



**Canada Soccer By-laws  
May 2022**



**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 panel of one or more adjudicators which is convened, as an alternative to the Ordinary Courts, to resolve a dispute by hearing evidence brought by both sides and making a decision;

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

"Association Football" ("Association Soccer") means the game controlled by FIFA and organized in accordance with the IFAB *Laws of the Game*;

"Board" means the Board of Directors of Canada Soccer;

"By-laws" means the Canada Soccer *By-laws* in force and effect;

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

"Club" means an organization operating one or more teams that is subordinate to Canada Soccer or a Member Association;

"Code of Conduct and Ethics" means the Canada Soccer *Code of Conduct and Ethics*;

"CONCACAF" means The Confederation of North, Central America, and Caribbean Association Football;

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

"Delegate" is any authorized representative of a Member or Members approved in advance of a Meeting of Members in accordance with Section 4.01.

"Director" means a member of the Board of Directors;

"Disciplinary Code" means the Canada Soccer *Disciplinary Code*;

"FIFA" means Fédération Internationale de Football Association;

"General Secretary" means the General Secretary of Canada Soccer;

"Governance Policies" means those documented policies approved by the Board of Directors that define the roles and responsibilities of, and relationships between the Board, General Secretary and stakeholders of Canada Soccer;

"IFAB" means the International Football Association Board;

"Independent Director" means a Director who possesses particular identifiable competencies that will materially assist the Board in performing its strategic and oversight functions;

"Judicial Bodies" means the Disciplinary Committee, Appeals Committee, Ethics Committee, and Players' Status Committee of Canada Soccer;

"League" means an organization providing competition for Clubs or teams that are subordinate to Canada Soccer or a Member Association;

"Majority" means greater than 50%;

“Meeting of the Members” means an Annual Meeting of the Members or a Special Meeting of the Members;

“Member” means a Voting Member or Non-Voting Member;

“Member Association” means a soccer (football) association operating within Canada, which has been admitted into membership of Canada Soccer;

“Non-voting delegate” means an individual appointed by a Non-voting Member to exercise all the powers of the Non-voting Member at a Meeting of the Members.

“National League” means Canadian Premier League (CPL)

“Officials” means anyone, with the exception of players, performing an activity connected with Association Soccer, regardless of title, the type of activity (administrative, sporting or any other) and the duration of the activity. Officials include, but are 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 of law 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), futsal or beach player registered with Canada Soccer or one of its Member Associations;

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

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

“Ratify” means consenting to be bound by an action previously taken;

“Rules and Regulations” means the *Rules and Regulations* of Canada Soccer;

“SDRCC” means The Sport Dispute Resolution Centre of Canada, which acts as an arbitration and mediation tribunal for Canada Soccer;

“Signing Officer” means an Officer of Canada Soccer who is authorized to sign official records and documents on behalf of Canada Soccer within the limitations as determined by the Board of Directors from time to time.

“Special Resolution” means a resolution passed by at least 2/3 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 all the powers of the Voting 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 in the City of Ottawa (Province of Ontario) and may only be transferred to another city by Ordinary Resolution 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 that bears the legal name, Canadian Soccer Association Incorporated in both official languages and the date of incorporation.
- ii. The General Secretary shall be the custodian of the Corporate Seal.

## **1.07 Corporate Flag**

The flag of Canada Soccer bears the Canada Soccer logo positioned centrally on an all-white flag standard size "36" by "72". The Canada Soccer logo 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 Board 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 or 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 or 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 of the previous fiscal year, shall be presented to the Members at the Annual Meeting of the Members;
- ii. 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 recognized firm of independent certified public accountants.
- 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 the *Rules of Order* violate these *By-laws* or the *Act*.

### **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 two (2) classes of membership, with each class having its own sub-classes as follows:

##### **1. Voting Members**

- i. **Member Associations.** Membership shall be open to one properly constituted Member Association in each of the provinces and territories of Canada.
- ii. **Leagues.** Membership shall be open to all properly constituted Professional and Semi-Professional Leagues that operate in Canada.
- iii. **Professional Clubs.** Membership shall be open to all Professional Clubs that hold a current Professional Club License issued by Canada Soccer, which are permitted to participate in a Professional League that is a Member of Canada Soccer or one which is operating in Canada and sanctioned by Canada Soccer another member association of FIFA.
- iv. **Players.** Membership shall be open to all members of the National Teams programs. Each of the Men's National Team and Women's National Team shall designate one of their players or a National Team player who has retired in the last five years as a Voting delegate for all players in all National Team programs. In the case of the Women's National Team, an alternate designate may be the Executive Director of the Canadian Soccer Players' Association.
- v. **Referees.** Membership shall be open to Referees who are registered with Canada Soccer. Referees shall select one referee from the National List of Referees or a referee who has retired in the last five years as a Voting delegate for all registered Referees.
- vi. **Coaches.** Membership shall be open to current Canada Soccer licensed Coaches. Coaches shall select one coach from the list of National A-Licensed Coaches as a Voting delegate for all Canada Soccer licensed coaches.

##### **2. Non-voting Members**

- i. **Associate Member.** Membership shall be open to all organizations, properly constituted in Canada, which advance and promote the game of soccer for the development of the sport.
- ii. **Director Member:** Membership shall be open to all Directors currently serving on the Board.
- iii. **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, where they may apply:
  - a) a copy of the applicant's legally valid statutes and regulations;
  - b) a declaration that the applicant will comply with the *By-laws, Rules and Regulations, Code of Conduct and Ethics, Disciplinary Code*, and decisions of Canada Soccer and the *Statutes*, regulations, decisions and directives of FIFA and CONCACAF, and ensure that these are also complied with by its own Members, clubs, officials and players;
  - c) a declaration that the applicant will comply with the *IFAB Laws of the Game, FIFA Futsal Laws of the Game, and/or FIFA Beach Soccer Laws of the Game* in force.
  - d) a declaration that the applicant will not take any disputes affecting Leagues, Clubs, members of Clubs, match officials, or other officials, or with Canada Soccer, to the ordinary courts of law. Instead, provision shall be made for arbitration by an independent and duly constituted arbitration tribunal recognized by Canada Soccer and the applicant.
  - e) 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*;
  - f) a declaration that the applicant is located and registered in Canada;
  - g) a declaration to the effect that the legal status of the applicant guarantees that it can manage its affairs independently and ensure that its own affairs are not influenced unduly by any third parties.
  - h) a list of those individuals who are the applicant's 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 Canada Soccer;
  - j) a declaration that the applicant will play all official home matches in Canada; and
  - k) a copy of the minutes of the applicant's 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 by Ordinary Resolution. The applicant may state the reasons for its application for Membership to that Meeting.
- iii. The new Voting or Non-voting Member shall acquire Membership rights and duties as soon as it has been admitted. All new Voting Members are eligible to vote with immediate effect.
- iv. An individual shall acquire Director Member membership rights and duties 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 Voting Member has the following rights:
  - a) To take part in all Meetings of the Members, to receive notice of the Meeting of the Members and the agenda within the prescribed time, and to exercise its rights at the Meeting of the Members, 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 failing to meet the Obligations of Membership under 2.01 D, and what measures are required to meet the Obligations.
  - 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. A Non-voting Member has the following rights:
  - a) To have access to rights specific to its membership class according to the *By-laws* and policies of Canada Soccer and the *Act*;
  - b) To be informed of the affairs and activities of Canada Soccer;
  - c) To be advised when it is at risk of failing to meet the Obligations of Membership under 2.01 D, and what steps are required to meet the Obligations;
  - d) To receive notice of, attend, and have a voice at all Meetings of Members, but except as otherwise provided for herein, or in the *Act*, shall not be entitled to vote at any such meeting.
- iii. The exercise of the rights of each Member is subject to other provisions in these *By-laws, Rules and Regulations, Code of Conduct and Ethics, and Disciplinary Code*.

### **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, and with all duties arising therefrom.

- b) to participate in the affairs, programs and activities of Canada Soccer within the reasonable constraints of the member;
- c) To meet all its financial obligations to Canada Soccer;
- d) To adopt by December 31, 2020 a clause in its by-laws declaring that it will not take *any* disputes affecting, Leagues, Clubs, members of Clubs, match officials, or other officials, or with Canada Soccer, to the ordinary courts of law. Instead of recourse to the courts, provision shall be made for arbitration by an independent and duly constituted arbitration tribunal recognized by Canada Soccer and the Member.
- e) To adopt by December 31, 2018, a clause inserted in the by-laws or regulations of the Member, specifying that the Member and its members shall comply with the *Code of Conduct and Ethics*.
- f) To adopt by December 31, 2018, a clause inserted in the by-laws or regulations of the Member, specifying that the Member and its members shall comply with 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.
- i) To respect the *Laws of the Game* as laid down by IFAB and the *Futsal Laws of the Game* as laid down by FIFA, and to ensure that these are also respected by its members, through its regulations;
- j) To observe the principles of loyalty, integrity and good sporting behavior as an expression of fair play, through its regulations;
- k) To enact by-laws that are in accordance with the requirements of the *By-laws, Rules and Regulations, Code of Conduct and Ethics, Disciplinary Code* and policies, directives and decisions of Canada Soccer, and the *Statutes*, regulations, directives and decisions of FIFA and of CONCACAF, and with all duties arising therefrom.
- l) To manage its affairs independently and ensure that those affairs are not influenced unduly by any third parties.
- 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 meet its Obligations of Membership under 2.01 D 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 have no other membership obligations so long as they 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 any number of Members holding 5% of the eligible votes makes such a request in writing. The request shall specify the items to be included on the agenda.

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 Canada Soccer's name;
  - b) change the province in which Canada Soccer's registered office is situated;
  - c) add, change or remove any restriction on the activities that Canada Soccer 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 Canada Soccer;
  - k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of Canada Soccer;
  - 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 in writing 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 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 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 Ordinary Resolution of the Members with the exception noted in 2.06 ii.

### **SECTION 3 –TERMINATION AND DISCIPLINE OF MEMBERS**

#### **3.01 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 3.03 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.

#### **3.02 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.

#### **3.03 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 be suspended when they are suspended as a Director pursuant to Subsection 6.04 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 seriously and/or repeatedly 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 or CONCACAF;
  - c) in the case of a Member Association, it ceases to represent Association Soccer in its Province or Territory;
  - d) in the case of a Life Member, Director Member, Coach, Referee, Player, or other Member as defined Section 2.01 vii, the person is convicted of a criminal offence under the Criminal Code of Canada or any other domestic or international criminal statute.

### 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 a serious and/or repeated violation by a Voting or Non-Voting Member of the *By-laws, Governance Policies, Code of Conduct and Ethics, and/or Disciplinary Code*, the Board shall refer the allegation to the appropriate Judicial Body. Should the Judicial Body determine that the Member should be suspended, the Board shall notify the Member in writing that they have been suspended and shall provide reasons for the suspension.
  - b) The suspension will be in effect until the Board judges that the Member has taken the required steps to become compliant, or until the next Annual Meeting of the Members upholds or overturns the suspension by a vote of  $\frac{3}{4}$  of the Voting Members present.
  - c) A suspended Member may not exercise any of their Membership rights.
  - d) A suspension shall be lifted if the requirements imposed on the Member have been met, at which time the Member shall regain the ability to exercise their Membership rights.
- 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, rules that a Voting or Non-Voting Member should be expelled, the Board shall notify the Member of the Judicial Body's ruling and the Members will be immediately suspended until the next Annual Meeting of the Members.
  - b) The expulsion of a Member requires that the Annual Meeting of the Members pass a Special Resolution by a  $\frac{3}{4}$  majority.
- iii. An expelled Member shall lose all Membership rights.

## SECTION 4 - MEETINGS OF MEMBERS

### 4.01 Persons Entitled to be Present at Meeting of Members

- i. Under Sections 154 (6) and (7) of the *Act*, 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 Voting delegates, signed by a duly appointed official of such Member, must be filed with the General Secretary before 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) Notice of the appointment of a Member's Non-voting delegates, signed by a duly appointed official of such Member, must be filed with the General Secretary before 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 delegates 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 the Voting Members, according to Subsection 4.10 of these *By-laws*, must be present to constitute a quorum.
- ii. A quorum is required to address the following business: the amendment of the *By-laws*; amendments proposed by the Membership in respect of the *Rules and Regulations*, *Code of Conduct and Ethics*, and *Disciplinary Code*; the election of Directors, election of the members of the Judicial Bodies; the ratification of the Independent Directors, the appointment of the Auditor; the admission, expulsion or suspension of a Member; the removal of a Director, and 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 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**

If Canada Soccer chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person or Delegate entitled to such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person or Delegate participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of these *By-laws*, any person or Delegate participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting, may vote, in accordance with the *Act*, by means of any telephonic, electronic or other communication facility that Canada Soccer has made available for that purpose.

#### **4.07 Meetings of Members Held Entirely by Electronic Means**

If the Directors or Members of Canada Soccer call a meeting of Members pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each during the meeting.

#### **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. No later than thirty (30) days before the Meeting, Members shall receive the following written materials: the Annual Report, Meeting agenda, audited financial statements of Canada Soccer, the Auditor's Report, proposed amendments or revisions to the *By-laws*, amendments proposed by the Members to the *Rules and Regulations*, *Code of Conduct and Ethics*, and *Disciplinary Code*; information regarding the candidates nominated for the position of Director from the regions, President-elect and/or Vice President-elect, a list of candidates nominated for the Judicial Bodies, information regarding the Independent Directors who have been elected by the Director Members, 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 3/4 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 Auditor
  - f) Presentation of the Audited Financial Statements
  - g) Appointment of the Auditor
  - h) Reports of the Standing Committees
  - i) Admission of Members (if applicable)
  - j) Suspension of Members (if applicable)
  - k) Expulsion of Members (if applicable)
  - l) Removal of Directors (if applicable)
  - m) Amendment or revision of the *By-laws/Articles*
  - n) Amendment of the *Rules and Regulations*, *Code of Conduct and Ethics* and *Disciplinary Code* (if applicable)
  - o) Election of the President-elect and Vice President-elect (if applicable)
  - p) Election of Directors
  - q) Ratification of the Independent Directors
  - r) 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 any number of Members holding at least 5% of the eligible votes, 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. 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**

- i. 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, and except in the case of a decision to admit new Voting Members, who shall be eligible, upon admission, to vote at the Meeting with immediate effect.

## **4.10 Votes and Delegates**

- i. Voting Members shall be entitled to an aggregate of eighty-five (85) votes which shall be distributed as follows:
  - a. Member Associations: The Member Associations shall be entitled to an aggregate of sixty (60) votes which shall be distributed as follows:
    - 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

b. Players: The Player Members shall be collectively entitled to two (2) votes, which shall be distributed as follows:

A. The Voting delegate of the Women's National Team: one (1) vote; and

B. The Voting delegate of the Men's National Team: one (1) vote.

c. Leagues: The National League shall be entitled to fifteen (15) votes.

d. Professional Clubs: The Professional Club Members, excluding all professional Clubs that are members of the National League, shall be entitled to an aggregate of six (6) votes, with an equal number of votes allocated to each professional Club.

e. Referees: The Referee Members shall collectively be entitled to one (1) vote.

f. Coaches: The Coach Members shall collectively be entitled to one (1) vote.

ii. Each Voting Member shall be entitled to appoint a maximum of five (5) Voting delegates.

iii. Each Associate Member shall be entitled to appoint 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*.

#### **4.11 Membership Fees**

i. Members shall be notified in writing of fees payable.

ii. In the case of new Members, the fee shall be paid at the time of application for Membership.

iii. Membership fees shall be due and payable before each Annual Meeting of the Members.

iv. Membership fees for Member Associations shall be calculated by a formula approved by Special Resolution at a Meeting of the Members, not less than six months prior to the fee coming into effect. The Member Associations have a right to place their Membership Fees on the agenda of the Annual Meeting of the Members.

v. Professional Clubs in Membership shall pay such fees as the Board may determine from time to time.

vi. League Members and Leagues sanctioned by other FIFA Member Associations shall pay an annual fee as determined by the Board and communicated to the Leagues before February 28 of each year.

vii. Associate Members shall pay an annual fee as determined by the Board and communicated to the Associate Members before February 28 of each year.

viii. Players, Referees, Coaches, Director Members and Life Members are not subject to membership fees.

## **SECTION 5 – MEMBER ASSOCIATIONS’ PRESIDENTS’ FORUM**

### **5.01 REPRESENTATION**

- i. Each of the Member Associations shall be represented at the Presidents’ Forum by one (1) representative, who shall normally 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 Forum representative may be removed by the Member Association that elected or appointed that person.

### **5.02 PURPOSE OF THE MEMBER ASSOCIATIONS’ PRESIDENTS’ FORUM**

- i. The Forum shall provide a venue for discussion and communication of the Member Associations among themselves 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 Member Associations;
  - c) Provide input and advice to the Board during the formulation and implementation of Canada Soccer’s strategic plan;
  - d) Discuss proposed amendments to the *By-laws*, *Rules and Regulations*, *Code of Conduct and Ethics* and *Disciplinary Code* and other proposals from Member Associations; and
  - e) Provide the Forum with information concerning the plans, priorities and decisions of the Board.

### **5.03 MEETINGS OF THE MEMBER ASSOCIATIONS’ 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 1/4 of the Member Associations.
- ii. All Forum representatives and the President of Canada Soccer 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 MEMBER ASSOCIATIONS' PRESIDENTS' FORUM PROCEDURES**

- i. The quorum for a meeting of the Forum shall be 2/3 of the designated representatives of each Member Association.
- 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 Forum representative is entitled to one vote.
- 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. Forum representatives shall receive no remuneration from Canada Soccer either directly or indirectly for attending meetings of the Forum.
- ii. Canada Soccer shall reimburse Forum representatives for travel, accommodation and per diem 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) Independent Directors elected by the Director Members and ratified by the Voting Members.

#### **6.02 Eligibility of Directors**

- i. The Voting Members shall elect six (6) Directors, one 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. The Voting Members shall ratify six (6) Independent Directors who have been elected by the Director Members.
- iii. An individual, if holding a position as a Director of a Member Association, or of 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.

- iv. The Board shall include: one (1) former Athlete (member of one of the National Teams; e.g., Senior, Youth, Para, Beach and/or Futsal).
- v. Not more than 60% of the Directors shall be of the same gender.
- vi. 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 (3) years and shall expire at the end of the third year at the Annual Meeting of Members. The process for filling a vacancy when a Director does not complete their term is described in Subsection 6.04 of these *By-laws*.
- ii. Directors shall be eligible for re-election but shall serve for no more than three (3) terms; this requirement shall come into effect in May 2020. As a transitional measure, all existing Directors will be considered to have served one (1) term.
- iii. The term of the President shall be four (4) years and shall expire at the end of the fourth year at the Annual Meeting of the Members. The process for filing a vacancy when a President does not complete their term is described in Subsection 6.04 of these *By-laws*.
- iv. The President shall serve a maximum of two (2) four (4) - year terms; this provision shall come into effect in May 2020. Previous terms served as Vice President or as a Director shall not be considered in determining the term limits of a President.
- v. The term of the Vice President shall be four (4) years and shall expire at the end of the fourth year at the Annual Meeting of the Members. The process for filling a vacancy when a Vice President does not complete their term is described in Subsection 6.04 of these *By-laws*. The term of a Vice President shall run from the midpoint of the President's term.

- vi. The Vice President shall serve a maximum of two (2) four (4) - year terms; this provision will come into effect in May 2022. Previous terms as a Director shall not be considered in determining the term limits of a Vice President.

#### **B. Nominations for Director**

- 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 seconder and must be accompanied by a completed and signed nominations form and the other supporting documents requested by the Nominations Committee.
- ii. All nominations and the supporting documents must be submitted in writing to the Chair of the Nominations Committee by 31 January 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.
- iv. To be nominated for the office of President or Vice President, a candidate must have served at least one term on the Canada Soccer Board of Directors.

#### **C. Election of Directors**

- i. At each Annual Meeting of the Members, the Voting Members shall elect two (2) Directors from the two (2) regions where the current Director's three-year term has expired.
- ii. Voting Members shall also elect additional Directors from any region where the Director did not complete their term. The following rules shall apply:
  - a) The elected Director shall serve for the balance of the term;
  - b) The elected Director shall be elected from the region previously represented by the Director who did not complete their term;
- iii. A candidate shall be declared elected upon receiving a majority of votes cast. If no candidate receives a majority support, the candidate receiving the lowest number of votes and any candidates receiving less than 15% of the votes shall be eliminated from the subsequent ballot until one (1) candidate receives a majority.
- iv. No later than 45 days in advance of the Annual Meeting of the Members, the Director Members shall elect two (2) Independent Directors to fill the positions of the Independent Directors whose terms have expired.
- v. Director Members shall also elect additional Independent Directors where an Independent Director did not complete their term. The candidate/s who are elected to the position of Independent Director shall serve for the balance of the term.
- vi. To be elected, a candidate for Independent Director must receive a majority of votes cast.
- vii. When the term of the current President ends, Voting Members shall elect one (1) individual to a four-year term as Director and President-elect. To be declared elected, a candidate for this position must receive a majority of the votes cast. If no candidate receives the support of a majority on any ballot, the candidate that obtains the lowest number of votes or less than 15% of the votes shall be 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 President-elect to the Office of President by Ordinary Resolution.

- viii. At the midpoint of the President's term, Voting Members shall elect one (1) individual as Director and Vice-President-elect. To be declared elected, a candidate for this position must receive a majority of the votes cast. If no candidate receives the support of a majority on any ballot, the candidate that obtains the lowest number of votes or less than 15% of the votes shall be 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 Vice President-elect to the Office of Vice-President by Ordinary Resolution.
- ix. Candidates who are nominated for the offices of President and Vice President may not be nominated simultaneously for the position of elected Director of Independent Director.

#### **D. Ratification of Independent Directors by Voting Members**

- i. At each Annual Meeting of the Members, the Voting Members shall ratify by Ordinary Resolution the election of the two (2) Independent Directors elected by the Director Members.
- ii. Voting Members shall also ratify by Ordinary Resolution the election of additional Independent Directors elected by the Director Members to replace Independent Directors who did not complete their term.

#### **6.04 Vacancies and Removal of Directors**

- i. A Director ceases to hold office when:
  - a) the Director becomes disqualified under Subsection 6.02 v;
  - b) the Director resigns;
  - c) in the case of a Director who was elected by the Voting Members, an Ordinary Resolution is passed at a Meeting of the Members to remove the Director; in the case of a Director who was elected by the Director Members, a written resolution signed by all Director Members or an Ordinary Resolution is passed at a Meeting of the Director Members, to remove the Director;
  - 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, and/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 ruling, the following shall occur:
  - a) The Board shall advise the Director involved of the ruling 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 that the Director should be removed:
  - i. If the Director was previously elected by the Voting Members, the Board shall release the ruling of the Judicial Body to the Voting Members and temporarily remove the Director with immediate effect by Ordinary Resolution. The Director's removal must be confirmed by Ordinary Resolution at the next Annual Meeting of the Members.
  - ii. If the Director was previously elected by the Director Members, the Director Members shall release the ruling of the Judicial Body to the Voting Members and temporarily remove the Director with immediate effect by Ordinary Resolution or by unanimous written resolution.
- d) If the Judicial Body determines that the allegations are valid and recommends any other action(s) pursuant to the *Disciplinary Code*, 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 becomes vacant, the following processes shall be followed:
  - a) When the Director was elected by the Voting Members, the Nominations Committee shall issue a call for nominations for the position. The individual shall be from the region of the previous Director and eligible for that position. Following consultation with the region, the Nominations Committee shall forward a list of candidates to the Board, and the Directors who have been elected by the Voting Members shall appoint one of the candidates to the position of Director. The elected Director shall serve in that position until the next Meeting of the Members. At that Meeting, the Voting Members shall elect an individual to that position for the remainder of the unexpired term.
  - b) When an Independent Director was elected by the Director Members and ratified by the Voting Members, the Nominations Committee shall issue a call for nominations for the position and shall forward a list of candidates to the Board. The Independent Directors shall elect one of the candidates to the position of Independent Director. Subject to ratification at the next Annual Meeting of the Members, the Independent Director who has been elected shall serve in that position for the remainder of the unexpired term.
- ix. At its discretion, if five (5) or fewer months remain before the Director's position can be filled, the Board may leave the Director's position vacant.

## 6.05 Remuneration of Directors

The Board 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 the *By-laws, Rules and Regulations, Code of Conduct and Ethics, Disciplinary Code* and other policies of Canada Soccer;
- 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 the *By-laws, Rules and Regulations, Code of Conduct and Ethics, Disciplinary Code* and other policies of Canada Soccer, and with all applicable legal statutes and regulations;
- v. The Board shall have the authority to delegate tasks arising from 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 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 be responsible for the appointment, evaluation and dismissal of the General Secretary.
- vii. The Board shall recommend the appointment of an external recognized firm of independent certified public accountants to audit the annual financial statements of Canada Soccer.

- 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 Subsection 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. Notwithstanding 7.03 (a)(i) above, 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 provided by the Chairs of the Standing Committees and other Directors shall be forwarded to the General Secretary in time to be included with the Board meeting documents that are sent to the Directors.
- 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 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. At the discretion of the chair of the meeting, the General Secretary may be present during in camera discussions.
- 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 or the *Act*.
- 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. With rationale, any Director may ask any other Director to recuse himself/herself if the former believes that the latter 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) (v- xiii) of these *By-laws*.
- 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 and speaks for the Board, ensuring that Canada Soccer's mission, strategic direction, policies and values, as defined by the Board, are protected and advanced.
- ii. The President:
  - a) chairs meetings of the Board and Meetings of the Members of Canada Soccer;
  - b) ensures that decisions by the Board are implemented; and
  - c) represents Canada Soccer at meetings of FIFA, CONCACAF, other Confederations, and other international organizations, and seeks to maintain and develop good relations with these Associations/organizations and its Member organizations and government bodies.
- iii. The roles and responsibilities of the President are set out in full 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 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 Canada Soccer, or of any Member of Canada Soccer or their members.)
- b) The term of the Director members and Independent members of the Nominations Committee shall be up to three (3) years and the term is renewable once for up to three (3) years. The term of the Chair shall be three (3) years but will not be renewable.
- c) the President shall recommend to the Board the appointment of two (2) Directors to the Nominations Committee. Where a Director vacates their position on the Committee before completing their term, the President shall recommend a replacement to the Board.
- d) the Nominations Committee shall nominate candidates for the Independent positions on the Committee, both when an Independent completes their term or vacates the position before completion. In both cases, the Board shall appoint a candidate who meets the following eligibility requirements:
  - at the time of appointment, is not an Officer, Director or employee of Canada Soccer or of a Member Association, or a member of a Judicial Body;
  - is resident in a Province/Territory in which no other member of the Committee resides;
  - where possible, is resident in a region other than those in which the other Committee members reside;
  - possesses particular identifiable competencies that will materially assist the Committee in performing its Board recruitment functions;

In the case where an Independent vacates the position before the end of their term, the replacement shall serve for the balance of the term.

iii. Governance Committee

- a) the Committee shall assist the Board by developing, drafting, and reviewing the *By-laws, Rules and Regulations*, and policies of Canada Soccer in relation to the *FIFA Statutes* and *CONCACAF Statutes* and policies, 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,

security and integrity of the operations of Canada Soccer, and 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 to the Board changes to the Committee's terms of reference.
- 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) the implementation of decisions and policies approved by the Board and by the Membership at Meetings of the Members;
  - b) the appointment, evaluation and dismissal of all staff of Canada Soccer, with the exception of the Head Coaches of the senior National Teams;
  - c) recommendations to the Board on the appointment and dismissal of the Head Coaches of the senior National Teams;
  - d) leadership, coordination and oversight of the work of the General Secretariat;
  - e) staff support for meetings of the Board and its committees and Meetings of the Members;
  - 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 and kept;
  - h) the corporate affairs of Canada Soccer;
  - i) correspondence pertaining to administration of Canada Soccer; and

- j) communications and relationships with Members, FIFA, the Confederations, government agencies, partners and other stakeholders of Canada Soccer, 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 establish 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 meet the independence criteria as defined by the *Disciplinary Code*.
- iii. The Disciplinary, Appeal, Ethics and Players' Status Committees shall normally consist of three (3) members, one (1) of which shall serve as the Chair. In certain cases, the Chair may rule alone.
- iv. The Judicial Bodies shall be composed in such a way that the members together have the knowledge, abilities and specialist expertise that is necessary for the completion of their tasks.
- iv. The nominations of members of the Judicial Bodies shall take into account appropriate gender balance on the Judicial Bodies.

- vi. The members of the Judicial Bodies shall be selected as follows:
  - a) No later than thirty (30) days before the Annual Meeting of the Members, the General Secretary shall forward to the Members the names of qualified individuals nominated to serve as members of the Judicial Bodies.
  - b) The members of the Judicial Bodies will be elected by the Voting Members by Ordinary Resolution at the Annual Meeting of the Members.
- vii. A member of the Judicial Body shall cease to hold office when:
  - a) the member resigns;
  - b) the member is incapacitated and no longer able to perform his functions.
  - c) at a Meeting of the Members, a Special Resolution to remove the member is approved; or
  - d) the member dies.
- viii. The resignation of a member of a Judicial Body becomes effective at the time when a written resignation is received by Canada Soccer or at the time specified in the resignation, whichever is later.
- ix. Disciplinary Committee:
  - a) The function of the Disciplinary Committee shall be set out in the Canada Soccer *Disciplinary Code*, which is based on the *FIFA Disciplinary Code*.
  - b) The Disciplinary Committee shall make decisions only when at least three (3) members are present. In certain cases, the chair may rule alone.
  - c) The Disciplinary Committee may pronounce the sanctions described in the Canada Soccer *Disciplinary Code* on Member Associations, clubs, officials, and intermediaries and match agents.
- x. Appeal Committee
  - a) The function of the Appeal Committee shall be set out in the Canada Soccer *Disciplinary Code*, which is based on the *FIFA Disciplinary Code*.
  - b) The Appeal Committee shall make decisions only when at least three (3) members are present. In certain cases, the chair may rule alone.
  - c) The Appeal Committee is responsible for hearing appeals against decisions from the Disciplinary Committee, the Ethics Committee, and the appeal bodies of the Member Associations.
- xi. Ethics Committee
  - A. The function of the Ethics Committee shall be set out in the Canada Soccer *Disciplinary Code*, which is based on the *FIFA Disciplinary Code*.
- xii. Players' Status Committee
  - a) The function of the Players' Status Committee shall be set out in the Canada Soccer *Disciplinary Code*, which is based on the *FIFA Disciplinary Code*.

## SECTION 12 - DISPUTE RESOLUTION

### 12.01 Mediation and Arbitration

- i. Canada Soccer and its Judicial Bodies shall have jurisdiction with respect to all disputes between parties where the disputes involve, either directly or indirectly, 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. Only a Member as defined in Section 2.01 (A) of the *By-laws* that wishes to appeal a final and binding decision of Canada Soccer and/or its Judicial Bodies shall have the right to appeal such final and binding decision to the SDRCC. For further clarity, a third party who is not a Member of Canada Soccer as defined in section 2.01 (a) of the *By-laws*, even if affected by a final and binding decision of Canada Soccer and/or its Judicial Bodies, has no right to appeal such decision of Canada Soccer and/or its Judicial Bodies to the SDRCC.
- iii. In the event of a dispute between Canada Soccer and any of its Members, or any players, officials, individuals or entities that are bound to comply with the *Articles, By-laws, Rules and Regulations, the Code of Conduct and Ethics, the Disciplinary Code* or policies of Canada Soccer, and where such dispute is not resolved between the parties, the dispute shall not be submitted to the ordinary courts of law and the parties agree that the dispute will be heard by the SDRCC.

## SECTION 13 – DISSOLUTION

### 13.01 Dissolution Requirements

- 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 approved by the Members of Canada Soccer entitled to vote on the 7<sup>th</sup> day of May, 2022.



President



Chair of the Governance Committee