

THE CONSTITUTION
OF THE
NATIONAL SEED TRADE ASSOCIATION OF GHANA
(NASTAG)

Preamble:

Recognizing the numerous benefits that a unified seed sector association would accrue to the seed industry and its stakeholders, as discussed and agreed during the National Seed Sector Stakeholders Consultative Workshop held in Ejisu, Ashanti Region of Ghana from the 9th to 11th of November 2015,

Realizing the mutual advantages to be derived from the effective and systematic exchange of information and experiences in the various fields of the seed industry,

Desirous of facing issues of the seed sector with a strong common voice and to form an effective advocacy and lobby front to engage Government of Ghana and other partner stakeholders in the ECOWAS Region and Africa as a whole on the development of the seed industry,

Desirous of developing the technical and business competences of the seed industry players to position members to take advantage of the opportunities that a unified body provides for business linkages,

Intending to reorganize their approaches in order to position themselves to act as major implementer of interventions which affect, impact or in any way relate to the seed industry of Ghana,

The seed sector stakeholders in Ghana, namely:

- Seed Producers Association of Ghana (SEEDPAG)
- The Seed Trade Association of Ghana (STAG)
- The Ghana Agri-Input Dealers Association (GAIDA)
- The CropLife Ghana
- The Research Institutes (CSIR-CRI, CSIR-SARI)
- Ministry of Food and Agriculture (MOFA)
- Development Partners- USAID Feed the Future Agriculture Projects
- Other related/affiliated entities as represented at the workshop mentioned in the preceding paragraph;

That are involved in seed related activities and desirous of enhancing activities in varietal development, seed production, seed conditioning, seed certification, storage and marketing etc. unanimously decided to form the National Seed Trade Association of Ghana, hereinafter referred to as "the Association" and also to be known by its acronym "NASTAG", which shall be governed by the following provisions:

Article I

Definitions

1. Whenever used in this Constitution, the following words and terms shall have the following meanings:
 - a) “Act” means Part Two of the Plant and Fertilizer Act, 2010 (Act 803) and any subsidiary legislative instrument that will be promulgated in pursuance of the Act;
 - b) “Annual General Meeting” and “Executive Council” respectively means, the Annual General Meeting and Executive Council of the Association;
 - c) “ASSINSEL” means the International Association of Plant Breeders for the Protection of Plant Varieties;
 - d) "Association" means the National Seed Trade Association of Ghana;
 - e) “Bye-laws” means Bye-laws of the Association adopted by the Annual General Meeting pursuant to this Constitution;
 - f) “Constitution” means the National Seed Trade Association of Ghana (NASTAG) Constitution.
 - g) “Country” means the Republic of Ghana;
 - h) “FIS” means the International Seed Trade Federation;
 - i) “Founding Members” means members who were registered upon payment of Registration fees of Five Hundred Ghana Cedis (GH¢500.00) prior to the coming into effect of this Constitution and who are also entitled to pay the prescribed annual membership dues within 6 months of the first year after the adoption of the Constitution;
 - j) “Founding Members” means members who were registered upon payment of Registration fees of Five Hundred Ghana Cedis (GH¢500.00) prior to the coming into effect of this Constitution and who are also entitled to pay the prescribed annual membership dues within 6 months of the first year after the adoption of the Constitution;
 - k) "member" has the meaning in Article IV 9 (a) and (b) of the Constitution;
 - l) “President”, “Vice President”, “Treasurer”, “General Secretary” and “Executive Secretary” respectively mean, , the President, Vice President, Treasurer, General Secretary and Executive Secretary of the Association;
 - m) “Secretariat” means the Executive Secretary and the staff of the secretariat;
 - n) “Seed” means agricultural and horticultural seed and planting material of different classes;
 - o) “Seed Company” means a limited liability company, that is involved in seed development and production, processing, distribution and marketing;

- p) “The Coastal Belt” means the Greater Accra, Volta, Central and Western Regions of Ghana;
- q) “The Middle Belt” means the Ashanti, Brong Ahafo and Eastern Regions; and
- r) “The Northern Savanna Belt” means the Northern, Upper East and Upper West Regions.

Article II

Objectives

2. Objectives

The objects for which the NATIONAL SEED TRADE ASSOCIATION OF GHANA (NASTAG) is established are as follows:

- a) To provide a forum for interaction and information exchange among its members.
- b) To actively promote and seek the business interests of its members and as far as is feasible, promote business linkages in the association.
- c) To support members with services needed for their business profitability and growth.
- d) To represent the interests of the Seed Industry in Ghana nationally and internationally.
- e) To promote the development of the National Seed Industry for the betterment of crop production in Ghana, West Africa and the entire world.
- f) To improve communication between seed stakeholders in Ghana, West Africa and the entire world, by
 - (i) providing necessary seed industry information;
 - (ii) holding meetings, seminars, workshops, attending FIS congresses; and other relevant national and international fora;
- g) To interact with the National/Public institutions (e.g. Ministry of Food and Agriculture, Ministry of Science and Environment, Research Institutions, etc) and International organisations (Donor Agencies, United Nations Agencies, Research Institutions, Other seed industry players etc) involved in seed activities in order to promote the interests of the seed industry.
- h) To promote activities that lead to regulatory harmonisation in Ghana, West Africa and other regions in order to facilitate trade in seed.
- i) To develop a statistical database on National Seed production and trade.
- j) To promote use of improved quality seed by conforming to national and international quality standards.
- k) To provide an organization that can advise and be consulted by government on matters of regulations, rules and general policy affecting the seed industry.

- l) To represent the entire interests of the NASTAG members at international conventions and in particular at FIS.
- m) To promote harmonious working relations with the Plant Breeders Associations in Ghana and ASSINSEL (FIS).
- n) To advise the relevant Government regulatory authorities in drafting Rules and Regulations pertaining to seed trade
- o) Arbitrate in any disputes between members

Article III

Legal Status

- 3. The Association is a non-profit making organisation duly incorporated under the Companies Code Act 179 of Ghana
- 4. The Association is non-political
- 5. 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, and shall in particular, have the capacity to hold movable and immovable properties enter into contracts, institute and defend suits and other legal proceedings, and do all things necessary to honour its Constitution.
- 6. Until otherwise decided, the registered offices of the Association shall be at Accra, Greater Accra Region of Ghana.
- 7. The organs of the Association shall be:
 - a) The Annual General Meeting
 - b) The Executive Council
 - c) The Secretariat
 - d) Technical Committees and other organs that are deemed necessary at the Annual General Meeting
- 8. The Bye-laws of the Association, which shall be approved by a majority of votes by the Annual General Meeting, shall specify the functioning of the different Technical Committees/organs of the Association.

Article IV

Membership

9. The membership of the Association shall be open to the following legal entities in Ghana on payment of an entry fee as determined from time to time by The Executive Council established under Article VII Paragraph 20(a) and accepting to abide by the Code of Ethics and Practice of NASTAG.

a) Ordinary members with voting rights

These are:

- i) Private commercial enterprises incorporated under the Companies Act, 1963 (Act 179) or private international companies registered in Ghana for purposes of producing, processing, and marketing of seed. They shall deal exclusively in seed or have seed as a major component of their enterprise and
- ii) Private Seed Trade Associations Registered under the Companies Act, 1963 (Act 179).

Each ordinary member shall have one voting right and shall have the right to be elected to the Executive Council.

b) Associate members without voting rights. These are:

- i) Seed enterprises registered overseas and whose substantial business is outside Ghana.
- ii) NGOs involved in extension services, distribution and marketing of seeds.
- iii) Material Inputs and Services Suppliers.
- iv) Government enterprises, Government agencies, Government departments, divisions or programmes involved in research and training, other support to National public and/or private seed producers, or which deal in seed.
- v) Other organizations or individuals involved in seed production, processing and marketing.
- vi) Honorary Members.

c) Register of Members

The Association shall keep and maintain a Register of all its members and the register shall contain their names, addresses, date of joining and the class of membership at the Society's registered office at Accra or at such place or places as the Executive Council may think fit.

10. Conditions of membership

The Executive Council shall formulate requirements to be met prior to admission as a member which may be reviewed. If and when the requirements are met, the Executive Council shall present appropriate recommendations to the Annual General Meeting for final decision. The members of the

Association shall be those who subscribe to the Constitution, Code of Ethics and Practice and fully paid up in membership dues and annual dues within a specific period within the year. Such a member shall be considered as being in good standing.

Except that Founding Members of the Association shall on payment of GHC500.00 Application Fees be entitled to attend the meeting and to vote on the acceptance of this Constitution. Such Founding members have up to Six (6) months after the coming into force of the constitution to pay their annual membership dues.

11 Cancellation of membership

- a) A member shall cease to be a member of the Association after giving the Association not less than one year's notice in writing of that intention to the Executive Secretary of the Association. The resignation will take effect at the end of the year in which it takes place.
- b) Any member of the Association who fails to pay the annual membership fee within 90 days after it is due shall forfeit membership rights until full payment is made. Reminders for payment shall be sent 30 and 60 days after due date.
- c) Any member of the Association who fails to fulfill any of the obligations prescribed in the Constitution and Code of Ethics and Practice may be dismissed from the Association as determined by members of the Association at an Annual General Meeting.

Article V

Rights and Obligations

12 A member of the Association

- a) may attend Annual General Meetings, special meetings, seminars and conferences that may be convened by the Association;
- b) may request and obtain information on matters that concern them, including guidelines for obtaining technical and financial assistance and collaboration in the pursuit of their activities;
- c) may receive publications, data and other information that may be distributed by the Association;
- d) may participate in training and related activities that may be organised by the Association
- e) is obliged to adhere to the Constitution, Code of Ethics and Practice, Bye-laws and any Resolutions passed by members.
- f) may benefit from business and other services provided by the Association at agreed terms.

Article VI

Annual General Meeting

14. There shall be an Annual General Meeting (AGM) of the members of the Association once a year and it should be before November 15th of the year following the end of a particular financial year of the Association.

Extra Ordinary General Meetings, as and when needed, shall be convened by any of the following:

- i) By the President
- ii) By the Executive Secretary
- iii) By not less than 40% of ordinary members in good standing.

Notice of AGM or Extra Ordinary General Meeting may be communicated in writing to members at least 21 days before the meeting. The proposed agenda should be sent together with the notice of meeting.

15. The Executive Council shall be made up of The President, The Vice President, The Secretary, Treasurer and three (3) others elected to represent the 3 Agro-Ecological Zones of Ghana.
16. In the absence of the President, the Vice President shall preside over the meetings of the Annual General Meeting and the Executive Council. If neither the President nor the Vice President is present, the Executive Council shall elect one of the Executive Council members to preside over either a meeting of the Executive Council or the Annual General Meeting if members of the Executive Council present at the meeting form a quorum of the Executive Council or at the Annual General Meeting form a quorum respectively.
17. The Annual General Meeting shall:
- a) Consider and confirm minutes of the previous Annual General Meeting
 - b) Consider the report on the activities of the Association since the previous meeting
 - c) Consider and approve the budget and audited financial statements of the Association
 - d) Elect members of the Executive Council and specifically The President, Vice President, The Secretary, Treasurer and three members from the three agro-ecological zones of Ghana.
 - e) Appoint an auditor
 - f) Determine and or revise (review) the criteria for admitting new members into the Association
 - g) Consider and take action on other matters presented by the Executive Council
 - h) Determine, review and revise () the annual membership fee payable by the members
 - i) Subject to the provisions of the Constitution, approve or revoke Bye-laws in the interest of the Association.

18. The Annual General Meeting may establish such Technical Committees as it deems necessary or delegate any of its functions to such Technical Committees except those provided for in Articles VII and VIII. Each Technical Committee shall at all times be chaired by a member of The Executive Council.

19. Quorum For Annual General Meeting

50% of ordinary members with voting rights present shall form a quorum for an AGM or Extraordinary AGM.

Voting Procedure

19. Voting for ordinary business shall be by ballot and a simple majority will be required provided a quorum was formed for the meeting.

Article VII

Executive Council

- 20 a) There shall be an Executive Council elected by members at an Annual General Meeting
- b) The members of the Executive Council shall be made up of The President, the Vice President, The Treasurer, The General Secretary, the Executive Secretary and a representative each from the 3 agro-ecological zones of Ghana namely, The Northern Savanna Belt, The Middle belt and The Southern Belt.
- c) The quorum for Executive Council Meetings shall be five members.
- d) The members of the Executive Council shall hold office for a period of two years, but will be eligible for re-election for only one more term, unless approved at the Annual General Meeting.
21. The Executive Council shall consider applications for membership to the Association and admit persons to membership of the Association subject to ratification of the members at an Annual General Meeting.
22. The Executive Council shall establish a Secretariat for the Association and shall employ its Executive Secretary.
23. The Executive Council is responsible for directing the activities of the Association. To this end the Council, through the President, shall,
- a) Submit to the Annual General Meeting:
- i) Reports on the Association's activities; Annual and long-term work programmes including a rolling three (3) year strategic plan, a rolling 3 year business plan and annual budget estimates;
- ii) Proposals for acceptance of new members;

- iii) Be an arbitration panel to settle disputes between members;
- b) Meet at least once every three(3) months
- c) Authorize the Executive Secretary to arrange for adoption of a resolution by seeking a vote by correspondence with members if and when necessary.
- d) Subject to ratification by members at an Annual General Meeting, adopt such rules and regulations as may be necessary or appropriate to conduct the business of the Association, if rules and regulations consistent with the Constitution or Bye-laws of the Association.
- e) Abide by the Constitution, Bye-laws and resolutions taken at an Annual General Meeting during execution of its duties.

Article VIII

The Secretariat

- 24. The secretariat shall consist of the Executive Secretary and other staff appointed by the Executive Secretary acting in consultation with the Executive Council.
- 25. The Executive Secretary shall:
 - a) Be responsible for the day-to-day administration of the Association
 - b) Convene Association's meetings, as instructed by the President or the Executive Council, an extra ordinary circumstances by 40% of fully paid up ordinary members.
 - c) Ensure that the Secretariat provides support to all members of the Association.
 - d) Organise conferences, symposia, training programmes and other meetings in accordance with the approved programme of work
 - e) Arrange to issue periodic and other publications covering seed and planting material and related activities in the country and provide documentation services concerning such activities inside and outside the country.
 - f) Prepare proposals for joint action programmes with other regional and international bodies for the Executive Council's consideration.
 - g) Be responsible, under the supervision of the Executive Council, 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 Council and ~~the~~ Ordinary or Extraordinary Annual General Meetings.

- j) Attend all meetings of the Executive Council and the Annual General Meeting as an ex-officio (without any voting rights) and shall be the secretary for such meetings.

ARTICLE IX

Revenues and disbursement

26. The Executive Secretary shall submit the annual budget of the Association to the Annual General Meeting for approval and provide regular financial reports to the Executive Council.
27. The financial period of the Association shall be the calendar year.
28. The financial resources of the Association shall be raised under:
- a) Admission fees, payable on admission, and annual membership fees
 - b) Advertisement in and subscriptions to Association publications
 - c) Courses and delegate fees
 - d) Voluntary contributions from members, grants, donations from other sources, and other sources of income
 - e) Services rendered to members, as directed by the Executive Council and other seed related Associations/organisations.
29. The Executive Secretary, on behalf of the Association, shall have the power and authority to:
- a) Employ and discharge staff members of the Association
 - b) Incur expenses in connection with the administration and operation of the Association within the budget approved by the Annual General Meeting.
 - c) Collect, receive and acknowledge contributions and place them in appropriate bank accounts, on behalf of the Association.
 - d) Authorise, record and account for all disbursements made by or on behalf of the Association within the approved budgets.

Article X

Participation of Observers

30. Institutions that are not members of the Association may, upon written request and approval of the Executive Council, attend meetings of the Annual General Meeting and subsidiary bodies of the Association, as registered observers.
31. Participation of regional and international organisations in the work of the Association shall be governed by the relevant provisions of the Constitution and the resolution of the Annual General

Meeting. The President may, at the request of the Annual General Meeting or the Executive Council, invite regional and international organisations to attend meetings of the Annual General Meeting.

32. Observers shall not have voting rights.

Article XI

Bye-laws, Rules and Regulations

33. For the discharge of subsidiary functions under the Constitution, Rules, Regulations, Bye-laws and Code of Ethics and Practice shall be specifically formulated by the Executive Council and approved at an Annual General Meeting with respect to:

- a) Conditions for membership
- b) Procedures for convening the Annual General Meeting
- c) Election of the Executive Council and its officers
- d) Procedures and functions of *ad-hoc* bodies, working parties and consultations
- e) Financial resources management
- f) Audit procedures, including appointment of an auditor
- g) Procedure for election to offices under this Constitution
- h) Suspension and amendment of Bye-laws.
- i) Personnel management of the Secretariat, including recruitment, promotion and disciplinary measures
- j) Financial management, such as opening of bank accounts, preparation of accounts and financial statements, and calculation of travel allowances
- k) Procedures to conclude contracts and agreements with other organisations
- l) Procedures for acceptance of donations
- m) Amendment of the rules and procedures.

Article XII

Amendment of the Constitution

34. The Annual General Meeting may amend this Constitution by a two-thirds majority of ordinary members with voting rights.

35. Proposals for amendment of the Constitution may be made either by the Executive Council 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 amendment 30 days before the Annual General Meeting. No proposal for amendment of the Constitution shall be included in the agenda of the Annual General Meeting unless notice thereof has been received by the President at least 45 days prior to the opening of the Annual General Meeting.

36. The adopted amendment of the Constitution shall be forwarded to all the members and shall become effective 30 days after such Annual General Meeting.

Article XIII

Settlement of disputes

37. Any dispute arising between members of the Association concerning the interpretation and application of the provisions of the Constitution and that cannot be settled by the parties concerned shall be submitted to the Executive Council whose decision shall be final.

Article XIV

Dissolution of the Association

38. The Constitution of the Association may be abolished and the Association dissolved by seventy-five percent votes of the total ordinary membership. The abolition of the Constitution shall entail dissolution of the Association.
39. In case of dissolution of the Association, the responsibility for the settlement of outstanding liabilities, if any, or receipts from sales or assets after settlement of liabilities, if any, would be shared equally by all members.
40. Executive Committee members are indemnified in their personal capacities provided that they have acted in the best interest of the Association.

Effective Date

This Constitution is adopted this 23rd day of August, 2017.