



The African Seed Trade Association (AFSTA)

Constitution and Bylaws

As adopted on 21 March 2000 by the AFSTA General Assembly

Amended at the General Assembly on 6th March 2014 in Tunis

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CONSTITUTION

Preamble

National seed associations and seed enterprises in Africa that are involved in seed and related activities and concerned with the increased production and trade of quality seeds,

REALIZING the mutual advantages to be derived from the effective and systematic exchange of information and experience as well as mutual economic and technical cooperation in the fields of plant breeding, seed technology, production, distribution, and trade, and the collective interest in conducive regional and continental policies and their implementation, that impact the seed sector.”

HAVE DECIDED to establish the African Seed Trade Association, hereinafter referred to as “the Seed Association”, and also to be known by its acronym “AFSTA”, which shall be governed by the following provisions:

Article I

Definitions

1.1 Whenever used in this constitution, the following word or group of words shall have the following meanings:

- a) “**Seed**” shall mean agricultural and horticultural seed and planting material of different classes.
- b) “**Seed enterprise**” shall mean an organization or body, with a status of legal person, which is involved in seed production and/or supply.
- c) “**Seed Association**” shall mean an organization formed at the regional, sub-regional, national, and/or sub-national level that includes members involved in seed production and/or supply.
- d) “**General Assembly**”, “**Board of Directors**”, and “**Executive Committee**” are the General Assembly, Board of Directors, and Executive Committee of the Association.
- e) “**Board of Directors**” shall be composed of the President, the Vice President, the appointed treasurer, and nine to twelve Board of Directors elected by the registered members of the Association at the time of the Annual General Meeting.
- f) “**President**”, “**Vice-President**”, “**Past-President**,” and “**Secretary General**” shall mean the President, Vice-President, Past-President, and Secretary General of the Association, respectively.
- g) “**Treasurer**”: shall mean an individual proposed by the Board of Directors and appointed by the General Assembly. The treasurer, who sits on the board, will oversee financial activities, including budgeting, reporting, and asset stewardship.

- h) **“Executive committee”** is a committee of the Board of Directors appointed to act on behalf of and by the powers granted to it by the General Assembly. It shall comprise the President, Vice-President, Treasurer, Secretary General (ex officio), and the Past-President. The mandate of the Past President shall not extend beyond one year. **“Committee”** shall mean individuals selected and tasked with various responsibilities, including the board of directors and co-opted technical members from the Association.
- i) **“The Secretariat”** shall consist of the Office, the Secretary General, and the staff, led by the Secretary General.
- j) **“Constitution and Bylaws”** shall mean the Constitution and Bylaws of the Association as amended from time to time and adopted by the General Assembly according to this Constitution.
- k) **“Quorum”** shall mean a quorum of voting members present in any meeting.
- l) **“Region”** means Africa and includes the Islands.

Article II

Vision, Objectives, and Mission

2.1 Vision

The vision statement of AFSTA is: ***“All farmers in Africa have access to quality seeds for food security and economic development.”***

2.2 Objectives of AFSTA

- Promote the production and trade of quality seeds.
- Strengthen communication and seed industry network within Africa and with the world.
- Facilitate the establishment of national seed trade associations in Africa.
- Provide information and/or activities that enable members to engage in seed trade activities.
- Interact with regional, governmental, and non-governmental organizations involved in seed activities to promote the seed industry's interests.
- Conduct and promote activities that drive regulatory harmonization across Africa to facilitate seed movement.

2.3 Mission

- To create an environment suitable for production, trade, and innovation in quality seed for the benefit of the Association members and farmers in Africa.

Article III

Legal Status

- 3.1 The Association is not for profit.
- 3.2 The Association is non-political.
- 3.3 The Association shall have the capacity of a legal person to perform any acts appropriate to its objectives within the powers granted to it by the Constitution. It shall include the different organs of the association, such as any ad hoc bodies, working parties, and committees established by the General Assembly or the Board of Directors. It shall, in particular, have the capacity to hold movable and immovable properties of every description, enter into contracts, institute and defend suits and other legal proceedings, and do all things necessary to honour its Constitution.
- 3.4 Until otherwise decided by the General Assembly, the headquarters seat shall be in Nairobi, Kenya.
- 3.5 The organs of the Association shall be:
 - a) The General Assembly.
 - b) The Board of Directors, with voting rights, consists of nine [09] to twelve [12] members.
 - c) The Executive Committee, composed of the President, Vice President, Treasurer, Secretary General (ex officio), and the Past-President, who is co-opted for a maximum of one year.
 - d) The Secretariat.
 - e) The technical committees and/or other organs and working or coordinating groups deemed necessary by the General Assembly.
- 3.6 The Association's bylaws, which are approved by a majority vote of the General Assembly, specify the functioning of the different organs of the association and any ad hoc bodies, working parties, and standing committees established by the General Assembly.

Article IV

Membership

- 4.1 The members of the Association shall be those who subscribe to its Constitution and Bylaws.

4.2 Membership in the Association shall be open to the following organizations and enterprises engaged in seed or seed-related activities in the region.

a) Ordinary Members, with Voting Rights

(1) Seed associations

These are organizations operating at the subregional, national, and/or subnational levels that are involved in seed production and/or seed trade. While more than one seed association may be eligible for membership in a country, it is highly recommended that only one seed trade association be established per country. However, a maximum of two associations may be eligible per country.

(2) Public corporations

These are government-organized commercial enterprises at the national and/or subnational levels to produce and supply seeds.

They may be wholly or partly owned by the government and deal exclusively or only partly with commercial seed activities.

(3) Private enterprises

These are national, regional, or international companies or firms with a **physical presence** in Africa and that produce and/or distribute seeds in the Region.

b) Associate Members,

(1) Government agencies

- Government none-for-profit seed-producing and/or supplying agencies: These are government departments, divisions, or programmes within a government ministry that produce and supply seed.
- Government agencies supporting seed programs: These are government departments, divisions, or services that provide regulatory, research, training, policy, advisory, and other support to the national public and/or private production and trade of seeds.

(2) Non-governmental organizations (NGOs) involved in seed and/or seed-related activities.

(3) Products and services suppliers

- These are government, public, and private institutions, corporations, and/or firms producing, supplying, and/or providing products and services of importance to the seed sector that are not eligible for membership under (a) . These products and services may include research support, genetic materials, equipment, chemicals, fertilizers, regulatory services, quality control, technical and market-related advice and information, and other services. They may be established either within or outside the Region.

(4) Institutions and enterprises outside the region are involved in seed or seed-

related activities.

c) *The honorary members/life Members:*

- There are members or eminent persons co-opted by the Board of Directors and approved by the General Assembly based on their leadership and/or outstanding contributions to the development and management of the Association, and or to the development of the seed industry in the Region

4.3 Conditions of Membership

- a) Except for Honorary and Life Members, each member shall appoint a representative and an alternate.
- b) The Board of Directors shall formulate requirements concerning the submission of information as a condition for membership.

4.4 Cancellation of Membership

- a) Any member may withdraw from the Association one year from the day on which membership was acquired by giving written notice to the Secretary General of the Association. The resignation will take effect at the end of the year in which it takes place. That year's full membership fees are due.
- b) Membership fees are due within 60 days of the invoice date. Any member of the Association who fails to pay the annual membership fee by the end of February of the following year shall forfeit membership. Reminders for payment should be sent by email 30 days before the deadline, and phone calls from the Secretary General or a Board member from that region will be made 45 days before the deadline.
- c) The membership is lost if the member, whether a natural person or legal person, deceases or ceases to exist.
- d) When a member no longer fulfils the requirements for membership, or in the case of non-payment of the membership fee, or for other serious reasons constituting a conflict with the objectives of the Association, the Board of Directors may decide to propose the termination of membership to the General Assembly. A member that loses its membership for whatever reason loses all rights to the assets of AFSTA
- e) The Board of Directors also proposes the dismissal of honorary members to the General Assembly for serious reasons constituting a conflict with the objectives of the Association. The proposal to dismiss honorary members will be resolved by the Board of Directors by a majority vote. The dismissal of honorary members will be voted on by the General Assembly in accordance with Article 6. 6 (e) of the present Constitution

- f) Any member of the Association dismissed by the General Assembly for non-fulfillment of its obligations and wishes to rejoin AFSTA will be considered as a new member.
- g) Membership termination for whatever reason shall be approved by the General Assembly.

Article V

Rights and Obligations of Members

5.1 Members shall, in accordance with the Constitution, Bylaws, and Resolutions of the General Assembly, have the right and obligations to:

- a) Attend the General Assembly meetings and any other meetings, seminars, or conferences called by the Association.
- b) Request and obtain information on matters that concern them, including guidelines for obtaining technical assistance and collaboration in the pursuit of their activities.
- c) Receive publications and other information that the Association may distribute.
- d) Participate in training and related activities organized by the Association.
- e) Serve in different leadership positions, and work on committee works
- f) Fulfill membership fees payment on time.
- g) Include the right to elect members of the board and to be elected as a board member in accordance with their membership category.

Article VI

General Assembly

- 6.1 There shall be a General Assembly of the association's members, which shall meet once a year. Extraordinary assemblies, as and when needed, may be convened in accordance with the Bylaws of the Association.
- 6.2 The General Assembly shall elect from among its members, a minimum of nine (09) members and a maximum of twelve [12] members to the Board of Directors, whose composition is described in Article VII, Paragraph 7.1

- 6.3 Each member of the category, as per Article 4.2(a), present in the General Assembly shall have one [1] vote on all matters.
- 6.4 Associate Members, as per Article 4.2(b), may only participate in voting required to select their respective Representatives on the Board of Directors.
- 6.5 Honorary and Life Members do not have the right to vote on any matter, and accordingly do not have any votes
- 6.6 Members of the category, under Article 4.2(a), may designate a proxy if they are unable to attend the General Assembly meeting. The designation must be made in writing and delivered to the chairperson of the General Assembly three (3) days prior to the opening of the meeting.
- 6.7 The President, and in the absence of the President, the Vice-President, shall preside over the meeting of the General Assembly and the Board of Directors. If neither the President nor the Vice President are present, the Board of Directors shall elect one of its members to preside over the meeting.
- 6.8 At an ordinary meeting, the General Assembly shall:
- (a) Consider the report on the association's activities since the previous meeting.
 - (b) Consider and approve the budget for the next year and the audited financial statements of the Association.
 - (c) Elect members to the Board of Directors.
 - (d) Appoint an Auditor.
 - (e) On proposal of the Board of Directors, elect or exclude members.
 - (f) Approve the proposed annual membership fee payable by the members.
 - (g) Consider and take action on other matters presented by the Board of Directors.
 - (h) Subject to the provisions of the Constitution, approve bylaws and rules or procedures for convening meetings, a quorum, voting procedures, and the dissemination of reports.
- 6.9 The General Assembly may establish such bodies as it deems necessary and delegate any of its functions to such bodies except those specified in articles VII, VIII, and IX.

Article VII

Board of Directors

71 There shall be a Board of Directors elected by the General Assembly, consisting of a maximum of twelve (12) members and a minimum of nine (9) members representing category 4.2(a), and a maximum of two (2) other members representing category 4.2 (b).

- a) The individual nominated or selected as a candidate for the Board of Directors must demonstrate visionary leadership, substantial expertise in the seed industry, and a record of integrity recognized by peers. Furthermore, he or she must occupy a senior-level position or hold a decision-making role within his/her Organization (Association/Company)
- b) The Board of Directors shall propose from among its members, the President and the Vice-President of the Association, for election by the General Assembly, for a period of two [2] years. The President and Vice-President must not be from the same country, nor be from subsidiaries of the same enterprise or association.
- c) Only ordinary members in good standing who have served on the Board for at least 18 months, or in the Executive Committee or as Vice President, will be eligible for nomination as President.
- d) Suppose the office of the President becomes vacant during the term due to resignation, incapacity, or death. In that case, the Vice President shall immediately assume the office for the remainder of the term.
- e) The immediate past president shall serve on the Board in an ex officio capacity for 1 year to ensure a smooth leadership transition.
- f) The members of the Board of Directors shall be elected for a term of two [2] years, renewable twice [2].
- g) No member of the Association can serve more than three consecutive terms on the AFSTA Board of Directors unless they join the Executive Committee, with the exception of the two associate member representatives who are ineligible for election to the Executive Committee.
- h) Members intending to sit on the Board of Directors or to renew their position at the end of the term must formally apply in writing before the AGM and, if their application is approved, shall be elected by the General Assembly for a 2-year term.
- i) Except for the representative of the seed companies, the members of the Board of Directors shall come from different countries, enterprises, or associations or subsidiaries of the same enterprises or associations. In so doing, the General Assembly shall take the geographical balance into account. The General

Assembly may waive that rule in exceptional circumstances.

- j) At least one member of the AFSTA Board of Directors must be a resident of the country in which the AFSTA Secretariat is located.
 - k) The board of directors proposes a treasurer who will be appointed by the General Assembly for a period of two years, renewable twice.
 - l) Unless otherwise decided by the Board, any AFSTA board member who misses two consecutive ordinary Board meetings shall lose the seat on the AFSTA Board.
- 7.2 The Board of Directors shall have the power to consider applications for membership and make recommendations to the General Assembly for election.
- 7.3 The Board of Directors shall establish the Association Secretariat and employ a General Secretary.
- 7.4 The Board of Directors shall be responsible for directing the activities of the Association. To this end, it shall:
- a) Submit to the General Assembly the necessary reports, including:
 - i. Reports on the Association's activities.
 - ii. Audited statements of accounts and financial reports.
 - iii. Annual and long-term work programs, including budget estimates for the next year.
 - b) Meet at least twice a year.
 - c) Authorize the Secretary General to arrange for the adoption of resolutions by seeking a vote through correspondence with members.
 - d) Adopt such rules and regulations as may be necessary or appropriate to conduct the business of the Association, provided that such rules and regulations shall be consistent with the Constitution or Bylaws of the Association.
- 7.5 The Board of Directors is responsible for formulating inquiries regarding the Association's overall policy and for making decisions within its jurisdiction, in accordance with the current constitutional provisions. Generally, the Board of Directors has all necessary authority to oversee the Association's management, unless expressly constrained by the present Constitution and Bylaws.
- 7.6 The Board of Directors has the authority to propose amendments to the Constitution and the Bylaws from time to time and present changes to the Annual General Meeting

for adoption. Such amendments can either be of a technical, linguistic, or legal nature or be suggested by the Registrar of Societies under the Office of the Attorney General in the host Country.

- 7.7 To facilitate meetings between geographically distant members and enable simultaneous communication, the Board of Directors may decide to hold meetings and make decisions via telecommunication or video.

Article VIII

Executive Committee

- 8.1 The Executive Committee shall consist of the President, the Vice-President, the Treasurer, the Secretary General (ex officio), and the Past-President, who will sit for a maximum of one year.
- 8.2 The Board of Directors may delegate to the Executive Committee such powers and duties as it deems necessary for the efficient management of the Association.
- 8.3 The members of the Board of Directors who don't serve on the Executive Committee shall be furnished with copies of the minutes of meetings of the Executive Committee and copies of all documentation furnished to the Executive Committee.
- 8.4 The Executive Committee shall meet for the dispatch of business and adjourn or otherwise regulate its meetings as it may decide, provided that the Executive Committee shall meet at least every two months.
- 8.5 The Executive Committee shall also meet whenever the President orders, either on its own initiative or at the request of two [2] members.

Article IX

The Secretariat

- 9.1 The Secretariat shall consist of the Secretary General and the staff under his leadership and reporting to him.
- 9.2 The Secretary General shall:
- a) Be responsible for the day-to-day administration of the Association.
 - b) Manage the staff of the secretariat.
 - c) Convene, as instructed by the President, the Board of Directors and the

Executive Committee, and prepare agendas, proposed resolutions, and minutes of meetings of the Board of Directors and the Executive Committee.

- d) Ensure that the Secretariat provides necessary support to members in line with the allocated budget and implements the strategic plan adopted by members during the General Assembly to:
- e) Organize conferences, symposia, training programs, and other meetings in accordance with the approved program of work.
- f) Arrange to issue periodic and other publications covering seed and planting material and related activities in the region, and provide documentation services concerning such activities inside and outside the region.
- g) Prepare proposals for joint action programs with other international and regional bodies for the Board of Directors' consideration.
- h) Be responsible, under the supervision of the Board of Directors, for the Association's financial management.
- i) Take action on other matters consistent with the objectives mentioned in Article II.
- j) Perform other functions that may be specified by the Executive Committee, the Board of Directors, and the General Assembly.

9.3 The Secretary General shall attend, *ex officio and* without voting rights, the General Assembly and the meetings of the Board of Directors and the Executive Committee.

Article X

Indemnity and Liability

- 10.1 In relation to his official duties for AFSTA, every member of the Board of Directors, officer or auditor of the association shall be indemnified out of the funds of the Association against all liabilities *bona fide* incurred by him in his capacity as a member of the Board of Directors, officer or auditor, whether in defending any proceedings, civil, criminal or otherwise, or in connection with any application in which relief is granted to him by the Court.
- 10.2 Every member of the Board of Directors, officer, or auditor of the association shall be indemnified by the association against all costs, losses, and expenses which any such member of the Board of Directors, officer, or auditor may incur or become liable to, by reason of any contract entered into or any act done by him in the discharge of his duties. Without prejudice to the generality of the above, the Association shall specifically

- indemnify every member of the Board of Directors, officer or auditor of the association against losses of whatsoever nature incurred arising out of any *bona fide* act, deed or letter done or written by him jointly or severally in connection with the discharge of his duties, provided that any such act, deed or letter has been done or written in good faith.
- 10.3 No member of the Board of Directors, officer or auditor of the Association shall be liable for the acts, receipts, neglects or defaults of any other member of the Board of Directors, officer or auditor, for joining in any receipt or other act for conformity, or for a loss or expense happening to the association through the insufficiency or deficiency of title to any property acquired by order of the board of Directors for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the insolvency or wrongful act of any person with whom any moneys, securities or effects shall be deposited, or for any loss or damage occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation there to, unless the same happened through lack of *bone fides* or breach of duty or breach of trust.
- 10.4 Members shall be indemnified from liability in the event of dissolution of the Association.

Article XI

Revenues and Disbursements

- 11.1 The Board of Directors shall submit the annual budget of the Association to each General Assembly for approval.
- 11.2 The Financial period of the Association shall be the calendar year. The books of the Association are therefore closed on 31 December of each year.
- 11.3 Each member of the Association shall undertake to contribute the admission fee and the annual membership fee. The Board of Directors shall make decisions on the amount of admission fees and membership fees.
- 11.4 The financial resources of the Association shall be raised under:
- a) Admission fees, payable on admission, and annual membership fees.
 - b) Advertisements in and subscriptions to Association publications.
 - c) Annual Congress surplus,
 - d) Voluntary contributions from members, grants, and donations from other sources of income.
- 11.5 The Secretary General, on behalf of the Board of Directors, shall have the power and

authority to:

- a) Employ and discharge staff members of the Association within the budget approved by the General Assembly.
- b) Incur expenses in connection with the administration and operation of the Association within the budget approved by the Board.
- c) Collect, receive, and acknowledge contributions and place them in appropriate bank accounts, on behalf of the Association.
- d) Open, operate, and close bank accounts in the countries of the region or any other countries approved by the General Assembly, on behalf of the Association, and in accordance with procedures laid down by the Board of Directors.
- e) Authorize, record, and account for all disbursements made by or on behalf of the Association.

Article XII

Participation of Observers

- 12.1 Institutions that are not members of the Association may, upon written request and approval of the Board of Directors, attend meetings of the General Assembly and subsidiary bodies of the Association, as registered observers.
- 12.2 Participation of regional and international organizations in the work of the Association shall be governed by the relevant provisions of the Constitution and the resolution of the General Assembly. The President, at the request of the General Assembly or the Board of Directors, shall invite regional and international organizations to attend meetings of the General Assembly, the Board of Directors, and the Association's subsidiary bodies in their capacity as observers.
- 12.3 Observers shall not have voting rights.

Article XIII

Bylaws, Rules, and Regulations

- 13.1 For the discharge of subsidiary functions under the Constitution, Bylaws may be specifically formulated by the Board of Directors and approved by the General Assembly regarding:
 - a) Conditions for membership.

- b) Procedures for convening the General Assembly.
 - c) Election of the Board of Directors.
 - d) Procedures and functions of the Board of Directors.
 - e) Procedures and functions of the Executive Committee.
 - f) Procedures and functions of ad-hoc bodies, working parties, and consultations.
 - g) Financial resources management
 - (h) Working languages
 - (i) Suspension and amendment of Bylaws
- 13.2 For the discharge of the subsidiary functions under the Constitution and bylaws, Rules and Regulations may be formulated by the Board of Directors in regard to:
- (a) Personnel management of the Secretariat, including recruitment, promotion, and disciplinary measures.
 - (b) Financial management, including opening bank accounts, preparing accounts and financial statements, and calculating travel allowances.
 - (c) Procedure of acquisition and procurement of goods and services
 - (d) Procedures to conclude contracts and agreements with other organizations.
 - (e) Procedures for accepting donations.
 - (f) Amendments of the rules and procedures.

Article XIV

Amendment of the Constitution

- 14.1 The General Assembly can amend this Constitution by 25% majority of the voting members present.
- 14.2 Proposals to amend the Constitution may be made by the Board of Directors or a member of the Association in a communication addressed to the President of the Association. The President shall circulate all proposals for amendments to all

members 30 days before the General Assembly. No proposal for the amendment of the Constitution shall be included in the agenda of the General Assembly unless notice thereof has been received by the President at least 45 days before the opening of the General Assembly.

- 14.3 The adopted amendment of the Constitution by the General Assembly shall be forwarded to all members and shall become automatically effective, unless otherwise decided by the General Assembly.
- 14.4 Prior written consent of the Registrar of Societies must be sought by the Association upon application in writing and signed by three (3) office bearers.

Article XV

Settlement of Disputes

- 15.1 Any disputes arising between members of the Association concerning the interpretation and application of the Constitution that cannot be settled by the parties concerned shall be submitted to the Board of Directors for interpretation. Where the situation persists, the parties shall submit themselves to the jurisdiction of the Kenyan Courts for determination, whose decision shall be final.

Article XVI

Dissolution of the Association

- 16.1 The constitution of the Association can be abolished and the Association dissolved by a three-fourths majority of the total membership with voting rights. The abolition of the Constitution shall entail the dissolution of the Association.
- 16.2 In case of dissolution of the Association, the responsibility for the settlement of outstanding liabilities, if any, or receipts from sales of assets after settlements of liabilities, if any, would be shared equally by all members. In the event that outstanding liabilities exceed the revenue from the sale of assets, members shall be indemnified against those liabilities.

BYLAWS

Bylaw I

Membership criteria

- 1.1 Membership in the Association is open to organizations and enterprises as described in Article IV, paragraph 4.2 of the Constitution.
- 1.2 Membership application is submitted in writing and addressed to the Association Secretariat. The application should be accompanied by the applicant's bylaws and any other information required by the Board of Directors. The Secretariat General of the Association shall acknowledge receipt of the application.
- 1.3 Membership applications shall be considered by the Board of Directors, or a committee established for that purpose, for proposal to the General Assembly. Following acceptance of the application by the Board of Directors. Upon approval, the applicant shall be requested to pay the admission fee and the one-year membership fee. Upon receipt of payment, the Secretary General of the Association shall inform the applicant and the Board of Directors that the membership has taken effect. The new member will be introduced to the next General Assembly.
- 1.4 Admission and membership fees for each category of members shall be paid according to the Member category as follows:

For ordinary Members

- Seed associations fully established (more than three years)
- Seed association in the process of establishment (less than three years)
- National Public Seed Corporations
- National Private Seed Companies
- Regional Private Seed Companies (African-based companies with presence in more than two African countries)
- Global Private seed Companies (Multinationals with presence in more than two continents, including in Africa)

For Associate Members

- government agencies
 - non-governmental organizations
 - products and services suppliers
 - seed/seed-related institutions and enterprises from outside the region
- 1.5 The Board of Directors shall annually review and revise the registration and annual fees and propose them to the General Assembly for adoption. The Secretariat shall cause such duly approved fees to be published on the Association's website

- 1.6 Fees are paid to the Association in US\$ unless other arrangements have been made with the Board of Directors.
- 1.7 A member of the Association shall continue to be a member until the General Assembly decides that:
 - (a) The member no longer qualified for membership.
 - (b) The member resigns, and the General Assembly approves the resignation.

Bylaw II

Procedure for convening the General Assembly

- 2.1 The General Assembly shall be composed of the members of the Association.
- 2.2 The General Assembly shall be convened every year at a time and place decided at the previous meeting. The Secretary General, in authority from the President and at the direction of the Board of Directors, shall announce the meeting at least 60 days in advance of the opening date of the General Assembly. If the General Assembly, at its previous regular meeting, was unable to set a time and place for the next meeting, the President, in consultation with the Board of Directors, is authorized to set a time and place for the next meeting.
- 2.3 Attendance by 25 % of members shall constitute a quorum for the meeting of the General Assembly. If a quorum is not present, the President may discontinue the meeting of the General Assembly and reconvene it after not fewer than 30 minutes, after which members present at the reconvened meeting shall constitute a quorum.
- 2.4 The President may call an extraordinary meeting of the General Assembly at:
 - (a) The request of the General Assembly.
 - (b) The request of the Board of Directors.
 - (c) The request of a number of members representing at least 40 percent of the membership with voting rights.
- 2.5 The Board of Directors shall decide the agenda, time, and place for an extraordinary meeting after taking into consideration proposals made by members requesting such a meeting.
- 2.6 Invitation to an extraordinary meeting, along with provisional agenda, reports, and other documents pertaining to the agenda, shall be made available to members not less than 30 days in advance of the opening session. The Board of Directors shall

prepare a provisional agenda. Invitations and documents pertaining to an extraordinary meeting shall be made available to members no less than 30 days in advance of the date fixed for the opening session.

2.7 The provisional agenda for each ordinary meeting of the General Assembly shall include:

- (a) Adoption of the agenda.
- (b) Report on the activities of the Association during the previous calendar year and activities planned for the next calendar year.
- (c) Report on the financial affairs of the Association, including an audited financial statement of accounts for the previous year.
- (d) Proposed budget for the next calendar year.
- (e) Election of the members of the Board of Directors, if required.
- (f) Proposals for amendments to the Constitution and Bylaws, if any.
- (g) New criteria for member admission, if any.
- (h) Admission of new members and exclusion of members, if any.
- (i) Report of technical and other committees, if any.
- (j) Arrangements for audit, including the appointment of an Auditor.
- (k) Time and place of the next meeting of the General Assembly
- (l) Any other business permitted by the Chair.

2.8 The provisional agenda for an extraordinary meeting shall include only the special item(s) for which the meeting is being called.

2.9 (a) The members of the Board of Directors shall assume office at the end of the General Assembly in which they are elected.

(b) The President or the Vice-President acting as President shall have the right to vote.

Bylaw III

Election of the Board of Directors

3.1 (a) All members of the Association, other than Honorary and Life members, are granted the right to be elected to represent their membership category in the Board of Directors.

- (b) Each member of the category, as per Article 4.2(a), present in the General Assembly shall have one [1] vote on all matters.
 - (c) Associate Members, as per Article 4.2(b), may only participate in voting required to select their respective representatives on the Board of Directors
 - (d) The General Assembly shall elect from among its members, nine [09] to twelve [12] members to the Board of Directors. A minimum of nine (9) members representing category 4.2(a), and a maximum of two (2) other members representing category 4.2 (b). In so doing, the General Assembly shall also take the geographical balance into account.
 - (e) On proposal of the Board of Directors, the General Assembly shall elect the President and the Vice-President from among the members of the Board of Directors. The Vice-President must be from a different country, enterprise, or association than the President.
 - (f) If an Associate or Ordinary Board Member position becomes vacant or is expected to become vacant, the Secretary General will inform Association members 90 days beforehand.
- 3.2 Any vacancy on the Board of Directors before the end of the term shall be filled by co-option from other members of the association by the Board of Directors. Any person so co-opted shall serve only until the next ordinary meeting of the General Assembly, where the new board member (s) will be elected.
- 3.3 A candidate for membership on the Board of Directors must submit a signed nomination form. The nomination form shall also be co-signed by a nominator and a seconder, both of whom shall be in the same membership category as the candidate. The completed nomination form must be submitted to the Secretary General of the Association 60 days before the General Assembly.
- 3.4 .The Secretary General shall confirm to the Executive Committee that a nominee is a paid-up/active member and meets the experience or leadership criteria stipulated in the bylaws as well as the procedures and standing orders governing the Board election.
- 3.5 Nominees who meet the requirements after review by the Executive committee or an ad hoc election committee will be endorsed by the Board of Directors for election by the General Assembly.
- 3.6 If only the necessary number of candidates is nominated, these candidates shall be elected by a simple majority of members with voting rights. If more candidates than required are nominated, an election shall be held in which all members of the General Assembly with voting rights shall be requested to vote. Voting shall be through a secret ballot. Election shall be by a simple majority. If any member of

the Board of Directors is unable to be elected, the General Assembly may delegate to the Board of Directors the power to fill the vacancy by co-option.

- 3.7 A former AFSTA Secretariat staff member shall have a minimum two-year cooling-off period before being appointed to the Board of Directors.

Bylaw IV

Procedures and Functions of the Board of Directors

- 4.1 The Secretary General, as instructed by the President, shall convene a meeting of the Board of Directors at least once a year. A letter of invitation, along with other necessary documents, shall be sent to the members of the Board at least 14 days before the meeting.
- 4.2 Seven (7) voting members of the Board of Directors shall constitute a quorum. Decisions of the Board shall be made by a majority of votes. The President, and in his absence, the Vice-President, shall preside over the meetings of the Board of Directors. If neither the President nor the Vice-President is present, the Board of Directors shall elect one of its members to preside over the meeting. If a quorum is not reached, the Chair of the meeting may adjourn the meeting of the Board of Directors and reconvene it not less than 30 minutes later, when a simple majority of the members present constitutes a quorum. In the case of a tie vote, the chair shall cast a deciding vote.
- 4.3 The members of the Board of Directors shall be deemed to be elected in their capacity as representatives of members. However, to speed up decision processes and provide board members with the freedom to decide for the benefit of AFSTA rather than specific (or distinct) views in their company or association, they are free to act without consultation with the company or association that proposed their membership.
- 4.4 The Board of Directors is empowered to create such other offices and designate officers as may be required by circumstances and necessary to promote the objectives of the Association, within the budgetary limits approved by the General Assembly.
- 4.5 Associate Members, as per Article 4.2(b), sitting on the Board of Directors don't have a voting right.

Bylaw V

Procedures and Functions of the Executive Committee

- 5.1 The Secretary General, as instructed by the President, shall convene a meeting of the Executive Committee at least every two months. A letter of invitation, along with the other necessary documents, shall be sent to the members of the Committee at least 14 days before the meeting.
- 5.2 The President and, in his absence, the Vice-President, shall preside over the meeting of the Executive Committee.
- 5.3 Three [3] members of the Executive Committee shall constitute a quorum. The members of the Executive Committee shall at all times strive to reach consensus, and only when no consensus is possible shall a matter be put to a vote.
- 5.4 Members shall first vote on the question of whether further discussion should take place with a view to reaching a consensus or whether the substantive issue before the Board of Directors should be put to a vote.
- 5.5 A vote shall then be taken when it has been decided to put a matter to a vote.
- 5.6 Questions arising shall be decided by a majority vote.
- 5.7 Voting shall be by hand unless a member has requested a secret ballot.
- 5.8 Each member shall have one vote.
- 5.9 The Chairman of the meeting shall have deliberative, if necessary, cast a decisive vote.

Bylaw VI

Ad-hoc Bodies, Working Parties and Standing Committees

- 6.1 The General Assembly, under recommendation of the Board of Directors and under Article III of the constitution, may establish ad hoc committees, work parties, and standing committees, subject to the following rules and procedures:
 - (a) Such bodies, working groups, and standing committees may be established on an exceptional basis whenever the Board of Directors considers them conducive to facilitating its work.
 - (b) Before taking a decision on establishing such bodies, the Board of Directors shall examine the administrative and financial implications.

- (c) The Board of Directors shall define the terms of reference, composition, and duration of the mandate of each ad hoc body.
- (d) The ad hoc bodies shall report to the Board of Directors, which in turn may report to the General Assembly, after which the Board of Directors shall arrange for the contents of such reports to be made available to all members.

Bylaw VII

Financial Resources Management

- 7.1 The Secretary General shall prepare and submit to the General Assembly the audited statement of accounts and financial reports on any contracts undertaken by the Association, if any, and the budget for the following year.
- 7.2 The Association's accounts shall be audited annually by the appointed auditor.
- 7.3 The auditor shall be appointed by the Board of Directors from outside the Association for a period of one [1] year, which may be extended on an annual basis.
- 7.4 The Board of Directors shall appoint at least three (3) signatories authorized to approve all expenditures and disbursements. The Secretary General must be one of the appointed signatories, and every expenditure or disbursement shall require the signature of the Secretary General together with the signature of at least one (1) of the other authorized signatories.
- 7.5 The Secretary-General can authorize expenditures and disbursements in accordance with the approved budgets and program of work, including the following:
 - (a) Payment of salaries and allowances to staff, if any, employed by the Association.
 - (b) Payment of rent on leased property, if any, and expenses incurred in connection with the maintenance of immovable and movable property including office equipment, etc.
 - (c) Payment of honoraria, travel expenses, and other payments to individuals and institutions for assignments undertaken on behalf of the Association, or for services rendered to the Association.
 - (d) Payment of any expenses as directed and approved by the Board of Directors.
- 7.6 The Secretary General shall circulate quarterly financial statements to the President and the members of the Board of Directors

Bylaw VIII

Official working Languages

- 8.1 The two working languages of the Associations are English and French.
- 8.2 In addition to general documents, the Board of Directors shall determine which documents shall be published in both official languages and which meetings require simultaneous translation, taking financial constraints into account.
- 8.3 For documents published by the Association in both English and French, the English version shall be considered to be the true version.
- 8.4 The Secretary General and its staff shall be fluent in one of the two official languages and have an acceptable working knowledge of the other language.

Bylaw IX

Recommendations to Members

- 9.1 The Association can make recommendations to members on any matters pertaining to the aims and functions described in Article II of the Constitution.

Bylaw X

Suspensions and Amendments of the Bylaws

- 10.1 Any of the foregoing bylaws can be amended or suspended subject to the provision under Article XIV, Paragraph 14.2 of the Constitution.
- 10.2 The Board of Directors can propose amendments, additions, or suspension of these Bylaws to the next meeting of the General Assembly.
- 10.3 These Bylaws and their amendments become automatically effective upon approval by the General Assembly by a simple majority.

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