

ONTARIO SEED GROWERS' ASSOCIATION

6830 Belmeade Rd Osgoode Ontario K0A 2W0

BY-LAWS

GOVERNING THE ONTARIO SEED GROWERS' ASSOCIATION

The Ontario Seed Growers' Association (OSGA) on July 15, 2002 was "designated by the Ontario Ministry of Agriculture and Food as an incorporated organization within the meaning of the Agricultural and Horticultural Organizations Act".

1. OBJECTIVES

The objectives of the Ontario Seed Growers' Association (OSGA) shall be:

- (a) To promote and improve pedigreed seed production in Ontario.
- (b) To represent the opinions of Ontario seed growers on matters relating to the regulation, production and handling of seed.
- (c) To cooperate with Provincial and Federal government department staff, departments of Agriculture, plant breeders, seed trade, other provincial branch seed associations and all others interested in the expanded production and use of certified seed for improved crop production.
- (d) Education and training of Select Growers and other pedigreed growers

2. MEMBERSHIP

Members shall be entitled to receive notice of and attend member meetings.

All members of the Canadian Seed Growers' Association (CSGA) residing in Ontario and possessing a seed grower number, are considered Regular members of the OSGA.

Affiliate and Associate members of the CSGA residing in Ontario are considered eligible for Affiliate or Associate membership in the OSGA.

Affiliate Membership shall be open to any individual, partnership, or organization supporting the production of pedigreed seed who is not already a Regular or Associate Member.

Associate Membership shall be open to any industry association or organization involved in or interested in pedigreed seed production.

Memberships shall be annual and subject to renewal in accordance with the policies of the CSGA.

3. VOTING AT MEETINGS

Voting typically occurs at annual or special meetings of the OSGA. The annual meeting shall be held at a time and place to be determined by the OSGA Board of Directors. Should a person not be able to be in attendance to vote in person they may provide another member with proxy to vote on their behalf. This request must be made to the General Manager, at least 2 days in advance of the meeting. Each Regular and Affiliate Member shall be entitled to one vote and may carry one additional proxy vote at each meeting. Associate members are not eligible to vote.

OSGA Membership dues may be altered by a two-thirds majority vote of Regular Members present at an annual meeting, provided that prior notice of motion(s) has been given to all members. Such membership dues may be collected under agreement with the CSGA.

4. FINANCES

(a) Funds collected by the CSGA on behalf of OSGA shall be transferred to the account of the OSGA and used to further the objectives of OSGA.

(b) The financial business of the association shall be transacted with such banks, credit unions, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board. Such financial business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

(c) The directors may, by resolution of the board, be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the board or any committee thereof.

5. NOMINATIONS AND ELECTIONS TO THE OSGA BOARD

(a) The OSGA, at its annual meeting, shall elect six grower members to serve on the Board of Directors for two-year terms on an alternating basis of three grower directors to be elected each year.

(b) The Grower Directors shall be elected from the membership, reside in the province of Ontario and be current members.

(c) The OSGA, at its annual meeting, shall elect three industry members to serve on the Board of Directors for two-year terms on an alternating basis of two directors elected one year and one director elected the following year. The Industry Directors shall be elected by the membership, reside in the province of Ontario and be currently active within the seed industry in Ontario.

(d) The maximum consecutive number of terms that a director can serve will be six.

(e) All directors, new or returning, will be required to acknowledge and sign the Director Expectations and Guidelines document following the annual meeting.

(f) Members of the OSGA, at their annual meeting, shall elect members to the Board of Directors of the CSGA for the term of two years. Recommended nominees shall be Regular members of the CSGA and shall also become members of the Board of Directors of the OSGA.

(g) The immediate Past President is also a member of the Board of Directors of the OSGA.

(h) The President and immediate Past President shall form a nominations committee that will present the list of potential grower and industry directors that are nominated for election at the annual meeting. The immediate Past President shall chair this committee. Additional nominations may be made by any member at the annual meeting if the nominee is present or has agreed to serve provided a signed letter has been submitted to the General Manager prior to the start of the meeting. Two (2) separate elections shall be held, one (1) election to elect individuals who are designated to be a director of the CSGA, and one (1) election to fill all other vacancies. The election of directors shall be by secret ballot. Each Regular and Affiliate member shall be entitled to vote for a number of the nominees equal to the number of directors to be elected at that meeting. Two (2) scrutineers who are not nominees for election shall be appointed by the chair or by the meeting for the purpose of ascertaining and declaring the results of election for the office of director. The candidate(s) receiving the highest number of votes to fill the available vacancy(s) shall be declared elected. In the case of a tie between or among the last candidates to be declared elected, their names shall be submitted to a second ballot to be taken in the manner prescribed by the chair.

(i) All individuals elected as a director of the association shall take office immediately following the adjournment of the annual meeting which elected such person as a director.

(j) Following the OSGA annual meeting, the Board of Directors shall elect from its members a President and Vice President for two-year terms.

(k) The President, Vice President and the Past President shall become the Executive. Only one member of the executive committee may be a non-grower / seed industry representative.

(l) The Board of Directors shall have the power to appoint advisors to the Board of Directors who will have voting or non-voting privileges, as determined by the board but will not be eligible for election to the Executive.

6. COMMITTEES

(a) The Board of Directors shall appoint members annually to the following committees:

- Education and Publicity
- Constitution, Resolutions and By-Laws
- Other committees approved by the Board of Directors

(b) The Board of Directors shall also appoint a Resolutions Committee, of which the Vice President shall be chairman. All resolutions to be considered at the annual meeting shall be submitted in writing to the Chairman of the Resolutions Committee or to the General Manager preferably before the meeting.

7. GENERAL MANAGER

The General Manager will report to the board of directors. The executive committee will be responsible for the yearly performance and salary review. The executive committee will present their report to the board of directors once per year for consideration and agreement.

8. QUORUM

(a) Five Directors shall form a quorum at any Board of Directors meeting. A meeting will be held only on confirmation of attendance by at least five Directors.

(b) The Board of Directors shall determine that all members of the OSGA are notified of any meeting of the Association at least ten days prior to the date set for the meeting. Twenty members shall constitute a quorum.

9. BY-LAW AMENDMENTS

The By-Laws of the OSGA may be amended from time to time at the annual meeting. A two-thirds majority of those in attendance and voting is required to amend the By-Laws.

10. APPOINTMENT OF AUDITOR

At each annual meeting of the association the members shall appoint by motion an auditor to audit the books of the association, and if an auditor is not so appointed, the board of directors shall appoint an auditor.

11. FISCAL YEAR

The fiscal year shall be from October 1 to September 30.

12. RULES OF ORDER

In the case of a question or dispute over procedure to be followed in the conducting of a vote or carrying on the business of a meeting, Robert's Rules of Order shall be followed except where inconsistent with these bylaws.

Dates of By-Law Revisions:

December 8, 2003;
December 12, 2006;
December 2, 2008;
December, 2011;
December, 2014;
December, 2019;
March, 2025