetings.

6:06 **Attendance at Meetings by Non-Voting Members and Other Representatives.** Non-voting members are entitled to receive notice of and to attend any meeting of members of the Association and to take part in the deliberations and discussions thereat but shall not be entitled to vote.

6:07 **Voting by Proxy.** There will be no voting by proxy at meetings of members.

6:08 **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, signed by at least ten voting members, has been lodged with the Secretary and Executive Director at least ninety (90) days before the annual or special general meeting at which the motion is returnable.

7:00 **BOARD OF DIRECTORS**

7:01 **Definition.** The affairs of the Association shall be managed 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 or by statute, expressly directed or required to be done by the Association at the meeting of members.

7:02 **Composition.** The Board of Directors shall be composed of not less than fourteen (14) nor more than twenty-four (24) directors. A majority of members of the Board of Directors shall constitute a quorum.

7:03 **Election or Designation of Directors**

a) The President, the immediate Past President and the Executive Director shall be directors ex-officio.

b) A minimum of seven directors, each of whom shall be Regular Members, shall be elected at Branch Annual Meetings and shall take effect immediately. One such director shall be elected 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 Branch with over 400 regular members in the immediately preceding fiscal year of the Association. If a Branch fails to elect the entitled number of national Association directors, an election may occur at the next Annual Meeting of the Association.

- c) By invitation from the Association to the provincial Minister responsible for agriculture, one director or advisor may be appointed from each province of Canada. Such appointees need not be producers of Pedigreed seed.

7:04 **Election of President.** The President shall be elected each year by the annual meeting.

7:05 **Election of Vice Presidents.** There shall be a 1st Vice-President and a 2nd Vice-President who shall be elected each year at the annual meeting from among members of the incoming Board of Directors.

7:06 **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.

7:07 **Vacation of Office.** Any person shall cease to be a member of, and to hold office in, the Board of Directors,

- a) who submits his 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 regular member of the Association under the provisions of Paragraph 5:01 (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.

7:08 **Vacancies.** 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.

Notwithstanding vacancies, the remaining directors may exercise all the powers of the Board of Directors as long as a quorum remains in office.

8:00 **MEETINGS OF THE BOARD OF DIRECTORS**

8:01 **Date of Meetings.** The Board of Directors shall meet at least once in each fiscal year of the Association and at such other times as may be deemed necessary by the President.

8:02 **Calling of Meetings.** Meetings of the Board of Directors may be called by the Secretary and 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, facsimile, or electronic transmission provided that:

- a) either a majority of the Directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Board of Directors at a meeting of the Directors, or
- b) other electronic means permits each Director to communicate adequately with each other and
 - i. the Board of Directors has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
 - ii. each Director has equal access to the specific means of communication to be used; and

- iii. each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

8:03 **Notice of Meetings.** Notice of meetings of the Board of Directors may be made verbally at a meeting of members of the Association, or may be mailed, faxed, 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, faxed, or transmitted electronically to each member at his last known address appearing on the books of the Association. For meetings held by facsimile, teleconference, or electronic transmission, notice shall be deemed to be properly given if delivered five (5) working days prior to the date named for the holding of the meeting.

8:04 **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 the Chairman of the meeting, in addition to his original vote, shall have a second or deciding vote.

8:05 **Voting by Proxy.** There will be no voting by proxy at Board of Director meetings.

8:06 **Motion by Facsimile, 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 by facsimile or electronically, returned within three (3) working days and approved by a majority of the Board of Directors or voting members of a Committee, or
- (b) written as the result of a teleconference and approved by a majority of the Board of Directors or voting members of a Committee when the vote is conducted and recorded as a yea 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.

9:00 **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 to make Regulations and establish procedures with respect to the requirements and standards for the production of Pedigreed seed and Pedigreed seed crops, crop inspection, crop certificates and for keeping records of Pedigreed seed crops.

10:00 **OFFICERS**

The President, First Vice-President, Second Vice-President, immediate Past President and the Secretary and Executive Director shall be the Officers of the Association, and shall continue as such unless or until removed from those positions on the Board of Directors.

10:01 **Duties of President.** The President shall be the chief executive officer of the Association. He shall preside at all meetings of members of the Association, of the Board of Directors and of the Executive Committee.

10:02 **Duties of First Vice-President.** The First Vice-President shall assist the President and perform all the duties of the President in the absence or disability of the President.

10:03 **Duties of Second Vice-President.** The Second Vice-President shall perform the duties of the President in the absence or disability of the President and the First Vice-President.

10:04 **Appointment and Duties of Secretary and Executive Director.** The Secretary and Executive Director shall be appointed by the Board of Directors. It shall be his duty to:

- a) attend, and keep minutes of, all meetings of members, of the Board of Directors and the Executive Committee;
- b) send notices of meetings to members and directors;

- c) keep records of all Pedigreed seed crops produced by members;
- d) issue crop certificates;
- e) keep the accounts of the Association;
- f) certify, as necessary, documents issued by the Association;
- g) act as manager of the head office and its staff;
- h) be responsible for the custody of the corporate seal;
- i) perform such other duties as may be prescribed from time to time by the Board of Directors.

11:00 **EXECUTIVE COMMITTEE**

11:01 **Composition.** There shall be an Executive Committee of the Board of Directors to be composed of the President, the First Vice-President, the Executive Director, one Director appointed pursuant to the provisions of By-Law 7:03(c), and either, or both, the Second Vice-President and the immediate Past President. Three members of the Executive Committee shall constitute a quorum.

11:02 **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 as are not specifically assigned to the Board of Directors by statute or by the by-laws.

11:03 **Meetings.** The Executive Committee shall meet at the call of the President at such times and places as he deems expedient.

11:04 **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.

11:05 **Voting by Proxy.** There will be no voting by proxy at Executive Committee meetings.

12:00 **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 his 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.

13:00 **STANDING OR SPECIAL COMMITTEES**

Standing or Special Committees of the Association may be established, and appointments thereto made or revoked by the Board of Directors with such powers and duties as the Board of Directors may designate.

14:00 **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. Grower directors may receive remuneration for services rendered by them to the Association.

The Secretary and Executive Director shall be paid such remuneration for his services to the Association in that capacity as the Executive Committee may from time to time determine.

15:00 **FINANCES**

15:01 **Fees.** The Association may:

- a) levy and collect from its regular members admitted under the provisions of paragraph 5:01 (a) such assessment fees and special fees as may from time to time be prescribed by the Board of Directors, and approved by a meeting of 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, and approved by a meeting of members;
- c) collect the membership fees levied by any branch of the Association when such arrangement is mutually agreeable.

15:02 **Fiscal Year.** The fiscal year of the Association shall end on the thirtieth day of April each year.

15:03 **Auditor.** At each annual meeting the members shall appoint an auditor to audit the accounts of the Association. The auditor shall hold office until the next annual meeting and the Board of Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors. The auditor shall make an annual report to the members and he shall make such report and have such powers as the Canada Corporations Act provides.

15:04 **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.

15:05 **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, and, if required, under the corporate seal of the Association.

16:00 **AMENDMENTS**

16:01 **Repeal and Amendment.** The by-laws of the Association may be repealed or amended by By-Law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of the majority of the members, unless otherwise required by the Canada Corporation Act, at an annual or special general meeting of the Association; provided that the enactment, repeal or amendment of such by-law shall not be enforced nor acted on until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

Notice. The notice of any annual or special general meeting of the Association at which any submission of the Board of Directors repealing or amending any by-law is to be submitted for sanction shall contain a statement of the fact that a by-law will be presented to the meeting for sanction and a short statement of the purpose of the by-law.