

**BYLAWS OF THE
SASKATCHEWAN SEED GROWERS' ASSOCIATION, INC.
APPROVED BY THE MEMBERSHIP JANUARY 12, 2026**

Article I - Name

1. The name of this Association shall be "Saskatchewan Seed Growers' Association, Inc." hereinafter referred to as the "Association".

Article II - Head Office

1. The head office of the Association shall be located in the Province of Saskatchewan.

Article III - Business Year

1. The business year of the Association shall be from October 1 to September 30 inclusive.

Article IV – Objectives

- a) to promote and encourage the production and use of pedigreed seed.
- b) to encourage and support research designed to develop improved crop varieties.
- c) to advise the Canadian Seed Growers Association (C.S.G.A.) of the interest and needs of Saskatchewan growers
- d) to do such other things as may be advisable for the well-being of the Association.

Article V – Membership

1. Classes of Membership

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

1. Regular Members

(i) membership as a Regular Member shall be available only to:

- a. any individual, partnership or organization producing or undertaking to produce a Pedigreed seed crop in Saskatchewan and is a member of CSGA;
- b. any person elected or appointed a Director of the Association; and
- c. any individual elected as a Robertson Associate who is resident in Saskatchewan

(ii) The term of membership of a Regular Member shall be annual, subject to renewal in accordance with the policies of the Association.

(iii) A Regular Member is entitled to receive notice of, attend and vote at all meetings of members and each such Regular Member shall be entitled to one (1) vote at such meetings.

(iv) Regular Members have the right to vote for on fees as per By-law 14.01a and to vote on

Regular Member directors nominated at the Branch Annual General Meetings. (Note: Provides maintenance of Regular members' rights to determine certification fees.)

(v) A Regular Member who no longer qualifies for Regular membership may apply for affiliate membership if qualified.

2. Affiliate Members

(i) Membership as an Affiliate Member shall be open to any individual, partnership, or organization supporting the production of pedigreed seed in Saskatchewan who is not already a Regular Member.

(ii) The term of membership of an Affiliate Member shall be annual, subject to renewal in accordance with the policies of the Association.

(iii) An Affiliate Member is entitled to receive notice of, attend and vote at all meetings of members and each such Affiliate Member shall be entitled to one (1) vote at such meetings.

(iv) Affiliate Members as a class shall have the right to vote on one Affiliate Member director.

(v) An Affiliate Member who no longer qualifies for Affiliate membership may apply for regular membership, if qualified.

(vi) An individual cannot hold multiple membership classes, and if eligible for both a Regular and Affiliate membership, a Regular membership will take precedence.

3. Associate Members

(i) Subject to section 3, membership as an Associate Member shall be open to any Saskatchewan industry association or organization involved in or interested in pedigreed seed production.

(ii) The term of membership of an Associate Member shall be annual, subject to renewal in accordance with the policies of the Association.

(iii) Subject to the Act and the Articles, an Associate Member shall be entitled to receive notice of, and attend, but not vote, at meetings of the members of the Association.

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

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

2. Designated Representative of Non-Individual Member

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

3. Termination of Membership

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

- a. The member's resignation notified in writing to the Executive Director, in which case the resignation takes effect on the date specified in the notice of resignation.
- b. The close of the Annual General Meeting of the Association.
- c. For a Regular Member, membership terminates at the close of the Annual General

Meeting of the Association following the year in which they undertake to produce pedigreed seed.

- d. In the case of a Regular Member admitted as a Director, Officer, or Advisor but who is not a pedigreed seed producer, membership terminates when such member ceases to hold such office in the Association.
- e. The death of a member or in the case of a member which is a legal person, the dissolution of the legal person.
- f. Failure by the member to maintain the conditions for membership set out in these By-laws.
- g. The expulsion of the member in accordance with By-law 3:04 below or in another way in accordance with the statutes or By-laws.
- h. The expiration of the membership period without paying the prescribed renewal fee.
- i. The liquidation or dissolution of the Association under the Act.

4. Suspension & Revocation of Membership

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

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

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

5. Reimbursement of Membership Dues

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

6. Membership Fees

There shall be an annual membership fee as may be determined from time to time by a majority vote of the Regular members in a general meeting.

Article VII - Board of Directors

1. The Board of Directors shall consist of a minimum of 6 and a maximum of 12 directors. The Board should consist of at least: the immediate Past President, a President, a Vice President, two (2) Saskatchewan Directors of CSGA and four (4) other Directors, one of which shall be elected by the Affiliate members, and each of whom shall be entitled to vote.
2. The President and Vice President shall be elected at each annual general meeting.
3. Two (2) of the four (4) other Directors of the Association and one (1) of the two (2) nominees to the CSGA Board of Directors shall be elected at each annual general meeting for up to a three-year term, unless because of disqualification(s) under Sections 7 and 8 below, additional Director(s)
4. The immediate Past President, President, Vice President and other Directors shall be Regular members.
5. A retiring Director shall be eligible for reelection, except no Director may serve for more than ten (10) years continuously.
6. A majority of the members of the Board of Directors shall constitute a quorum for the purpose of a meeting of the Board of Directors.
7. A Director shall become disqualified if that Director:
 - a) resigns from office; or
 - b) is no longer entitled to vote as outlined in Article V above; or
 - c) absents herself/himself from two (2) consecutive regular meetings of the Board of Directors, unless such absence is approved by a resolution of the Board of Directors; or
 - d) breaches the Board Commitment agreement.
8. If a Director resigns, becomes disqualified, or dies, during his/her term of office, the Board of Directors may appoint a replacement to hold office until the next annual general meeting, provided that at least two (2) months remain before that meeting.

Article VIII - Powers and Duties of the Board of Directors

1. The Board of Directors shall:
 - a) oversee the management of the affairs of the Association;
 - b) appoint committees as required; and
 - c) appoint an Executive Director to manage the routine affairs of the Association.
2. The Board of Directors shall ensure that plans are made and that action is taken to ensure

the future welfare of the Association.

3. The President shall preside at all general meetings and Board of Directors' meetings.
4. The Vice President shall assist the President and shall perform all the duties of the President if the President is absent or unable to act.

Article IX - General Meetings

1. A general meeting of the members shall be held annually at a time and in such manner as determined by the Board of Directors.
2. The Board of Directors may call a special general meeting of the members at any time.
3. Upon receipt of a petition duly signed by at least 10 percent of the voting members, the Board of Directors shall call a general meeting.
4. A notice of a general meeting of the members may be sent or filed by fax, email or other method of electronic transmission to each member not less than fifteen (15) days or more than fifty (50) days before the annual general meeting or special general meeting.
5. Twenty-five (25) voting members present at the opening of any general meeting shall constitute a quorum and the members present may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting.

Article X - Board of Directors Meetings

1. The Board of Directors shall hold at least three (3) meetings per year in addition to any meetings held in conjunction with the annual general meeting.
2. A notice of a meeting of the Board of Directors shall be sent by email or other method of electronic transmission at least ten (10) days prior to the date of the meeting.

Article XI - Auditor

1. The financial records and books of the Association shall be audited annually by a duly accredited accountant who shall be appointed by the members at each annual general meeting.
2. A copy of the audited annual financial report shall be made available to every member.

Article XII - Committees

1. The Board of Directors may appoint such standing and ad hoc committees of the Board as it deems appropriate, and special Advisory Committees consisting of representatives from provincial and federal government agencies and departments and/or universities to assist

and advise on policies and programs for better achieving the objectives of the Association.

Article XIII - Amendment of Bylaws

1. Any member wishing to propose an amendment of these Bylaws shall submit a proposal in writing together with the reasons for the proposed change to the Executive Director at least ninety (90) days prior to the next annual general meeting.
2. Notice of intention to recommend any change in these Bylaws shall be not less than fifteen (15) days or more than fifty (50) days before the annual general meeting or special general meeting.
3. No amendment of these Bylaws may be made unless it is approved by at least two-thirds of all members voting thereon at an annual general meeting or special general meeting.

Article XIV - Dissolution

1. Subject to the provisions of the Non-Profit Corporations Act of the Province of Saskatchewan, upon dissolution of the Association, its assets and properties shall, after settlement of all liabilities, be donated to such benevolent purposes as may be determined by the members in a general meeting.

Article XV- Approval

1. These Bylaws were approved as recorded above at the annual general meeting held in the City of Saskatoon in the Province of Saskatchewan on in witness thereof, we, the undersigned have hereto subscribed our names.

....., President

....., Vice President