

May 14, 2011



THE CANADIAN SOCCER ASSOCIATION

BY-LAWS

2011

**CHANGES AS PROPOSED BY THE CSA CONSTITUTION COMMITTEE TO
INCORPORATE THE MEMBERSHIP APPROVED GOVERNANCE FRAMEWORK**

**Compromise Framework
2012 Implementation
as amended at 2011 AGM**

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DEFINITIONS

The terms given below denote the following:

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

Association: a football (soccer) organization recognized by and a member of FIFA

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

Board of Directors: the governing body of The CSA

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

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

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

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

FIFA: International Federation of Association Football/Fédération Internationale de Football Association

IFAB: the International Football Association Board

League: an organization subordinate to an Association

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

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

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

Player: a football player registered with an Association

Provincial/Territorial Association: an organization subordinate to an Association

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

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

"Votes eligible to be cast": the total number of votes allotted to the Members present at a meeting

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1. NAME AND LEGAL FORM:

1.1 The name of the organization shall be The Canadian Soccer Association Incorporated/ L'association Canadienne de Soccer Incorporee, (hereinafter referred to as The CSA).

1.2 The CSA is a private organization 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 of 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:

3.1 The objectives of The CSA are:

a) to constantly improve the game of football 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 programs;

b) to organize 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 jeopardize 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.

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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 organization involved in the game of football in Canada is obliged to observe The CSA by-laws, rules and 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 rules and regulations of The CSA.

8. LAWS OF THE GAME

8.1 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

9.1 The bodies and officials of The CSA must observe the statutes, by-laws, 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.

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11. FISCAL YEAR:

11.1 For the purpose of The CSA, the financial year shall be from the 1st day of January to the 31st 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 31st 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 Membership:

(a) **Provincial/Territorial 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");

b) **League Membership**, which shall be open to all properly constituted Professional Leagues;

c) **Professional Club Membership**, which shall be open to all Canadian Professional Clubs that meet the criteria of the Professional Soccer Standards of either a Professional or Semi-Professional Club and participate in a Professional League which operates in Canada and at least one other country, as determined by the Board from time to time;

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) Provincial/Territorial Association Members;

e) **Life Membership**, which shall be open to persons who have rendered valuable service to the CSA.

13. PROCEDURE FOR APPLICATION FOR MEMBERSHIP

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

13.2 The application shall not be considered complete unless accompanied by the following items:

a) a copy of the applicant's legally valid statutes and regulations;

b) a declaration that the applicant will respect the statutes, by-laws, rules and 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 by-laws;

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- 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.

13.3 Admission may be granted if the applicant fulfils the requirements of The CSA as outlined in Section 13.2.

13.4 The Board of Directors shall request the Annual General Meeting either to admit or not to admit an applicant for Provincial/Territorial Association Membership. The applicant may state the reason for its application to the Annual General Meeting.

13.5 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 and rules and regulations of The CSA.

14.2 To be in good standing a Member must be in compliance with the by-laws and 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 majority (50%+1) of the Members in attendance 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 be informed of the affairs of The CSA through the official bodies of The CSA;
- d) to take part in competitions and/or other sports activities organized by The CSA;
- e) to exercise all other rights arising from the by-laws and rules and regulations of The CSA.

14.4 The exercise of these rights is subject to other provisions in these by-laws and the applicable rules and regulations of the CSA.

15. MEMBERS' OBLIGATIONS

15.1 A Member of The CSA has the following obligations:

- a) to respect and prevent any infringement of the statutes, by-laws, and rules and regulations of FIFA, CONCACAF, and The CSA at all times and to ensure that these are also respected by CSA Members;
- b) to ensure the election or duly authorized appointments to 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 statutes, 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 Provincial/Territorial Association Members and that any recourse to Ordinary Courts is prohibited;
- g) to communicate annually to The CSA any amendment of its by-laws and rules 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) to have no relationships of a sporting nature with entities that are not recognized by The CSA 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 in its by-laws;
- j) to observe the mandatory items specified under Section 13.2 for the duration of their affiliation;
- k) to administer a registry of Members which shall regularly be updated;
- l) to comply fully with all other duties arising from the statutes, by-laws and rules and regulations of FIFA, CONCACAF and The CSA.

15.2 Violation of the obligations cited in Section 15.1 by any Member may lead to sanctions provided for in these by-laws.

16. SUSPENSION AND REINSTATEMENT

16.1 The Board of Directors may request that the Membership, at a general meeting, suspend a Provincial/Territorial Association Member.

16.2 The Membership may suspend a Provincial/Territorial Member by a vote of 75% of the Members in attendance at a general meeting.

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16.3 The Board of Directors may suspend a Member that seriously or repeatedly violates its obligations as a Member with immediate effect. The suspension of the Member shall last until the next general meeting, unless the Board of Directors has lifted it, where the suspension shall be confirmed by 75% of the Members in attendance at that general meeting.

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 of The CSA may impose further sanctions.

16.6 Provincial/Territorial Associations that do not participate in the sports activities of The CSA for two (2) consecutive years may 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 EXPULSION OF A PROVINCIAL/TERRITORIAL ASSOCIATION MEMBER

a) The Board of Directors may request that the Membership, at a General Meeting, expel a Provincial/Territorial Association Member.

b) The Membership at a general meeting may expel a Provincial/Territorial Association Member if:

i) it fails to fulfill its financial obligations towards The CSA;

ii) it seriously or repeatedly violates the statutes, by-laws, rules and regulations, directives or decisions of FIFA, CONCACAF or The CSA.

c) The presence of 75% of Members entitled to vote at a general meeting is necessary for an expulsion of a Provincial/Territorial Association Member to be valid. The motion for expulsion must be passed by 75% of the Members in attendance at that general meeting.

17.2 EXPULSION OF OTHER MEMBERS

a) The Board of Directors may expel a Member other than a Provincial/Territorial Member if:

i) it fails to fulfill its financial obligations towards The CSA;

ii) it seriously or repeatedly violates the statutes, by-laws, rules and regulations, directives or decisions of FIFA, CONCACAF or The CSA.

b) The presence of 75% of Directors entitled to vote at a Board meeting is necessary for an expulsion of a Member other than a Provincial/Territorial Association Member to be valid. The motion for expulsion must be passed by 75% of the votes eligible to be cast at the Board meeting.

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

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18. RESIGNATION

18.1 Any Member may resign from The CSA by delivering its written resignation to the General Secretary. Notification of intention to resign must reach the General Secretariat no later than six months prior to the Annual General Meeting.

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

19. STATUS OF CLUBS, LEAGUES AND ASSOCIATE MEMBERS

19.1 Affiliated Clubs, Leagues and Associate Members shall be subordinate to and recognized by The CSA. These by-laws define the scope of the authority, rights and duties of the Clubs, Leagues and Associate Members. Their by-laws and regulations must be approved by the Board of Directors of The CSA.

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

19.3 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 jeopardized.

20. LIFE MEMBERS:

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

21. FEES:

21.1 The affiliation fee for Membership shall be established by a majority (50%+1) of votes eligible to be cast at a general meeting of The CSA prior to the fee being set.

21.2 Provincial/Territorial Associations shall pay an annual fee calculated by a formula approved by a majority (50%+1) of eligible votes cast at a general meeting of The CSA, not later than eight months prior to the fee coming into effect.

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

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

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

21.6 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.

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22. GENERAL 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: the President's Report, agenda, financial reports, Report of 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 Report
- 6) General Secretary's Report
- 7) Report of the Chair, Audit and Finance Committee
- 8) Auditor Report
- 9) Approval of the Financial Statements
- 10) Appointment of Auditor
- 11) Approval of the Affiliation and Membership Fees
- 12) Reports of other Standing Committees
- 13) Admissions, Suspensions and Expulsions
- 14) Amendment of the by-laws
- 15) Unfinished Business
- 16) Election of the Directors, President and Vice President
- 17) New Business
- 18) Next Annual General Meeting

e) 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 item of business not included in the agenda.

22.2 SPECIAL GENERAL MEETING:

- a) The Board of Directors may convene a Special General Meeting at any time.
- b) The Board of Directors must 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 must be held within three (3) 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) 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.
- d) When a Special General Meeting is convened, the Board of Directors must draw up the agenda. When a Special General Meeting is convened upon the request of Members, the General Secretary must draw up the agenda, and the agenda must specify the items of business raised by those Members.
- e) The agenda of a Special General Meeting may not be altered.

22.3 GENERAL MEETING PROCEDURES

- a) At general meetings, a majority (50%+1) of the Provincial/Territorial Associations eligible to vote 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 or Directors, the dismissal of a member/members of a body of The CSA, the expulsion of a Member of The CSA, or the dissolution of The CSA.
- b) Unless otherwise stipulated in these by-laws, a majority (50%+1) of the votes eligible to be cast is sufficient for a vote to be valid.
- c) A decision that requires a vote shall be reached by a show of hands.
- d) A secret ballot shall be held if requested by a majority (50%+1) of the Members. A roll call or division shall be conducted if requested by any Member.
- e) The General Secretary shall be responsible for ensuring that the minutes of general meetings of The CSA are recorded.

23. DECISIONS OF THE MEMBERSHIP

- 23.1 Decisions by general meetings shall come into effect the day after the close of the meeting unless it fixes another date for a decision to take effect.

24. VOTES AND DELEGATES

- 24.1 Directors and Officers shall have a voice but no vote at all general meetings. At any general meeting, a Provincial/Territorial Association Member may, by written proxy, appoint its President as its voting delegate for the Meeting.

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24.2 Each Provincial/Territorial 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 annual fee paid to The Association, plus
- c) A delegate, or vote, for each additional one thousand dollars, or part thereof, of the annual fee 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 annual fee 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 annual fee 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 annual fee paid to The Association.

24.3 a) Each Professional League as defined in Rule 12 and in good standing, shall be entitled to one delegate and one vote;

b) Each Canadian Professional Club competing in a Professional League as defined in Rule 12 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 having a voice and one vote at all general meetings of The CSA. The National Team representative shall be either a current member of the National Senior Squad, or a former National Senior Team player who has retired in the last five years. The National Team representatives 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 of The CSA 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, signed by a duly appointed official of such Member, must be filed with the General Secretary of The CSA at or before each general meeting, except for delegates provided for in Section 24.4.

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. BODIES:

25.1 The Membership is the supreme authority of The CSA.

25.2 The Board of Directors is the governing body

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25.3 The General Secretariat is the administrative body.

25.4 Standing and Special Committees shall advise and assist the Board of Directors in carrying out its responsibilities. The responsibilities of the Standing and Special Committees are defined in these by-laws and in The CSA's *Governance Policies*.

25.6 The judicial bodies are the Discipline, Appeal and Players' Status Committees.

25.7 Individuals shall be elected or appointed to the bodies of The CSA in accordance with the procedures described in these by-laws.

26. MEMBERS' FORUM

26.1 MEMBERS' FORUM REPRESENTATION

a) Each of the Provincial/Territorial Association Members shall be represented at the CSA's Members' Forum by one (1) Representative.

b) A President of a Provincial./Territorial Association may not serve as a Representative if he/she is, at the same time, a member of the Board of Directors of The CSA.

c) Representatives shall serve on the Members' Forum for a two-year renewable term.

d) The names of the Representatives elected or appointed by each Member shall be provided in writing to the General Secretary at least thirty (30) days prior to the Annual General Meeting.

e) If a Representative vacates the position during the year, the Member that elected or appointed that person may replace that person for the balance of the year.

f) A Representative may be removed by the Member that elected or appointed that person.

26.2 PURPOSE OF THE MEMBERS' FORUM

a) The Members' Forum shall provide a forum for discussion and communication between representatives of the Membership and the Board of Directors of The CSA regarding key issues. The Members' Forum may not make decisions that detract from the responsibilities that are assigned to the Board in the by-laws and *Governance Policies* of The CSA.

b) The purpose of the Members' Forum shall be to:

1) inform the Board of Directors of significant Membership issues, including the impact of Board decisions at the Membership level;

2) communicate to the Board of Directors the strategic goals and priorities of the Provincial/Territorial Association Members;

3) provide input and advice to the Board of Directors during the formulation and implementation of the CSA's strategic plan;

4) provide input and advice to the Board of Directors regarding the development of policies that affect the Membership;

- 5) provide the Representatives with information concerning the plans, priorities and decisions of the Board of Directors.

26.3 MEETINGS OF THE MEMBERS' FORUM

- a) The Members' Forum shall meet at least twice each year. One of these meetings shall be held at the time of the Annual General Meeting, and a second shall be held no sooner than September of same year. By a vote of 75% of the Members, special meetings of the Members' Forum may be called.
- b) All Members shall receive at least forty-five (45) days notice of meetings of the Members' Forum and shall receive the meeting agenda and other relevant meeting materials no later than thirty (30) days before the meeting.
- c) The Chair of the Members' Forum shall draw up the agenda for meetings based on submissions from the Members. Submissions must be forwarded to the Chair in writing at least thirty-five (35) days before the date of the meeting.
- d) The Chair shall forward the agenda to the President of the Board of Directors at least fifteen (15) days before the meeting of the Members' Forum.

26.4 MEMBERS' FORUM PROCEDURES

- a) The quorum for a meeting of the Members' Forum shall be two-thirds of the Representatives.
- b) Representatives shall elect an individual to serve as Chair of the Members' Forum. The Chair shall serve for a two-year non-renewable term. If the Chair is unavailable, the Representatives shall elect another Chair for that meeting.
- c) When the Chair calls a vote, each Representative is entitled to one vote, with the exception of the Chair, who shall have a casting vote only.
- d) Members of the Board of Directors shall participate in meetings of the Members' Forum as required, but shall not be involved in voting.
- e) Minutes of all meetings of the Members' Forum shall be taken by a staff member and shall be made available to the Representatives and the Board of Directors within thirty (30) days of the meeting.

26.5 REPRESENTATIVE REMUNERATION

- a) Representatives shall receive no remuneration from The CSA either directly or indirectly for attending meetings of the Members' Forum.
- b) The CSA shall reimburse Representatives for travel and accommodation expenses incurred while attending meetings of the Members' Forum.

27. PRESIDENT

27.1 The President represents The CSA, speaking for the Board of Directors in order to convey its directives.

27.2 The President is primarily responsible for:

- a) Chairing meetings of the Board of Directors and general meetings of The CSA

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b) Ensuring the implementation of decisions by the Board of Directors through the General Secretary.

c) Representing The CSA at meetings of FIFA, CONCACAF, and other International organizations, and conducting relations with such bodies on behalf of The CSA.

27.3 The President shall be a non-voting ex-officio member of all Standing Committees of the Board except the Nominations Committee, of which he shall not be a member.

28. VICE PRESIDENT

28.1 The Vice President shall perform the duties of the President in the event of the President's absence or inability to act.

29. GENERAL SECRETARIAT

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

30. GENERAL SECRETARY

30.1 The General Secretary is the chief executive of the CSA.

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

30.3 The General Secretary shall be responsible for:

a) implementing decisions and policies approved by the Board and by the Membership at general meetings;

b) appointing and dismissing staff of The CSA, in accordance with the CSA's *Governance Policies*;

c) recommending to the Board the appointment of the coaches of the National Teams and the Technical Director, in accordance with the CSA's *Governance Policies*;

d) coordinating and overseeing the work of the General Secretariat;

e) reporting operational outcomes to the Board;

f) managing and keeping the accounts of The CSA;

g) ensuring that the minutes for the meetings of the Board and its committees, and of general meetings of The CSA, are compiled;

h) the corporate affairs of the Association;

i) correspondence pertaining to administration of The CSA;

j) dealings with Members, FIFA, Confederations, government agencies, CSA partners, other stakeholders, external agencies, and the media.

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31. BOARD OF DIRECTORS:

31.1 COMPOSITION AND ELIGIBILITY

- a) The Board of Directors shall consist of fourteen (14) Directors, including two (2) Officers.
- b) The Officers shall be the President and Vice President.
- c) In addition to the President and Vice President, there shall be six elected Directors and six (6) appointed Directors.
- d) One elected Director shall be elected from each of six regions as follows: British Columbia/Yukon Territory; Alberta/Northwest Territories; Manitoba/Saskatchewan; Ontario; Quebec; and the Atlantic Provinces.
- e) Up until the 2014 elections, the number of elected Directors below may serve at the same time on a Provincial/Territorial Association's Board of Directors:
 - i. 2012 – 2013 – Three (3) Provincial Presidents
 - ii. 2013 – 2014 – Two (2) Provincial Presidents
 - iii. 2014 – 2015 – One (1) Provincial President
- f) The remaining elected Directors will, if holding a position as a Director on a Provincial/Territorial Association Board of Directors at the time of their election to The CSA Board of Directors, resign from that position within ninety (90) days of their election to the CSA Board of Directors.
- g) At the 2014 elections and thereafter, no Director may serve at the same time on a Provincial/Territorial Association's Board of Directors.
- h) At any time, neither the President nor the Vice President may, at the same time, hold a position as a Director on a Provincial/Territorial Association's Board of Directors.
- i) The Board shall include one (1) current or former athlete and one (1) individual currently involved in professional soccer.
- j) The Board shall include a minimum of three qualified Directors of each gender.
- k) The Board shall reflect the diversity specified in The CSA's *Governance Policies*.
- l) A Director shall not at the same time be a paid employee of The CSA or of any of its Members except for the individuals identified in Section 31.1 e).
- m) A Director shall not at the same time be a member of a judicial body of The CSA.

31.2 ELECTION AND APPOINTMENT

a) Nominations

- 1) All nominations for the position of elected Director or Officer must be submitted in writing to the Chair of the Nominations Committee, together with a resume of the candidate's credentials, forty-five (45) days prior to the Annual General Meeting and forwarded to the Membership of The CSA no less than thirty (30) days prior to the Annual General Meeting;

2) Nominations for elected Director or Officer may be forwarded by any individual or organization, and there may be multiple candidates from any region; all nominations shall require a proposer and a second, and must be accompanied by a written statement by the candidate expressing a willingness to stand for office;

3) Nominations from the Membership at the Annual General Meeting for any elected position shall not be permitted.

b) Terms of Office

1) The term of elected Directors shall be three years unless otherwise specified in the by-laws and shall commence at the end of the Annual General Meeting at which they are elected; their term shall expire at the end of the Annual General Meeting following the completion of that term;

2) The term of appointed Directors shall be three years unless otherwise specified in the by-laws and shall commence from the time of their appointment; their term shall expire at the end of the Annual General Meeting following the completion of that term;

3) All Directors shall be eligible for re-election, but no Director, except the President and Vice President, may serve on the Board for more than eight (8) years.

c) Process for Election of President

1) The President shall be elected to office separately by secret ballot at the Annual General Meeting, and shall serve for a four (4) year term. The President may serve a maximum of two terms.

2) The President shall require a majority (50%+1) of the votes cast to be declared elected. If no candidate receives a majority on any ballot, the candidate that obtains the lowest number of votes is eliminated from subsequent ballots until one candidate receives a majority.

d) Process for Election of Vice President

1) The Vice President shall be elected to office separately by secret ballot at the Annual General Meeting, and shall serve for a four (4) year term. The Vice President may serve a maximum of two terms.

2) The Vice President shall require a majority (50%+1) of the votes cast to be declared elected. If no candidate receives a majority on any ballot, the candidate that obtains the lowest number of votes is eliminated from subsequent ballots until one candidate receives a majority.

3) The Vice President shall be elected at the Annual General Meeting at the mid-point of the President's term except as specified in these by-laws.

e) Transitional Process for Election and Appointment of Directors

1) The processes described in Section 31.2 e) shall be in effect only for the years of transition to the new Board structure; after that time Section 31.2 f) shall apply.

2) At the 2012 Annual General Meeting the following rules shall apply:

i) Each delegation shall cast its vote(s) for one candidate to serve as President for a four (4) year term.

ii) Three (3) Directors, who may be members of Provincial/Territorial Boards, shall be elected by all delegates on a national basis on separate ballots as follows:

-one (1) for a three (3) year term;

-one (1) for a two (2) year term;

-one (1) for a one (1) year term;

iii) Three (3) Directors, who if elected while members of Provincial/Territorial Boards must resign those positions within ninety (90) days, shall be elected by all delegates on a national basis on separate ballots as follows:

-one (1) for a three (3) year term;

-one (1) for a two (2) year term;

-one (1) for a one (1) year term;

iv) Each of the elected Directors shall be domiciled in a different region, as specified in Article 31.1 (d). No candidate may be elected from a region in which a candidate has already been elected;

v) A candidate shall be declared elected when he/she receives a majority (50%+1) of votes cast. If no candidate receives a majority in any or all regions, the candidate receiving the lowest number of votes in the region/s shall be deleted from the ballot and the vote repeated until such time as a majority is achieved;

vi) Within 60 days of the 2012 Annual General Meeting, the Board shall appoint three (3) additional Directors on the recommendation of the Nominations Committee, in accordance with the *Governance Policies* of The CSA; two (2) of these Directors shall serve a three (3) year term, and one (1) shall serve a two (2) year term;

vii) The Directors at Large from the 2011-12 Board who have one year remaining in their respective terms shall serve the balance of that term on the new Board as Directors. The Vice President with one year remaining shall serve as Vice President for the balance of his/her term. The Treasurer's position shall become a Director's position, with the incumbent serving the balance of his/her term;

viii) For the purposes of this section, the Directors from the 2011-12 Board completing their terms shall not be considered as part of the regional requirements of Article 31.1 d).

3) At the 2013 Annual General Meeting an election shall be held to fill the two vacant elected Directors' positions, for which elections were held at the 2012

Annual General Meeting; the term for these positions will change from one (1) year to three (3) years. The following rules shall apply:

(i) Each delegation shall cast its vote(s) for two candidates who may be members of a Provincial/Territorial Board but who, if elected, must resign that position within ninety (90) days of the election;

ii) No candidate may be elected from a region in which a candidate has already been elected;

iii) A candidate shall be declared elected when the candidate receives a majority (50%+1) of votes cast. If no candidate receives a majority in either or both regions, the candidate receiving the lowest number of votes in the region/s shall be deleted from the ballot and the vote repeated until such time as a majority is achieved;

iv) Within 60 days of the May 2013 Annual General Meeting, the Board shall appoint two (2) additional Directors for a three (3) year term and one (1) for a one (1) year term upon the recommendation of the Nominations Committee, as provided for in the *Governance Policies of The CSA*;

v) Each delegation shall cast its vote(s) for one candidate to serve as Vice President for a one (1) year term.

4) At the 2014 Annual General Meeting an election shall be held to fill the two vacant elected Directors' positions, for which elections were held at the 2012 Annual General Meeting; the term for these positions will change from two (2) year to three (3) years. The following rules shall apply:

i) Each delegation shall cast its vote(s) for two candidates who may be members of a Provincial/Territorial Board but who, if elected, must resign that position within ninety (90) days of the election;

ii) No candidate may be elected from a region in which a candidate has already been elected;

iii) A candidate shall be declared elected when the candidate receives a majority (50%+1) of votes cast. If no candidate receives a majority in either or both regions, the candidate receiving the lowest number of votes in the region/s shall be deleted from the ballot and the vote repeated until such time as a majority is achieved;

iv) Within 60 days of the May 2014 Annual General Meeting, the Board shall appoint two (2) additional Directors for a three (3) year term upon the recommendation of the Nominations Committee, as provided for in the *Governance Policies of The CSA*;

v) Each delegation shall cast its votes for one candidate for the position of Vice President for a four (4) year term.

f) Process for Election of Directors

1) At each Annual General Meeting the terms of two (2) elected Directors will expire. The membership shall elect two (2) Directors to fill these positions, and any additional Directors to positions that have been filled by an individual completing a partial term of a vacated position. The following rules shall apply:

i) Each delegation shall cast its vote(s) for two candidates who shall not be members of a Provincial/Territorial Board for more than ninety (90) days after the election;

ii) No candidate may be elected from a region in which a candidate has already been elected;

iii) A single candidate will be declared elected when the candidate receives a majority (50%+1) of votes cast. If no candidate receives a majority in either or both regions, the candidate receiving the lowest number of votes in the region/s shall be deleted from the ballot and the vote repeated until such time as a majority is achieved.

g) Process for Appointment of Directors

1) Within thirty (30) days of the completion of the Annual General Meeting, the Nominations Committee shall forward to the Board the names of individuals recommended to fill all vacant appointed positions.

2) The candidates recommended by the Nominations Committee must collectively meet the diversity requirements specified in the by-laws and *Governance Policies* of The CSA.

3) The Board may reject a recommended candidate only for good cause, as specified in the CSA's *Governance Policies*, and only as a result of a motion passed by a 75% vote.

h) Vacancies and Removal

1) A Director may resign at any time by submitting a written resignation to the President or Vice President of the Board.

2) The position of Director shall be vacated:

i) if the Director becomes an employee of The CSA or of an affiliated Association, League or Club;

ii) 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;

iii) if the Director be removed for misconduct for good and sufficient cause after a provisional decision of the Board of Directors or by resolution at an Annual General Meeting;

iv) if the Director be removed by resolution of The CSA in accordance with the impeachment procedures outlined in The CSA rules and regulations.

3) Where a vacancy occurs as a result of the death, incapacity, resignation, retirement or removal of the President, the Vice President shall be appointed President and shall serve in that position until the next Annual General Meeting. A new Vice President shall be elected by a majority vote (50%+1) of the Board. At the next Annual General Meeting, the Membership shall elect a new President to serve for the remainder of the unexpired term.

4) Where a vacancy occurs as a result of the death, incapacity, resignation, retirement or removal of any Director, the Nominations Committee shall nominate a candidate to fill the vacancy; in the case of an elected Director, the individual shall be from the region of the vacating Director and eligible for that position according to Section 31.1 d). The nominee shall be elected by the Board by a majority vote. A Director elected to fill the vacancy shall take office immediately and shall serve for the balance of the term of his or her predecessor; such appointment shall be ratified by a majority (50%+1) of the votes cast by the delegates at the next Annual General Meeting.

5) The Board may remove any Director for cause by a vote of two-thirds (66%) of the Directors then in office, at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been forwarded to the Director proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when the Board is to take action on the removal. The Director shall be given an opportunity to be heard and the matter considered by the Board at the time cited in the notice.

6) Where an elected Director changes his or her domicile during their term of office such that the regional requirements of Section 31.1 d) are no longer met, that Director shall resign within sixty (60) days of that change and the provisions of Section 31.2 h) 4) shall apply.

31.3 BOARD MEETINGS

a) Regular Meetings

1) The Board shall meet a minimum of three times per year. The date of regular meetings of the Board shall be set out in the annual calendar of the Board, which shall be approved by the Board as soon as is practicable following the Annual General Meeting.

2) Notice of a regular meeting shall be given to each Director at least fifteen (15) days in advance of the meeting.

b) Special Meetings

1) Special meetings of the Board may be called by the President or by written request of a majority (50%+1) of the Directors; the request shall state the purpose of the meeting, at which no other business shall be transacted.

2) Special meetings requested by a majority (50%+1) of Directors must be held within twenty-one (21) days of the request.

3) Notice of a special meeting shall be given to each Director at least fifteen (15) days in advance of the meeting. Notwithstanding Section 31.3 b) 2), under extraordinary circumstances, a special meeting may be called with a minimum of

twenty-four (24) hours notice; however, any motion presented at such a meeting shall pass only if supported by a majority (50%+1) of the entire Board of Directors.

c) Preparation for Board Meetings

- 1) The President shall set the agenda for meetings of the Board, in consultation with the General Secretary. Each Director shall be entitled to propose items for inclusion on the agenda. Directors shall submit such items to the General Secretary at least fourteen (14) days before the meeting.
- 2) The Board meeting agenda and supporting documents shall be sent to all Directors at least ten (10) days before the meeting. Information to be considered from Standing Committees shall be forwarded to the General Secretary in time for inclusion with the other supporting documents.

d) Quorum for Board Meetings

- 1) A majority (50%+1) of the Directors then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board.

e) Board Meeting Procedures

- 1) Meetings of the Board of Directors shall be closed to the membership and public. The Board may, however, invite third parties to attend for all of or a part of the meeting. Such third parties shall not have voting rights and shall have a voice only if the Board agrees.
- 2) The President shall chair meetings of the Board of Directors. In the President's absence, the Vice President shall serve as chair. If the Vice President is absent or unavailable, the Board shall designate a Director to serve as chair by a majority (50%+1) vote.
- 3) The rules of procedure for all meetings of the CSA, including Board meetings, shall be *Robert's Rules of Order*. Specific rules in *Robert's Rules* shall be set aside if they contravene the by-laws of The CSA.
- 4) The General Secretary shall take part in the meetings of the Board of Directors and may speak on any matter but shall not have a vote.
- 5) All Directors shall have identical Directors' rights and responsibilities, and each shall have one vote.
- 6) The Board of Directors shall reach decisions by a majority (50%+1) of the Directors (excluding the Chair) present. In the event of a tied vote, the chair shall have the casting vote. Voting by proxy is not permitted.
- 7) The Board of Directors shall not engage in debate unless a majority of the Directors are present.
- 8) Any Director must withdraw from the debate and from voting if there is any risk or possibility that the Director is in a conflict of interest.
- 9) The decisions rendered by the Board of Directors shall be recorded in the meeting minutes.

10) The decisions taken by the Board of Directors shall come into effect immediately, unless the Board decides otherwise.

11) Meetings of the Board of Directors may be conducted by telephone conference call, or by comparable means of electronic communication. A Director participating in such a meeting shall be taken to be present at the meeting.

31.4 BOARD AUTHORITY AND POWERS

a) Authority of the Board

1) The Board shall have authority over, and responsibility for, the conduct of the affairs of The CSA, and is accountable for all decisions made by, and on behalf of, The CSA.

2) The Board shall govern the affairs of The CSA in accordance with the provisions of The CSA's by-laws, rules and regulations, and policies.

3) The Board shall have the authority to delegate powers to Standing and Special Committees to assist it in carrying out its responsibilities.

4) The Board shall ensure compliance with the CSA's by-laws, rules and regulations and policies

5) The Board shall have the authority to delegate tasks arising out of its areas of responsibility to other bodies of The CSA or to third parties.

b) Powers of the Board

1) The Board shall make preparations for and convene all general meetings of The CSA.

2) The Board shall appoint the Chairs of the Standing Committees of the Board and the Judicial Bodies, and shall set out the terms of reference for such Committees and Judicial Bodies in these by-laws and the *Governance Policies* of The CSA.

3) The Board shall appoint and dismiss the General Secretary.

4) The Board shall recommend the appointment of an independent auditor.

5) The Board may suspend or expel a Member of The CSA as specified in Section 17.

6) The Board shall empower the General Secretary and one of the President or Vice President to sign contracts, documents or instruments in writing, or may from time to time delegate such signing authority to a Director or Directors on behalf of The CSA. When required, the seal of the Association shall be affixed to such signed contracts, documents and instruments in writing.

7) The Board shall cause to be kept all receipts, and records of credits, payments, assets and liabilities of The CSA and all other matters necessary for showing the true state and condition of The CSA, and the accounts shall be kept in such manner as the Board shall think fit and to the satisfaction of the auditor. The books of accounts shall be kept at such place or places as the Board shall determine and shall be open to the inspection of Members of The CSA with the consent of the Board or by resolution of a general meeting.

8) The Board shall be authorized from time to time to:

i) borrow money upon the credit of 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;

ii) issue debentures or other securities of The CSA;

iii) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;

iv) mortgage, hypothecate, charge or pledge or give security in any manner whatever upon, all of 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;

v) delegate to such Officer(s) or staff of The CSA as the Board may determine and approve all of any of the foregoing powers to such extent and in such manner as the Board may determine.

32. ADMINISTRATIVE STAFF:

32.1 There shall be such staff positions as may be determined by the General Secretary in accordance with the approved budget, and such positions shall be filled by the General Secretary.

32.2 Administrative staff shall have such duties as are prescribed by the General Secretary and shall be paid such remuneration in accordance with the approved budget.

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

33. INDEMNITY:

33.1 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.

34. AUDITOR:

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

34.2 The auditor shall be appointed by the Membership.

35. STANDING COMMITTEES

- 35.1 The Standing Committees of the CSA are:
- a) Audit and Finance Committee;
 - b) Nominations Committee;
 - c) Governance Committee;
 - d) Risk Management Committee;
 - e) International Affairs Committee;
 - f) Emergency Committee.
- 35.2 The Chair of each Standing Committee shall be a member of the Board of Directors.
- 35.3 The Chairs of the Standing Committees shall be appointed by the President with the approval of the majority (50%+1) of the Board, with the exception of the Nominations Committee, which shall select its own Chair, and the Emergency Committee, which shall be chaired by the President. If the Chair is unable to chair a meeting, the Committee shall designate one of its members as Acting Chair.
- 35.4 The members of each Standing Committee shall be appointed by the Board of Directors. Each Committee shall have a minimum of four members; including the Chair.
- 35.5 The Chair and the members of the Standing Committees shall be designated for a maximum term of office of three (3) years.
- 35.6 The terms of reference of the Standing Committees shall be set out in these by-laws and in The CSA's *Governance Policies*.
- 35.7 At all Committee meetings, a majority (50%+1) of voting members of the Committee shall form a quorum.
- 35.8 Each Standing Committee may propose changes to its terms of reference to the Board of Directors.
- 35.9 Members of Standing and Special Committees may be removed for misconduct or for good and sufficient cause by resolution of 75% of the votes eligible to be cast by the Board.

35.10 AUDIT AND FINANCE COMMITTEE

- a) The Audit and Finance Committee shall monitor the financial management of The CSA and advise the Board of Directors on financial matters and asset management. It shall analyze the budget and the financial reports and statements prepared by the General Secretary and submit them to the Board for approval.
- b) The Audit and Finance Committee shall, at the time of the annual audit, provide access to The CSA's financial records, review the auditor's report, and submit that report to the Board.
- c) The composition and terms of reference of the Audit and Finance Committee shall be set out in these by-laws and the *Governance Policies* of The CSA.

35.11 NOMINATIONS COMMITTEE

a) Role

- 1) The Nominations Committee shall actively recruit and recommend to the Board candidates for the appointed positions on the Board, so that the overall Board composition requirements set out in these by-laws and in The CSA's *Governance Policies*, are met. The Committee shall also receive all nominations for the elected positions on the Board and forward a slate of candidates for election to the CSA's Annual General Meeting.
- 2) The terms of reference of the Nominations Committee shall be set out in these by-laws and the *Governance Policies* of The CSA.

b) Composition and Eligibility

- 1) The Nominations Committee shall consist of five (5) members, including a Chair. Two (2) of the Committee members shall be Directors and three (3) shall be independents. (An independent is defined here as a person who at the time of his/her appointment is not an officer, director or employee of The CSA or of a Provincial/Territorial Association Member.)
- 2) No member of the Nominations Committee may let his or her name stand for election or appointment to the Board, nor at the election immediately after his/her completion of a Committee term.
- 3) The term of a member of the Nominations Committee shall be a maximum of two (2) years.
- 4) No more than one member of the Nominations Committee shall be from any one Province or Territory.
- 5) The Nominations Committee shall have a composition that reflects diversity, as described in the *Governance Policies* of The CSA.
- 6) The President shall not be a member of the Nominations Committee.

c) Appointment of Committee Members

- 1) The Board shall appoint the Directors who are to be members of the Nominations Committee by consensus. Each year one of the Directors on the Committee shall be replaced.
- 2) The existing Nominations Committee shall recommend to the Board candidates to fill the vacant independent Committee positions. The Board may reject a recommended candidate only for good cause as specified in the *Governance Policies* of The CSA, and only as a result of a 75% vote. Each year one of the independent Committee members shall be replaced.
- 3) For purposes of the 2012 AGM only, the members of the Nominations Committee shall be selected by a Selection Committee composed of one President of a Provincial/Territorial Association from each of the six regions (BC/Yukon Territory, Alberta/Northwest Territories, Manitoba/Saskatchewan, Ontario, Quebec, Atlantic Provinces). In recruiting candidates for the Nominations Committee, the Selection Committee shall adhere to the composition and eligibility requirements for committee membership set out in 35.11 b).

35.12 GOVERNANCE COMMITTEE

a) The Governance Committee shall recommend policies to the Board pertaining to governance issues and processes, including the orientation and training of new board members, evaluation of the Board, evaluation of the General Secretary, and shall prepare amendments to the by-laws of The CSA.

b) The composition and terms of reference of the Governance Committee shall be set out in these by-laws and the *Governance Policies* of The CSA.

35.13 RISK MANAGEMENT COMMITTEE

a) The Risk Management Committee shall review risk management systems and practices to ensure their integrity, monitor compliance with legal and regulatory requirements, and recommend policies for the development of standards and procedures in key risk areas for The CSA.

b) The composition and terms of reference of the Risk Management Committee shall be set out in these by-laws and the *Governance Policies* of The CSA.

35.14 INTERNATIONAL RELATIONS COMMITTEE

a) The purpose of the International Relations Committee is to build respectable and principled relationships with FIFA and CONCACAF, as well as the other confederations and national associations worldwide. The Committee shall make recommendations on the policies that the Board shall adopt in relation to the policies of FIFA, CONCACAF, and other confederations and football associations. The Committee shall make recommendations to the Board regarding candidates for positions on committees and panels of FIFA and CONCACAF.

b) The composition and terms of reference of the International Relations Committee shall be set out in these by-laws and the *Governance Policies* of The CSA.

35.15 EMERGENCY COMMITTEE

a) Role

The Emergency Committee exercises specified powers of the Board of Directors in rare and critical emergency situations when it is impossible for the Board to be convened using teleconferencing or other comparable means of electronic communication.

b) Composition

The Emergency Committee shall consist of the President and two other Directors elected by the Board. The terms of reference of the Emergency Committee shall be set out in these by-laws and the *Governance Policies* of The CSA.

c) Responsibilities

1. The Executive Committee is not authorized, under any circumstances, to make decisions or take actions with respect to the following matters:

i) dissolving The CSA;

ii) hiring or firing the General Secretary;

iii) entering into contracts or approving mergers or partnerships, or making any other decisions that affect the basic structure of The CSA;

iv) approving or changing a Board-approved budget;

v) adopting or eliminating major programs;

vi) buying or selling property;

vii) amending the by-laws of The CSA;

viii) changing any policies of The CSA that may only be changed by the Board;

ix) suspending, disciplining or removing any Member of The CSA, or any person holding an official position in the CSA or in any of its Provincial/Territorial Associations.

2. Any decision or action by the Emergency Committee must be referred to the Board of Directors within seventy-two (72) hours and be upheld by a majority (50%+1) vote.

36. SPECIAL COMMITTEES

36.1 The Board may establish Special Committees to undertake a specific task or project that is to be completed within a defined period of time. Such Committees shall be dissolved after they have completed their work.

37. OPERATIONAL COMMITTEES

37.1 The Operational Committees of the CSA are:

a) Technical Committee;

b) Referees Committee;

c) Sport Medicine Committee;

d) Professional Soccer Committee;

e) Competitions Committee.

37.2 The Operational Committees shall report to the General Secretary.

37.3 The terms of reference of the Operational Committees shall be set out by the General Secretary in accordance with the *Governance Policies* of The CSA.

37.4 No member of the Board of Directors shall be a member of, or serve on any Operational Committee.

38. JUDICIAL BODIES:

38.1 The Judicial Bodies of The CSA are:

a) the Disciplinary Committee;

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b) the Appeal Committee;

c) the Players' Status Committee.

38.2 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.

38.3 The members of the Judicial Bodies shall not belong to any other Body of The CSA at the same time.

39. DISCIPLINARY COMMITTEE

39.1 The Disciplinary Committee shall consist of a Chair (who shall have legal qualifications), Deputy Chair, and a number of members deemed necessary by the Chair.

39.2 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, in accordance with the Disciplinary Code of The CSA, the Chair may rule alone.

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

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

40. APPEALS COMMITTEE

40.1 The Appeal Committee shall consist of a Chair (who shall have legal qualifications), Deputy Chair and a number of members deemed necessary by the Chair.

40.2 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, in accordance with the Disciplinary Code of The CSA, the Chair may rule alone.

41. ARBITRATION

41.1 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.

42. JURISDICTION

42.1 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 SDRCC.

42.2 The CSA 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 other Associations and/or Confederations.

43. COURT OF ARBITRATION FOR SPORT

43.1 The CSA affirms, in accordance with Articles 59 and 60 of the FIFA Statutes, that any appeal against a final and binding FIFA decision shall be heard by the Court of Arbitration for Sport (CAS) in Lausanne, Switzerland, with the exception of 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.

43.2 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.

44. REVENUE

44.1 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 authorized bodies;
- d) other subscriptions and receipts in keeping with the objectives pursued by The CSA;
- e) other resources to be stipulated by The CSA.

45. EXPENSES

45.1 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.

46. COMPETITIONS

46.1 The CSA organizes and coordinates the following official competitions held within its territory:

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

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

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

47. CLUB LICENSING

47.1 The CSA shall operate a Club Licensing System in accordance with the principles of the Club licensing regulations of CONCACAF and FIFA.

47.2 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.

47.3 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.

48. RIGHTS

48.1 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, audio-visual 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.

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

49. AUTHORIZATION

49.1 The CSA and its Members are exclusively responsible for authorizing 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.

50. INTERNATIONAL MATCHES AND COMPETITIONS

50.1 The authority for organizing 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.

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

51. CONTACTS

51.1 The CSA shall not organize 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.

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52. APPROVAL

52.1 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 authorization of The CSA and the other Association and of FIFA, except in exceptional circumstances.

53. AMENDMENTS TO THE BY-LAWS AND RULES AND REGULATIONS:

53.1 Voting Members, Members of the Board of Directors and the Constitution Committee may propose, at a general meeting called for such a purpose, amendments to the by-laws and/or the rules and regulations, 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.

53.2 Adoption of any proposed by-law amendment shall require two-thirds (2/3) of the votes eligible to be cast by the Delegates present and the support of at least four Provincial/Territorial Association Members.

53.3 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 such amendments shall be submitted for ratification at an Annual General Meeting or Special General Meeting called for that purpose; ratification shall require the support of a majority (50%+1) of votes eligible to be cast.

53.4 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. Amendments to the rules and regulations are to take effect fifteen (15) days after said amendment have been passed by the Board unless otherwise directed by the Board.

54. RULES OF ORDER

54.1 All meetings of The CSA shall be conducted in accordance with *Robert's Rules of Order*, except when these *Rules of Order* violate the by-laws of The CSA.

55. UNFORSEEN CONTIGENCES AND FORCE MAJEURE:

55.1 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.

56. DISSOLUTION:

56.1 Any decision relating to the dissolution of The CSA requires the support of two-thirds (2/3) 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.

56.2 If The CSA is disbanded, its assets shall be transferred to Sport Canada, which shall hold these assets in trust as "bonus pater familiae" until The CSA is re-established. However, the Membership at an Annual General Meeting or Special General Meeting convened for this purpose may choose another recipient for the assets on the basis of a two-thirds (2/3) majority.

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57. ENFORCEMENT

57.1 These by-laws were adopted at the Special General Meeting held on February 5, 2011 and came into force on at the commencement of the 2012 Annual General Meeting.