



CC/83/3

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INTERNATIONAL UNION FOR THE PROTECTION OF NEW VARIETIES OF PLANTS

Geneva

CONSULTATIVE COMMITTEE**Eighty-Third Session
Geneva, March 30, 2012****OBSERVERS IN UPOV BODIES***Document prepared by the Office of the Union*Introduction

1. The purpose of this document is to present a proposed revision of the Rules Governing the Granting of Observer Status to States, Intergovernmental Organizations and International Non-Governmental Organizations in UPOV Bodies and Access to UPOV Documents and to consider a request from the African Seed Trade Association (AFSTA) for the granting of observer status in UPOV bodies.

2. The structure of this document is as follows:

- I. Rules Governing the Granting of Observer Status to States, Intergovernmental Organizations and International Non-Governmental Organizations in UPOV Bodies and Access to UPOV Documents (Revision)
 - (a) UPOV/INF/19 Rules governing the granting of observer status to States, intergovernmental organizations and international non-governmental organizations in UPOV bodies (Revision) (document UPOV/INF/19/1 Draft 1)
 - (b) UPOV/INF/20 Rules governing access to UPOV documents (Revision) (document UPOV/INF/20/1 Draft 1)
 - (c) Report of the Third Meeting of the Working Group to be held in Geneva on March 29, 2012
- II. Request from the African Seed Trade Association (AFSTA)

3. At its thirty-ninth ordinary session, on October 27, 2005, the Council adopted the "Rules Governing the Granting of Observer Status to States, Intergovernmental Organizations and International Non-Governmental Organizations in UPOV Bodies and Access to UPOV Documents" (the "Granting Rules"), as contained in the Annex to document C/39/13 and posted on the UPOV website: www.upov.int/en/about/members/pdf/Rules_Observer_Status_e.pdf.

4. The Granting Rules provide that "[t]he Consultative Committee will be informed, on a regular basis, of the list of observer States and organizations in UPOV bodies and *ad hoc* invitations to attend a particular session of a UPOV body" (paragraph 5 of the Granting Rules). At its seventy-seventh session, held in Geneva on April 3, 2009, the Consultative Committee agreed that the item "Granting of Observer Status to States, Intergovernmental Organizations and International Non-Governmental Organizations in UPOV Bodies and Access to UPOV Documents" should become a standard item for the October sessions of the Consultative Committee (see document CC/77/11 "Report", paragraph 56).

5. The Consultative Committee noted, at its seventy-eighth session held in Geneva on October 21, 2009, that a document entitled "Observers in UPOV Bodies" would be prepared for the October sessions of the Consultative Committee containing the list of observers in UPOV bodies, a report on *ad hoc* invitations to attend a particular session of a UPOV body and any request from intergovernmental and international non-governmental organizations for granting of observer status in UPOV bodies (see document CC/78/5, paragraph 3 and document CC/78/15 "Report", paragraphs 58 to 60). A list of observers in UPOV bodies was published on the UPOV website in January 2012 (see <http://www.upov.int/members/en/observers.html>) (see document CC/82/14 "Report on the Conclusions", paragraph 36 and document CC/83/4 "Access to UPOV documents and publication of information", paragraphs 20 and 21).

6. The Consultative Committee, at its eightieth session, held in Geneva on October 20, and on the morning of October 21, 2010, agreed "to establish a working group to review the rules concerning observers and recommend appropriate changes" (document CC/80/10 "Report on the Conclusions", paragraph 39).

7. The Working Group on Rules Concerning Observers (Working Group) held its second meeting in Geneva on October 18, 2011. The Consultative Committee, at its eighty-second session, held in Geneva on October 19 and on the morning of October 20, 2011, approved the recommendations of the Working Group, as set out in Part I of document CC/82/9, and requested the Office of the Union to prepare a draft revision of the "Rules Governing the Granting of Observer Status to States, Intergovernmental Organizations and International Non-Governmental Organizations in UPOV Bodies and Access to UPOV Documents" (the "Granting Rules") for consideration at the eighty-third session of the Consultative Committee, in March 2012 (see document CC/82/14 "Report on the Conclusions", paragraph 55) (see Part I of this document).

I. RULES GOVERNING THE GRANTING OF OBSERVER STATUS TO STATES, INTERGOVERNMENTAL ORGANIZATIONS AND INTERNATIONAL NON-GOVERNMENTAL ORGANIZATIONS IN UPOV BODIES AND ACCESS TO UPOV DOCUMENTS (REVISION)

8. The Consultative Committee, at its eighty-second session, held in Geneva on October 19 and on the morning of October 20, 2011, approved the recommendations of the Working Group, as set out in Part I of document CC/82/9, and requested the Office of the Union to prepare a draft revision of the "Rules Governing the Granting of Observer Status to States, Intergovernmental Organizations and International Non-Governmental Organizations in UPOV Bodies and Access to UPOV Documents" (the "Granting Rules") for consideration at the eighty-third session of the Consultative Committee, in March 2012 (see document CC/82/14 "Report on the Conclusions", paragraph 55).

9. For the purposes of clarity and in order to facilitate direct access to relevant information concerning the Rules, the Consultative Committee, at its seventy-eighth session, held in Geneva on October 21, 2009, agreed to propose the creation of separate documents for the Rules governing the granting of observer status in UPOV bodies and the Rules governing access to UPOV documents (see document CC/78/15 "Report", paragraph 61).

(a) UPOV/INF/19 Rules governing the granting of observer status to States, intergovernmental organizations and international non-governmental organizations in UPOV bodies (Revision) (document UPOV/INF/19/1 Draft 1)

10. As agreed by the Consultative Committee, at its seventy-eighth session (see document CC/78/15 "Report", paragraph 61(a)), document UPOV/INF/19/1 Draft 1 "Rules Governing the Granting of Observer Status to States, Intergovernmental Organizations and International Non-Governmental Organizations in UPOV Bodies" (Revision) reproduces the content of paragraphs 1 to 5 of the Annex to document C/39/13 with the proposed amendments agreed by the Consultative Committee at its eighty-second session (see paragraphs 8 and 9, above). The amendments in UPOV/INF/19/1 Draft 1 agreed by the Consultative Committee are summarized below:

(i) "to specify that, if an international non-governmental organization has different coordination entities, observer status would be granted to only one coordination per organization" (see documents CC/82/9 "Observer in UPOV Bodies", paragraph 10 and UPOV/INF/19/1 Draft 1, paragraph 4) ;

(ii) "to specify that the observer status of an organization should be reviewed if the statutes for that international non-governmental organization were changed. In that regard, it was agreed that the Granting Rules should require that international non-governmental organizations promptly notify the Office of the

Union of any change to their statutes" (see documents CC/82/9 "Observer in UPOV Bodies", paragraph 12 and UPOV/INF/19/1 Draft 1, paragraph 6); and

(iii) "to specify that the Consultative Committee should consider the technical competence of organizations in deciding whether to grant observer status to the TWPs. In that regard, it agreed to propose that the constituent treaty for intergovernmental organizations and the statutes for international non-governmental organizations should form the basis to determine that technical competence" (see documents CC/82/9 "Observer in UPOV Bodies", paragraph 13 and UPOV/INF/19/1 Draft 1, paragraph 2(e)(ii)).

(b) UPOV/INF/20 Rules governing the access to UPOV documents (Revision)
(document UPOV/INF/20/1 Draft 1)

11. On the basis of the recommendation of the Consultative Committee, at its eighty-second session, the Council, at its forty-fifth ordinary session held in Geneva on October 20, 2011, agreed that documents that were in the first restricted area of the UPOV website be made publicly accessible, by removal of the password requirement. It also agreed that, if possible, the removal of the password be arranged to coincide with the launching of the redesigned UPOV website on November 1, 2011 (see document C/45/17 "Report on the Decisions", paragraph 9(c)). In accordance with the decision of the Council, the password for the first restricted area was removed to coincide with the launching of the redesigned UPOV website on November 1, 2011 (see UPOV Circular E-1713 of November 1, 2011).

12. As agreed by the Consultative Committee, at its seventy-eighth session (see document CC/78/15 "Report", paragraph 61(b)), document UPOV/INF/20/1 Draft 1 "Rules governing the access to UPOV documents" (Revision) reproduces the content of paragraphs 6 to 12 of the Annex to document C/39/13 with the consequential amendments resulting from the decision of the Council at its forty-fifth ordinary session to make documents formerly in the first restricted area publicly accessible (see paragraphs 9 and 11, above, and document UPOV/INF/20/1 Draft 1, paragraphs 1 to 3).

(c) Report of the Third Meeting of the Working Group to be held in Geneva on March 29, 2012

13. The Consultative Committee, at its eighty-second session, noted that the Working Group had requested the Office of the Union to prepare a draft text on the possibility for the Consultative Committee to reconsider, and apply appropriate measures, concerning the observer status of organizations, where appropriate. It also noted that the Working Group had agreed that the draft text would be considered at its third meeting to be held in Geneva on March 29, 2012 (see document CC/82/14 "Report on the Conclusions", paragraph 56). Any recommendations of the Working Group will be presented to the Consultative Committee, at its eighty-third session, in the form of an addendum to this document.

14. *The Consultative Committee is invited to:*

(a) *note the report of the third meeting of the Working Group;*

(b) *consider the revision of the Rules Governing the Granting of Observer Status to States, Intergovernmental Organizations and International Non-Governmental Organizations in UPOV Bodies, as set out in paragraphs 10 and 13, above and in document UPOV/INF/19/1 Draft 1 ; and*

(c) *consider the revision of the Rules Governing the Access to UPOV Documents, as set out in paragraphs 11 and 12, above, and in document UPOV/INF/20/1 Draft 1.*

II. REQUEST FROM THE AFRICAN SEED TRADE ASSOCIATION (AFSTA)

15. The African Seed Trade Association (AFSTA) requested, by letter signed by Mr. Justin Rakotoarisaona, Secretary General of AFSTA, on December 20, 2011, the granting of observer status to the Council, the Administrative and Legal Committee (CAJ), the Technical Committee (TC) and the Technical Working Parties (TWPs). A copy of the letter, which contains a brief description of AFSTA's objectives and core activities, is reproduced in Annex I to this document. A copy of the organigram of AFSTA is provided in Annex II to this document.

16. The Granting Rules state that "[t]he granting of observer status to intergovernmental and international non-governmental organizations is reserved to those organizations with competence in areas of direct relevance in respect of matters governed by the UPOV Convention. The constituent treaty for intergovernmental organizations and the statutes for international non-governmental organizations will form the basis to determine that competence." (see Annex to document C/39/13, paragraph 2). A copy of the Constitution and Bylaws of AFSTA is provided, in English only, in Annex III to this document. AFSTA's "Mission and Objectives", provided in Article II of AFSTA's Constitution, are as follows:

"Article II

"Mission and Objectives

"2.1 Mission

"Provide a forum for interaction and information exchange within the African seed industry.

"Represent interests of the African seed industry, within Africa and globally.

"Promote the development of the seed industry for the betterment of crop production in Africa.

"2.2 Objectives

"Promote use of improved quality seed.

"Strengthen communication within the African seed industry and with the world.

"Facilitate the establishment of national seed trade associations in Africa.

"Provide information for members.

"Interact with regional, governmental and non-governmental organizations involved in seed activities in order to promote the interests of the seed industry.

"Promote activities that lead to regulatory harmonization throughout Africa to facilitate movement of seed.

"Develop a statistical database on African seed production and trade.

"Facilitate exchange of germplasm within the continent, subject to national laws and international conventions."

17. As provided in the Granting Rules (see Annex to document C/39/13, paragraph 2 (a)(ii), (c)(ii), (d)(ii) and (e)(ii)), the Consultative Committee is responsible for deciding which international non-governmental organizations (NGOs) should be granted observer status to the Council, the CAJ, the TC and the TWPs.

18. The Consultative Committee is invited to consider the request of AFSTA for the granting of observer status to the Council, the CAJ, the TC and the TWPs.

[Annexes follow]

REQUEST FROM THE AFRICAN SEED TRADE ASSOCIATION (AFSTA)



THE AFRICAN SEED TRADE ASSOCIATION

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OFFICE OF THE SECRETARY GENERAL

20th December 2011

**The Secretary-General,
International Union for the Protection of New Varieties of Plants (UPOV)
34, chemin des Colombettes
CH-1211 Genève 20
Switzerland
E-mail: upov.mail@upov.int**

Our Ref: 028/11/AFSTA

Attention: Mr. Francis Gurry

Dear Sir,

RE: REQUEST FOR GRANTING OF OBSERVER STATUS TO THE AFRICAN SEED TRADE ASSOCIATION (AFSTA)

AFSTA is a not-for-profit membership Association registered as an International Organization under the Societies Act (Registration No. 19890) and granted a diplomatic status in Kenya. It has a Regional Office in Bamako, Mali, for the West Africa region. Its mission is to “*Promote trade in quality seed and technologies in Africa and for the benefit of members and Farmers*”. The Association currently represents over 60 individual seed companies and service providers for the seed industry such as Research Organizations and Seed Treatment Companies and 26 National Seed Trade Associations from Africa and beyond. Its objectives of AFSTA are to:

1. Promote trade in quality seeds
2. Strengthen communication with African seed industries and with the world
3. Facilitate establishment of National Seed Trade Associations (NSTAs) in Africa
4. Facilitate responsible and safe use of modern agricultural technologies, including biotechnology, in Africa
5. Provide accurate and timely seed information to members
6. Interact with African governments and NGOs involved in seed activities in order to promote the interests of the private seed industry
7. Promote activities that lead to regulatory harmonization in Africa to facilitate free movement of seeds, and
8. Develop statistical database on African seed production and trade.

In terms of structure, the Association is made up of the following organs:

- The General Assembly, which is the supreme decision maker;
- The Board of Directors, consisting of twelve [12] members from 12 different countries;
- The Executive Committee composed of the President, Vice-President and Past President;
- The Secretariat, headed by the Secretary General in charge of the daily life of the Association, and;
- The Technical committees.

The roles and attributions of these organs are detailed in the AFSTA Constitution and Bylaws, herewith attached.

The following are the some of the current core activities of AFSTA:

- **Alliance for the Seed Industry in Eastern and Southern Africa (ASIESA):** This is a multi-donor, public-private partnership between AFSTA and COMESA. Its goal is to improve farmers' access to affordable and reliable supply of high quality seeds and planting materials to farmers in the region.
- **West Africa Seed Alliance (WASA):** This Alliance is composed of AFSTA, ECOWAS, USAID and AGRA. Its goal is to improve farmers' access to affordable and reliable supply of high quality seeds and planting materials in West Africa.
- **Biotechnology Awareness Program:** This program aims at enhancing understanding, adoption and deployment of biotech crops by the private seed industry in Africa through effective strategic development communication, advocacy and awareness creation. It is jointly supported by AFSTA and CropLife International.
- **COMESA-AFSTA Seed Project:** This is a partnership program between AFSTA and the Common Markets for Eastern and Southern Africa (COMESA). It is conducted under the European Union funded COMESA Agro-inputs Program (COMRAP). The main aims of this activity are to harmonize seed regulations and policies within COMESA and to enhance production and distribution of quality seeds in selected COMESA-member states.
- **ASARECA Seed Project:** The goal of this joint partnership with the Association for Strengthening Agricultural Research in Eastern and Central Africa (ASARECA) is to develop the seed industry in the region through harmonization, advocacy and training.
- **Membership:** This focuses on membership recruitment and maintenance
- **AFSTA Annual Congress:** The main objective of this annual congress, now in its eleventh year, is to provide a platform for seed sector stakeholders to discuss issues affecting the seed trade in Africa and to promote through a pre-congress workshop any topic of interest to the seed industry such as Plant Variety Protection.

We are convinced that the Protection of the New Plant Variety is an important tool to promote breeding activities and subsequently provide more choices for farmers to address their needs in their various agro-ecological zones. Indeed, AFSTA has been collaborating with the African Intellectual Property Organization (OAPI), the African Regional Intellectual Property Organization (ARIPO), and the Office of the International Union for the Protection of New Varieties of Plants (UPOV) to promote the Plant Variety Protection in the African continent where more efforts are needed to sensitize seed stakeholders on the importance of developing new varieties in view of the challenges posed to agriculture by climate change and the high rate of population growth.

In consideration of the above and being the umbrella body representing the seed industry in Africa, we would like to request you to kindly grant the African Seed Trade Association an "Observer Status" to the UPOV Council and, if eligible, to the Administrative and Legal Committee (CAJ), the Technical Committee (TC) and the Technical Working Parties (TWP). This will surely enable AFSTA to be more efficient in promoting the Plant Variety Protection in Africa and sensitize seed stakeholders in Africa by giving them updated information on the matter and in timely manner.

We look forward to your positive consideration of our humble request and wish to take this opportunity to confirm our willingness to work with UPOV to advance the cause of the Plant Variety Protection in Africa.

Please do not hesitate to contact us, should you require further clarification.

Yours Sincerely,



Justin Rakotoarisaona
Secretary General of AFSTA

Enclosures:

- I. The AFSTA Constitution*
- II. Organogram*

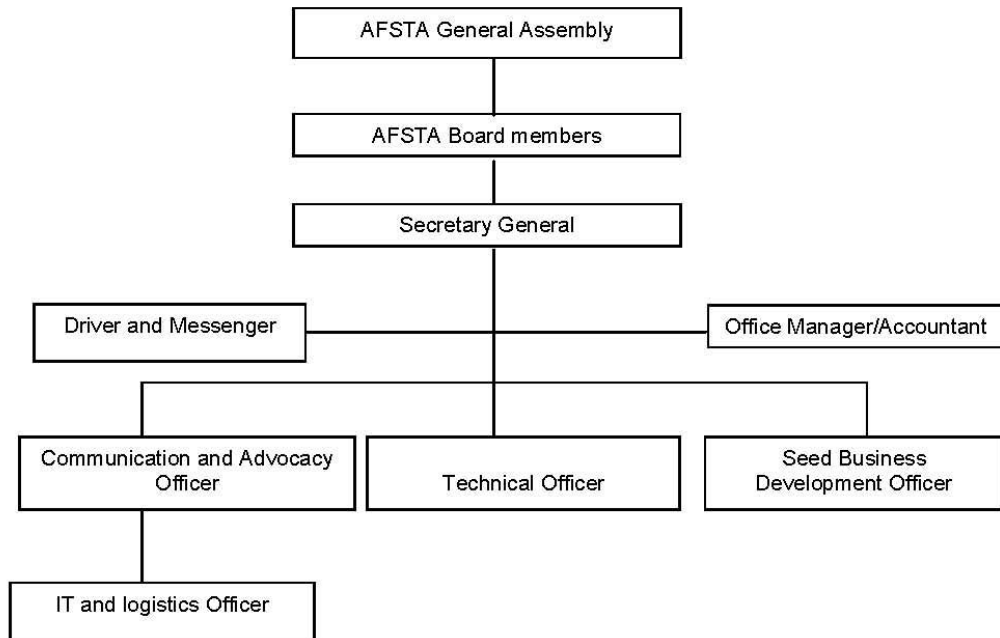
[Annex II follows]

ORGANIGRAM OF AFSTA



The African Seed Trade Association

ORGANOGRAM



[Annex III follows]

CC/83/3

ANNEX III

CONSTITUTION AND BYLAWS OF THE AFRICAN SEED TRADE ASSOCIATION (AFSTA)

AFSTA

The African Seed Trade Association

Constitution and Bylaws

**As adopted on 21 March 2000
By the AFSTA General Assembly**

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CONSTITUTION

Preamble

National seed associations and seed enterprises in Africa that are involved in seed and seed 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 seed technology, production, distribution and trade,

HAVE DECIDED to establish the African Seed Trade Association, hereinafter referred to as "the 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 words and terms shall have the following meanings:

- a) "Seed", shall mean agricultural and horticultural seed and planting material of different classes.
- b) "Seed enterprise", shall mean organization or body, with a status of legal person, which is involved in seed production and/or supply.
- c) "Seed association", shall mean organization formed at the sub-regional, national and/or sub-national level that included members involved in seed production and/or supply.
- d) "General Assembly", "Board of Directors" and "Executive Committee" the General Assembly, Board of Directors and Executive Committee of the Association.
- e) "President", "Vice- President", "Past-President" and "Secretary General" shall mean respectively the President, Vice-President, Past President and Secretary General of the Association.
- f) "Secretariat" shall consist of the Secretary General and its staff.
- g) "Bylaws" shall mean the Bylaws of the Association adopted by the General Assembly pursuant to this Constitution.
- h) "Quorum" shall mean quorum of voting members present in any meeting.
- i) "Region" shall mean Africa and shall be understood as including the Islands.

Article II

Mission and Objectives

2.1 Mission

Provide a forum for interaction and information exchange within the African seed industry.

Represent interests of the African seed industry, within Africa and globally.

Promote the development of the seed industry for the betterment of crop production in Africa.

2.2 Objectives

Promote use of improved quality seed.

Strengthen communication within the African seed industry and with the world.

Facilitate the establishment of national seed trade associations in Africa.

Provide information for members.

Interact with regional, governmental and non-governmental organizations involved in seed activities in order to promote the interests of the seed industry.

Promote activities that lead to regulatory harmonization throughout Africa to facilitate movement of seed.

Develop a statistical database on African seed production and trade.

Facilitate exchange of germplasm within the continent, subject to national laws and international conventions.

Article III

Legal Status

3.1 The Association is not for gain.

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 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 seat of the headquarters shall be at Nairobi, Kenya.
- 3.5 The organs of the Association shall be:
- a) the General Assembly;
 - b) the Board of Directors, consisting of twelve [12] members;
 - c) the Executive Committee, composed of the President, Vice-President and Past President;
 - d) the Secretariat;
 - e) technical committees and/or other organs that are deemed necessary the the General Assembly.
- 3.6 The Bylaws of the association, which shall be approved by a majority of votes in the General Assembly, shall specify the functioning of the different organs of the association, as well as that of 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 this Constitution.
- 4.2 The membership of the association shall be open to the following organizations and enterprises in the region.

a) *Ordinary Members, with Voting Rights*

(1)Seed associations

These are organizations formed at the sub-regional, national and/or sub-national level and that include members involved in seed production and/or supply. There may be more than one seed association in a country eligible for membership. However, to have only one association per country is highly recommended.

(2)Public corporations

These are commercial enterprises organized by the government at the national and/or sub-national level for the purpose of producing and supplying seed.

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

(3) Private enterprises

These are national, regional or international companies or firms producing and distributing seed.

b) *Other Eligible Members: Associate Members, without Voting Rights*

(1) Government agencies

Government seed producing and/or supplying agencies: These are government departments, divisions or programs that are part of a government ministry producing and supplying seed.

Government agencies supporting seed programs: These are government departments, divisions or services providing regulatory, research, training, policy, advisory and other support to the national public and/or private production and supply of seed.

(2) Non-governmental organizations 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 and that are not eligible for membership under (a). These products and services may include research support, genetic material, equipment, chemicals fertilizers, regulatory services, quality control, technical and market related advice and information and others.

(4) Institutions and enterprises from outside the region that are involved in seed or seed related activities.

4.3 Conditions of Membership

- a) Each member shall appoint a representative and an alternate.
- b) The Board of Directors shall formulate requirements concerning 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 shall be due.

- b) Membership fees are due within 90 days of invoice date. Any member of the Association who fails to pay the annual membership by 31st January of the following year shall forfeit membership. Reminders for payment shall be sent 60 and 30 days before that date.
- c) Membership fees are due within 90 days of invoice date. Any member of the Association who fails to pay the annual membership by 31st January of the following year shall forfeit membership. Reminders for payment shall be sent 60 and 30 days before that date.
- d) Any member of the Association dismissed by the General Assembly for non-fulfilment of its obligations and wishes to rejoin AFSTA will be considered as a new member.

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 to:

- a) Attend the meetings of the General Assembly, other meetings, seminars and conferences that may be 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 may be distributed by the Association.
- d) Participate in training and related activities that may be organized by the Association.

Article VI

General Assembly

6.1 There shall be a General Assembly of the members of the association and it 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, twelve [12] members to the Board of Directors, whose composition shall be as described in Article VII, Paragraph 7.1
- 6.3 On proposal of the Board of Directors, the General Assembly shall elect the President and Vice-president, for a period of two years. For the first two [2] years, after establishment of the Association, the General Assembly shall elect at its first meeting a member at large acting as Past President.
- 6.4 Each member of category 4.2(a) present in the Assembly shall have one [1] vote on all matters.
- 6.5 Members of category 4.2 (a) may designate a proxy if they are detained and unable to attend the meeting of the General Assembly. The designation must be done in writing, and reach the chairperson of the General Assembly prior to the opening of the meeting.
- 6.6 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.
- 6.7 At its ordinary meeting, the General Assembly shall:
 - (a) Consider the report on the activities of the association since the previous meeting.
 - (b) Consider and approve the budget and audited financial statements of the Association.
 - (c) Elect members to the Board of Directors.
 - (d) Appoint an Auditor.
 - (e) Determine the criteria for membership in the Association.
 - (f) On proposal of the Board of Directors, elect or exclude members.
 - (g) Determine the annual membership fee payable by the members.
 - (h) Consider and take action on other matters presented by the Board of Directors.
 - (i) Subject to the provisions of the Constitution, approve Bylaws and Rules or Procedures for convening its meetings, a quorum, voting procedures and dissemination of its reports.

- 6.8 The General Assembly may establish such bodies as it deems necessary and delegate any of its functions to such bodies except those provided for in articles VII, VIII and IX.

Article VII

Board of Directors

- 7.1 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). Members of category 4.2 (b) shall elect two observers in the Board of Directors at the occasion of the General Assembly.
- a) 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 shall be the Vice-President elected two years before. The president and Vice-President must not be from the same country, subsidiaries of the same enterprise or association.
 - b) The Immediate Past-President shall be ex officio member of the Board of Directors.
 - c) The members of the Board of Directors shall be elected for a period of two [2] years renewable two [2] times.
 - d) No member of the Association can be elected to the AFSTA Board of Directors more than three [3] consecutive terms unless they become members of the Executive Committee and except for the two representatives of associate members. They must formally apply in writing in due course and be elected by all the members during the annual General Assembly.
 - e) The members of the Board of Directors shall come from different countries, enterprises or associations. In so doing, the General Assembly shall take the geographical balance into account. That rule may be waived by the General Assembly in exceptional circumstances.
 - f) At least one of the members of the Board of Directors of AFSTA must be resident in the country hosting the AFSTA Secretariat.
 - g) Any AFSTA Board Member who misses two consecutive October meetings in Kenya shall lose the seat in 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 appoint a public officer to serve as responsible contact person for Receiver of Revenue.
- 7.5 The Board of Directors shall be responsible for directing the activities of the Association. To this end its shall:
- a) Submit to the General Assembly 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.
 - b) Meet at least twice a year.
 - c) Authorize the Secretary General to arrange for adoption of a resolution by seeking a vote by 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 not be inconsistent with the Constitution or Bylaws of the Association.

Article VIII

Executive Committee

- 8.1 The Executive Committee shall consist of the President, Vice-President and Past-President of the Association.
- 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 two [2] times every year.
- 8.5 The Executive Committee shall also meet whenever the President so orders on own initiative or at the request of two [2] members of the Executive Committee.

Article IX

The Secretariat

- 9.1 The Secretariat shall consist of the Secretary General and the staff appointed by him.
- 9.2 The Secretary General shall:
- a) Be responsible for the day-to-day administration of the Association.
 - b) Convene, as instructed by the President, the Board of Directors and the Executive Committee.
 - c) Ensure that the Secretariat provides support to all members of the Association.
 - d) Organize conferences, symposia, training programs and other meetings in accordance with the approved program of work.
 - e) 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.
 - f) Prepare proposals for joint action programs with other international and regional bodies for the Board of Directors' consideration.
 - g) Be responsible, under the supervision of the Board of Directors, for the financial management of the Association.
 - h) Take action on other matters consistent with the objectives mentioned in Article II.
 - i) 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* without voting rights, the General Assembly and meetings of the Board of Directors of the Executive Committee.

Article X

Indemnity and Liability

- 10.1 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 thereto, unless the same happened through lack of *bona 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 Disbursement

- 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.
- 11.3 Each member of the Association shall undertake to contribute fees and annual membership fees. Decisions on the amount of admission fees and membership fees shall be taken by the General Assembly.
- 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) Course and delegate fees.
 - d) Voluntary contributions from members, grants, donations from other sources and 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.
 - 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 approval of the Board of Directors attend meetings of the General Assembly and subsidiary of 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, Board of Directors and subsidiary bodies of the Association 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 in regard to:
 - 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 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, such as opening of bank account, preparation of accounts and financial statements and calculation of travel allowances.
- (c) Procedures to conclude contracts and agreements with other organizations.
- (d) Procedures of acceptance of donations.
- (e) Amendments of the rules and procedures.

Article XIV

Amendment of the constitution

- 14.1 The General Assembly can amend this Constitution by a two-third majority of the voting members present.
- 14.2 Proposals for amendment of the Constitution can 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 to all members all proposals for amendments 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 prior to the opening of the General Assembly.
- 14.3 The adopted amendment of the Constitution shall be forwarded to all the members and shall become effective such, unless otherwise decided by the General Assembly.

Article XV

Settlement of Disputes

- 15.1 Any disputes arising between members of the Association concerning the interpretation and application of the provision of the Constitution and that cannot be settled by the parties concerned shall be submitted to the Board of Directors 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 the outstanding liabilities exceed the revenue obtained from sales of assets, members shall be indemnified from 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 Application for membership is submitted in writing and addressed to the Association Secretariat. The application should be accompanied by the bylaws of the applicant and any other information, as may e required by the Board of Directors. Receipt of the application shall be acknowledged by the Secretary General of the Association.
- 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 General Assembly, the applicant shall be requested to pay admission fees and one year’s membership fees. Upon receipt of payment the Secretary General of the Association shall inform the applicant that the membership has taken effect.
- 1.4 (a) Admission and membership fees for each category of members shall be as follows:

Admission fees (For all members)	US\$ 500
Annual Membership Fees	
For ordinary Members	
- Seed associations fully established (more than three years)	US\$ 1575
- seed association in the process of establishment (less than three years)	US\$ 525
- Public seed corporations	US\$ 1050
- Private seed Companies	US\$ 1050
For associate Members	
- government agencies	US\$ 1050
- non-governmental organizations	US\$ 1050
- products and services suppliers	US\$ 1050
- seed/seed related institutions and enterprises from outside the region	US\$ 1050

It is the intent to proactively embrace smaller financially challenged potential membership by way of the following:

- National seed associations that have less than 5 “small or medium members” shall pay US\$ 525 as membership fee to AFSTA – “small or medium member” means member, which imports and/or sells seeds along with other agricultural inputs without real seed production.

Or

- National seed associations that have national membership fee level less than US\$ 100 per year per member shall pay US\$ 525;

Or

- National seed associations from the countries that have less than US\$ 100,000 as annual turnover from seed sales should pay US\$ 525.

Fees may be subject to sale tax, VAT or government levies, as may be required by the host country.

- (b) Fees may be reviewed annually and revised, if and as required.

1.5 Fees are paid to the Association in US\$ unless other arrangements have been made with the Board of Directors.

1.6 A member of the Association shall continue to be member until the General Assembly decides that:

- (a) the member no longer qualified for membership;
- (b) the member resigns and the resignation is approved by the General Assembly.

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 on authority from the President and at the direction of the Board of Directors shall issue the announcement of 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 fix a time and place for the next meeting, the President in consultation of the Board of Directors is authorized to fix a time and place for such meeting.

- 2.3 Attendance by 25 % 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 the meeting after not fewer than 30 minutes after which members present during the reconvened meeting shall constitute a quorum.
- 2.4 The President may call an extraordinary meeting of the General Assembly at:
- (a) The direction of the General Assembly.
 - (b) The direction of the Board of Directors.
 - (c) The request of a number of members representing not less than 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.
- 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 fewer than 40 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 of fewer than 40 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 statement of account for the previous year.
 - (d) Proposed budget for the next calendar year.
 - (e) Election of the members of Board of Directors.
 - (f) Proposals for amendments to the Constitution and Bylaws, if any.
 - (g) New criteria for the admission of members, if any.

- (h) Election of new member and exclusion of members, if any.
 - (i) Report of technical and other committees, if any.
 - (j) Arrangements for audit including 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 the Board of Directors

- 3.1 (a) All members of the Board of Directors, other than observers, shall have voting rights. Members of the Board of Directors represent membership categories of Article IV, Paragraph 4.2 (a) of the Constitution.
- (b) The General Assembly shall elect from among its members, twelve [12] members to the Board of Directors. In so doing, the General Assembly shall take the geographical balance into account.
- (c) 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 different country, enterprise or association than the President.
- 3.2 Any vacancy on the Board of directors shall be filled from other members of the association by co-optation by the Board of Directors. Any person so elected shall serve only until the next ordinary meeting of the General Assembly.
- 3.3 A candidate for membership in the Board of Directors must accept in writing by signing a nomination form that shall also be signed by a nominator and a seconder who shall both 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 If only the necessary number of candidates is nominated, these candidates shall be elected by acclamation. If more candidates than required are nominated an election shall be held in which all members of the General Assembly shall be requested to vote. Voting shall be through secret ballot. Election shall be simple majority. If any member of the Board of Directors cannot be elected then the Board of Directors may fill the vacancy by co-optation.
- 3.5 Interim procedures for the two first years after the establishment of the Association.
- (a) The General Assembly shall elect at its first meeting, from the Board of Directors, a member acting as immediate Past-President for a two-year term.
- (b) To initiate an orderly replacement of the members of the Directors, the following procedure shall be followed during the first meeting of the General assembly.

By lot, six [6] members among those who have been elected for a period of two [2] years are identified who shall retire from the Board after one [1] year and another six [6] members who shall retire after two [2] years. The President, the Vice-President and the member acting as immediate Past-President shall be in the second lot. In drawing the lot it is considered that not all members representing the same membership category should retire the same year.

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 30 days before the meeting.
- 4.2 Eight [8] voting members of the Board of Directors shall constitute a quorum. Decisions of the Board shall be taken 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 needed but not present the President of the meeting may discontinue the meeting of the Board of Directors and reconvene the meeting after not fewer than 30 minutes after which a quorum is constituted by a simple majority of the members present. In the case of tied vote the person chairing the meeting 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 and not in their personal capacities.
- 4.4 The Board of Directors is empowered to create such other offices and designate officers as may be required by the circumstances and as may be necessary to promote the objectives of the Association, within the budgetary limits approved by the General Assembly.

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 twice a year. A letter of invitation, along with the other necessary documents shall be sent to the members of the Committee at least 30 days before the date of meeting.
- 5.2 The President and, in his absence, the Vice-President, shall preside over the meeting of the Executive Committee.
- 5.3 Two [2] 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 vote.
- 5.4 Members shall first vote on the question whether further discussion should take place with a view to reaching consensus or whether the substantive issue before the Board of Directors shall be put to vote.
- 5.5 A vote shall then be taken when it has been decided to put a matter to vote.
- 5.6 Questions arising shall be decided by a majority vote.
- 5.7 Voting shall be of hands, unless a member has requested that a secret ballot be held.
- 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 Executive Committee and under Article III of the constitution, may establish ad hoc committees, working 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 that such is conducive to facilitating its work.
 - (b) Before taking decision on the establishment of such bodies, the Board of Directors shall examine the administrative and financial implications of such a decision.
 - (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 contract, if any, undertaken by the Association, and budget for the following year.
- 7.2 The accounts of the Association shall be audited every year by the appointed auditor.
- 7.3 The auditor shall be appointed by the Board of Directors from outside of the Association, and for a period of one [1] year, which may be extended on a yearly basis.
- 7.4 At least three [3] signatories for expenditures and disbursements shall be nominated by the Board of Directors. One of the signatories shall be the Secretary General. Two signatories shall be required for all expenditures and disbursements, one being that of the Secretary General.

- 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 Languages

- 8.1 The two official 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 the two official languages and which meetings require simultaneous translation, taking financial constraints into consideration.
- 8.3 For documents published by the Association in both English and French, the English version shall be considered as the official version.
- 8.4 The secretary General 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 for action by the 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 suspend 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 shall become effective on the date of their approval by simple majority by the General Assembly.