



**THE CANADIAN SOCCER ASSOCIATION**

**BY-LAWS**

**2009**

## DEFINITIONS

The terms given below denote the following:

**The CSA:** The Canadian Soccer Association Incorporated/L'Association Canadienne de Soccer Incorporée.

**FIFA:** Fédération Internationale de Football Association.

**CONCACAF:** The Confederation of North, Central American, and Caribbean Association Football

**Association:** a football (soccer) organisation recognised by and a Member of FIFA.

**League:** an organisation subordinate to an Association.

**Provincial/Territorial Association:** an organisation subordinate to an Association.

**Confederation:** a group of Associations recognised by FIFA and belonging to the same continent (or similar geographic area).

**Club:** member of a football Association that is itself a Member of FIFA.

**Officials:** all board members, committee members, coaches, referees and attendants as well as other people responsible for technical, medical and administrative matters at FIFA, a Confederation, Association, League or Club.

**Player:** a football player registered with an Association.

**Board of Directors:** the governing body of The CSA.

**Member:** a legal entity or natural person that has been admitted into membership of The CSA by a general meeting.

**Membership:** the supreme body of The CSA.

**Association Football:** the game controlled by FIFA and organised in accordance with the Laws of the Game. Also may be referred to as Soccer.

**IFAB:** the International Football Association Board.

**Ordinary Court:** a court that hears public and private legal disputes.

**Arbitration Tribunal:** a judicial body acting instead of an Ordinary Court.

**SDRC:** The Sport Dispute Resolution Centre, which acts as an Arbitration Tribunal for The CSA.

**CAS (TAS):** Court of Arbitration for Sport (Tribunal Arbitral du Sport) in Lausanne (Switzerland).

NB: References to natural persons include both genders. The singular case applies to the plural and vice-versa.

### 1. NAME AND LEGAL FORM

- 1.1 The name of the organization shall be The Canadian Soccer Association Incorporated/L'association Canadienne de Soccer Incorporée, (hereinafter referred to as The CSA).
- 1.2 The CSA is a private organisation of an associative nature as defined by Corporations Canada and is incorporated for an unlimited period.
- 1.3 The CSA is a member of FIFA and CONCACAF.

## **2. HEAD OFFICE**

- 2.1 The Official Head Office of The CSA shall be located at 237 Metcalfe Street in Ottawa (Province of Ontario) and may only be transferred to another location following a resolution passed at the Annual General Meeting.
- 2.2 The CSA may establish such other offices and agencies elsewhere within Canada as the Board of Directors may deem expedient by resolution.

## **3. OBJECTIVES**

The objectives of The CSA are:

- a) to constantly improve the game of football (soccer) and promote, regulate and control it throughout Canada in the light of fair play and its unifying, educational, cultural and humanitarian values, particularly through youth and development programmes;
- b) to organise competitions in Association Football in all its forms at a national level, by defining precisely, as required, the areas of authority conceded to the various leagues of which it is composed;
- c) to draw up Association Football regulations and provisions and ensure their enforcement;
- d) to protect the interests of its Members;
- e) to respect and prevent any infringement of the statutes, regulations, directives and decisions of FIFA, CONCACAF and The CSA as well as the Laws of the Game and to ensure that these are also respected by its Members;
- f) to prevent all methods or practices that might jeopardise the integrity of matches or competitions or give rise to abuse of Association Football;
- g) to control and supervise all friendly Association Football matches of all forms played throughout Canada;
- h) to manage international sporting relations connected with Association Football in all its forms;
- i) to host competitions at international and other levels.

## **4. CORPORATE SEAL**

- 4.1 The CSA shall have a Corporate Seal, which shall be in the custody of the CSA General Secretary.
- 4.2 The flag of The CSA is comprised of The CSA logo positioned centrally on an all-white flag standard size 36" by 72".
- 4.3 The emblem and the logo of The CSA is comprised of three (3) distinct components: the soccer ball, the word "Canada", and the Canadian maple leaf. The bottom component is half of the soccer ball. The middle component is Canada in Arial font. The top component is the maple leaf.

4.4 The flag, emblem, logo and abbreviation are legally registered with the Canada Corporations Act and the Canadian Intellectual Property Office.

## **5. NEUTRALITY AND NON-DISCRIMINATION**

5.1 The CSA is neutral in matters of politics and religion.

5.2 Discrimination of any kind against a country, private person or group of people on account of ethnic origin, gender, language, religion, politics or any other reason is strictly prohibited and punishable by suspension or expulsion.

## **6. PROMOTING FRIENDLY RELATIONS**

6.1 The CSA shall promote friendly relations between its Members, clubs, officials and players and in society for humanitarian objectives.

6.2 Every person and organisation involved in the game of football in Canada is obliged to observe The CSA By-laws, regulations and principles of fair play as well as the principles of loyalty, integrity and sportsmanship.

6.3 The CSA shall provide the necessary institutional means to resolve any internal dispute that may arise between Members, clubs, officials and players of The CSA.

## **7. PLAYERS**

7.1 The status of players and the provisions for their transfer shall be regulated by the Board of Directors of The CSA in accordance with the current FIFA Regulations for the Status and Transfer of Players.

7.2 Players shall be registered in accordance with the regulations of The CSA.

## **8. LAWS OF THE GAME**

The CSA and each of its Members must play Association Football in compliance with the Laws of the Game issued by IFAB. Only IFAB may create and amend the Laws of the Game.

## **9. CONDUCT OF BODIES AND OFFICIALS**

The bodies and officials of The CSA must observe the statutes, regulations, directives, decisions and the code of ethics of FIFA, of CONCACAF, and of The CSA in their activities.

## **10. OFFICIAL LANGUAGES**

10.1 The official languages of The CSA shall be English and French. Official documents and texts shall be written in both English and French.

## **11. FISCAL YEAR**

11.1 For the purpose of The CSA, the financial year shall be from the 1<sup>st</sup> day of January to the 31<sup>st</sup> day of December following, both inclusive.

11.2 The revenue and expenses of The CSA shall be managed so that they balance out over the financial period or as directed by the Board of Directors from time to time. Such management shall accrue a financial reserve as determined by the Board of Directors from time to time.

11.3 The annual consolidated accounts of The CSA with its subsidiaries, as at 31<sup>st</sup> of December, shall be presented to the membership at the Annual General Meeting.

## 12. CATEGORIES OF MEMBERSHIP

12.1 The CSA shall be composed of the following categories of Members:

- a) **Association Membership**, which shall be open to only one properly constituted Association in each of the provinces and territories of Canada (hereinafter referred to as “Provincial/Territorial Associations” or “Associations in Membership”);
- b) **League Membership**, which shall be open to all properly constituted Division I and Division II Professional Leagues;
- c) **Professional Club Membership**, which shall be open to all Division I Canadian Professional Clubs participating in a Professional League;
- d) **Associate Membership**, which shall be open to all properly constituted organizations operating on a national basis to promote the game of Association Football, which are operating within the boundaries of and are affiliated with at least six (6) Associations in Membership;
- e) **Life Membership**, which shall be open to persons who have rendered valuable service to the CSA.

12.2 Any legal entity wishing to become a Member of The CSA shall apply in writing to the General Secretariat of The CSA.

12.3 The application will not be considered complete unless accompanied by the following mandatory items:

- a) a copy of the applicant’s legally valid statutes and regulations;
- b) a declaration that the applicant will respect the statutes, regulations and decisions of The CSA and FIFA and ensure that these are also respected by its own Members, clubs, officials and players;
- c) a declaration that the applicant will comply with the Laws of the Game in force;
- d) a declaration that the applicant recognizes the Sport Dispute Resolution Centre (SDRC) as the Arbitration Court of The CSA and that it recognizes the Court of Arbitration for Sport (CAS) in Lausanne, as specified in these statutes;
- e) a declaration that the applicant is located and registered in Canada;
- f) a declaration that the applicant will play all official home matches in Canada;
- g) a declaration to the effect that the legal composition of the applicant guarantees that it can make decisions independently;
- h) a list of officials, specifying those who are authorized signatories with the right to enter into legally binding agreements with third parties;
- i) a declaration that the applicant will organize or participate in friendly matches only with the prior consent of The CSA;

- j) a copy of the minutes of the applicant's last general meeting which authorized the decision to seek membership.

### **13. REQUEST AND PROCEDURE FOR APPLICATION**

- 13.1 Admission may be granted if the applicant fulfils the requirements of The CSA as outlined above.
- 13.2 The Board of Directors shall request the Annual General Meeting either to admit or not to admit an applicant for Association Membership. The applicant may state the reason for its application to the Annual General Meeting.
- 13.3 The Board of Directors shall decide to admit an applicant for all other membership categories.
- 13.4 The new Member shall acquire membership rights and duties as soon as it has been admitted. Its delegates are eligible to vote and be elected with immediate effect.

### **14. MEMBERS' RIGHTS**

- 14.1 Only a Member in good standing may exercise Member rights as established in the By-laws, Rules and Regulations of The CSA.
- 14.2 To be in good standing a Member must be in compliance with the By-laws, Rules and Regulations of The CSA. The Member shall be advised in writing of its standing by declaration of the Board of Directors, which must be ratified by a simple majority of the delegates in attendance and entitled to vote at the next general meeting of The CSA.
- 14.3 A Member of The CSA has the following rights:
  - a) to take part in all general meetings of The CSA, to know the agenda within the prescribed time, and to exercise its voting rights;
  - b) to submit proposals for inclusion on the agenda of all general meetings of The CSA;
  - c) to nominate candidates for the Executive Committee of the Board of Directors of The CSA;
  - d) to be informed of the affairs of The CSA through the official bodies of The CSA;
  - e) to take part in competitions and/or other sports activities organized by The CSA;
  - f) to exercise all other rights arising from the By-laws, regulations and policies of The CSA.
- 14.4 The exercise of these rights is subject to other provisions in these By-laws and the applicable CSA regulations and/or policies.

### **15. MEMBERS' OBLIGATIONS**

- 15.1 A Member of The CSA has the following obligations:
  - a) to respect the regulations, directives and decisions of FIFA and The CSA at all times and to ensure that these are also respected by CSA Members;
  - b) to ensure the election of its decision-making bodies;

- c) to take part in competitions (if applicable) and other sports activities organized by The CSA;
- d) to meet all its financial obligations to The CSA.
- e) to comply with the Laws of the Game as laid down by IFAB and to ensure that these are also complied with by its Members;
- f) to adopt a statutory clause specifying that any dispute requiring arbitration involving itself or one of its members and relating to the By-laws, regulations, directives and decisions of FIFA, CONCACAF, The CSA or the Leagues shall come solely under the jurisdiction of the appropriate Arbitration Tribunal of FIFA, CONCACAF, The CSA, or Association Members and that any recourse to Ordinary Courts is prohibited;
- g) to communicate annually to The CSA any amendment of its statutes and regulations as well as the list of its officials or persons who are authorized signatories with the right to enter into legally binding agreements with third parties;
- h) not to maintain any relations of a sporting nature with entities that are not recognized or with Members that have been suspended or expelled;
- i) to observe the principles of loyalty, integrity and good sporting behaviour as an expression of fair play through statutory provision;
- j) to observe the mandatory items specified under Article 12.5 for the duration of their affiliation;
- k) to administer a register of members which shall regularly be updated;
- l) to comply fully with all other duties arising from the Statutes and other regulations of FIFA, CONCACAF and The CSA.

15.2 Violation of the above-mentioned obligations by any Member may lead to sanctions provided for in these By-laws.

## **16. SUSPENSION AND REINSTATEMENT**

- 16.1 The Membership is responsible for suspending a Member by three-quarters of the Members present and eligible to vote at a general meeting.
- 16.2 The Board of Directors may, however, suspend a Member that seriously or repeatedly violates its obligations as a Member with immediate effect. The suspension shall last until the next general meeting, unless the Board of Directors has lifted it in the meantime, where this shall be confirmed by three-quarters of the Members present and eligible to vote.
- 16.3 A suspension shall be ratified at the next general meeting by three-quarters of the Members present and eligible to vote. If it is not ratified the suspension is automatically revoked.
- 16.4 The suspension will be lifted once the requirement imposed by the Membership has been fulfilled.
- 16.5 A suspended Member shall lose its Membership rights. Other Members may not entertain sporting contact with a suspended Member. The disciplinary committee may impose further sanctions.
- 16.6 Members that do not participate in the sports activities of The CSA for two (2) consecutive

years shall be suspended from voting at any general meeting and their representatives shall not be elected or appointed until they have fulfilled their obligations in this respect.

## **17. EXPULSION**

17.1 The Membership at a general meeting may expel a Member if:

- a) it fails to fulfill its financial obligations towards The CSA;
- b) it seriously or repeatedly violates the By-laws, regulations, directives or decisions of FIFA, CONCACAF or The CSA.

17.2 The presence of 75% of Members entitled to vote at a general meeting is necessary for an expulsion to be valid. The motion for expulsion must be adopted by a vote of three-quarters of the Members present and eligible to vote at the general meeting.

## **18. RESIGNATION**

18.1 Any Member may resign from The CSA by delivering its written resignation to the General Secretary.

## **19. SUSPENSIONS, EXPULSIONS AND RESIGNATIONS**

19.1 The Board of Directors shall decide whether to admit, suspend or expel a Member.

19.2 Membership is terminated by resignation or expulsion. Loss of Membership does not relieve the Member from its financial obligations towards The CSA or other Members of The CSA, but leads to cancellation of all rights in relation to The CSA.

## **20. FEES**

20.1 The affiliation fee for Membership shall be established by a majority of delegates present and entitled to vote at a general meeting of The CSA.

20.2 Provincial/Territorial Associations shall pay an annual player levy calculated by a formula approved by a majority of delegates present and entitled to vote at a general meeting of The CSA, not later than eight months prior to the levy coming into effect.

20.3 Affiliated Clubs shall pay such fees as the Board of Directors may from time to time determine.

20.4 Affiliated Leagues shall pay an annual levy as determined by the Board of Directors and communicated to League(s) before February 28 of each year.

20.5 Professional Clubs of affiliated Leagues and/or Associate Members shall pay such fees as the Board of Directors may from time to time determine.

20.6 Membership affiliation fees shall be due and payable before each Annual General Meeting and, in the case of new Members, the affiliation fee shall be paid at the time of application for Membership.

## **21. STATUS OF CLUBS, LEAGUES AND ASSOCIATIVE MEMBERS**

21.1 Affiliated Clubs, Leagues and Associate Members shall be subordinated to and recognised by The CSA. These By-laws define the scope of the authority, rights and duties of these

Clubs, Leagues and Associate Members. Their By-laws and regulations must be approved by the Board of Directors of The CSA.

21.2 Affiliated Clubs, Leagues and Associate Members shall take all decisions on any matters regarding their Membership independently of any external body. This obligation applies regardless of their corporate structure.

21.3 In any case, no natural person or legal entity (including holding companies and subsidiaries) shall exercise control over more than one Club, League or Associate Member, whenever the integrity of any match or competition could be jeopardised.

## **22. MEETINGS**

### **22.1 ANNUAL GENERAL MEETING**

- a) The Annual General Meeting of The CSA shall be held in each year at a place and date to be determined by the Board of Directors.
- b) All Members shall receive at least forty-five (45) days notice of this Meeting and shall receive the following written materials: President's activity reports, agenda, financial reports, reports from the Auditor, and any other relevant meeting materials no later than thirty (30) days before the Meeting.
- c) The General Secretary shall draw up the agenda based on submissions from the Board of Directors and the Members. Any submission that a Member wishes to forward to the Annual General Meeting shall be sent to the General Secretariat in writing, with a brief explanation, at least thirty-five (35) days before the date of the Annual General Meeting.
- d) The order of business at the Annual General Meeting shall be:
  - 1) Presentation of Credentials
  - 2) Roll Call
  - 3) Approval of Agenda
  - 4) Minutes
  - 5) President's Address
  - 6) General Secretary's Report
  - 7) Treasurer's Report
  - 8) Auditor Report
  - 9) Approval of the Financial Statements
  - 10) Appointment of Auditor
  - 11) Committee Reports
  - 12) Admissions, Suspensions, Expulsions
  - 13) Amendments to the By-laws
  - 14) Unfinished Business
  - 15) Appointment of Officers
  - 16) Next Annual General Meeting
  - 17) New Business
- e) At the Annual General Meeting, a majority of the Associations in Membership must be represented to constitute a quorum.
- f) The agenda of the Annual General Meeting may be altered, provided three-quarters of the Members present at the meeting and eligible to vote agree to such a motion. The Annual General Meeting shall not make a decision on any point not included in the agenda.

## **22.2 GENERAL MEETING**

- a) A General Meeting of The CSA may also be held prior to December 15th each calendar year, the main purpose of which shall be to approve The CSA's budget for the forthcoming year.
- b) All Members shall receive at least forty-five (45) days notice of this Meeting and shall receive the proposed budget no later than thirty (30) days before the Meeting.
- c) At General Meetings, a majority of The CSA in Membership must be represented to constitute a quorum.

## **22.3 SPECIAL GENERAL MEETING**

- a) The Board of Directors may convene a Special General Meeting at any time.
- b) The Board of Directors shall convene a Special General Meeting if 1/5 of the Members of The CSA make such a request in writing. The request shall specify the items for the agenda. A Special General Meeting shall be held within three months of receipt of the request. If a Special General Meeting is not convened, the Members who requested it may convene the Special General Meeting themselves. As a last resort, the Members may request assistance from FIFA.
- c) At Special General Meetings, a majority of The CSA in Membership must be represented to constitute a quorum.
- d) Forty-five (45) days notice shall be given of any Special General Meeting and the Board of Directors and all Members shall receive all relevant meeting materials no later than thirty (30) days before the Meeting.
- e) When a Special General Meeting is convened on the initiative of the Board of Directors, it must draw up the agenda. When a Special General Meeting is convened upon the request of Members, the agenda must contain the points raised by those Members.
- f) The agenda of a Special General Meeting may not be altered.

## **23. DECISIONS OF THE MEMBERSHIP**

23.1 Unless otherwise stipulated in these By-laws, a simple majority of the votes eligible to be cast is sufficient for a vote to be valid.

23.2 A decision that requires a vote shall be reached by a show of hands.

23.3 A fifth of the membership eligible to cast a vote may request a roll call or a secret ballot.

## **24. VOTES AND DELEGATES**

24.1 Directors and Officers shall have a voice but no vote at all Annual General Meetings. At any general meeting, including Special General Meetings, an Association in Membership may, by written proxy, appoint its President as its voting delegate for the Meeting. At any general meeting a Territory, being an Association in Membership, may, by written proxy, appoint its President as its voting member for the meeting. The President of The CSA shall have a deciding vote only.

24.2 Each Provincial Association in good standing shall be entitled to the following representation at all general meetings of The CSA:

- a) A delegate, or vote, for the affiliation fee paid, plus

- b) A delegate, or vote, for the first five hundred dollars or part thereof, of the player levy paid to The Association, plus
  - c) A delegate, or vote, for each additional one thousand dollars, or part thereof, of the player levy paid to The Association, to a maximum of two, plus
  - d) A delegate, or vote, for each additional two thousand dollars, or part thereof, of the player levy paid to The Association, to a maximum of two, plus
  - e) A delegate, or vote, for each additional four thousand dollars, or part thereof, of the player levy paid to The Association, to a maximum of two, plus
  - f) A delegate, or vote, for each additional six thousand dollars, or part thereof, of the player levy paid to The Association.
- 24.3 Each Canadian Division I League as defined in Rule 10 (a)(iv) and in good standing, shall be entitled to one delegate and one vote.
- a) Each Canadian Division II League as defined in Rule 10 (a)(iv) and in good standing, shall be entitled to one delegate and one vote;
  - b) Each Canadian Professional Club competing in a Division I League as defined in Rule 10 (a)(iv) and in good standing, shall be entitled to one delegate and one vote.
- 24.4 National Team athletes shall be represented by one female and one male delegate, each with a voice and one vote at all general meetings of The CSA. The Women's and Men's representative shall be either a current member of the National Senior Squad, or a former player whom has retired in the last five years. The delegate(s) shall serve a two-year term.
- 24.5 Each Associate Member in good standing shall be entitled to one delegate who shall have a voice but no vote.
- 24.6 Each voting Member shall be entitled to have all its votes cast, whether it be represented by one or all of its delegates, but not by any other Member.
- 24.7 Former Presidents shall have a voice but no vote at all general meetings of the CSA.
- 24.8 Life members shall be entitled to a voice, but no vote at all general meetings of The CSA.
- 24.9 All delegates must be appointed by the appropriate Member and notice of their appointment, duly signed by the Secretary of such Member, must be filed with the Secretary of this Association at or before each General Meeting, except for delegates provided for in 10 d).
- 24.10 The number of votes granted to a voting Member shall not be greater than 25% of the total eligible votes of all Members registered at the meeting.

## **25. MINUTES**

The General Secretary shall be responsible for recording the minutes at meetings of The CSA.

## **26. EFFECTIVE DATES OF DECISIONS**

Decisions passed by meetings of The CSA shall come into effect the day after the close of the Meeting unless it fixes another date for a decision to take effect.

## **27. BODIES**

- 27.1 The Membership is the supreme authority of The CSA.
- 27.2 The Board of Directors is the governing body.
- 27.3 The General Secretariat is the administrative body.
- 27.4 Standing and ad hoc Committees shall advise and assist the Executive Committee and Board of Directors in fulfilling their duties. Their duties are defined in these By-laws and their composition, function and additional duties are defined in The CSA Rules and Regulations.
- 27.6 The judicial bodies are the Discipline and the Appeal Committees.
- 27.7 The bodies of The CSA shall be either elected or appointed by The CSA without any external influences and in accordance with the procedures described in these By-laws.

## **28. PRESIDENT**

- 28.1 The President represents The CSA legally.
- 28.2 The President is primarily responsible for:
- a) Ensuring the implementation of decisions by the Board of Directors and the Executive Committee through the General Secretary;
  - b) Relations between The CSA and Associations, Members, political bodies, Confederations and FIFA;
  - c) The President shall be an ex-officio member of all Committees.
- 28.3 The President shall preside over the Board, the Executive Committee and the other Committees of which the President has been appointed Chair.
- 28.4 If the President is absent or unavailable, one of the Vice Presidents will be nominated by the Board to serve in the President's place.
- 28.5 In the event that the President becomes indefinitely incapacitated and is unable to chair meetings of The CSA, then the Board of Directors, shall by secret ballot select one of the Vice Presidents as the Chair and to act in the capacity as Chair until the next Annual General Meeting.

## **29. TREASURER**

The Treasurer shall be responsible for the fiscal affairs of The CSA and shall have other such duties as prescribed.

## **30. GENERAL SECRETARIAT**

The General Secretariat shall carry out the administrative work of The CSA under the direction of the General Secretary.

## **31. GENERAL SECRETARY**

- 31.1 The General Secretary is the Chief Executive of The CSA.

31.2 The General Secretary shall be appointed by the Board of Directors.

31.3 The General Secretary shall be responsible for:

- a) Implementing decisions and policies on a day-to-day basis approved by the Members at meetings of The CSA, by the Board of Directors, and by the Executive Committee;
- b) Managing and keeping the accounts of The CSA;
- c) Compiling the minutes of the general meetings and meetings of the Board, Executive Committee, and Standing and ad hoc Committees;
- d) CSA correspondence;
- e) Relations with Members, Committees, Confederations and FIFA;
- f) Organising the General Secretariat;
- g) The appointment and dismissal of staff working at the General Secretariat;
- h) Signing decisions on behalf of any CSA Committee provided that no other ruling exists in the respective regulations.

31.4 The General Secretary shall be responsible for the corporate affairs of The CSA and shall have other such duties as prescribed.

31.5 The General Secretary may not be a delegate at the Annual General Meeting, or a member of any body of The CSA. The General Secretary shall have a voice but no vote at all meetings of The CSA, of the Board of Directors, and of the Executive Committee.

## **32. BOARD OF DIRECTORS**

32.1 The business of The CSA shall be conducted by a Board of Directors, which shall be comprised of Officers and Directors.

32.2 There shall be seven (7) Officers elected at the AGM:

- a) President
- b) Two (2) Vice-Presidents
- c) Treasurer
- d) Three (3) Directors at Large

32.3 There shall be additional Directors:

- a) The President of each Provincial/Territorial Association in Membership elected at the AGM of their Association;
- b) One Director to represent collectively the Canadian Professional Clubs – to be titled Director: Professional; this Director shall be elected by the Professional Clubs.

32.4 Officers that are to be elected shall be nominated by Members.

32.5 Nominations for the position of Director: Professional shall be made only by a Professional League in Membership or a Professional Club in Membership.

32.6 A Director shall not, at the same time, be a member of a judicial body of The CSA.

### **33. TENURE AND ELECTION**

33.1 Officers and the Director: Professional shall be elected, each for a two-year term, except for the President, who shall be elected for a four-year term, in accordance with the following schedule:

- a) In even-numbered years:
  - 1) President
  - 2) one (1) Vice President
  - 3) one (1) Director at Large
  - 4) one (1) Director: Professional
- b) In odd-numbered years:
  - 1) one (1) Vice President
  - 2) Treasurer
  - 3) two (2) Directors at Large

33.2 The Officers shall not simultaneously hold elected office in a Member organization for more than one calendar year. Failure to comply with this requirement shall result in the position of The CSA being vacated.

### **34. PROCEDURE FOR ELECTION OF OFFICERS AND DIRECTORS**

- 34.1 To be elected as an Officer or as Director: Professional, a candidate must have secured a majority of the valid votes cast at the Annual General Meeting.
- 34.2 In any contested election, voting shall be by secret ballot.
- 34.3 If a person receives a majority of the valid votes cast, that person is elected.
- 34.4 If no person receives a majority of the valid votes cast, there shall be another ballot from which the name of the person receiving the least number of votes in the previous ballot shall be omitted.
- 34.5 If more than three persons are contesting a position, this process may be repeated, with the candidate receiving the least number of votes in any ballot being omitted from the next ballot.
- 34.6 If two or more candidates have the least number of votes, the meeting shall determine, by ballot, which of them shall be removed from the next ballot.
- 34.7 No paid employee of any affiliated Association, League or Club and no paid employee of The CSA shall sit as an elected member of the Board of Directors, except in the case of Director: Professional and such Director shall not be an employee of The CSA.
- 34.8 An Officer or Director: Professional desirous of accepting nomination to a different office shall first resign from his/her current position.

34.9 Nominations for the position of Officer of The CSA shall be made by Members, and each nomination must be submitted in writing, together with a resume of the nominee's credentials, to the General Secretary of The CSA no less than thirty (30) days prior to the general meeting at which the nomination is to be considered;

34.10 Nominations from the Membership in attendance at the Annual General Meeting are not permitted except as follows:

- a) Where no nomination is received in accordance with Article 34.9 of these By-laws.
- b) Where a candidate is nominated for the position of an Officer or Director: Professional, but is not elected, that person may be nominated for a subsequent position that is open for election during that meeting.
- c) Notwithstanding the fact that one or more nominations were made in accordance with Articles 34.10 (a) and 34.10 (b) of these By-laws upon motion duly made, seconded and carried by at least 75% of the eligible votes present, nominations may be made from the Membership in attendance at that meeting for that position.

### **35. EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS**

This Committee should consist of the President, the two Vice-Presidents, Treasurer and the three Directors at Large. During the intervals between meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers of the Board in the direction of the affairs of The CSA, save and except only such acts as must by law be performed by the Board itself. All decisions taken by the Executive Committee shall be subject to ratification by the Board of Directors at its next meeting.

### **36. MEETINGS OF THE BOARD OF DIRECTORS**

36.1 The Board of Directors shall meet at least three times a year.

36.2 The President shall convene meetings of the Board of Directors. If 20% of the Directors request a meeting, the President shall convene it within 21 days.

36.3 The President shall compile the agenda of meetings of the Board of Directors. Each Director shall be entitled to propose items for inclusion in the agenda. Directors must submit the items they wish to be included on the agenda to the General Secretariat at least fourteen (14) days before the meeting. The agenda must be sent out to the Directors at least ten 10 days before the meeting.

36.4 The General Secretary shall attend and participate in meetings of the Board of Directors.

36.5 The meetings of the Board of Directors shall not be held in public. The Board may, however, invite third parties to attend. Third parties shall not have voting rights.

### **37. POWER OF THE BOARD OF DIRECTORS**

37.1 The Powers of the Board of Directors are as follows:

- a) The Board of Directors is legally accountable for all decisions made by, and on behalf of, The CSA;
- b) shall render decisions on all business that does not come within the sphere of responsibility of the general meetings or are not reserved for other bodies by law or under these By-laws;

- c) shall prepare and convene all general meetings of The CSA;
- d) shall appoint the Chair, Deputy Chair and members of the Board's Standing Committees and Judicial Bodies;
- e) may decide to set up ad hoc Committees if necessary at any time;
- f) shall define terms of reference for the organisation of Standing and ad hoc Committees;
- g) shall appoint or dismiss the General Secretary;
- h) shall recommend the appointment of an independent auditor to general meetings;
- i) shall decide the place and dates of, and the number of teams participating in, competitions of The CSA;
- j) shall approve regulations stipulating how The CSA shall be organised internally;
- k) shall ensure that these By-laws are applied;
- l) may suspend or expel a Member of The CSA provisionally until the next general meeting;
- m) may delegate tasks arising out of its area of authority to other bodies of The CSA or third parties;
- n) All Officers and Directors shall abide by The CSA's Policy and Guidelines on Conflicts of Interest and Standards of Conduct, as approved from time to time by the Board of Directors, and Section 98 of the Canada Corporations Act, and shall sign an undertaking to do so;
- o) Shall ensure that The CSA implements its own policies and procedures.

37.2 The Board of Directors of The CSA is hereby authorized from time to time:

- a) to borrow money upon the credit The CSA in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;
- b) to issue debentures or other securities of The CSA;
- c) to pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
- d) to mortgage, hypothecate, charge or pledge or give security in any manner whatever upon, all or any of the property, real and personal, immovable and moveable, undertaking and rights of The CSA, present and future, to secure any debentures or other securities of the liability of The CSA, present or future;
- e) to delegate to such Officer(s) or staff of The CSA as the Directors may determine and approve all or any of the foregoing powers to such extent and in such manner as the Directors may determine.

- 37.3 If the position of an Officer, other than the President or Director: Professional, become vacant during the individual's term, the Board of Directors may appoint a new Officer or Director in the individual's stead.
- 37.4 Those persons named or appointed as herein provided to fill vacant Offices shall serve until The CSA's next Annual General Meeting.
- 37.5 The Board of Directors may suspend any Member of The CSA. A suspension shall be confirmed at the next General Meeting by a two-thirds majority of the votes eligible to be cast by the Members present and the support of at least four Associations in membership.
- 37.6 Contracts, documents or any instruments in writing requiring the signature of The CSA shall be signed by the General Secretary and either the President or one of the two Vice-Presidents, and all contracts, documents and instruments in writing so signed shall be binding upon The CSA without any further authorization or formality. The Board of Directors shall be empowered from time to time, by Resolution, to appoint an Officer or Officers on behalf of The CSA either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of The CSA when required shall be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by Resolution of the Board of Directors
- 37.7 The Board of Directors shall cause true accounts to be kept of all the receipts, credits, payments, assets and liabilities of The CSA and of all other matters necessary for showing the true state and condition of The CSA, and the accounts shall be kept in such books in such manner as the Board of Directors shall think fit and to the satisfaction of the auditor. The books of account shall be kept at such place or places as the Board of Directors shall appoint and shall be open to the inspection of members of The CSA with the consent of the Board of Directors or of a special Resolution of The CSA.
- 37.8 Any act of the Board of Directors, whether within the jurisdiction of the Board of Directors or not, which is sanctioned either expressly or implied at a subsequent Annual General Meeting of The CSA, shall be deemed to be an act of The CSA, and may not afterwards be impeached by any Member of The CSA on any ground whatsoever.
- 37.9 Directors, Officers or Committee members as such shall not receive remuneration for their services, but those attending any general, Board or Standing Committee meetings called in pursuance of these By-laws shall be entitled to be paid such transportation and per diem allowance out of the funds of The CSA as the Directors may decide to be reasonable, and as the funds of The CSA permit.

### **38. DECISIONS OF THE BOARD OF DIRECTORS**

- 38.1 The Board of Directors shall not engage in debate unless a simple majority of the Directors are present.
- 38.2 The Board of Directors shall reach decisions by a simple majority of the Directors present. In the event of a tie vote, the President shall cast the deciding vote. Voting by proxy or by letter is not permitted.
- 38.3 Any Director must withdraw from the debate and from taking a decision if there is any risk or possibility of a conflict of interest.
- 38.4 The decisions rendered by the Board of Directors shall be recorded in the minutes.
- 38.5 The decisions taken by the Board of Directors shall come into effect immediately, unless the Board decides otherwise.

### **39. LIFE MEMBERS**

Persons who have rendered valuable service to The CSA may be granted Life Member status upon the nomination of the Board of Directors and confirmation at the next Annual General Meeting.

### **40. ASSOCIATION STAFF**

40.1 There shall be such other staff members as may be determined by the General Secretary and ratified by the Board of Directors.

40.2 Staff members shall have such duties as are prescribed by the General Secretary and shall be paid such remuneration as shall be determined by the General Secretary which shall be ratified by the Board of Directors.

40.3 The Board of Directors and/or the General Secretary may bond such employees as deemed required.

### **41. QUORUM**

41.1 At all Board meetings an absolute majority of voting Directors shall form a quorum.

41.2 At general meetings, a simple majority of the Associations in Membership must be represented to constitute a quorum. If a quorum is not achieved, a second general meeting shall take place two (2) hours after the first, with the same agenda. A quorum is not required for the second meeting unless any item on the agenda proposes the amendment of the By-laws of The CSA, the election of the President, Vice Presidents or Directors, the dismissal of one or a number of members of a body of The CSA, the expulsion of a member of The CSA, or the dissolution of The CSA.

41.3 At all Committee meetings, a simple majority of voting members of the Committee shall form a quorum.

### **42. INDEMNITY**

Every Officer or Director, or other servant of The CSA, shall be indemnified by The CSA against all costs, losses, and expenses incurred in or about the discharge of their respective duties, except such as happens from their own respective willful neglects or defaults.

### **43. VACANCIES**

The position of Director shall be vacated:

- a) if the Director becomes an employee of an affiliated Association, League or Club or if the Director becomes an employee of this Association;
- b) if the Director be absent from three (3) meetings of the Board of Directors without special leave of absence from, or reason satisfactory to, the Board of Directors;
- c) if the Director be removed for misconduct for good and sufficient cause after provisional decision of the Board of Directors or by Resolution at its Annual General Meeting;
- d) if the Director be removed by resolution of The CSA in accordance with the impeachment procedures outlined in The CSA Rules and Regulations;

- e) A Director identified in Article 32.3 (a) of these By-laws shall be deemed to have vacated the position upon ceasing to be President of an Association in Membership and the individual's replacement as President of such Association shall be become a Director.

#### **44. AUDITOR**

44.1 The accounts of The CSA shall be audited annually by an external and independent licensed Public Accountant.

44.2 The auditor shall be appointed by the Membership.

#### **45. COMMITTEES**

##### **45.1 STANDING COMMITTEES:**

- a) The Chair of each Standing Committee shall be a member of the Board.
- c) The Chair, Deputy Chair and the members of the Standing Committees shall serve a term of two years.
- d) Each Chair shall provide leadership for a Committee, in compliance with the relevant Committee's terms of reference.
- e) Each Committee may propose amendments to its terms of reference to the Board.
- f) The Standing Committees are:
  - i) Finance Committee
  - ii) National Teams Committee
  - iii) Technical Bodies
    - 1) Technical Committee
    - 2) Coaching Committee
    - 3) Player Development
    - 4) Referee Development
    - 5) Sport Medicine
  - iv) Competitions Committee
  - v) Governance Bodies
    - 1) Constitution Committee
    - 2) Harassment Prevention
    - 3) Strategic Planning
    - 4) Women's Soccer
  - vi) Professional Soccer Committee
  - vii) Nominations Committee
  - viii) Players' Status Committee
  - ix) Audit Committee

**45.2 FINANCE COMMITTEE: THIS COMMITTEE SHALL OVERSEE THE FISCAL INVOLVEMENTS AND FINANCIALLY RELATED ADMINISTRATIVE POLICIES OF THE ASSOCIATION.**

- a) Chair: Treasurer
- b) Secretary: staff member
- c) Members: Other persons as appointed by the Board of Directors.
- d) Terms of Reference:
  - 1. To review the annual budget submissions and to make recommendations to the Board of Directors with respect to budgetary decisions taken and their effect on The CSA's financial position.
  - 2. To review administrative policies related to financial and budgetary matters, as necessary, and make recommendations to the Board of Directors with respect to any proposed policy changes.
  - 3. To monitor the expenditure of The CSA's programs and make recommendations to the Board of Directors.
  - 4. To review the draft audited financial statements)
  - 5. To report semi-annually to the Board of Directors on the status of The CSA's financial position and any concerns with respect to budgetary decisions, administrative policies and committee expenditures.

**45.3 NATIONAL TEAMS COMMITTEE: THIS COMMITTEE SHALL RECOMMEND TO THE BOARD OF DIRECTORS ALL POLICY AND PROGRAM IMPLEMENTATION FOR NATIONAL TEAMS**

- a) Chair: A Vice President) or another Director
- b) Vice-Chair: Director at Large
- c) Secretary: National Teams Program Manager
- d) Members: Officers of The CSA and other members as may be required from time to time
- e) Terms of Reference:
  - 1. To develop a program for the identification, recruitment and training of National Team players, and to make recommendations thereon to the Board of Directors.
  - 2. To make recommendations to the Board of Directors on programs for National Teams.

**45.4 TECHNICAL BODIES**

- a) There are five Technical Bodies:
  - 1) Technical Committee
  - 2) Coaching Committee
  - 3) Player Development

- 4) Referee Development
- 5) Sport Medicine

Each of these Committees shall have the following composition

- b) Chair: Director
- c) Secretary: Technical Director
- d) Members: Chairs of the five Committees and other members as may be required from time to time.
- e) Terms of Reference:
  - 1. To consider all matters of a technical nature, and to advise and make recommendations to the Board of Directors.
  - 2. The Board of Directors shall appoint the Chair of the Committees. The Technical Director, or his/her designate, shall be the Secretary of these Committees.

#### **45.5 COMPETITIONS COMMITTEE: THIS COMMITTEE SHALL ADMINISTER AND PROMOTE THE CSA'S NATIONAL COMPETITIONS**

- a) Chair: Director at Large
- b) Secretary: staff member
- c) Members: one member appointed from each Association/Territory in Membership that enters two or more teams in national club championships.
- d) Terms of Reference:
  - 1. To develop and promulgate Rules and Regulations governing National Club and All-Star Competitions at youth and senior levels.
  - 2. To establish and monitor budgets for all such competitions.
  - 3. To liaise with sponsors of all such competitions.
  - 4. To liaise with any or all of The CSA's other Committees as may from time to time be necessary.

#### **45.6 GOVERNANCE BODIES**

##### **a) Four Committees:**

- 1) **Constitution Committee:** This Committee shall deal with all matters relating to The CSA's Constitution.
  - 1.1 Chair: Appointed by the Board of Directors
  - 1.2 Secretary: staff member
  - 1.3 Members: Two or three other members (appointed by the Chairman).

1.4 Terms of Reference:

1.1.1. To receive recommendations and advice concerning amendments to the By-laws .

1.1.2. To advise the Board of Directors in all matters relating to the By-laws .

**2) Harassment Prevention Committee**

2.1 Chair: Appointed by the Board of Directors

2.2 Secretary: staff member

2.3 Members: At least three other members

**3) Strategic Planning Committee**

3.1 Chair: The CSA President

3.2 Secretary: staff member

3.3 Members: Members of the Executive Committee and three provincial/territorial Presidents.

**4) Female Soccer Committee**

4.1 This Committee shall make recommendations to the Board of Directors regarding all aspects of female soccer.

4.2 Chair: Director

4.3 Secretary: staff member

4.4 Other members as maybe required from time to time

**45.7 NOMINATIONS COMMITTEE: THIS COMMITTEE SHALL ACTIVELY SEEK OUT CANDIDATES FOR OFFICER POSITIONS ON THE BOARD OF DIRECTORS OF THE CSA**

- a) This Committee will also recommend individuals to serve on Board committees.
- b) Chair: Former President
- c) Secretary: General Secretary
- d) Members: Former The CSA Board Members taking into account the regional diversity of Canada
- e) In the event the former President is unable or unwilling to serve as Chair, the Board of Directors shall appoint another former CSA Director as Chair.

**45.8 AUDIT COMMITTEE: THIS COMMITTEE SHALL ENSURE THE COMPLETENESS AND RELIABILITY OF THE FINANCIAL ACCOUNTING AND REVIEW THE EXTERNAL AUDITORS REPORT AT THE REQUEST OF THE BOARD OF DIRECTORS**

- a) Chair: Note this may not be a member of the Board or the Executive Committee.
- b) Secretary: staff member
- c) Member: At least three (3) other members.

**45.9 OTHER COMMITTEES**

The CSA may constitute such other Committees as it deems appropriate to ensure the efficient administration of its affairs.

**45.10 REMOVAL OF COMMITTEE MEMBERS**

- 45.10.1 Any person who is a member of a Committee by virtue of the fact that the person holds a certain position as set out in section 45.1, shall automatically be removed from the Committee in the event that such person for any reason no longer holds that position.
- 45.10.2 The members of such Committees may be removed by resolution of the Board of Directors for misconduct or good and sufficient cause.

**46. COMMITTEES GENERAL**

Each Committee listed in By-law 'Executive Committee' and By-law "Standing Committees' shall:

- 46.1 Meet in accordance with a schedule as established by the Board of Directors.
- 46.2 All Standing Committees shall keep minutes of each meeting and submit those minutes to the Board of Directors within thirty (30) days.
- 46.3 Any person who is a member of a Committee, by virtue of the fact that the person holds a certain position as set out in Article 45 above, shall automatically be removed from the Committee in the event that such person for any reason no longer holds that position.
- 46.4 The members of such Committees may be removed by resolution of the Board of Directors for misconduct or for good and sufficient cause.

**47. JUDICIAL BODIES**

47.1 The judicial bodies of The CSA are:

- a) the Disciplinary Committee
- b) the Appeal Committee

47.2 The responsibilities and functions of these bodies shall be stipulated in the Disciplinary Code of The CSA, which shall comply with the FIFA Disciplinary Code.

47.3 The decision-making authority of other Committees remains unaffected.

47.4 The members of the judicial bodies shall not belong to any other Body of The CSA at the same time.

#### **48. Disciplinary Committee**

48.1 The Disciplinary Committee shall consist of a Chair, Deputy Chair, and the number of members deemed necessary.

48.2 The function of this body shall be governed by the Disciplinary Code of The CSA. The Committee shall render decisions only when at least three members are present. In certain cases, the Chair may rule alone in accordance with the Disciplinary Code of The CSA.

48.3 The Committee may enact the sanctions described in these By-laws and the Disciplinary Code of The CSA on Members, officials, players, clubs and match and players' agents.

48.4 These provisions are subject to the disciplinary powers of the general meetings and the Board of Directors with regard to the suspension and expulsion of Members.

#### **49. Appeals Committee**

49.1 The Appeal Committee shall consist of a Chair, Deputy Chair and the number of members deemed necessary.

49.2 The function of this Committee shall be governed by the Disciplinary Code of The CSA. The Committee shall render decisions only when at least three members are present. In certain cases, the Chair may rule alone in accordance with the Disciplinary Code of The CSA.

#### **50. DISCIPLINARY MEASURES**

The disciplinary measures are primarily:

- a) for natural persons and legal entities:
  - 1) a warning;
  - 2) a reprimand;
  - 3) a fine;
  - 4) the return of awards.
  
- b) for natural persons:
  - 1) a caution;
  - 2) an expulsion;
  - 3) a match suspension;
  - 4) a ban from the dressing rooms and/or the substitutes' bench;
  - 5) a ban from entering a stadium;
  - 6) a ban on taking part in any football-related activity.
  
- c) for legal entities:
  - 1) a transfer ban;
  - 2) playing a match without spectators;
  - 3) playing a match on neutral territory;
  - 4) a ban on playing in a particular stadium;
  - 5) annulment of the result of the match;
  - 6) expulsion;

- 7) a forfeit;
- 8) deduction of points;
- 9) relegation to a lower division.

## **51. ARBITRATION**

The Sport Dispute Resolution Centre (SDRC) shall deal with all internal national disputes between The CSA, its Members, players, officials and match and players' agents that do not fall under the jurisdiction of its judicial bodies. The Board of Directors shall draw up regulations regarding the jurisdiction of this Arbitration Tribunal.

## **52. JURISDICTION**

52.1 The CSA, its members, players, officials and match and player's agents will not take any dispute to the Ordinary Courts unless specifically provided for in these By-laws and FIFA regulations. Any disagreement shall be submitted to the jurisdiction of FIFA, CONCACAF or SDRC.

52.2 The SDRC shall have jurisdiction on internal national disputes, i.e. disputes between parties belonging to The CSA. FIFA shall have jurisdiction on international disputes, i.e. disputes between parties belonging to different Associations and/or Confederations.

## **53. COURT OF ARBITRATION FOR SPORT**

53.1 In accordance with Articles 59 and 60 of the FIFA Statutes, any appeal against a final and binding FIFA decision shall be heard by the Court of Arbitration for Sport (CAS) in Lausanne, Switzerland. CAS shall not, however, hear appeals on violations of the Laws of the Game, suspensions of up to four matches or up to three months, or decisions passed by an independent and duly constituted Arbitration Tribunal of an Association or Confederation.

53.2 The CSA shall ensure its full compliance and that of its Members, players, officials and match and players' agents with any final decision passed by a FIFA body or CSA.

## **54. REVENUE**

The revenue of The CSA arises specifically from:

- a) Members' Fees;
- b) receipts generated by the marketing of rights to which The CSA is entitled;
- c) fines imposed by authorised bodies;
- d) other subscriptions and receipts in keeping with the objectives pursued by The CSA.

## **55. EXPENSES**

The CSA bears:

- a) the expenses stipulated in the budget;
- b) other expenses approved by the Annual General Meeting and expenses that the Board of Directors is entitled to incur within the scope of its authority;

- c) all other expenses in keeping with the objectives pursued by The CSA.

## **56. COMPETITIONS**

56.1 The CSA organises and coordinates the following official competitions held within its territory:

- a) All Stars Championship
- b) National Clubs Championship
- c) Canadian Championships

56.2 The Board of Directors may delegate to The CSA's subordinate Leagues the authority to organise competitions. The competitions organised by the Leagues shall not interfere with those competitions organised by The CSA. Competitions organised by The CSA shall take priority.

56.3 The Board of Directors may issue special regulations to this end.

## **57. CLUB LICENSING**

57.1 The CSA shall operate a Club licensing system in accordance with the principles of the Club licensing regulations of CONCACAF and FIFA.

57.2 The objective of the Club licensing system is to safeguard the credibility and integrity of Club competitions, to improve the level of professionalism of The CSA, to promote sporting values in accordance with the principles of fair play as well as safe and secure match environments and to promote transparency in the finances, ownership and control of Clubs.

57.3 The Board of Directors of The CSA shall issue Club licensing regulations governing the Club licensing system. Inter alia, the Club licensing regulations shall stipulate to which Clubs the system applies. As a minimum, the Club licensing system must be implemented in respect of top-division Clubs which qualify for CONCACAF Club competitions on sporting merit.

## **58. RIGHTS**

58.1 The CSA and its Members are the original owners of all of the rights emanating from competitions and other events coming under their respective jurisdiction, without any restrictions as to content, time, place and law. These rights include, among others, every kind of financial rights, audiovisual and radio recording, reproduction and broadcasting rights, multimedia rights, marketing and promotional rights and incorporeal rights such as emblems and rights arising under copyright law.

58.2 The Board of Directors shall decide how and to what extent these rights are utilised and draw up special regulations to this end. The Board of Directors shall alone decide whether these rights shall be utilised exclusively, or jointly with a third party or entirely through a third party.

## **59. AUTHORISATION**

The CSA and its Members are exclusively responsible for authorising the distribution of image and sound and other data carriers of Association Football matches and events coming under their respective jurisdiction, without any restrictions as to content, time, place and technical and legal aspects.

## **60. INTERNATIONAL MATCHES AND COMPETITIONS**

60.1 The authority for organising international matches and competitions between Association teams and between Leagues and/or Club teams lies solely with FIFA. No match or competition shall take place without the prior permission of the FIFA Executive Committee. In addition, permission from the relevant Confederation may be required in accordance with the FIFA regulations.

60.2 The CSA is bound to comply with the international match calendar compiled by FIFA.

## **61. CONTACTS**

The CSA shall not play matches or make sporting contacts with Associations that are not members of FIFA or with provisional members of a Confederation without the approval of FIFA.

## **62. APPROVAL**

Clubs, Leagues or any other group of Clubs that are affiliated with The CSA cannot belong to another Association or participate in competitions on the territory of another Association without the authorisation of The CSA and the other Association and of FIFA, except in exceptional circumstances.

## **63. AMENDMENTS TO THE BY-LAWS, RULES, REGULATIONS**

63.1 Voting Members, Members of the Board of Directors and the Constitution Committee may propose changes to the By-laws and/or the Rules and Regulations which shall only be amended at an Annual General Meeting or a Special General Meeting called for that purpose provided that notice of all proposed amendments shall have been delivered to the General Secretary at least forty five (45) days before the date fixed for the commencement of the Meeting. The General Secretary shall forward a copy of the proposed amendments to the Members at least thirty (30) days before the date of the meeting.

63.2 Adoption of any proposed By-Law amendment shall require a two-thirds majority of the votes eligible to be cast by the Members present and support of at least four Associations in Membership. Any By-Law amendment adopted as aforesaid shall come into force and effect when submitted to Corporations Canada.

63.3 Adoption of any proposed amendment of The CSA Rules and Regulations shall require only a simple majority of the votes eligible to be cast by the Members present.

63.4 Notwithstanding anything herein contained, the Rules and Regulations, Fees and Standards (regarding professional soccer) may be amended by a majority vote of the Board of Directors at any properly constituted meeting of the Board and come into effect as determined by the Board. All amendments shall be submitted for ratification to the Annual General Meeting by a simple majority of votes eligible to be cast by the membership present at the next Annual General Meeting or at a Special General Meeting called for that purpose.

63.5 A copy of every change in the Rules and Regulations shall be forwarded by the General Secretary of The CSA to each voting Member and each Director within fifteen (15) days.

## **64. RULES OF ORDER**

All meetings of The CSA shall be conducted in accordance with Robert's Rules of Order insofar as they may apply.

**65. UNFORSEEN CONTIGENCES AND FORCE MAJEURE:**

The Board of Directors shall have the final decision on any matters not provided for in these By-laws or in cases of force majeure.

**66. DISSOLUTION**

- 66.1 Any decision relating to the dissolution of The CSA requires a majority of two-thirds of all of the Members of The CSA, which must be obtained at an Annual General Meeting or Special General Meeting specifically convened for this purpose.
- 66.2 If The CSA is disbanded, its assets shall be transferred to Sport Canada. It shall hold these assets in trust as “bonus pater familiae” until The CSA is re-established. The Membership at an Annual General Meeting or Special General Meeting convened for this purpose may, however, choose another recipient for the assets on the basis of a two-thirds majority.

**67. ENFORCEMENT**

These By-laws were adopted at the Annual General meeting in Banff, Alberta on May 2, 2009 and came into force at the close of the Annual General Meeting.