



**Canada Soccer By-laws
May 2017**



The By-laws relating generally to the conduct of the affairs of

The Canadian Soccer Association Incorporated/ L'Association canadienne de soccer incorporée ("Canada Soccer")

BE IT ENACTED as the *By-laws* of Canada Soccer as follows:

SECTION 1 – GENERAL

1.01 Definitions

In these *By-laws* of Canada Soccer, unless the context requires otherwise:

“Act” means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

“Arbitration Tribunal” means a judicial body acting instead of an Ordinary Court;

“Articles” means the original or restated *Canada Soccer Articles of Incorporation or Articles of Amendment, Amalgamation, Continuance, Reorganization, Arrangement or Revival*;

“Association” means a soccer (football) organization recognized by and a Member of FIFA;

“Association Football” means the game controlled by FIFA and organized in accordance with the *FIFA Laws of the Game*. (Also may be referred to as Association Soccer);

“Board” means the Board of Directors of Canada Soccer;

“*By-laws*” means the *Canada Soccer By-laws* and any other *By-laws* of Canada Soccer as amended and which are, from time to time, in force and effect;

“CAS (TAS)” means Court of Arbitration for Sport (Tribunal Arbitral du Sport) in Lausanne (Switzerland);

“Club” means Member of a soccer (football) Association;

“*Code of Conduct and Ethics*” means the *Canada Soccer Code of Conduct and Ethics*;

“CONCACAF” means The Confederation of North, Central American, and Caribbean Association Football;

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

“Director” means a member of the Board of Directors;

“*Disciplinary Code*” means the *Canada Soccer Disciplinary Code*;

“FIFA” means International Federation of Association Football/Fédération Internationale de Football Association;

“FIFA Member Associations” means football Associations recognized in the *FIFA Statutes* as Members of FIFA;

“General Secretary” means the General Secretary of Canada Soccer;

“*Governance Policies*” means those documented policies approved by the Board of Directors that define the role the Board shall play in the affairs of Canada Soccer;

“IFAB” means the International Football Association Board;

“Judicial Bodies” means the Disciplinary Committee, Appeals Committee, Ethics Committee, and Players’ Status Committee of Canada Soccer;

“League” means an organization subordinate to an Association;

“Majority” means greater than 50%;

“Meeting of the Members” means an Annual Meeting of the Members or a Special Meeting of the Members, which all Members have the right to attend;

“Membership” means the supreme body of Canada Soccer;

“Member” means a Voting Member, Non-Voting Member and Director Member;

“Officials” means anyone, with the exception of players, performing an activity connected with soccer at an association or club, regardless of title, the type of activity (administrative, sporting or any other) and the duration of the activity. It includes, but is not limited to, all Directors, Officers, committee members, coaches, trainers, referees, assistant referees, fourth officials, match commissioners, referee inspectors, diversity officers, persons in charge of safety, and any other person responsible for technical, medical and/or administrative matters in Canada Soccer, its Members, clubs or leagues, as well as all other persons obliged to comply with the Canada Soccer By-laws;

“Ordinary Court” means a court that hears public and private legal disputes;

“Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution;

“Player” means a soccer (football) player registered with an Association;

“Provincial/Territorial Association” means an organization subordinate to an Association;

“Proposal” means a proposal submitted by a Member of Canada Soccer that meets the requirements of section 163 (Shareholder Proposals) of the Act;

“Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;

“Rules and Regulations” means the Canada Soccer *Rules and Regulations*, which govern the game of soccer in Canada;

“SDRCC” means The Sport Dispute Resolution Centre of Canada, which acts as an Arbitration Tribunal for Canada Soccer;

“Special Resolution” means a resolution passed by at least 67% of the votes cast on that resolution;

“Votes eligible to be cast” means the total number of votes allotted to the Members present at a meeting; and

“Voting Delegate” means an individual appointed by a Voting Member to exercise on behalf of the Member all the powers of the Member at a Meeting of the Members.

1.02 Interpretation

- i. In the interpretation of these *By-laws*, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.
- ii. Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these *By-laws*.

1.03 Superseding these By-laws

For a corporate matter not described or defined in these *By-laws* or the *Articles* of Canada Soccer, the Board and /or Membership must address the matter in accordance with The Act as far as it may pertain to the subject matter thereof.

1.04 Legal Form

- i. Canada Soccer is a non-profit organization of an associative nature as defined by Corporations Canada and is incorporated for an unlimited period.
- ii. Canada Soccer is a member of FIFA and of CONCACAF.

1.05 Head Office

- i. The official head office of Canada Soccer 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 Meeting of the Members.
- ii. Canada Soccer may establish such other offices and agencies elsewhere within Canada as the Board may deem expedient by resolution.

1.06 Corporate Seal

- i. Canada Soccer shall have a corporate seal in a form approved from time to time by the Board.
- ii. The General Secretary shall be the custodian of the Corporate Seal.

1.07 Corporate Flag

The flag of Canada Soccer is composed of the Canada Soccer logo positioned centrally on an all-white flag standard size "36" by "72". The flag is legally registered with the Canadian Intellectual Property Office.

1.08 Corporate Emblem and Logo

- i. The emblem and the logo of are composed 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.
- ii. The emblem, logo and abbreviation shall be legally registered with the Canadian Intellectual Property Office.

1.09 Official Languages

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

1.10 Execution of Documents

- i. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by Canada Soccer shall be signed by the General Secretary and any one (1) of the President or Vice President.
- ii. In addition, the Board may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed.
- iii. Any person authorized to sign any document may affix the Corporate Seal to the document.
- iv. Any signing Officer may certify that a copy of any instrument, resolution, By-law or other document of Canada Soccer is a true copy thereof.

1.11 Financial Year

- i. For the purpose of Canada Soccer, the financial year shall be from the 1st day of January to the 31st day of December following, both inclusive.
- ii. The revenue and expenses of Canada Soccer shall be managed so that they balance out over the financial period or as directed by the Board from time to time. Such management shall accrue a financial reserve as determined by the Board from time to time.

1.12 Banking Arrangements

- i. The banking business of Canada Soccer shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada as the Board may designate, appoint or authorize from time to time by Ordinary Resolution.

- ii. The banking business or any part of it shall be transacted by an Officer or Officers of Canada Soccer and/or other persons as the Board may by Ordinary Resolution from time to time designate, direct or authorize.

1.13 Borrowing Powers

The Directors of Canada Soccer may, without authorization of the Members:

- i. Borrow money upon the credit of Canada Soccer 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 Canada Soccer;
- 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 Canada Soccer, present and future, to secure any debentures or other securities of the liability of Canada Soccer, present or future; and
- v. Delegate to such Officer(s) or staff of Canada Soccer 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.

1.14 Annual Financial Statements

- i. The annual consolidated accounts of Canada Soccer with its subsidiaries, as at 31st of December, shall be presented to the Membership at the Annual Meeting of the Members for its approval.
- ii. All Members shall receive at least thirty (30) days before the Annual Meeting of the Members a copy of the annual consolidated accounts of Canada Soccer and the Auditor's Report.

1.15 Auditor

- i. The accounts of Canada Soccer shall be audited annually by an external and independent licensed Public Accountant.
- ii. The auditor shall be appointed by the Voting Members at the Annual Meeting of the Members.

1.16 Rules of Order

All meetings of Canada Soccer shall be conducted in accordance with *Robert's Rules of Order*, except when these *Rules of Order* violate the *By-laws*.

1.17 Unforeseen Contingences and Force Majeure

The Board shall have the final decision on any matters not provided for in these *By-Laws* or in the *Articles* or *Act* in cases of force majeure.

SECTION 2 - MEMBERSHIP

2.01 Membership Conditions

A. Classes of Membership

Canada Soccer is authorized to establish three (3) classes of membership, with each class having its own sub-classes as follows:

1. Voting Members

- i. **Provincial/Territorial Association Member.** Membership 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").
- ii. **League Member.** Membership shall be open to all properly constituted Professional and Semi-Professional Leagues of Canada Soccer.
- iii. **Professional Club Member.** Membership shall be open to all Canadian Professional Clubs that meet the criteria of the Professional Soccer Standards for a Professional Club and participate in a Professional League that operates in Canada, as determined by the Board from time to time.
- iv. **Athlete Member.** Membership shall be open to members of the National Teams. The players of each senior National Team shall designate one of their members or a player who has retired in the last five years as Voting delegates of the Athlete Members. The designated players represent all players in all National Team programs.

2. Director Members

- i. **Director Member.** Membership shall be open to all Directors currently serving on the Board.

3. Non-voting Members

- i. **Associate Member.** Membership shall be open to all properly constituted organizations operating on a national basis and which promote the game of Association Soccer, which are operating within the boundaries of, and are affiliated with, at least six (6) Provincial/Territorial Association Members.
- ii. **Life Member.** Membership shall be open to persons who have rendered valuable service to Canada Soccer.

B. Admission to Membership

- i. Any corporate entity wishing to become a Voting or Non-voting Member shall apply in writing to the General Secretary. 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, Code of Conduct and Ethics, Disciplinary Code*, and decisions of Canada Soccer and the statutes, regulations, directives and decisions of FIFA and CONCACAF, 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 *FIFA Laws of the Game* in force, issued by the IFAB;
 - d) a declaration that the applicant recognizes the Sport Dispute Resolution Centre of Canada (SDRCC) as the Arbitration Court of Canada Soccer and that it recognizes the Court of Arbitration for Sport (CAS) in Lausanne, as specified in these *By-laws*;
 - e) a declaration that the applicant is located and registered in Canada;
 - f) a declaration to the effect that the legal status of the applicant guarantees that it can make decisions independently;
 - g) a list of those individuals who are the applicant's authorized signatories with the right to enter into legally-binding agreements with third parties;
 - h) a declaration that the applicant will organize or participate in friendly matches only with the prior consent of Canada Soccer;
 - i) a declaration that the applicant will play all official home matches in Canada; and
 - j) a copy of the minutes of the applicant's last general meeting which authorized the decision to seek membership.
- ii. In the case of an application for Membership, the Board shall ask the Annual Meeting of the Members to either admit or not admit the applicant to membership. The applicant may state the reasons for its application to that Meeting.
 - iii. The new Voting or Non-Voting 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.
 - iv. An individual shall acquire Director Member membership rights as soon as they are elected as a Director.
 - v. Persons who have rendered valuable service to Canada Soccer may be granted Life Membership status upon nomination by the Board and confirmation by the Voting Members at the Annual Meeting of the Members.

C. Rights of Membership

- i. A Member in good standing with Canada Soccer has the following rights:
 - a) To take part in all Meetings of the Members, to receive notice of the Meeting and the agenda within the prescribed time, and to exercise its rights, as specified under Section 4 of these *By-Laws*;
 - b) To submit proposals for inclusion on the agenda of all Meetings of the Members;
 - c) To propose amendments to the *By-laws, Rules and Regulations, Code of Conduct and Ethics and Disciplinary Code* of Canada Soccer;
 - d) To be informed of the affairs of Canada Soccer through the official spokespersons of Canada Soccer;

- e) To take part in competitions and/or other activities sanctioned by Canada Soccer;
 - f) To be advised when it is at risk of losing good standing and what measures are required to maintain good standing; and
 - g) To exercise all other rights arising from the *By-laws, Rules and Regulations, Code of Ethics and Conduct, Disciplinary Code*, policies, and decisions of Canada Soccer.
- ii. The exercise of the rights of each Member is subject to other provisions in these *By-laws* and the applicable *Rules and Regulations*.

D. Obligations of Membership

- i. All Voting and Non-Voting Members have the following obligations wherever they may apply:
 - a) To comply with the *By-laws, Rules and Regulations, Code of Conduct and Ethics, Disciplinary Code*, policies, and decisions of Canada Soccer and the statutes, regulations, directives and decisions of FIFA and CONCACAF at all times;
 - b) to participate in the affairs of the Association;
 - c) To meet all its financial obligations to Canada Soccer;
 - d) To adopt by December 31, 2017, a clause inserted in the by-laws or regulations of the Member, specifying that the Member, its members, Leagues and Clubs, players, and officials shall not invoke the aid of the ordinary courts without first exhausting all available remedies within the Member's organization to resolve any and all disputes or disagreements between them.
 - e) To adopt by December 31, 2017, a clause inserted in the by-laws or regulations of the Member, specifying that the Member and its members shall comply with the principles of the *Code of Conduct and Ethics*.
 - f) To adopt by December 31, 2017, a clause inserted in the by-laws or regulations of the Member, specifying that the Member and its members shall comply with the principles of the *Disciplinary Code*.
 - g) To have no relationships of a sporting nature with Members that are suspended or with organizations that are not recognized by Canada Soccer;
 - h) To provide as agreed between Canada Soccer and its Members, and as required by FIFA, soccer-related details and demographics of their Membership to Canada Soccer.
- ii. Violation of the obligations by any Member may lead to sanctions provided for in these *By-laws* or in the *Disciplinary Code*.
- iii. To be in good standing a Voting and Non-Voting Member must be in compliance with the *By-laws, Rules and Regulations, Code of Conduct and Ethics, Disciplinary Code*, and policies and decisions of Canada Soccer.
- iv. A Director Member shall be in good standing and have no other membership obligations so long as they remain in good standing as a Director and comply with the terms and conditions of being a Director.

2.02 Membership Transferability

A Membership in Canada Soccer may be transferred only to Canada Soccer.

2.03 Notice of Meeting of Members

Notice of the time and place of a Meeting of the Members shall be given to each Member by the following means:

- i. By mail, courier or personal delivery; or
- ii. By telephonic, electronic or other communication facility.

2.04 Members Calling a Meeting of Members

- i. The Board must convene a Special Meeting of the Members if 5% of the Voting Members make such a request in writing. The request shall specify the items to be included on the agenda.
- ii. If a Special Meeting of the Members is not convened, the Members who requested it may convene the Special Meeting of the Members themselves.

2.05 Amendments to the By-laws and Articles

- i. A Special Resolution of the Voting Members is required to make any amendments to these *By-laws* and the *Articles*, including, as required by Subsection 197 (1) of the Act, any provision to:
 - a) change the Association's name;
 - b) change the province in which the Association's registered office is situated;
 - c) add, change or remove any restriction on the activities that the Association may carry on;
 - d) create a new class or group of Members;
 - e) change a condition required for being a Member;
 - f) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
 - g) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
 - h) add, change or remove a provision respecting the transfer of a Membership;
 - i) subject to Section 133 of the Act, increase or decrease the number of — or the minimum or maximum number of — Directors fixed by the *Articles*;
 - j) change the statement of the purpose of the Association;
 - k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Association;

- l) change the manner of giving notice to Members entitled to vote at a Meeting of the Members;
 - m) change the method of voting by Members not in attendance at a Meeting of the Members; or
 - n) add, change or remove any other provision that is permitted by the Act to be set out in the *Articles*.
- ii. Subject to the provisions of the *Articles*, pursuant to Subsection 199 (1) of the Act, the members of a class or group of members are entitled to vote separately as a class or group on a proposal to make an amendment to:
- a) effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;
 - b) add, change or remove the rights or conditions attached to the memberships of the class or group, including:
 - i. to reduce or remove a liquidation preference, or
 - ii. to add, remove or change prejudicially voting or transfer rights of the class or group;
 - c) increase the rights of any other class or group of members having rights equal or superior to those of the class or group;
 - d) increase the rights of a class or group of members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;
 - e) create a new class or group of members having rights equal or superior to those of the class or group; or
 - f) effect an exchange or create a right of exchange of all or part of the membership of another class or group into the memberships of the class or group.
- iii. A Member may propose an amendment as described in 2.05 i provided that notice of such amendment is submitted to the General Secretary 60 days prior to the Annual Meeting of the Members.
- iv. The Board may not amend the *By-laws* or *Articles*.

2.06 Amendments to the *Rules and Regulations, Code of Conduct and Ethics and Disciplinary Code*

- i. The *Rules and Regulations, Code of Conduct and Ethics and Disciplinary Code* may be amended by an Ordinary Resolution of the Board at any properly constituted meeting of the Board and come into effect as determined by the Board.
- ii. Notwithstanding 2.06 i, any amendment to the *Rules and Regulations* related to the Judicial Bodies must be approved by a Special Resolution.
- iii. The Membership shall be notified within 45 days of any amendments to the *Rules and Regulations, Code of Conduct and Ethics* and *Disciplinary Code* approved by the Board.
- iv. A Member may propose an amendment to the *Rules and Regulations, Code of Conduct and Ethics and the Disciplinary Code*, provided that notice of such amendment is submitted to the General Secretary sixty (60) days prior to the Annual Meeting of the Members. The amendment shall be decided by an Ordinary Resolution of the Members with the exception noted in 2.06 ii.

SECTION 3 - MEMBERSHIP FEES, TERMINATION AND DISCIPLINE

3.01 Membership Fees

- i. Membership fees shall be due and payable before each Annual Meeting of the Members and, in the case of new Members, the fee shall be paid at the time of application for Membership.
- ii. Members shall be notified in writing of fees payable.
- iii. Membership fees for Provincial/Territorial Associations shall be calculated by a formula approved by Special Resolution at a Meeting of the Members, not less than eight months prior to the fee coming into effect. The Provincial/Territorial Members have a right to place their Membership Fees on the agenda of the Annual Meeting of the Members.
- iv. Professional Clubs of affiliated Leagues, Associate Members, and affiliated Clubs shall pay such fees as the Board may determine from time to time.
- v. League Members shall pay an annual fee as determined by the Board and communicated to the Leagues before February 28 of each year.
- vi. Athlete Members, Director Members and Life Members are not subject to membership fees.

3.02 Termination of Membership

- i. Membership in Canada Soccer is terminated when:
 - a) The Member resigns by delivering a written resignation to the General Secretary; such resignation shall be effective on the date specified in the resignation;
 - b) The Member is expelled in accordance with Subsection 3.04 of these *By-laws* or is otherwise terminated in accordance with the *Articles* or these *By-laws*;
 - c) The Member's term expires;
 - d) Canada Soccer is liquidated or dissolved under the Act; or
 - e) In the case of a Director Member, when the Director Member ceases to be a Director.
- ii. Canada Soccer shall advise a Member in writing that their Membership has been terminated.
- iii. Monies owing to Canada Soccer by resigning or terminated Members must be paid.

3.03 Effect of Termination of Membership

Subject to the *Articles*, upon any termination of Membership, the rights of the Member, including any rights in the property of Canada Soccer, automatically cease to exist.

3.04 Discipline of Members

A. Suspension of a Member

- i. A Voting or Non-Voting Member that violates its obligations as a Member may be suspended.
- ii. A Director Member shall only be suspended when they are suspended as a Director pursuant to Section 6 of these By-laws.

B. Expulsion of a Member

- i. A Voting or Non-Voting Member may be expelled if:
 - a) it fails to fulfill its financial obligations to Canada Soccer;
 - b) it violates the *By-laws, Rules and Regulations, Code of Conduct and Ethics, Disciplinary Code*, policies or decisions of Canada Soccer and/or the statutes, regulations, directives or decisions of FIFA and CONCACAF;
 - c) it loses its status of an Association representing Association Soccer in its Province or Territory;
or
 - d) a Life Member is convicted of a criminal offence under the Criminal Code of Canada or any other domestic or international criminal statute.
- ii. A Director Member shall be expelled or terminated only when they are expelled or terminated as a Director pursuant to Section 6 of these By-laws.

C. Process for Suspending and Expelling a Member

- i. Suspension of Voting or Non-Voting Member
 - a) in the event that the Board is presented with an allegation of non-compliance by a Voting or Non-Voting Member with the *By-laws, Governance Policies, Code of Conduct and Ethics, or Disciplinary Code*, the Board shall refer the allegation to the appropriate Judicial Body. Should the Judicial Body determine that a Voting or Non-Voting Member should be suspended, Canada Soccer shall provide written notice of suspension to the Member and shall provide reasons for the suspension. The Member may make written submissions to Canada Soccer within twenty (20) days of receiving notice. If written submissions are received, the Judicial Body shall consider these in making its final ruling, and Canada Soccer shall notify the Member of the ruling within a further twenty (20) days from the date of receipt of the submissions.
 - b) the suspension will be in effect until Canada Soccer judges that the member has taken the required steps to become compliant, or until the next Meeting of the Members upholds or overturns the suspension by a vote of 75% of the Voting Members.
- ii. Expulsion of Voting or Non-Voting Member
 - a) in the event that the Judicial Body, after having been referred an allegation, in accordance with Section C. i. a) above, determines that a Voting or Non-Voting Member should be expelled, Canada Soccer shall provide written notice of the decision to the Member and shall provide the stated reasons. The Member may make written submissions to Canada Soccer within twenty (20) days of receiving notice.
 - b) The Judicial Body shall forward its ruling and any submissions, if received, to the General Secretary forty-five (45) days prior to the Meeting of the Members.

- c) A Member may be suspended or expelled by the Voting Members only by a vote of 75% of the Voting Members.
- iii. Suspension and Expulsion of a Director Member
 - a) A Director Member shall only be suspended or expelled by virtue of being suspended or expelled as a Director.
 - b) A suspension shall be lifted once the requirements imposed by the Voting Members or the Board have been fulfilled.
 - c) A suspended or expelled Member shall lose all Membership rights.

SECTION 4 - MEETINGS OF MEMBERS

4.01 Persons Entitled to be Present at Meeting of Members

- i. Voting Members shall be represented at Meetings of the Members by Voting Delegates, who shall act on behalf of the Voting Members.
 - a) The number of votes accorded to the Voting Members is set out in Subsection 4.10 of these By-laws.
 - b) Notice of the appointment of a Member's Delegates, signed by a duly appointed official of such Member, must be filed with the General Secretary before the Meeting of the Members.
 - c) Voting Delegates shall be appointed by each Voting Member, under Sections 154 (6) and (7) of the Act, to cast votes on behalf of the Voting Member. All Voting Delegates must be identified prior to the start of the Meeting of the Members.
- ii. Each Non-voting Member may appoint Non-Voting Delegates to attend Meetings of the Members as representatives of the Member.
 - a) All Non-voting Delegates must be identified prior to the start of the Meeting of the Members.
- iii. A Voting Member shall be deemed to be present at a Meeting of the Members if its appointed Voting Delegate/s is/are in attendance.
- iv. Other persons are permitted to attend Meetings of the Members, as determined by the Board or General Secretary.

4.02 Chair of the Meeting of Members

In the event that the President and the Vice President are absent, the Voting Members by Ordinary Resolution shall choose an individual to chair the Meeting.

4.03 Quorum at Meeting of Members

- i. At Meetings of the Members, a majority of Voting Members must be present to constitute a quorum.

- ii. A quorum is required to address the following business: the amendment of these *By-laws*; the election of Directors; the approval of the annual financial statements of Canada Soccer; the Auditor's Report; the dismissal of a Member; the expulsion or suspension of a Member, or the dissolution of Canada Soccer.
- iii. If a quorum is not achieved, the Meeting of the Members can proceed but shall not be permitted to address items indicated in 4.03 ii.

4.04 Votes to Govern at Meetings of Members

- i. Unless otherwise stipulated in the *Articles, By-laws* or the *Act*, every question raised at any Meeting of the Members shall be decided by an Ordinary Resolution. Abstentions are not counted as votes.
- ii. Elections shall be conducted by secret ballot.
- iii. Any other decision that requires a vote shall be reached by a show of hands, except when a Voting Member requests a roll call or a secret ballot.
- iv. A Voting Member is deemed to have voted when its Voting Delegate(s) has/have voted.

4.05 Place of a Meeting of Members

Meetings of the Members may be held at any place within Canada as determined by the Board or, if all of the Voting Members agree, outside Canada.

4.06 Participation by Electronic Means at a Meeting of Members

Participation at Meetings of the Members may not be by telephonic, electronic or other communication facility.

4.07 Meetings of Members Held Entirely by Electronic Means

Meetings of the Members may not be held by telephonic, electronic or other communication facility.

4.08 Categories of Meetings of Members

A. Annual Meetings of the Members

- i. All Members shall receive at least forty-five (45) days-notice of the Annual Meeting of the Members, and, no later than thirty (30) days before the Meeting, shall receive the following written materials: the President's Report, agenda, annual financial statements of Canada Soccer, the Auditor's Report, proposed amendments to the *By-laws*, candidates nominated for the position of Director and candidates nominated as members of the Judicial Bodies, and any other relevant meeting materials.
- ii. The General Secretary shall draw up the agenda based on submissions from the Board and the Members. Any submission that a Member wishes to forward to the Annual Meeting of the Members shall be sent to the General Secretary in writing, with a brief explanation, at least thirty-five (35) days before the date of the Meeting.
- iii. The agenda of the Annual Meeting of the Members may be altered by a motion, if it is approved by a vote of 75% of the Voting Members. The Annual Meeting of the Members is not required to make a decision on any item of business not included in the agenda.
- iv. The agenda of the Annual Meeting of the Members shall include the following items:

- a) Presentation of credentials
- b) Roll call
- c) Approval of the agenda
- d) Approval of the minutes of the preceding Annual Meeting of the Members
- e) Report of the Audit and Finance Committee
- f) Report of the auditor
- g) Approval of the Financial Statements
- h) Appointment of the auditor
- i) Reports of the other Standing Committees
- j) Admission of Members (if applicable)
- k) Suspension of Members (if applicable)
- l) Expulsion of Members (if applicable)
- m) Amendment or revision of the *By-laws*
- n) Amendment of the *Rules and Regulations*
- o) Election of the President-elect and Vice President-elect (if applicable)
- p) Election of Directors
- q) Election of Members of the Judicial Bodies.

B. Special Meetings of the Members

- i. The Board may convene a Special Meeting of the Members.
- ii. Within sixty (60) days of receiving a written request from at least 5% of the Voting Members, the Board must convene a Special Meeting of the Members. The request shall specify the items that are on the agenda.
- iii. When a Special Meeting of the Members is convened, the General Secretary shall draw up the agenda, which must specify the items of business noted in the request.
- iv. The agenda of a Special Meeting of the Members may not be altered.
- v. Forty-five (45) days-notice shall be given of any Special Meeting of the Members, and, no later than thirty (30) days before the Meeting, the Board and all Members shall receive all relevant meeting materials.

4.09 Decisions of the Membership

Decisions by Meetings of the Members shall come into effect the day after the close of the meeting unless it fixes another date for a decision to take effect.

4.10 Votes and Delegates

- i. Each Voting Member in good standing shall be entitled to the following representation at all Meetings of the Members:
 - a) British Columbia: eight (8) votes
 - b) Alberta: eight (8) votes
 - c) Saskatchewan: four (4) votes
 - d) Manitoba: three (3) votes

- e) Ontario: ten (10) votes
 - f) Quebec: ten (10) votes
 - g) New Brunswick: three (3) votes
 - h) Nova Scotia: four (4) votes
 - i) Newfoundland and Labrador: two (2) votes
 - j) Prince Edward Island: two (2) votes
 - k) Nunavut: two (2) votes
 - l) Northwest Territories: two (2) votes
 - m) Yukon: two (2) votes
 - n) Athletes shall collectively be entitled to two (2) votes
 - o) Professional Clubs shall collectively be entitled to one (1) vote
 - p) League Members shall collectively be entitled to one (1) vote
- ii. Each Voting Member shall be entitled to appoint a maximum of five (5) delegates.
 - iii. Each Associate Member shall be entitled to one (1) delegate who shall have a voice but no vote, except on matters pertaining to their Non-voting Member rights, as provided for in Subsection 2.05 (ii) of these *By-Laws*.
 - iv. Each Life Member shall have a voice but no vote, except on matters pertaining to their Non-Voting Member rights, as provided for in subsection 2.05 (ii) of these *By-laws*.
 - v. Each Director Member shall have a voice but no vote, except on matters pertaining to their Non-voting Member rights, as provided for in Subsection 2.05 (ii) of these *By-laws*.

SECTION 5 - PTSO PRESIDENTS' FORUM

5.01 REPRESENTATION

- i. Each of the Provincial/Territorial Association Members shall be represented at the PTSO Presidents' Forum by one (1) Representative, who shall be the President of the Association that is represented. In the event that the Representative is unable to attend a meeting of the Forum, an alternate member from the Representative's Board of Directors may attend in the Representative's place for that meeting.
- ii. A Representative may be removed by the Provincial/Territorial Association Member that elected or appointed that person.

5.02 PURPOSE OF THE PTSO PRESIDENTS' FORUM

- i. The Forum shall provide a venue for discussion and communication amongst representatives of the Provincial/Territorial Associations and with the Board.
- ii. The Forum may not encroach on the responsibilities that are assigned to the Board in the *By-laws* and Governance Policies.
- iii. The purpose of the Forum shall be to:
 - a) Inform the Board of significant Membership issues, including the impact of Board decisions at the Membership level;
 - b) Communicate to the Board the strategic goals and priorities of the Provincial/Territorial Association Members;
 - c) Provide input and advice to the Board during the formulation and implementation of Canada Soccer's strategic plan;
 - d) Provide input and advice to the leadership of Canada Soccer regarding the development of policies that affect the Membership; and
 - e) Provide the Representatives with information concerning the plans, priorities and decisions of the Board.

5.03 MEETINGS OF THE PTSO PRESIDENTS' FORUM

- i. The Forum shall be funded to meet face-to-face twice per year, and may hold additional meetings via teleconference as needed. Special meetings of the Forum may be called by a vote of 25% of the Provincial/Territorial Members.
- ii. All representatives and the President shall receive at least forty-five (45) days notice of meetings of the Forum or at least fourteen (14) days notice of a conference call and shall receive the meeting agenda and other relevant meeting materials no later than ten (10) days before the meeting.
- iii. The Chair of the 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 fifteen (15) days before the date of the meeting.

5.04 PTSO PRESIDENTS' FORUM PROCEDURES

- i. The quorum for a meeting of the Forum shall be two-thirds of the Representatives.
- ii. Representatives shall elect an individual to serve as Chair of the Forum. The Chair shall serve for a two-year term. If the Chair is unavailable, the Representatives shall elect another Chair for that meeting.
- iii. 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.
- iv. The Board and other guests may participate in meetings of the Forum as required, but shall not be involved in voting.

- v. Minutes of all meetings of the Forum shall be taken by a staff member and shall be made available to the Representatives and the Board within thirty (30) days of the meeting.

5.05 REPRESENTATIVE REMUNERATION

- i. Representatives shall receive no remuneration from Canada Soccer either directly or indirectly for attending meetings of the Forum.
- ii. Canada Soccer shall reimburse Representatives for travel and accommodation expenses incurred while attending meetings of the Forum.

SECTION 6 – DIRECTORS

6.01 Number of Directors

- i. The Board shall consist of fourteen (14) Directors, including two (2) Officers.
- ii. The Officers shall be the President and Vice President.
- iii. In addition to the President and Vice President, who shall be elected by the Voting Members, there shall be:
 - a) six (6) Directors elected by the Voting Members; and
 - b) six (6) Directors elected by the Director Members.

6.02 Eligibility of Directors

- i. The Voting Members shall elect one Director from each of six regions as follows: British Columbia/Yukon Territory; Alberta/Northwest Territories; Manitoba/Saskatchewan/Nunavut; Ontario; Quebec; and Nova Scotia/New Brunswick/Prince Edward Island/Newfoundland and Labrador.
- ii. An individual, if holding a position as a Director of a Provincial/Territorial Association, or one of its district or club members, at the time of his/her election as a Director, must resign from that position within ninety (90) days of the election.
- iii. The Board shall include: (a) one (1) athlete and (b) one (1) individual who has been or is involved in professional soccer.
- iv. The Board shall include a minimum of three qualified Directors of each gender.
- v. In addition, the following persons are disqualified from being a Director:
 - a) a person who is less than 18 years of age;
 - b) a person who has been declared incapable by a court in Canada or in another country;
 - c) a person who has the status of a bankrupt;
 - d) a person who has not met the requirements of Canada Soccer regarding the passing of a criminal record check or a vulnerable sector record check;
 - e) A person who is a paid employee of Canada Soccer, any of its Members, or any organization where a conflict of interest may exist;

- f) A person who is a member of a Judicial Body of Canada Soccer.
- g) A person who is a consultant or contractor for Canada Soccer, any of its Members, or any organization where a conflict of interest may exist;
- h) A player who is under contract to any Professional Club or Semi-professional Club that is a Member of Canada Soccer or that is a Member of or affiliated with any of Canada Soccer's Members

6.03 Election and Term

A. Terms of Office

- i. The term of Director shall be three years and shall commence at the end of the Annual Meeting of the Members or of the Board Meeting at which the Director is elected; the term shall expire at the end of the Annual Meeting of the Members following the completion of that term.
- ii. Directors shall be eligible for re-election.
- iii. A nominee shall be elected as President-elect and Director by secret ballot by the Voting Members at the Annual Meeting of the Members, and shall serve for a four (4) year term.
- iv. A nominee shall be elected as the Vice President-elect and Director by secret ballot by the Voting Members at the Annual Meeting of the Members, held at the midpoint of the President's term, and shall serve for a four (4) year term.

B. Nominations for Directors elected by the Voting Members

- i. Nominations for Director may be forwarded by any individual, organization, or Member, and there may be multiple candidates from any region. All such nominations shall require a proposer and a second, and must be accompanied by a completed and signed nominations form.
- ii. Such nominations must be submitted in writing to the Chair of the Nominations Committee, together with supporting documents requested by the Committee, forty-five (45) days prior to the Annual Meeting of the Members.
- iii. Nominations from the floor at the Annual Meeting of the Members for any elected position shall not be permitted.

C. Election of Directors by the Voting Members

- i. At each Annual Meeting of the Members, the Voting Members shall elect two (2) Directors, each for a three (3) year term. At the meeting no candidate may be elected from a region in which a candidate has already been elected.
- ii. Voting Members shall elect any additional Directors to elected positions that were vacated before the completion of the term of office. The following rules shall apply:
 - a) Each Director shall be elected to serve only for the balance of the term;
 - b) The candidate shall be elected from the region previously represented by the Director who vacated the office;

- iii. A candidate shall be declared elected when the candidate receives a majority of votes cast. If no candidate receives majority support, the candidate receiving the lowest number of votes and any candidate(s) receiving less than 15% of the total vote shall be deleted from the ballot and the vote repeated until such time as a majority is achieved.
- iv. Voting Members shall elect one (1) Director to a four-year term as President-elect. To be declared elected, a candidate for this position must receive a majority of the votes cast. If no candidate receives a majority on any ballot, the candidate that obtains the lowest number of votes is eliminated from the subsequent ballot until one candidate receives a majority. At the first Board meeting after the Annual Meeting of the Members, the Board shall appoint the President-elect to the Office of President by Ordinary Resolution.
- v. Voting Members shall elect one (1) Director to a four-year term as Vice-President-elect. To be declared elected, a candidate for this position must receive a majority of the votes cast. If no candidate receives a majority on any ballot, the candidate that obtains the lowest number of votes is eliminated from subsequent ballot until one candidate receives a majority. At the first Board meeting after the Annual Meeting of the Members, the Board shall appoint the Vice President-elect to the Office of Vice President by Ordinary Resolution.

D. Election of Directors by Director Members

- i. A minimum of thirty (30) days prior to the commencement of the Annual Meeting of the Members, the Nominations Committee shall forward to the Board the names of individuals that the Committee has nominated for the Board positions that are to be filled by the Director Members by election.
- ii. At the first Board Meeting held subsequent to the Annual Meeting of the Members, the Director Members shall elect two (2) Directors, each for a three (3) year term, and any additional Directors to positions on the Board previously elected by Director Members and vacated before the completion of the term of office.
- iii. A candidate shall be declared elected under Subsection 6.03 D ii if they receive a majority of the votes cast by the Director Members.

6.04 Vacancies and Removal

- i. A Director ceases to hold office when:
 - a) the Director becomes disqualified under Subsection 6.02 v;
 - b) the Director resigns;
 - c) at a Meeting of the Members or, at a Meeting of the Director Members, a Special Resolution is passed to remove a Director by the class of Members who elected said Director; or
 - d) the Director dies.
- ii. The resignation of a Director becomes effective at the time a written resignation is received by Canada Soccer or at the time specified in the resignation, whichever is later.
- iii. In the event that the Board is presented with an allegation of non-compliance by a Director with the *Code of Conduct and Ethics*, the *Disciplinary Code*, or the *Board Meeting Code of Conduct*, the Board shall refer

the matter to the appropriate Judicial Body. The Director shall be advised in writing of the nature and extent of such allegations.

- iv. When the Board receives the Judicial Body's decision, the following shall occur:
 - a) The Board shall advise the Director involved of the findings in writing.
 - b) If the Judicial Body rules that the allegations are without grounds, the Board shall take no further action.
 - c) If the Judicial Body rules that the allegations are valid and recommends removal of the Director:
 - i. If the Director was previously elected by the Voting Members, the Board shall release the findings of the Judicial Body to the Voting Members and recommend that the Voting Members pass a resolution in accordance with Subsection 6.04 i c) to immediately remove the Director.
 - ii. If the Director was previously elected by the Director Members, the Director Members shall pass a resolution in accordance with Subsection 6.04 (i)(c) to immediately remove the Director.
 - d) If the Judicial Body determines that the allegations are valid and recommends any other action(s), the Board shall implement these action(s) with immediate effect.
- v. Where a Director elected by the Voting Members changes his or her domicile during their term of office such that the regional requirements of these *By-Laws* are no longer met, that Director shall resign within sixty (60) days of that change.
- vi. When the President's position is declared vacated, the Vice President shall be appointed President by Ordinary Resolution of the Board, and shall serve in that position on an acting basis until the next Annual Meeting of the Members. At that Meeting, the Voting Members shall elect an individual to the position of President-elect for the remainder of the unexpired term, and that person shall be appointed to the Office of President by the Board of Directors by Ordinary Resolution.
- vii. When the Vice President's position is declared vacated, or where the Vice President is appointed as President, a Director shall be appointed as the Vice President by Ordinary Resolution of the Board and shall serve in that position on an acting basis until the next Annual Meeting of the Members. At that Meeting, the Voting Members shall elect an individual to the position of Vice President-elect for the remainder of the unexpired term, and that person shall be appointed to the Office of Vice President by the Board of Directors by Ordinary Resolution.
- viii. When a Director's position is vacated, the Nominations Committee shall select a candidate to fill the vacancy; in the case of a Director's position that was filled by an election of Voting Members, the individual shall be from the region of the vacating Director and eligible for that position. The candidate selected by the Nominations Committee shall be ratified by the Board by Ordinary Resolution. At its discretion, the Board may leave the Director's position vacant until the next Annual Meeting of the Members if five (5) or fewer months remain before that Meeting.
- ix. The candidate elected to fill the position of Director 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 of the votes cast by the delegates at the next Annual Meeting of the Members.

6.05 Remuneration of Directors

Directors cannot institute remuneration of Directors or Officers without the pre-approval of the Members and such approval must be given at a Special Meeting of the Members, called for that specific purpose.

6.06 Board Authority and Powers

A. Authority of the Board

In addition to the authority granted the Board elsewhere in these *By-laws*:

- i. The Board shall have authority over, and responsibility for, the conduct of the affairs of Canada Soccer, and is accountable for all decisions made by Canada Soccer;
- ii. The Board shall govern the affairs of Canada Soccer in accordance with the provisions of Canada Soccer's *By-laws, Rules and Regulations, Code of Conduct and Ethics, Disciplinary Code* and policies;
- iii. The Board shall have the authority to delegate powers to Standing and Special Committees to assist it in carrying out its responsibilities;
- iv. The Board shall ensure compliance with Canada Soccer's *By-laws, Rules and Regulations, Code of Conduct and Ethics, Disciplinary Code*, policies and with all applicable legal statutes and regulations;
- v. The Board shall have the authority to delegate tasks arising out of its areas of responsibility to other bodies of Canada Soccer or to third parties.

B. Powers of the Board

In addition to the powers granted to the Board elsewhere in these *By-laws*:

- i. The Board shall approve the appointments by the President of the Chairs and the members of the Standing and Special Committees and the nominations of individuals to the Judicial Bodies in accordance with the applicable *Governance Policies* and as prescribed elsewhere in these *By-laws*.
- ii. Notwithstanding subsection 6.06 B (i), the members of the Nominations Committee shall appoint the Chair of the Committee.
- iii. The Board may establish Standing Committees as it deems necessary.
- iv. The Board may establish Special Committees to undertake a specific task or project that is to be completed within a defined period of time.
- v. The Board shall approve the terms of reference for all Standing and Special Committees of the Board.
- vi. The Board shall appoint and dismiss the General Secretary.
- vii. The Board shall recommend the appointment of an independent auditor.
- viii. The Board shall cause to be kept all receipts, and records of credits, payments, assets and liabilities of Canada Soccer and all other matters necessary for showing the true state and condition of

Canada Soccer, 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 by Members with the consent of the Board or by Ordinary Resolution of a Meeting of the Members.

6.07 Indemnity

Every Officer, Director, or other official of Canada Soccer, shall be indemnified 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.

SECTION 7 - MEETINGS OF DIRECTORS

7.01 Calling of Meetings of the Board of Directors

A. Regular Meetings

- i. The Board shall meet a minimum of three times per year.
- ii. Meetings of the Board shall be called by the President.

B. Special Meetings

- i. Special meetings of the Board may be called by the President or by written request of a majority of the Directors; the request shall state the purpose of the meeting, at which no other business shall be transacted.
- ii. Special meetings of the Board requested by a majority of Directors must be held within twenty-one (21) days of the request.
- iii. Under extraordinary circumstances, a Special Meeting of the Board may be called with a minimum of twenty-four (24) hours notice.

7.02 Notice of Meetings of the Board of Directors

Notice of meetings of the Board shall be given to each Director at least fifteen (15) days in advance of the meeting, unless called in accordance with Section 7.01 B ii and iii.

7.03 Meetings of the Board of Directors

A. Regular Meetings

- i. The President shall set the agenda for regular meetings of the Board, in consultation with the General Secretary.
- ii. Each Director shall be entitled to propose items for inclusion on the meeting agenda. Directors shall submit such items to the General Secretary at least ten (10) days before the meeting.
- iii. Information to be considered from Standing Committees shall be forwarded to the General Secretary at least ten (10) days before the meeting.
- iv. The Board meeting agenda and supporting documents shall be sent to all Directors at least seven (7) days before the meeting.

- v. A majority of the Directors then in office shall constitute a quorum for the transaction of business.
- vi. Meetings of the Board shall be closed. The Board may, however, invite third parties to attend 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.
- vii. The General Secretary shall take part in meetings of the Board and may speak on any matter but shall not have a vote. When necessary, and at the discretion of the chair, the General Secretary may attend a meeting of the Board held in camera.
- viii. The President shall chair meetings of the Board. 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.
- ix. The rules of procedure for meetings of the Board shall be *Robert's Rules of Order*. Specific provisions in *Robert's Rules* shall be set aside if they contravene the *By-laws* of Canada Soccer.
- x. At meetings of the Board, all Directors shall have identical rights and responsibilities as Directors.
- xi. A 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.
- xii. Decisions of the Board shall come into effect immediately unless the Board decides otherwise, and in which case this shall be recorded in the meeting minutes.
- xiii. Meetings of the Board 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.

B. Special Meetings

- i. Special Meetings of the Board shall be conducted according to the procedures described in Subsection 7.03 A vii-xiii.
- ii. Any motion presented at a Special Meeting of the Board called with a minimum of twenty-four (24) hours-notice shall pass only if supported by a minimum of eight (8) Directors.

7.04 Votes to Govern at Meetings of the Board of Directors

- i. Unless otherwise stipulated in the *Articles*, *By-laws* or the *Act*, every question that requires a vote at any Meeting of the Board of Directors shall be decided by an Ordinary Resolution. Abstentions are not counted as votes.
- ii. Any decision that requires a vote shall be reached by a show of hands, except when a Director requests a roll call or a secret ballot.
- iii. At meetings of the Board, each Director shall have one vote, with the exception of the Chair, who may vote only in the case of a tie.
- iv. At meetings of the Board, voting by proxy is not permitted.

SECTION 8 - OFFICERS

8.01 Appointment of Officers

- i. The President and the Vice President are the Officers of Canada Soccer and are appointed by the Board as described in Subsection 6.03 C of these *By-laws*.
- ii. The Board shall appoint the Officers, specify their duties, and, subject to the Act, may delegate to such Officers the power to manage the affairs of Canada Soccer.
- iii. A Director may be appointed to only one (1) Office of Canada Soccer at any one time.

8.02 Duties of the Officers

A. President

- i. The President represents Canada Soccer, speaking for the Board in order to carry out its directives.
- ii. The President is primarily responsible for:
 - a) chairing meetings of the Board and Meetings of the Members of Canada Soccer;
 - b) ensuring that decisions by the Board are implemented; and
 - c) representing Canada Soccer at meetings of FIFA, CONCACAF, and other international organizations, and conducting relations with such bodies on behalf of Canada Soccer.
- iii. The President shall be a non-voting ex-officio member of all Standing and Special Committees of the Board except the Nominations Committee, of which he/she shall not be a member, and the Emergency Committee, of which he shall be a voting member.
- iv. The roles and responsibilities of the President are set out in the *Governance Policies*.

B. Vice President

The Vice President shall perform the duties of the President in the event of the President's absence or inability to act and any additional roles and responsibilities set out by the Board.

C. Other Officers

The Board shall define the duties and powers of additional Officers in the *Governance Policies*.

8.03 Description of Offices

The Board shall define the Offices and their terms of reference in the *Governance Policies*.

SECTION 9 – BOARD COMMITTEES

9.01 Standing Committees

A full description of the role, responsibilities, composition, eligibility and procedures of the Standing Committees is provided in the *Governance Policies*. The Standing Committees shall include:

- i. Audit and Finance Committee
 - a) the Committee shall assist the Board in carrying out its financial oversight responsibilities, including meeting with the auditor, reviewing the budget before its presentation to the Board, and reviewing and making recommendations to the Board on reporting procedures, asset/investment management, and the financial position of Canada Soccer.
- ii. Nominations Committee
 - a) the existing Nominations Committee shall recommend to the Board a candidate to fill a position for an independent Committee member that has been vacated. The Board may reject a recommended candidate only for good and sufficient cause as specified in the *Governance Policies*, and only as a result of a vote of 75%. Each year, one of the independent Committee members shall be replaced by a candidate who shall be appointed to the Committee for a term of up to three (3) years.
 - b) the Nominations Committee shall consist of five (5) members, including a Chair. Two (2) of the Committee members shall be Directors and three (3), including the Chair, 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 Canada Soccer or a Provincial/Territorial Association Member).
 - c) by consensus, the Board shall appoint each Director who is to be a member of the Nominations Committee for a term of two (2) years. Each year one of the Directors on the Committee shall be replaced. The Board shall appoint a Director to fill any Director position on the Committee that has been vacated.
- iii. Governance Committee
 - a) the Committee shall assist the Board in developing, implementing and reviewing the *By-laws, Rules and Regulations*, and policies of Canada Soccer in relation to FIFA and CONCACAF Statutes and all legal and regulatory requirements.
- iv. Risk Management Committee
 - a) the Committee shall assist the Directors in fulfilling their duty of care with respect to the safety and integrity of the operations of Canada Soccer, and to provide oversight and make policy recommendations regarding significant hazards and risks.
- v. Emergency Committee
 - a) the Committee shall exercise specified powers of the Board in critical emergency situations where it is impossible for the Board to be convened either in person or using teleconferencing or other comparable means of communication.

9.02 Special Committees

- i. Special Committees shall be dissolved after they have completed their work.
- ii. The members of each Special Committee shall be appointed by the President with the approval of the majority of the Board.
- iii. Each Special Committee may propose changes to its terms of reference to the Board.

- iv. Members of Special Committees shall receive no remuneration from Canada Soccer, although Canada Soccer shall reimburse Committee Members for expenses incurred while attending Committee meetings and/or engaging in Committee business.

SECTION 10 – MANAGEMENT AND STAFF

10.01 General Secretary

- i. The General Secretary is the chief executive of Canada Soccer and shall be appointed by the Board.
- ii. The General Secretary shall be responsible for:
 - a) implementing decisions and policies approved by the Board and by the Membership at Meetings of the Members;
 - b) appointing and dismissing staff of Canada Soccer;
 - c) recommending to the Board the appointment of the coaches of the senior National Teams and the Technical Director;
 - d) coordinating and overseeing the work of the General Secretariat;
 - e) reporting operational outcomes to the Board;
 - f) managing and keeping the accounts of Canada Soccer;
 - g) ensuring that the minutes for the meetings of the Board and its committees, and of Meetings of the Members are compiled;
 - h) the corporate affairs of Canada Soccer;
 - i) correspondence pertaining to administration of Canada Soccer; and
 - j) dealings with Members, FIFA, Confederations, government agencies, partners of Canada Soccer, other stakeholders, external agencies, and the media.

10.02 General Secretariat

- i. The General Secretariat shall carry out all of the administrative work of Canada Soccer under the direction of the General Secretary.
- ii. The General Secretary shall establish, maintain and staff the positions that form the General Secretariat, in accordance with the approved budget.
- iii. The Board and/or the General Secretary may bond employees of Canada Soccer as required.

10.03 Operational Committees

- i. The General Secretary shall establish such Operational Committees that he/she deems necessary to facilitate the delivery of Canada Soccer's mission and strategic plan.
- ii. The General Secretary shall set out the terms of reference of the Operational Committees, and shall appoint

the Chairs and Members of such Committees. Operational Committees may include volunteers whose expertise provides assistance to the Committees in their work.

- iii. The Chairs of the Operational Committees shall report to the General Secretary.
- iv. No Director shall serve as a member of any Operational Committee.
- v. Members of Operational Committees, excepting staff, shall receive no remuneration from Canada Soccer, although they shall be reimbursed for expenses incurred while attending Committee meetings and/or engaging in Committee business.

SECTION 11 – JUDICIAL BODIES

- i. The Judicial Bodies of Canada Soccer are:
 - a) Disciplinary Committee
 - b) Appeal Committee
 - c) Ethics Committee
 - d) Players' Status Committee
- ii. Members of the Judicial Bodies shall be independent of Canada Soccer and of its Members.
- iii. The terms of reference of the Judicial Bodies shall be set out in the *Rules and Regulations*.
- iv. The processes and procedures of the Judicial Bodies shall be defined by the *Disciplinary Code*, which is based on the *FIFA Disciplinary Code*.
- v. The members of the Judicial Bodies shall be nominated as follows:
 - a) A minimum of thirty (30) days prior to the commencement of the Annual Meeting of the Members, the General Secretary shall present to the Board the names of qualified individuals to serve as members of the Judicial Bodies.
 - b) These individuals shall be nominated by the Board and forwarded to the Annual Meeting of the Members, where they will be elected by a majority of the Voting Members.
- vi. Members of the Judicial Bodies are nominated by the Board and elected by the Voting Members at the Annual Meeting of the Members.
- vii. A member of the Judicial Body ceases to hold office when:
 - a) the member resigns;
 - b) the member ceases to be nominated by Board;
 - c) at a Meeting of the Members, a Special Resolution to remove the member is approved; or
 - d) the member dies.

- vii. The resignation of a member of a Judicial Body becomes effective at the time a written resignation is received by Canada Soccer or at the time specified in the resignation, whichever is later.

SECTION 12 - DISPUTE RESOLUTION

12.01 Mediation and Arbitration

- i. Canada Soccer and its Judicial Bodies shall have jurisdiction with respect to disputes between parties where the disputes involve Canada Soccer and its Members. FIFA shall have jurisdiction with respect to disputes between Canada Soccer and parties belonging to other FIFA Member Associations and/or Confederations.
- ii. In accordance with Articles 66-68 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, with the exception of appeals on violations of the *FIFA 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.
- iii. Canada Soccer and its Members, players, and officials shall not invoke the aid of the ordinary courts without first exhausting all available remedies within the organization to resolve any and all disputes or disagreements between them.
- iv. In the event that a dispute or controversy among Canada Soccer and its Members, players, and officials arising out of or related to the *Articles, By-laws, Rules and Regulations, the Code of Conduct and Ethics, the Disciplinary Code* or policies, is not resolved between the parties, then without prejudice to or in any other way derogating from the rights of the parties, as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be submitted to the SDRCC.
- v. Upon invitation by both parties, Canada Soccer may agree to provide mediation/arbitration services to assist in resolving disputes without prejudice.
- vi. All costs of the mediators appointed in accordance with this Section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this Section shall be borne by such parties as may be determined by the arbitrators.
- vii. Canada Soccer shall ensure its full compliance and that of its Members, players, officials, match agents and intermediaries with any final decision of FIFA, the Court of Arbitration for Sport, Canada Soccer and its Judicial Bodies, or the SDRCC.

SECTION 13 – DISSOLUTION

13.01 DISSOLUTION

- i. Any decision relating to the dissolution of Canada Soccer requires the support of a Special Resolution of the Members of Canada Soccer, which must be obtained at an Annual Meeting of the Members or a Special Meeting of the Members convened specifically for that purpose.
- ii. If Canada Soccer is disbanded, its assets shall be transferred to Sport Canada until Canada Soccer is re-established as a qualified donee. However, the Membership at an Annual Meeting of the Members or a Special Meeting of the Members may choose another qualified donee as the recipient for the assets on the basis of a Special Resolution.

SECTION 14 - EFFECTIVE DATE

14.01 Effective Date

CERTIFIED to be the *By-laws* of Canada Soccer, as adopted by the Directors of Canada Soccer by resolution on the 8th day of June 2017 and approved by the Members of Canada Soccer by Special Resolution on the 6th day of May 2017.

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke.

President

A handwritten signature in black ink, featuring a large initial 'W' followed by a series of connected loops.

Chair of the Governance Committee