



Commercial Seed Analysts Association of Canada Inc. Bylaws

July 2004, revised June 2005, July 2006, June 2007

BY-LAW NO. 1
being the General By-law of
COMMERCIAL SEED ANALYSTS ASSOCIATION OF CANADA
(hereinafter referred to as the "Corporation")

INTERPRETATION

1. **Definitions** In this By-law, unless the context otherwise specifies or requires:
 1. "Act" means the *Canada Corporations Act* as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;
 2. "By-Law" means any By-law of the Corporation from time to time in force and effect;
 3. "Letters Patent" means the Letters Patent and any supplementary letter patent of the Corporation;
 4. "Regulations" means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefore in the new regulations;
 5. "Special Resolution" means a resolution passed by the directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a general meeting of the members of the Corporation duly called for that purpose or at an annual meeting, or, in lieu of such confirmation, by the consent in writing by at least two-thirds of the members entitled to vote at such meeting.
 6. Association means the Commercial Seed Analysts Association of Canada Inc.
 7. Society means the International Society of Seed Technologists.
2. **Interpretation** This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:
 1. all terms which are contained in the By-laws of the Corporation and which are defined in the Act or the Regulations made there under shall have the meanings given to such terms in the Act or such Regulations;

2. words importing the singular number only shall include the plural and vice versa; and the word "person" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons;
3. the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

OBJECTIVES

3. The Objectives of the Corporation shall be:
 - 1) To enable Commercial Seed Analysts to keep abreast of changes and improvements in seed analysing;
 - 2) To maintain and encourage the highest proficiency and professional standards among its members;
 - 3) To assist members to solve problems that may arise in their work;
 - 4) To facilitate co-operation between Canadian Food Inspection Agency, seed firms and seed laboratories.

FINANCES

4. The business of this Corporation shall be carried on without the purpose of monetary gain to its members. Any profits or other accretions to the Corporation shall be used in promoting its objectives. Fees, assessments, and provision for a Use Fee for use of the Corporation Insignia and Seal shall be regulated by the By-Laws of the Corporation.

POWERS

5. The Corporation shall have full power and authority (within the limits imposed by law) to govern itself, to determine the requirements for membership, and to discipline or expel members who engage in illegal or unethical practices or who fail to observe the by-laws, rules, regulations, resolutions or other requirements of the Corporation or who otherwise fail to maintain the high standards of the Corporation.

And further, the Corporation shall have (within the limits imposed by law) full power and authority to enforce its rules, regulations and standards and to engage in any activity within the objectives and purposes of this Corporation as adopted by the members.

HEAD OFFICE

6. Head Office The head office of the Corporation shall be in the Municipality of Mississippi Mills, in the Province of Ontario (subject to change by Special Resolution) and at such place within that municipality as the directors of the Corporation may from time to time by resolution fix.

SEAL

7. Seal The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation.

FISCAL YEAR

8. Fiscal Year The Fiscal Year of the Corporation shall be from November first to October thirty-first of the following year.

FEES AND ASSESSMENTS

9. Fees The fees due to the Corporation from time to time shall be determined by the Board of Directors based upon estimated requirements as recommended by the Executive Director.

Dues for Senior, Associate, Purity, Germination, Grader, Genetic, Seed Health, Research, Affiliate and Inactive Members shall be paid annually on or before December first for that fiscal year.

Individuals wishing to hold membership in more than one membership category shall be subject to a levy as determined by the Board of Directors.

Dues for new Members shall be pro-rated to the nearest quarter (of the current fiscal year) upon approval of the application.

Honorary Members shall pay no dues or assessments.

A special assessment not to exceed one-half (1/2) of the established annual dues per member in any one fiscal year, may be levied by the Board of Directors should necessity or emergency exist. Any special assessment exceeding one-half (1/2) of the established annual dues may only be levied upon resolution of at least two-thirds (2/3) of the members voting at a general meeting at which the issue is raised. Research, Affiliate, Inactive and Honorary Members shall be exempt from any special assessment.

No member shall be subject to assessment other than for membership fees and special

assessments as provided for in the By-Laws of the Corporation.

MEMBERSHIP

10. **Membership** : Membership in the Corporation shall consist of:

- a) Senior Members
- b) Associate Members
- c) Purity Members
- d) Germination Members
- e) Grader Members
- f) Genetic Members
- g) Seed Health Members
- h) Research Members
- I) Affiliate Members
- j) Members Inactive
- k) Honorary Members

The requirements and qualifications for membership are as follows:

10a Senior Member

The requirements and qualifications for membership as a Senior Member shall be promulgated and adopted by the Board of Directors. In order to be eligible for membership, the applicant must be actively engaged in the profession of seed testing by or for the seed industry or an independent service testing laboratory.

The applicant must be trained in both Purity and Germination for a period of four (4) years by a Senior Member, a Registered Seed Technologist or in a government laboratory. Any equivalent training or employment must be approved unanimously by the Board of Directors.

The applicant must have passed the prescribed Senior examination.

All applicants for Senior Membership must be approved unanimously by the Membership Committee. The Board of Directors shall act as a Board of Review if the Membership Committee cannot reach unanimous approval.

Senior Members shall be entitled to one (1) vote on all Association matters and the full privileges of the Association.

Senior Members shall be eligible to hold elective office only after two (2) years of continuous Membership in the Association.

10b) Associate Member

The requirements and qualifications for membership as an Associate Member shall be promulgated and adopted by the Board of Directors. In order to be eligible for membership, the applicant must be actively engaged in the profession of seed testing by or for the seed industry or an independent service testing laboratory.

The applicant must be trained in Purity and Germination of certain crop groups by a Senior, a Registered Seed Technologist, in a government laboratory or by an Associate Member accredited for certain crop groups in Purity and Germination equal to or broader than the crop groups the applicant is applying for.

Applicants must be trained in the crop groups wheat, barley, oats, rye, triticale, cereal mixtures, canarygrass, sorghum/sudangrass, corn, millets, buckwheat, flax, sunflower and safflower for a minimum period of one (1) year by a Senior Member, a Registered Seed Technologist, in a government laboratory or by an Associate Member accredited for certain crop groups in Purity and Germination equal to or broader than the crop groups the applicant is applying for.

Applicants must be trained in the crop groups mungbean, lentil, lupine, bean, vetch, (hairy, Hungarian, Spring) chickpea, pea, soybean and fababean for a minimum of one (1) year by a Senior Member, a Registered Seed Technologist, in a government laboratory or by an Associate Member accredited for certain crop groups in Purity and Germination equal to or broader than the crop groups the applicant is applying for.

Applicants must be trained in the crop groups alfalfa, clovers, etc. (Table 8); clovers and timothy (Table 9); birdsfoot trefoil (Table 10); and sainfoin for a minimum period of two (2) years by a Senior Member, a Registered Seed Technologist, in a government laboratory or by an Associate Member accredited for certain crop groups in Purity and Germination equal to or broader than the crop groups the applicant is applying for.

Applicants must be trained in the crop groups, bromegrass, reed canarygrass, orchardgrass, fescues, foxtail, wild-rye, ryegrass, wheatgrass, bluegrass, bentgrass, forage mixtures, lawngrass mixtures, lawngrass mixtures and ground cover mixtures for a minimum period of two (2) years by a Senior Member, a Registered Seed Technologist, in a government laboratory or by an Associate Member accredited for certain crop groups in Purity and Germination equal to or broader than the crop groups the applicant is applying for.

Applicants must be trained in the crop groups beet, mangel, swiss chard (Table 16); cucurbits (Table 17), corn, bean, pea (Table 18); Brassicas, radish (Table 19); and vegetables (Table 20) for a minimum of two (2) years by a Senior Member, a Registered Seed Technologist, in a government laboratory or by an Associate Member accredited for

certain crop groups in Purity and Germination equal to or broader than the crop groups the applicant is applying for.

Applicants must be trained in the crop groups Brassicas and Sinapis alba (Table 7) for a minimum period of two (2) years by a Senior Member, a Registered Seed Technologist, in a government laboratory or by an Associate Member accredited for certain crop groups in Purity and Germination equal to or broader than the crop groups the applicant is applying for.

Any equivalent training or employment must be approved unanimously by the Board of Directors.

Applicants must have passed the prescribed Partial Accreditation Examination to test certain crop groups in Purity and Germination.

All applicants for Associate Membership must be approved unanimously by the Membership Committee. The Board of Directors shall act as a Board of Review if the Membership Committee cannot reach unanimous approval.

Associate Members shall be entitled to one (1) vote on all Association matters and the full privileges of the Association.

Associate Members shall be eligible to hold elective office only after two (2) years of continuous Membership in the Association.

Associate Members who qualify under Senior Member requirements shall be eligible to try the examination for Senior Member.

10c) Purity Member

The requirements and qualifications for membership as Purity Member shall be promulgated and adopted by the Board of Directors. In order to be eligible for membership, the applicant must be actively engaged in the profession of seed testing by or for the seed industry or an independent service testing laboratory.

The applicant must be trained in Purity of one or more crop groups by a Senior, a Registered Seed Technologist, in a government laboratory or by an Associate or Purity Member accredited for certain crop groups in Purity equal to or broader than the crop groups the applicant is applying for.

Applicants must be trained in Purity for the crop groups and minimum period as defined for Associate Members. Any equivalent training or employment must be approved unanimously by the Board of Directors.

Applicants must have passed the prescribed Partial Accreditation Examination to test certain crop groups in Purity.

All applicants for Purity Membership must be approved unanimously by the Membership Committee. The Board of Directors shall act as a Board of Review if the Membership Committee cannot reach unanimous approval.

Purity Members shall be entitled to one (1) vote on all Association matters and the full privileges of the Association.

Purity Members shall be eligible to hold elective office only after two (2) years of continuous Membership in the Association.

10d) Germination Member

The requirements and qualifications for membership as Germination Member shall be promulgated and adopted by the Board of Directors. In order to be eligible for membership, the applicant must be actively engaged in the profession of seed testing by or for the seed industry or an independent service testing laboratory.

The applicant must be trained in Germination of one or more crop groups by a Senior, a Registered Seed Technologist, in a government laboratory or by an Associate or Germination Member accredited for certain crop groups in Germination equal to or broader than the crop groups the applicant is applying for.

Applicants must be trained in germination for a minimum period of one (1) year for the crop groups as defined for Associate Members. Any equivalent training or employment must be approved unanimously by the Board of Directors.

Applicants must have passed the prescribed Partial Accreditation Examination to test certain crop groups for Germination.

All applicants for Germination Membership must be approved unanimously by the Membership Committee. The Board of Directors shall act as a Board of Review if the Membership Committee cannot reach unanimous approval.

Germination Members shall be entitled to one (1) vote on all Association matters and the full privileges of the Association.

Germination Members shall be eligible to hold elective office only after two (2) years of continuous Membership in the Association.

10e) Grader Member

The requirements and qualifications for membership as Grader Member shall be promulgated by the Board of Directors.

In order to be eligible for membership, the applicant must be actively engaged in seed grading for a minimum of one (1) year.

The applicant must have passed the prescribed Grader Exam.

All applicants for Grader Membership must be approved unanimously by the Membership Committee. The Board of Directors shall act as a Board of Review if the Membership Committee cannot reach unanimous approval.

Grader Members shall be entitled to one (1) vote on all Association matters and full privileges of the Association.

Grader Members shall be eligible to hold elective office only after two (2) years of continuous Membership in the Association.

10f) Genetic Member

The requirements and qualifications for membership as Genetic Member shall be promulgated by the Board of Directors. In order to be eligible for membership, the applicant must be actively engaged in genetic testing for a minimum of two (2) years.

The applicant must have passed the prescribed Genetic Exam.

All applicants for Genetic Membership must be approved unanimously by the Membership Committee. The Board of Directors shall act as a Board of Review if the Membership Committee cannot reach unanimous approval.

Genetic Members shall be entitled to one (1) vote on all Association matters and the full privileges of the Association.

Genetic Members shall be eligible to hold elective office only after two (2) years of continuous Membership in the Association.

10g) Seed Health Member

The requirements and qualifications for membership as Seed Health Member shall be

promulgated by the Board of Directors. In order to be eligible for membership, the applicant must be actively engaged in seed-borne disease testing for a minimum of two (2) years.

The applicant must have passed the prescribed Seed Health Exam.

All applicants for Seed Health Membership must be approved unanimously by the Membership Committee. The Board of Directors shall act as a Board of Review if the Membership Committee cannot reach unanimous approval.

Seed Health Members shall be entitled to one (1) vote on all Association matters and the full privileges of the Association.

Seed Health Members shall be eligible to hold elective office only after two (2) years of continuous Membership in the Association.

10h) Research Member

The requirements and qualifications for membership for a Research Member shall be promulgated and adopted by the Board of Directors. In order to maintain membership, the Research Member must be actively engaged in research, teaching and /or extension work in the area of Seed Science and Technology.

All applicants for Research Membership must be unanimously approved by the Membership Committee. The Board of Directors shall act as a Board of Review if the Membership Committee cannot reach unanimous approval.

Research Members must maintain active membership in the Association and must maintain active membership in the International Society of Seed Technologist.

Research Members shall be entitled to one (1) vote on all Association matter and use of the Association name and Insignia. Research Members will not have use of the Association Member Seal.

Research Members shall be eligible to hold elective office only after five (5) years of continuous Research Membership in the Association.

10i) Affiliate Member

The requirements and qualifications for membership as an Affiliate Member shall be promulgated and adopted by the Board of Directors.

An Affiliate Member shall be an analyst in training or shall be a person who has interest

in the Association and wishes to be on the Association mailing list and have access to information gathered and filed by Association Committees.

All applicants for Affiliate Membership must be unanimously approved by the Membership Committee.

Affiliate Members shall have no vote, shall not hold elective office, and shall not have use of the Seal, Insignia and Name of the Association.

10j) Member Inactive

The requirements and qualifications for membership as a Member Inactive shall be promulgated and adopted by the Board of Directors.

Member Inactive includes Senior, Associate, Purity, Germination, Grader, Genetic, Seed Health and Research Members who are not presently employed in such capacity or are on leave of absence, are retired, or have failed to meet member maintenance requirements. Member Inactive shall have no vote nor hold an elective office and shall not have use of the Seal, Insignia and Name of the Association. They shall be entitled to all other privileges of the Association. Member Inactive may receive the minutes, memos, etc. for a nominal fee established by the Board of Directors.

10k) Honorary Member

An Honorary Member shall be a person who has rendered signal service in one or more of the fields of activity of this Association.

Such a person shall be nominated by any Member in good standing. Nominations must reach the Executive Director ninety days prior to the annual meeting. Only one appointment shall be made biannually and shall be voted on by the Board of Directors when applicable.

Honorary Members shall have no vote nor hold an elective office, but may attend meetings.

MEMBERSHIP APPLICATIONS / EXAMINATIONS / TERMINATION

11. Applications Applications for Senior, Associate, Purity, Germination, Grader, Genetic, Seed Health, Research and Affiliate membership shall be on a form approved by the Board of Directors and must be returned to the Membership Committee Chairperson. Such signed applications shall be sent to the Membership Committee for investigation.

In such case as the applicant is applying for Senior, Associate, Purity, Germination, Grader, Genetic or Seed Health Status and has not been engaged in Seed Analysis for a period of five (5) years or more, such applicant would be required to attend a refresher course. The Membership Committee must approve the refresher course outline prior to commencement. The course may not be less than two (2) weeks in duration and must be conducted by a Senior, an Associate or Member with qualification or accreditation scope that is equivalent or broader than that of the applicant, by a Registered Seed Technologist or at a CFIA Seed Testing Laboratory, a combination thereof or try a prescribed examination.

All applications for membership shall be determined by the Membership Committee. In the event that the Membership Committee is unable to reach a decision on an application, such application shall be referred to the Board of Directors, which will render a decision.

Applications for Senior, Associate, Purity, Germination, Grader, Genetic, Seed Health and Research Member shall be subject to a fee, payable at the time the application is filed. This fee is established at the discretion of the Board of Directors, payable to the Corporation at the time application is filed. Said fee shall be refunded only if applicant is not considered qualified by the Membership Committee.

If the applicant is approved, the Membership Committee Chairperson shall notify the applicant in writing.

12. Examinations Examinations for Senior, Associate, Purity, Germination, Grader and Seed Health Member to test and/or grade certain crop groups shall be set, conducted and marked under the direction of the Board of Directors and/or the recognized accreditation body.

Examinations for Genetic Membership shall be set, marked and conducted under the direction of the Board of Directors and /or the Society of Commercial Seed Technologist (SCST).

13. Certificates of Membership

Certificates of Membership shall be awarded by the Association and presented to each: Senior Member - Gold Seal; Associate Member, Purity, Germination, Grader, Genetic and Seed Health- Red Seal; Research, Affiliate and Honorary Member- CSAAC Corporate Seal.

14. Maintenance of Membership/Resignation /Termination of Corporation

(A) Continuing Education: To maintain Senior, Associate, Purity, Germination, Grader, Genetic and Seed Health Status, each member must meet the following Continuing Education Point Requirements. Five (5) CSAAC Continuing Education Points must be obtained over a three (3) year period. Points are obtained from a combination of Continuing Education and Association Participation recognized activities.

Continuing Education Points: A minimum of 2 points towards the minimum of 5 points every three (3) years must be earned by;

i) Attendance at the CSAAC Annual Meeting - 2 points for each meeting attended
OR

ii) Each full day at a CSAAC regional workshop or approved workshop. Approved workshops include CFIA, SCST, AOSA, ISTA and ISST sponsored workshops. - 2 points for each full day attended.
OR

iii) Each successfully completed CFIA, CSI or other CSAAC recognized course that adds to the member's accreditation scope. (e.g. True Loose Smut testing, EG Grader, SIRA, etc.) – 1 point for each complete course.
OR

iv) Teaching or participating in an internal seed school or lab training program – 1 point each year.

Association Participation Points: A maximum of 3 points towards the minimum requirement of 5 points every three (3) years must be earned by participating in a number of Association recognized events and activities. A full list of recognized events and activities are listed in the CSAAC Policies, (t.) Continuing Education-Association Participant Points.

Any Senior, Associate, Purity, Germination, Grader, Genetic or Seed Health Member failing to meet these requirements within two (2) years will receive written notice from the Executive Director that active membership requirements must be met within the next twelve (12) months. Failure to meet those requirements will cause a Member to become Inactive, and lose active member rights and privileges.

Members are required to provide the CSAAC office with verification of points earned from activities not hosted by CSAAC within 60 days of completion of those activities. Members who obtain the most points annually will receive special recognition each year at the annual meeting.

(B) Resignation: Resignations shall be in writing and shall be submitted to the Executive Director. All indebtedness owing to the Association must be paid in full. If the resigning member has an Association Membership Seal, it shall be returned immediately to the Executive Director.

(C) Termination of Membership: The interest of a member in the Corporation is not transferable (except in the case of an Affiliate Member) and lapses and ceases to exist upon:

- a) the death or dissolution of the member;
- b) the member resigns;
- c) the member being expelled by the Board of Directors following the investigation of a complaint (as described below);
- d) the member is dismissed for non-payment of fees (as described below);
- e) the passing of a resolution to remove the member by at least two-thirds (2/3) of the votes cast at a general meeting of the members, provided that the member has been granted the opportunity to be heard at such meeting.

The interest of an Affiliate Member is transferable upon unanimous approval of the Membership Committee.

Non-payment of fees: Failure of any member to pay annual fees or special assessments owing to the Corporation for a period of two (2) months from and after the date of indebtedness shall be grounds for dismissal from membership. At the expiration of 30 days of indebtedness, the Executive Director shall give written notice to said delinquent member that said dues or assessments, including a monetary penalty for late payment, must be fully paid within thirty (30) days. The delinquent member shall be dropped from membership and shall lose all rights and privileges and must immediately discontinue use of the Seal, Insignia and Name of the Corporation if payment has not been received by this time.

Misconduct, unethical practices, etc: Membership in the Commercial Seed Analysts Association of Canada Inc. is a privilege and not a legal right. Any member of the Corporation may be suspended or expelled from membership and deprived of the privileges appertaining thereto for failure to comply with the principles and purposes of the Corporation, the Regulations and By-Laws, for any conduct which might adversely reflect upon the reputation and high standing of the Corporation, or for any illegal or unethical transactions not in keeping with the objectives and powers of the Corporation.

Complaints: Complaints against a member shall be processed as follows:

1. The complaint must be in writing, signed by the complainant, and shall

specifically and in detail set forth the conduct of the offending member and where possible shall be substantiated by documentary evidence. It shall be filed with the Executive Director.

2. The Board of Directors shall establish a Commission of Enquiry to investigate the complaint.
3. The Commission of Enquiry shall be composed of the First Vice President, the Executive Director and the Ethics Committee Chairperson.

If the Commission finds the complaint was justified, the Board of Directors shall instruct the Executive Director to notify the said Active Member of the findings of the Commission. Based on the finding, the Board of Directors may rule to expel the said Active member or the said Active Member may be given the option to resign. In the alternative to expelling the member, the Board of Directors may take such other action or impose such conditions as it deems appropriate as a prerequisite to maintaining the membership.

Each member of the Association agrees, by joining and maintaining membership in the Association, to comply with and to be bound by the foregoing procedure and further agrees that there shall be no liability on the part of the Association or any members of the Association for any damages which may be incurred by a member by reason of them being charged, investigated or expelled as provided herein.

14. Reinstatement of Membership - Application by a Member Inactive for reinstatement to Active Status shall be made in writing to the membership Chairperson and the Executive Director and shall become effective only if the following is met:
 1. Verification of re-employment status.
 2. Payment of all unpaid dues and assessments while an Active Member.
 3. Proof of compliance to the Continuing Education requirement.
 4. In such case as the applicant is applying for reinstatement of Senior, Associate, Purity, Germination, Grader, Genetic or Seed Health status and has not been actively engaged in seed analysis for a period of five (5) years or more, nor has the applicant maintained their continuing education requirements, such applicant would be required to attend a refresher course conducted by a Member with accreditation scope that is equivalent or higher than that of the applicant or by an Registered Seed Technologist or at a CFIA Seed Testing Laboratory, or a combination thereof, of not less than two (2) weeks in duration or re-write the

prescribed examination. The Membership Committee must approve the refresher course outline prior to commencement.

Applications for reinstatement shall be effective only upon approval by the Membership Committee and the Board of Directors.

15. Relocation of a Member In the event of change of employment or location, such member shall immediately notify the Executive Director of such change in status and shall provide evidence of compliance with the requirements of membership set out herein.

MEMBERS MEETINGS

16. Annual Meeting An annual meeting of the members shall be held at some date not later than eighteen months after incorporation and subsequently at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual meeting. Subject to the foregoing, the annual meeting of the members shall be held on such day in each year and at such time as the directors may by resolution determine at any place within or outside Canada or, in the absence of such determination, at the place where the head office of the Corporation is located.
17. General Meetings Other meetings of the members may be convened by order of the President or a Vice-President or by the Board of Directors at any date and time and at any place within or outside Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located. The Board of Directors shall call a general meeting of members on written requisition of not less than one-tenth (1/10) of the members.
18. Notice Ninety (90) days written notice shall be given, in the manner specified in paragraph 70, to each voting member of any business to be transacted. The notice shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.
19. Waiver of Notice A member and any other person entitled to attend a meeting of members may in writing waive notice of a meeting. A copy of such waiver shall be kept with the Minutes of the meeting. Attendance of any person at a meeting of members shall constitute a waiver of notice of the meeting, except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
20. Error or Omission in Giving Notice No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the members of the Corporation shall

invalidate any resolution passed or any proceedings taken at any meeting of members.

21. Quorum A quorum at any meeting of the members (unless a greater number of members and/or proxies are required to be present by the Act, Letters Patent or By-law) shall consist of not less than a majority of the number of voting members present in person. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 70 with regard to notice shall apply to such adjournment.
22. Chairperson of the Meeting The President of the corporation shall be the Chairperson of any meeting of the members. If neither the President nor the first Vice-President are in attendance at the meeting, then the persons who are present and entitled to vote shall choose another director as chairperson of the meeting and if no director is present or if all the directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be chairperson.
23. Adjournment The chairperson of any meeting may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
24. Votes Every question submitted to any meeting of members shall be decided in the first instance by a show of hands and in the case of an equality of votes the chairperson of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which the chairperson may be otherwise entitled.

No member shall be entitled to vote at meetings of members of the Corporation unless the member has paid all dues or fees, if any, then payable by the member.

Individuals holding membership in more than one category shall be entitled to one (1) vote only on all Association matters.

At any meeting, unless a poll is demanded, a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a

chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other questions or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

DIRECTORS

25. Duties and Number The affairs of the Corporation shall be managed by a board of nine (9) directors, being comprised of: the President, First Vice-President, Second Vice-President, Membership Committee Chairperson, the immediate past President, and each Regional Director (East, Central, West and United States). The number of directors may be revised from time to time by Special Resolution.
26. Qualifications Every director shall be eighteen (18) or more years of age and shall be a member of the Corporation, or shall become a member of the Corporation within ten (10) days after election or appointment as a director and no undischarged bankrupt shall become or continue as a director.
27. First Directors The applicants for incorporation shall become the first directors of the Corporation whose term of office on the Board of Directors shall continue until their successors are elected at the first meeting of members.
28. Duties of the Regional Directors The Regional Directors shall assume such duties as may be assigned by the President. In addition, the Regional Directors shall act as a communication link between members in their respective regions and with the Officers of the Corporation. From time to time the duties of the Regional Directors may be amended as set out in the Policy Section below.
29. Election and Term Subject to the provisions of this By-law, directors shall be elected by the members at each annual meeting. The directors' term of office shall be from the date of the meeting at which they are elected until the annual meeting next following or until their successors are elected. The whole Board of Directors shall retire at the annual meeting at which the election of directors is to be made but, subject to the provisions of the By-laws, shall be eligible for re-election.
30. Vacancies The office of a director shall automatically be vacated:
 - (a) if the director does not within ten (10) days after election or appointment as a director becomes a member;

- (b) if the director ceases to be a member of the Corporation;
- (c) if the director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- (d) if the director is found to be a mentally incompetent person or becomes of unsound mind;
- (e) if the director by notice in writing resigns office which resignation shall be effective at the time it is received by the Executive Director of the Corporation or at the time specified in the notice, whichever is later;
- (f) if at a general meeting of the members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the members at the meeting removing the director before the expiration of the director's term of office; or
- (g) if the director dies.

31. Filling Vacancies A vacancy occurring in the Board of Directors shall be filled as follows:

- 1. if the vacancy occurs as a result of the removal of any director by the members in accordance with paragraph 30(f) above, it may be filled upon the vote of a majority of the members and any director elected to fill a removed director's place shall hold office for the remainder of the removed director's term;
- 2. any other vacancy in the Board of Directors may be filled for the remainder of the term by the directors then in office, if they shall see fit to do so, so long as there is a quorum of directors in office provided that if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any member;
- 3. otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected.

If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner provided above.

32. Remuneration of Directors The directors shall serve as such without remuneration and

no director shall directly or indirectly receive any profit from occupying the position of director; provided that a director may be reimbursed for reasonable expenses incurred by the director in the performance of the director's duties. *[Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore.]*

POWERS OF THE DIRECTORS

33. **Administer Affairs** The Board of Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do. Without limiting the generality of the foregoing, the Board of Directors shall:
- hire and determine the remuneration of the Executive Director and any other employees of the Corporation;
 - be responsible for all Corporation funds and their expenditures, except as otherwise provided in this By-Law;
 - establish or repeal such dues, fees, and charges as may be necessary to the Corporation's welfare;
 - have full authority to regulate consignment and use of the Seal, Insignia and Name of the Corporation;
 - award Certificates of Membership to each Senior Member, each Associate Member, each Purity Member, each Germination Member, each Grader Member, each Genetic Member, each Seed Health Member, each Research Member, each Affiliate Member and each Honorary Member;
 - have power and authority to take disciplinary action as set out in this By-Law;
 - exercise all other powers and carry out all other duties assigned to the board of directors by this By-Law.
34. **Expenditures** The Board of Directors shall have power to authorize expenditures on behalf of the Corporation from time to time for the purpose of furthering the objects of the Corporation. The Board of Directors shall have the power to enter into a trust arrangement with a trust company or other financial institution for the purpose of creating a trust fund in which the capital and interest may be made available for the

benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.

35. Indebtedness/Borrowing This Corporation is a non-profit organization. No member or officer shall have authority to obligate the Corporation for any amount beyond the existing assets of the Corporation.

Aside from the powers provided herein, no member, director or officer shall have authority to obligate the Corporation for any amount.

The Officers of the Corporation are authorized to apply for and use a Business Credit Card in the name of the Corporation, with a maximum credit limit as set by the Board of Directors. The President, First Vice-President and Executive Director are authorized to sign the bank's loan documentation for this purpose

36. Fund Raising The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
37. Agents and Employees The Board of Directors may appoint such agents and engage employees (and may delegate this function to an officer or officers of the Corporation) as it shall deem necessary from time to time and such persons shall have authority and shall perform such duties as shall be prescribed at the time of such appointment.
38. Remuneration of Agents and Employees The remuneration of officers, agents, employees and committee members shall, subject to the other provisions of this By-Law, be fixed by the Board of Directors by resolution provided that the Board of Directors may delegate this function to an officer of the Corporation.

MEETINGS OF DIRECTORS

39. Place of Meeting Meetings of the Board of Directors may be held either at the head office or at any place within or outside Canada.
40. Notice A meeting of directors may be convened by the President, a Vice-President, the Executive Director or any two directors at any time. The Executive Director, when directed or authorized by any of such officers or any two directors, shall convene a meeting of directors. The notice of meeting convened as aforesaid need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in paragraph 70 of this By-law not less than two (2) days (exclusive of the day on which the notice is delivered or sent but

inclusive of the day for which notice is given) before the meeting is to take place. Despite the foregoing, a director may waive notice of a meeting in writing. Attendance of a director at a meeting shall constitute a waiver of notice of the meeting, except where that director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called. In addition, a meeting of directors may be held at any time without notice if all the directors are present, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

If the first meeting of the Board of Directors following the election of directors by the members is held immediately thereafter, then for such meeting or for a meeting of the Board of Directors at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly elected or appointed directors or director in order to legally constitute the meeting, provided that a quorum of the directors is present.

41. Error or Omission in Giving Notice No error or accidental omission in giving notice of any meeting of directors shall invalidate such meeting or make void any proceedings taken at such meeting.
42. Adjournment Any meeting of directors may be adjourned from time to time by the chairperson of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
43. Regular Meetings The Board of Directors may appoint a day or days in any month or months for regular meetings of the Board of Directors at a place or hour to be named by the Board of Directors and a copy of any resolution of the Board of Directors fixing the place and time of regular meetings of the Board of Directors shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings.
44. Quorum The number of directors, which shall form a quorum for the transaction of business, shall be that which is set out in the Letters Patent or a Special Resolution of the Corporation and, in the event of no such provision, a majority of the directors shall form a quorum for the transaction of business. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.

45. Voting Each director is authorized to exercise one (1) vote. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

OFFICERS

46. Officers The Officers of the Corporation shall be the President, the First Vice President, the Second Vice-President, the Membership Chair(man)person, and the Secretary/Executive Director. Two or more of the aforesaid offices may be held by one person.
47. Election and Term The Officers of the Corporation shall be elected by the members of the Corporation at a general meeting of the members (see also Nominating Committee below). Each officer shall serve until the next general meeting of the members following that officer's election. At the end of each term, the Membership Chairperson and Secretary may be re-elected for a further term(s), however in no case shall the President, the First Vice- President or Second Vice-President serve more than two (2) consecutive terms in such office.
48. Vacancies Notwithstanding the foregoing, the office of any incumbent officer may be terminated prior to the end of that officers term upon:
- (a) that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later;
 - (b) that officer's removal by the Board of Directors;
 - (c) that officer's removal by the members;
 - (d) that officer's death.
49. Removal of Officers (by Board of Directors) All officers, in the absence of an agreement to the contrary, shall be subject to removal by resolution of a majority of the Board of Directors at any time, with or without cause. Any vacancy created by the removal of an officer by the Board of Directors shall be filled by an appointment made by a majority of the Board of Directors, however such appointment shall continue only until the next general meeting of the members.
50. Removal of Officers (by Members) All officers, in the absence of an agreement to the

contrary, shall be subject to removal at any time, with or without cause, by resolution of a majority of the members at a general meeting. Any vacancy created by the removal of an officer by the members in general meeting shall be filled by the election of a new officer, as provided above, for the remainder of the term.

51. Remuneration of Officers The Officers shall serve without compensation save and except where services have been performed in execution of duties for which compensation has been authorized by a majority of the Board of Directors. In such case the Board of Directors shall fix the compensation to be paid. In addition, all officers shall be entitled to be reimbursed for reasonable expenses incurred in the course of their official duties.
52. Duties of Officers may be Delegated In case of the absence or inability of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

POWERS AND DUTIES OF THE OFFICERS

53. All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board of Directors. The duties of the officers shall include:
 - (A) PRESIDENT - The President shall be the chief executive officer of the Corporation unless otherwise determined by resolution of the Board of Directors. Without limiting the generality of the foregoing, the President shall:
 - preside at all meetings of the members and meetings of the Board of Directors;
 - appoint the members of all committees and make replacements as necessary;
 - ensure that programs decided upon by the Board of Directors are carried out by the vice-presidents, the Executive Director and the committees;
 - appoint an Auditing Committee, which shall make an annual audit of the books of the Executive Director;
 - shall be an ex-officio member of all committees with the exception of the Nominating Committee.

(B) **FIRST VICE-PRESIDENT** - The First Vice-President shall assume such duties as may be assigned by the President. In addition, in the absence of the President, the First Vice-President shall preside at meetings of the members and meetings of the Board of Directors. In the event of the death, resignation or removal from office of the President, the First Vice-President shall assume the duties and title of President for the unexpired term. The First Vice-President shall be expected to allow his name to be on the ballot for President after two (2) years in the office of First Vice-President.

(C) **SECOND VICE-PRESIDENT** - The Second Vice-President shall assume such duties as may be assigned to him by the President. In the event of the death of the President or of the First Vice-President, the Second Vice-President shall advance to the office of the First Vice-President for the unexpired term. The Second Vice-President shall be responsible for an annual review of the By-Laws of the Corporation and from this review may recommend changes to the Board of Directors. The Second Vice-President shall also be expected to allow his name to be on the ballot for First Vice-President after two (2) years in the office of Second Vice-President.

(D) **MEMBERSHIP CHAIRPERSON** - The Membership Chairperson shall be the head of the Membership Committee and shall be responsible for overseeing the work of that Committee. The Membership Chairperson shall have the authority to assign from time to time the various tasks and duties of the Committee to the members of the Committee.

(E) **SECRETARY/EXECUTIVE DIRECTOR** - The Secretary/Executive Director of the Corporation shall:

-be referred to as either the Secretary or the Executive Director

-be an Officer of the Corporation, but not a Director as contemplated in paragraph 25 above;

-be entitled to reasonable compensation for the services provided to the Corporation, the level of such compensation to be determined by the Board of Directors;

-make and maintain adequate records of Association affairs;

-make, have published and distribute to all members, minutes and proceedings of the General Meetings and reports of such other meetings as may be called;

-notify all members of changes, seed information, etc. received from Canadian Food Inspection Agency and other reliable sources;

- furnish each voting member with proper ballot forms for election of officers;
- receive from the Membership Committee Chairperson results of all votes by ballots of membership applicants and report the results to the Board of Directors;
- provide and be steward of all Corporation supplies and conduct their sale or distribution to members;
- give notice to all members of General Meetings, proposed amendments and/or changes to the By-Laws, and all other Corporation matters and furnish such forms as may be required;
- collect all membership fees and assessments, pay all expenditures, make and maintain adequate records of Corporation affairs;
- have care and custody of the all the funds and securities of the Corporation and deposit same in the name of the Corporation in such bank or banks or with such other depository or depositories as the Board of Directors may direct; and keep or cause to be kept the requisite books of account and accounting records;
- be responsible for the consignment and/or recall of the Corporation ' s Seal as provided in paragraph 75 below;
- collect any other charges as directed by the Board of Directors
- promote and publicize the Corporation and its activities to the seed trade, seed growers, and the general public;
- act in conjunction with any service affecting the general welfare of the Corporation;
- furnish a surety bond satisfactory to the board, if required to do so by the Board of Directors;
- be an ex-officio member of the board and all committees and shall aid and assist all committee chairmen in the performance of their duties and assignments.
- complete duties of Privacy Officer as defined by the CSAAC Privacy Policy

COMMITTEES

54. Executive Committee Subject to the requirements of the *Act* and in the event that the number of directors on the board is greater than six (6), the directors may elect from among their number an executive committee consisting of not fewer than three (3)

directors and may delegate to such Executive Committee any of the powers of the Board of Directors, subject to the restrictions, if any, contained in the By-laws or imposed from time to time by the Board of Directors. Subject to the By-laws and any resolution of the Board of Directors, the Executive Committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard, provided, however, that if the Executive Committee is authorized to fix its quorum, such quorum shall not be less than a majority of its members.

55. Standing Committees The standing Committees of the Corporation shall be:

- a) The Membership Committee;
- b) The Library and Historical Committee; and
- c) The Research and Review Committee.

Each standing Committee shall have a Chairperson and shall have the duties assigned to it as set out below. The Chairperson of each standing Committee shall be elected (as provided below) and shall serve for a period of two (2) years.

56. Nominating Committee In the year that elections are held, the President shall appoint a Nominating Committee at least ninety (90) days prior to the General Meeting of the Corporation. It shall be the duty of the Nominating Committee to notify all Senior, Associate, Purity, Germination, Grader, Genetic, Seed Health and Research Members in good standing that nominations for Officers are being requested. The Nominating Committee shall notify all nominees and establish their willingness and ability to serve before the nominating ballot is submitted to the Executive Director. All nominations must be submitted at least sixty (60) days prior to the date of the general meeting at which the elections are to take place. The Executive Director shall furnish each voting member with one official ballot for use in these elections.

57. Duties of the Membership Committee The Membership Committee shall consist of three (3) members, a Chairperson (elected by the members at each annual meeting) and such further members (not to exceed three (3)) as may be appointed by the President. Each member of this Committee must be a member eligible for elected office.

The duties of this committee shall be:

- 1) To receive applications and investigate all applicants for membership;
- 2) To recommend such courses of study and practical work for each applicant as may be necessary and/or advisable;
- 3) To furnish each Committee Member with proper forms for approving applicants for membership;

- 4) To report the results of each application to the Executive Director;
- 5) In cases where applicants are eligible for membership subject to success on examination, to forward all data to the appropriate examination official;
- 6) To report the results of all examinations for membership to the Executive Director;
- 7) To maintain complete files on members and all applicants for membership.

58. Duties of the Library and Historical Committee The Library and Historical Committee shall consist of three (3) members, the Chairperson (elected by the members at each annual meeting) and such further members as may be selected by the Chairperson, by and with the consent of the President.

The duties of this committee shall be:

- a) To keep the Corporation informed of new and/or any publications relative to seed;
- c) To secure and keep such records as are pertinent to the history of the Association.

59. Duties of the Research and Review Committee - The Research and Review Committee shall consist of a minimum of four (4) members. Two (2) Co-Chairs will be elected by the membership at each annual meeting. Further members may be selected by the Co-Chairs and with the consent of the President. An additional two (2) ex-officio members from seed industry or government organizations will be selected by the Co-Chairs and with the consent of the President.

One Co-Chair shall be a Senior or Associate member. The second Co-Chair shall be a Senior, Associate, Purity, Germination, Grader, Genetic, Seed Health or Research member.

The duties of the Co-Chair shall be:

1. RESEARCH CO-CHAIR – The Research Co-Chair shall be primarily responsible for the design and analysis of Research Referees as identified by review.
2. REVIEW CO-CHAIR – The Review Co-Chair shall be primarily responsible for review of the “Canadian Methods and Procedures for Seed Testing” or other Officially Recognized Methods, and the compilation of research suggestions from members.

The duties of this committee shall be:

- a) To conduct research referee tests for members to promote greater uniformity of

testing and to submit a report for the General Meeting;

- b) To conduct such research as the Committee, Board of Directors or the Association, shall deem advisable;
 - c) To provide a mechanism for assessment and validation of new or alternate methods for testing seed as proposed by members;
 - d) To Review the “Canadian Methods and Procedures for Seed Testing” or other Officially Recognized Methods for testing seed and report any recommendations for revision to the appropriate body.
60. Special/Other Committees The Board of Directors may from time to time appoint any other committee or committees, as it deems necessary or appropriate for such purposes and with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the Board of Directors. The Board of Directors may fix any remuneration for committee members who are not also directors of the Corporation.

The President shall be an ex-officio member of all Special Committees except the Nominating Committee.

The Chairperson of a Special Committee shall be a member eligible for elected office. Affiliate Members may be appointed by the President to serve over special committees.

A Special Committee shall perform the duties assigned to such committee by the Board of Directors and may be dissolved by the Board of Directors.

61. Special Representatives Special representatives to organizations or committees of organizations outside this Association shall be appointed by the President, by and with the approval of the Board of Directors.
62. Remuneration The Executive Director shall be entitled to such compensation as may be determined by the Board of Directors from time to time.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

63. For the Protection of Directors and Officers Except as otherwise provided in the *Act* no director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Corporation through:

- a) the insufficiency or deficiency of title to any property acquired by or on behalf of the Corporation,
- b) the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- c) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with who any monies securities or effects shall be lodged or deposited;
- d) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation; or
- e) any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto,

unless such loss, damage, expense or misfortune occurs by or through that director's or officer's own wilful neglect or default.

INDEMNITIES TO DIRECTORS AND OTHERS

64. Indemnities to Directors and Others Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any Corporation controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- b) all other costs, charges and expenses which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

The Corporation shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by the Act or law.

INTERESTED DIRECTOR CONTRACTS

65. **Conflict of Interest** A director who is in any way directly or indirectly interested in a contract or proposed contract with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon directors by Section 71 of the Act and specifically subject to the provisions contained in that section, it is declared that no director shall be disqualified by any such office from, or vacate any such office by reason of, holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the corporation as vendor, purchaser or otherwise. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be voided or voidable and no director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.
66. **Submission of Contracts or Transactions to Members for Approval** The Board of Directors in its discretion may submit any contract, act or transaction with the Corporation for approval or ratification at any annual meeting of the members or at any general meeting of the members called for the purpose of considering the same and, subject to the provisions of Section 71 of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Letters Patent) shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved, ratified or confirmed by every member of the Corporation.

AMENDMENTS TO BY-LAWS

67. **Amendments/Repeal** Amendments to the By-Laws or repeal thereof may be recommended by the Board of Directors. However, no amendment or repeal of a By-Law shall be effective unless a resolution in favour of such amendment or repeal is passed by a majority of the members of the Corporation voting on the issue at a general or annual meeting at which the issue is raised. Notice of a proposal to amend or repeal any By-Law shall be sent to each voting member at least ninety (90) days prior to the date of the meeting at which the issue is to be raised. Failure to give such notice shall

render any such resolution invalid unless notice of the proposal is waived by each member entitled to vote at Corporation meetings.

EXECUTION OF INSTRUMENTS

68. Execution of Instruments Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by

1. Any one of the President or Vice-Presidents together with the Secretary;
2. Any one of the aforementioned officers together with any one director;
3. Any two directors;

and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The term contracts, documents or instruments in writing as used in this By-law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligation, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

CHEQUES, DRAFTS, NOTES, ETC.

69. Cheques, Drafts, Notes, Etc; All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board of Directors may from time to time designate by resolution.

NOTICES

70. Service Any notice or other document required by the Act, the Regulations, the Letters Patent, or the By-laws to be sent to any member or director or to the auditor shall be delivered personally or sent by prepaid mail or by email or by facsimile to any such member or director at their latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last

address of such member or director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

71. Signature to Notices The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
72. Computation of Time Where a given number of days notice or notice extending over a period is required to be given under the By-laws, letters patent or supplementary letters patent of the Corporation the day of service or posing of the notice shall not, unless it is otherwise provided be counted in such number of days or other period.
73. Proof of Service With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 70 of this By-law and put into a Post Office or into a letter box. A certificate of an officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation as the case may be.

AUDITORS

74. Auditors The members shall at their first general meeting and at each annual meeting thereafter appoint an auditor to audit the accounts of the Corporation for report to members who shall hold office until the next following annual meeting; provided, however, that the directors may fill any casual vacancy in the office of the auditor. If an appointment is not so made, the auditor in office must continue until a successor is appointed. The remuneration of the auditor shall be fixed by the members or by the directors if they are authorized to do so by the members and the remuneration of an auditor appointed by the directors shall be fixed by the directors. The members may by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in such auditor's stead for the remainder of the term.

MEMBERSHIP SEAL AND INSIGNIA

75. The Membership Seal, Seal, Insignia, and the Name of the Association constitute the property of the Association, and shall not be copied, duplicated, altered, sold or otherwise disposed of without written authority of the Board of Directors.

Consignment and/or privilege of use of either or all shall be limited to Senior, Associate, Purity, Germination, Grader, Genetic, Seed Health Members and Research Member and shall be governed by the Board of Directors.

The Membership Seal and/or Insignia and privilege of use shall be obtained only upon written application to the Executive Director. If approved by the Executive Director, the applicant shall be provided with contract forms in duplicate, which shall specifically designate conditions of use, the terms governing surrender of the Seal and the cessation of use of the Insignia. Forms thus provided shall be signed by such authorized member. The original copy together with a Use Fee (cost plus handling) remittance shall be sent to the Executive Director who shall provide authorized member with the Membership Seal and the number allotted to said authorized member.

Members gaining further accreditation shall apply for a replacement Seal from the Executive Director, the said member shall submit all documentation relevant to their further accreditation to the Executive Director for processing. The consignee of said Membership Seal shall remit a Use Fee (cost plus handling) for the replacement Seal.

The Membership Seal shall be returned to the Executive Director in the event of the death, resignation, retirement, becoming Member Inactive, or of further accreditation of member and the privilege of use shall be voided therewith. Transfer or relocation of consignee of Seal shall be done as provided in paragraph 15 of this By-law.

TESTING PROCEDURES

76. When conducting service tests or any tests which shall be used for the marketing and labeling of seed, Members are required to follow official rules and or protocols as established by Canadian Food Inspection Agency, the Association of Official Seed Analysts, the Federal Seed Act, the International Seed Testing Association or other recognized bodies, and to report test results according to the appropriate recommended procedures, including a statement of which rules were used. Any methodology that deviates from the Rules must be reported on the Report of Analysis.

Other determinations shall follow industry accepted protocols as recommended by the Board of Directors.

CODE OF ETHICS

77. General Principles

1. The privilege of professional practice implies professional knowledge and

imposes obligation of morality and responsibility.

2. Each Senior, Associate, Purity, Germination, Grader, Genetic and Seed Health Member agrees to be guided by the highest standards of ethics, personal honour and professional conduct.

78. Relation of the Senior, Associate, Purity, Germination, Grader, Genetic and Seed Health Member to the Public

1. A Member shall avoid and discourage sensational, exaggerated, and/or unwarranted statements that would reflect negatively upon the Association and/or the Profession.
2. A Member shall not knowingly permit the publication of his analysis or other documents for any unethical or illegal purposes.
3. A Member shall not give professional opinions or make a recommendation without being thoroughly informed. The degree of completeness of the information upon which such recommendation or opinion based, shall be made clear.
4. A Member may publish dignified business, professional, or announcement cards, but shall not advertise his work or accomplishments in a self-laudatory, exaggerated, or unduly conspicuous manner.
5. A Member shall not issue a false statement or false information even though directed to do so by employer or client.

79. Responsibilities of the Senior, Associate, Purity, Germination, Grader, Genetic and Seed Health Member to Employer and Client

1. A Member shall protect, to the fullest extent possible, the interest of his employer or client insofar as such interest is consistent with the law and his professional obligations and ethics.
2. A Member who finds that requests from his employer or client conflict with his ethics and professional obligations to the Association shall have such conditions corrected. Situations remaining unresolved shall be directed to the Board of Directors.
3. A Member shall not use, directly or indirectly, any employer's or client's information in any way that would violate the confidence of the employer or

client.

4. A Member shall not divulge information given him in confidence.
5. A Member may advise his employer or client to consult, and co-operate with other specialists.
6. A Member shall not accept a concealed fee for referring a client or employer to a specialist or for recommending professional service other than his own.

80. Responsibilities of Senior, Associate, Purity, Germination, Grader, Genetic and Seed Health Member to Each Other

1. A Member shall not falsely or maliciously attempt to injure the reputation of another.
2. A Member shall give credit for work done by others and shall refrain from plagiarism in oral and/or written communication.
3. A Member shall endeavour to co-operate with others in the profession and encourage the ethical dissemination of technical knowledge.
4. A Member having knowledge of unethical practices of another Member shall refer to the By-Laws for Procedural Guidelines in a timely manner; (See above)

81. Responsibilities to the Profession Senior, Associate, Purity, Germination, Grader, Genetic and Seed Health Members shall uphold this Code of Ethics by precept and example and encourage other Members to do the same.

82. Books and Records The Directors shall see that all necessary books and records of the corporation required by the by-laws of the corporation, by section 109 of the *Act*, or by any other applicable statute or law are regularly and properly kept. Without limiting the generality of the foregoing, the Secretary of the corporation shall maintain:

- (a) a copy of the letters patent, all by-laws of the company, and any supplementary letters patent issued to the corporation, and a copy of the memorandum of agreement of the corporation (if any);
- (b) the names, alphabetically arranged, of all persons who are and have been members of the corporation;
- (c) the address and calling of every such person, while a member, as far as can be ascertained; and

- (d) the names, addresses and callings of all persons who are or have been directors of the corporation, with the several dates at which each became or ceased to be such director.

83. Accounting Records. The Secretary shall maintain proper accounting records with respect to all financial and other transactions of the corporation, and, without limiting the generality of the foregoing, shall keep records of:

- (a) all sums of money received and disbursed by the corporation and the matters in respect of which receipt and disbursement take place;
- (b) all sales and purchases of the corporation;
- (c) all assets and liabilities of the corporation; and
- (d) all other transactions affecting the financial position of the corporation.

The accounting records shall be kept at the head office of the corporation or at such other place in Canada as the directors think fit, and shall at all times be open to inspection by the directors.

84. Minutes of Members Meetings. The Secretary shall cause minutes of all proceedings at meetings of the members to be prepared and entered in books kept for that purpose.

85. Minutes of Board of Directors Meetings. The Secretary shall cause minutes of all proceedings at meetings of the Board of Directors to be prepared and entered in books kept for that purpose. The minutes of the Board of Directors shall not be available to the general membership of the corporation but shall be available to the Board of Directors, each of whom shall receive a copy of such minutes.

ENACTED this ___ day of _____, 2004

WITNESS the seal of the Corporation.

President

Secretary