



**By-laws
of the Canadian Soccer Association
Incorporated/L'Association canadienne de
soccer incorporé**

3 May 2025

CONTENTS

Article	Page
DEFINITIONS	3
I. GENERAL PROVISIONS	5
1-11	5-8
II. MEMBERSHIP	9
12-24	9-14
III. ORGANIZATION	15
25-55	
A. Meeting of the Members	16-23
B. Board	24-28
C. President	29
D. General secretariat	29-30
E. Standing committees	31-33
F. Expert Panels and Special Committees	33-34
G. Club licensing bodies	34
IV. INDEPENDENT COMMITTEES	34
56-63	34-37
V. ARBITRATION	38
64-65	38
VI. FINANCE	38
66-73	38-41
VII. COMPETITIONS AND RIGHTS IN COMPETITIONS AND EVENTS	41
74-76	41-42
VIII. INTERNATIONAL MATCHES AND COMPETITIONS	42
77-79	42-43
IX. FINAL PROVISIONS	43
80-85	43-45
ANNEX A – QUESTIONNAIRE FOR INTEGRITY CHECKS	46
ANNEX B – INDEPENDENCE CRITERIA	49
ANNEX C - ELECTORAL CODE	51

DEFINITIONS

In these By-laws of Canada Soccer, the terms below denote the following:

Act: the Canada Not-for-profit Corporations Act SC 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: an independent and duly constituted private tribunal acting instead of an ordinary court.

Articles: the restated Articles of Continuance of Canada Soccer.

Association: a soccer association recognized as such by FIFA and by the relevant confederation. It is a member of FIFA, unless a different meaning is evident from the context.

Association Soccer (Association football): the game controlled by FIFA and organized by FIFA, the confederations and/or the associations in accordance with the Laws of the Game.

Board: the Board of Directors of Canada Soccer.

Bodies: the institutional decision-making structures within Canada Soccer's system of governance.

By-laws: the Canada Soccer By-laws in force and effect. For the sake of simplicity, the term “statutes” may also be used below whenever reference is made to the statutes of FIFA, Concacaf and CSA jointly.

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

Club: a member of an association (that is a member of FIFA and of the relevant confederation) or a member of a league recognized by an association that enters at least one team in a competition.

Code of Conduct and Ethics: the Canada Soccer Code of Conduct and Ethics.

Concacaf: the Confederation of North, Central America and Caribbean Association Football.

Confederation: a group of associations recognized by FIFA that belong to the same continent (or assimilable geographic region).

CSA: the Canadian Soccer Association Incorporated / l'Association Canadienne de soccer incorporée, also called Canada Soccer.

Delegate: a natural person validly representing a Member at the Meeting of the Members.

Director: a person who is elected by the Members to the Board of Directors. The President and Vice President shall be considered Directors of Canada Soccer.

Disciplinary Code: the Canada Soccer Disciplinary Code.

Elective Meeting of the Members: a meeting of the Members at which the President is elected.

FIFA: Fédération Internationale de Football Association.

General Secretary: CEO and General Secretary of Canada Soccer.

Governance Regulations: those regulations approved by the Board of Directors that supplement provisions of the By-laws pertaining to the internal organization of Canada Soccer. They specify the duties, powers and responsibilities of the Board, the President, standing committees, independent committees and the General Secretary.

IFAB: The International Football Association Board (IFAB).

Independence: the requirement of members of the bodies of Canada Soccer that they do not have a conflicting fiduciary obligation to another organization, receive no direct or indirect material benefit from any such party, and are free of any conflict of interest of a financial, personal or representational nature.

Judicial bodies: means the Disciplinary Committee, Ethics Committee, Appeals Committee and Players' Status Committee of Canada Soccer.

Laws of the Game: the laws of association football issued by The IFAB in accordance with art. 7 of the FIFA Statutes.

League: an entity organizing competition for clubs or teams that are subordinate to an association.

Majority: greater than 50%.

Member Associations: the duly constituted Member Associations in each of the 13 provinces and territories of Canada.

Meeting of the Members: an Annual Meeting of the Members or a Special Meeting of the Members.

Officers: Directors or designated officials who perform duties prescribed in these By-laws, including the possession of signing authority.

Official: any Director, Officer, committee member, referee, assistant referee, referee inspector, coach, trainer, diversity official, safety official, and any other person responsible for technical, medical and administrative matters in Canada Soccer (except Players, match and soccer agents).

Ordinary courts: courts of law which hear public and private legal disputes.

Ordinary resolution: a resolution passed by the Meeting of the Members or the Board with a majority (greater than 50%) of the votes cast on that resolution.

Player: a soccer, futsal, para or beach soccer player registered with Canada Soccer or one of its Members.

Proposal: a proposal submitted by a Member of Canada Soccer that meets the requirements of section 163 of the Act.

Professional Clubs: clubs holding a valid Professional Club License issued by Canada Soccer that participate in Major League Soccer (MLS)

Regulations: regulations made under the Act as amended, restated or in effect from time to time.

Rules and Regulations: Rules and Regulations of Canada Soccer.

SDRCC: The Sport Dispute Resolution Centre of Canada, which acts as an arbitration and mediation tribunal for Canada Soccer.

Signing Officer: an official 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: a resolution passed by the Meeting of the Members or the Board with at least two-thirds (2/3) of the votes cast on that resolution.

Voting delegate: an individual appointed by a Voting Member to exercise all the powers of a Voting Member at a Meeting of the Members.

Voting Member: a Member of Canada Soccer that is entitled to vote in accordance with Article 13 of these *By-laws*.

In the interpretation of these By-laws, words in the singular include the plural and vice-versa, words in one gender include all genders.

I. GENERAL PROVISIONS

Article 1 Legal form, head office and trademarks

- ¹ Canada Soccer is a non-profit organization of an associative nature as defined by Corporations Canada and is incorporated for an unlimited period under the Act. Canada Soccer also adheres to the regulations of the Canadian Sport Governance Code.
 - ² The official head office of Canada Soccer shall be in the City of Ottawa (Province of Ontario) and may only be transferred to another city by Special Resolution at a Meeting of the Members. Canada Soccer may establish offices and agencies within Canada as the Board may deem expedient by ordinary resolution.
 - ³ Canada Soccer is a member of FIFA and of Concacaf.
 - ⁴ The corporate seal of Canada Soccer bears the legal name, Canadian Soccer Association Incorporated in both official languages and the date of incorporation. The General Secretary shall be the custodian of the Corporate Seal.
 - ⁵ The corporate flag, emblem and logo of Canada Soccer are legally registered with the Canadian Intellectual Property Office.
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Article 2 Execution of documents

- ¹ Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by Canada Soccer shall be signed by the General Secretary and the President or Vice President.
- ² Any person authorized to sign any document may affix the Corporate Seal on the document.
- ³ Any Signing Officer may certify that a copy of any instrument, resolution, the By-laws, or other document of Canada Soccer is a true copy thereof.

Article **3** **Purposes**

¹ The purposes of Canada Soccer are:

- a) to improve the game of soccer constantly and promote, regulate and control it throughout Canada in the light of fair play and its unifying, educational, cultural and humanitarian values, particularly through youth and development programs;
- b) to control and supervise association soccer, futsal, para and beach soccer at the national level and to control and supervise all forms of international matches played in Canada, in accordance with the Laws of the Game and the relevant Statutes and regulations of FIFA and of Concacaf;
- c) to draw up general regulations of Canada Soccer and ensure their enforcement;
- d) to defend and further the interests of the Members of Canada Soccer;
- e) to respect and prevent any infringement of the Laws of the Game and of the Statutes, regulations, directives and decisions of FIFA, of Concacaf and of Canada Soccer, and to ensure that these are also respected by the Members of Canada Soccer;
- f) to make soccer accessible and well-supported for everyone who wants to play across Canada.
- g) to prevent all methods and practices that might jeopardize the integrity of matches or competitions or give rise to abuse of Association Soccer;
- h) to promote and strengthen good governance principles and practices at the Member level and set standards for Members of Canada Soccer to adopt their own good governance principles;
- i) to promote equity and equality in the development of soccer across Canada to best maximize the participation of underrepresented groups at all levels;
- j) to control and supervise all National Team friendly soccer matches of all forms played throughout Canada;
- k) to manage national and international relations connected with Association Soccer in all forms; and
- l) to host competitions at international and other levels.

Article **4** **Human Rights**

Canada Soccer is committed to respecting all internationally recognized human rights and shall strive to promote the protection of these rights.

Article **5** **Non-discrimination and equality**

Discrimination of any kind against a country, natural person or group of people on account of race, ancestry, ethnic, national or social origin, gender, sex, creed, disability, language, religion, political opinion or any other opinion, wealth, birth or any other status, sexual orientation or any other reason is strictly prohibited and punishable by suspension or expulsion and/or other disciplinary measures.

Article **6** **Neutrality and institutional independence**

- ¹ Canada Soccer is neutral in matters of politics and religion.
- ² The Members of Canada Soccer will be neutral in matters of politics and religion.
- ³ Canada Soccer shall remain independent and shall avoid any form of undue political interference. Canada Soccer shall manage its affairs independently and shall ensure that its own affairs are not influenced by any third parties.

Article **7** **Promoting friendly relations**

- ¹ Canada Soccer shall promote friendly relations between its Members, Clubs, Referees and Players and in society for humanitarian objectives.
- ² Canada Soccer shall provide the necessary institutional means to resolve any internal dispute that may arise between the Members, Clubs, Referees and Players.

Article **8** **Players**

The status of Players and the provisions for their registration and transfer shall be governed by specific regulations issued by the Board in accordance with the FIFA Regulations on the Status and Transfer of Players.

Article **9** **Laws of the Game**

- ¹ Canada Soccer and its Members shall play Association Soccer in compliance with the Laws of the Game issued by The IFAB. Only The IFAB may issue and alter the Laws of the Game.

- ² Canada Soccer and each of its Members shall play futsal in accordance with the Futsal Laws of the Game and shall play beach soccer in accordance with the Beach Soccer Laws of the Game issued by FIFA. Only FIFA may issue and alter these laws.

Article **10** **Conduct of Bodies, officials and others**

- ¹ All bodies and officials of Canada Soccer shall comply with the By-laws, regulations and Code of Conduct and Ethics of Canada Soccer in their activities as well as the Statutes, regulations, directives, decisions and the Code of Ethics of FIFA and of Concacaf.
- ² Every person and organization involved in the game of Association Soccer, para, futsal and beach soccer in Canada is obliged to observe the By-laws and regulations of Canada Soccer, the Statutes and regulations of FIFA and Concacaf, as well as the principles of fair play, loyalty, respect, integrity, accountability and sportsmanship.

Article **11** **Official languages**

- ¹ The official languages of Canada Soccer are English and French. Corporate documents of Canada Soccer shall be written in both official languages.
- ² All documents used at a Meeting of the Members shall be written in English and French.

II. MEMBERSHIP

Article **12** **Admission, suspension and loss of membership**

A Meeting of the Members shall decide whether to admit, suspend or expel a Member.

Article **13** **Members**

- ¹ The voting Members of Canada Soccer are:
- a) Member Associations: The duly constituted Member Associations in each of the 13 provinces and territories of Canada;
 - b) Leagues: The two national leagues, The Canadian Premier League (CPL) and the Northern Super League (NSL);

- c) Professional Clubs: Clubs holding a valid Professional Club License issued by Canada Soccer that participate in Major League Soccer (MLS);
 - d) Players: All Players registered with the national teams, shall be collectively represented by the Senior Men's National Team and the Senior Women's National Team;
 - e) Referees: Referees officially registered with Canada Soccer; and
 - f) Coaches: Coaches currently holding a valid Canada Soccer coaching license.
- ² Canada Soccer has 22 voting Members, which include the 13 Member Associations representing each province and territory, the 2 national leagues (the Canadian Premier League (CPL) and the Northern Super League (NSL), the 3 Professional Clubs competing in Major League Soccer (MLS), and the Senior Men's and Women's National Team Players, Coaches, and Referees, each represented collectively.
- ³ Membership shall be divided into Voting Members and Life Members.
- ⁴ Canada Soccer shall keep a register which shall include current information on each Member referred to in paragraph 1 a, b and c above:
- a) unique identification number;
 - b) legal name;
 - c) legal form;
 - d) authorized signatories; and
 - e) additional information, as decided by the Board.
- ⁵ The up-to-date information related to matters referred to in paragraph 1 a, b and c shall be publicly available on the website of Canada Soccer.
- ⁶ Upon request, Canada Soccer shall confirm in writing the status of a Member, including whether they are in good standing.

Article 14 Life Members

- ¹ Meeting of the Members may bestow the title of Life Member upon any person for meritorious service to soccer.
- ² The Board shall make these nominations.
- ³ The Life Members may take part in the Meeting of the Members. They may join the debates but are not entitled to vote.

- ¹ Any legal entity wishing to become a Member of Canada Soccer shall apply in writing to the general secretariat of Canada Soccer.
- ² Admission may be granted if the applicant fulfils the requirements of Canada Soccer in accordance with these By-laws.
- ³ The application must be accompanied by the following mandatory items:
 - a) a copy of the applicant's legally valid by-laws/statutes or constitutional document and, if applicable, regulations;
 - b) a declaration that the applicant will always comply with the By-laws, Rules and Regulations, Disciplinary Code, Code of Conduct and Ethics, and decisions of Canada Soccer and the Statutes, regulations and decisions of FIFA and Concacaf, and ensure that these are complied with, if applicable, by its own members, clubs, officials and players;
 - c) a declaration that the applicant will comply with the Laws of the Game in force as laid down by The IFAB, as well as the Futsal and Beach Soccer Laws of the Game as laid down by FIFA;
 - d) a declaration that the applicant will refer in the last instance (i.e. after exhaustion of all internal channels within Canada Soccer) any dispute of national dimension arising from or related to the By-laws, regulations, directives and decisions of Canada Soccer only to the Sport Dispute Resolution Centre of Canada (SDRCC);
 - e) a declaration that any dispute of international dimension arising from or related to the Statutes, regulations, directives and decisions of FIFA or of Concacaf may only be submitted in the last instance to the Court of Arbitration for Sport (CAS), as specified in the Statutes of FIFA and of Concacaf;
 - f) a declaration that the applicant recognizes the SDRCC as the arbitration tribunal for Canada Soccer, as well as the jurisdiction of CAS, as specified in the Statutes of FIFA and of Concacaf, and its decisions;
 - g) a declaration that the applicant is located and registered in Canada;
 - h) a declaration to the effect that the applicant's legal documents guarantee that it can make decisions independently of any external entity;
 - i) a declaration to the effect that members of its own bodies were elected or appointed as a result of a procedure that guarantees the complete independence of their election or appointment;
 - j) a list of the applicant's officials, specifying those who are authorized signatories with the right to enter into legally binding agreements with third parties;
 - k) a copy of the minutes of the applicant's meeting which authorized the decision to seek membership;
 - l) if applicable, a declaration that the applicant undertakes to organize or participate in friendly matches only with the prior consent of Canada Soccer; and
 - m) if applicable, a declaration that the applicant will play all official home matches in Canada.

Article **16** Request and procedure for application

- ¹ The Board shall verify if the formal requirements of Article 15 of these By-laws are complied with. The Board shall then request that a Meeting of the Members either admit an applicant or not. The applicant may have the right to state the reasons for its application to the Meeting of the Members.
- ² A new Member shall acquire membership rights and duties as soon as it has been admitted. Its delegates are eligible to vote with immediate effect either through collective league votes or votes cast individually.

Article **17** Rights of Members

- ¹ The rights of Voting Members of Canada Soccer are the following:
 - a) to take part in Meetings of the Members, to receive notice and the agenda of the meeting within the prescribed time, to exercise their rights to participate in the discussions and to exercise their voting rights;
 - b) to submit proposals for inclusion as part of the agenda of a Meeting of the Members;
 - c) to nominate candidates for elections and/or appointment to the relevant bodies of Canada Soccer;
 - d) to be regularly informed of the affairs of Canada Soccer by its bodies and be informed of decisions of the Board;
 - e) to take part in competitions (if applicable) and/or other sporting activities and programs organized and operated by Canada Soccer and be involved in the organization of championships (if applicable) following the assignment thereof by Canada Soccer and under its auspices;
 - f) to exercise all other rights arising from the By-laws, Governance Regulations, Rules and Regulations, and decisions of Canada Soccer;
 - g) to be advised when a Member is at risk of not meeting the Obligations of Members under Article 18 of these By-laws and what measures are required to resolve the situation;
 - h) to propose amendments to the By-laws of Canada Soccer; and
 - i) to be notified by Canada Soccer of any changes to the Disciplinary Code, the Code of Conduct and Ethics, the Rules and Regulations and the Governance Regulations within 30 days of their publication.
- ² Life Members have the right to receive notice and the agenda of the Meetings of the Members and to participate in discussions but are not entitled to vote.

- ¹ The obligations of Members of Canada Soccer include the following:
- a) to comply fully with the By-laws, Governance Regulations, Rules and Regulations, policies and decisions of Canada Soccer and the Statutes, Regulations, directives and decisions of FIFA and Concacaf at all times, and to ensure that these are complied with by their members;
 - b) in the case of the Member Associations, to ensure the election of directors to their Board at least every 3 years;
 - c) in the case of the Member Associations, to convene their legislative body every year;
 - d) to take part in competitions and other sporting activities as well the Annual Meeting of the Members organized by Canada Soccer, within the reasonable constraints of the Member;
 - e) to pay their membership fees and to forward players' levies that they have collected on behalf of Canada Soccer;
 - f) to respect the Laws of the Game as laid down by the IFAB, as well as the Futsal Laws of the Game and Beach Soccer Laws of the Game as issued by FIFA, and, in the case of the Member Associations, to ensure that these are also respected by their members;
 - g) to adhere to the requirement that any dispute of a national dimension arising from or related to the By-laws, regulations, directives and decisions of Canada Soccer, must be referred in the last instance (i.e., after exhausting all internal channels within Canada Soccer) to the SDRCC;
 - h) to adhere to the requirement that any dispute of international dimension arising from or related to the Statutes, regulations, directives and decisions of FIFA or of Concacaf may only be submitted in the last instance to CAS, as specified in the Statutes of FIFA and of Concacaf;
 - i) to ensure that their affairs and decisions are not influenced by any third parties in accordance with Article 23 of these By-laws;
 - j) to ensure, where elections are conducted by a Member, that there are procedures that guarantee the complete independence and integrity of the election and appointment process;
 - k) to forward to Canada Soccer any amendment to its by-laws or regulations, where applicable, as well as any changes to its internal organization (e.g., the list of officials who are authorized signatories having the right to enter into legally binding agreements with third parties) when those amendments have been made;
 - l) to adhere to the requirement that relationships of a sporting nature are prohibited with entities that are not recognized by Canada Soccer or FIFA or with Members that have been suspended or expelled;
 - m) to observe in practice the principles of loyalty, integrity and good sporting behaviour as an expression of fair play;
 - n) to keep a register of public information concerning the Member similar to the register required of Canada Soccer under Article 13, paragraph 4 of these By-laws;
 - o) to actively prevent and combat all forms of discrimination;

- p) to promote equity and equality in the growth of soccer across Canada, ensuring the highest possible participation of underrepresented groups at all levels of the sport;
 - q) to maintain a clause in their by-laws or regulations specifying that the Member and its members shall comply with the Canada Soccer Disciplinary Code and the Canada Soccer Code of Conduct and Ethics;
 - r) to provide to Canada Soccer as agreed between Canada Soccer and its Members, and as required by FIFA, soccer-related details and demographics of their membership with Canada Soccer;
 - s) to enact policies and procedures that deal effectively with conflicts of interest; and
 - t) to promote and strengthen good governance principles and practices according to the standards set by Canada Soccer. In this context, the Members shall be guided by the “Basic Principles of Governance” approved by the Board of Canada Soccer, as amended from time to time.
- ² Violation of the above-mentioned obligations by any Member may lead to sanctions provided for in the Canada Soccer Disciplinary Code.
- ³ Each Member of Canada Soccer is accountable for all acts of their members caused by the gross negligence or willful misconduct.

Article 19 Suspension

- ¹ A Member may be suspended at a Meeting of the Members. The Board may, however, prior to a vote at a Meeting of the Members, temporarily suspend with immediate effect a Member that seriously and/or repeatedly violates its obligations as a Member. The suspension approved by the Board shall last until the next Meeting of the Members, unless the Board has lifted it in the meantime.
- ² The Board may refer a proposed suspension to the appropriate Judicial Body for review.
- ³ The motion for suspension must be adopted by a special resolution at the Meeting of the Members. A suspension of a Member by the Meeting of the Members or a temporary suspension by the Board shall be confirmed at the next Meeting of the Members. If it is not confirmed, the suspension shall be automatically lifted with immediate effect.
- ⁴ A suspended Member may not exercise any of its membership rights. Other Members may not entertain sporting contact with a suspended Member. The Disciplinary Committee may impose further sanctions.
- ⁵ Members that do not participate in sporting activities or competitions and/or who are absent from the Annual Meeting of the Members for two consecutive years, shall be suspended from voting at the Meeting of the Members and may not nominate candidates for election or appoint delegates for such a Meeting.

Article 20 Expulsion

- ¹ A Member may be expelled at a Meeting of the Members if it seriously and repeatedly violates the By-laws or Rules and Regulations of Canada Soccer or the Statutes, regulations, directives or decisions of FIFA or Concacaf.
- ² The Board must refer an expulsion to the appropriate Judicial body for review.
- ³ The motion for expulsion must be adopted by a special resolution of the valid votes cast at a Meeting of the Members.

Article 21 Resignation

- ¹ A Member may resign from Canada Soccer, which will take effect at the end of the fiscal year. The resignation must reach the general secretariat no later than six months before the end of the fiscal year.
- ² The resignation is not valid until the Member wishing to resign has fulfilled its financial obligations towards Canada Soccer and the other Members.

Article 22 Dissolution

- ¹ If a Member is dissolved, either voluntarily or for legal reasons, its membership to Canada Soccer shall terminate with immediate effect at the moment it ceases to exist legally.
- ² The executive body of the Member shall immediately inform the general secretariat of Canada Soccer when the dissolution procedure begins.

Article 23 Independence of Members and their bodies

- ¹ Each Member shall manage its affairs independently and without undue influence from third parties.
- ² The Members' bodies shall be either elected or appointed. The Members' Bylaws shall provide for a democratic procedure that ensures the complete independence and integrity of the election or appointment process.

- ³ Any Members' bodies that have not been elected or appointed in compliance with the provisions of paragraph 2 above, even on an interim basis, shall not be recognized by Canada Soccer.
- ⁴ Decisions by bodies that have not been elected or appointed in compliance with paragraph 2 above shall not be recognized by Canada Soccer.

Article **24** Status of Clubs, Leagues and Members

- ¹ Clubs, Leagues and Member Associations affiliated with Canada Soccer shall be subordinate to Canada Soccer. There shall only be one top-tier men's national league and one top-tier women's national league in Canada.
- ² These By-laws define the scope of authority, and the rights and duties of the entities mentioned in paragraph 1 above. Their by-laws and regulations shall be in line with the requirements and obligations of the By-laws and regulations of Canada Soccer. Canada Soccer shall have the primary responsibility to regulate matters relating to refereeing, the fight against doping, the registration of players, club licensing, the imposition of disciplinary measures, including for ethical misconduct, as well as measures required to protect the integrity of competitions, including the fight against match-fixing.
- ³ The entities mentioned in paragraph 1 above shall make all decisions on any matters regarding their membership independently of any external party. This obligation applies regardless of their corporate structure.
- ⁴ In any case, no natural or legal person (including holding companies and subsidiaries) shall exercise control in any manner (for instance, through a majority shareholding, a majority of voting rights, a majority of seats on the board of directors, or any other form of economic dependence or control) over more than one club or group of clubs whenever the integrity of any match or competition could be jeopardized.

III. ORGANIZATION

Article **25** Bodies

- ¹ The Meeting of the Members is the supreme and legislative body of Canada Soccer.
- ² The Board is the strategic and oversight body of Canada Soccer.
- ³ The general secretariat is the executive, operational and administrative body of Canada Soccer.
- ⁴ Standing committees and special committees shall advise and assist the Board in fulfilling its duties.

- ⁵ The club licensing bodies are in charge of the club licensing system within Canada Soccer.
- ⁶ The Compliance Committee and the Electoral Committee are independent bodies.
- ⁷ The judicial bodies, which are independent, are the Disciplinary Committee, the Ethics Committee, the Appeal Committee and the Players' Status Committee.
- ⁸ The bodies shall be either elected or appointed without any undue external influence and in accordance with the procedures described in these By-laws.
- ⁹ A member of the bodies must withdraw from any discussion and from making any decision if there is any risk or possibility of a conflict of interest. Members of the bodies shall always be aware of, and comply with, the relevant provisions of the Canada Soccer Conflict of Interest Policy.
- ¹⁰ Each of the bodies of Canada Soccer has a specified role and has powers which remain distinctive and separate.

Article **26** **Dismissal of a member of a Body**

- ¹ The Meeting of the Members may dismiss a member of a body that has been appointed elected by this body.
- ² The Board may also dismiss a member of a body provisionally, except for the committee members of the independent committees. The provisional dismissal approved by the Board must be confirmed at the next Meeting of the Members, unless the Board has lifted it in the meantime.
- ³ The Board or the Members may refer a dismissal to the appropriate Judicial Body for review.
- ⁴ If the next Meeting of the Members is an Elective Meeting of the Members, a dismissed member of a Body shall be allowed to be a candidate (provided that the member in question fulfils the relevant eligibility criteria) on a conditional basis depending on the final decision of the Meeting of the Members on the dismissal which shall be taken before the election.
- ⁵ The motion for dismissal must be justified in material terms and not contravene the By-laws or the Act and shall be sent to the Directors and/or to the Members of Canada Soccer along with the respective agenda.
- ⁶ The member of the body in question has the right to defend themselves in front of the Board and/or the Meeting of the Members.
- ⁷ The motion for dismissal shall be decided by means of a secret ballot at the Board and/or a Meeting of the Members. For the motion to be approved, a special resolution is required.
- ⁸ The member of the body dismissed (provisionally or not) shall be relieved of their responsibilities with immediate effect.

A. MEETING OF THE MEMBERS

Article 27 Definition and composition

- ¹ A Meeting of the Members is a meeting at which the Members gather. It represents the supreme and legislative authority of Canada Soccer. Only a Meeting of the Members that is properly convened has the authority to make decisions. A Meeting of the Members may be held in person or, under exceptional and compelling circumstances, by audio or videoconference. Meetings of the Members that are Elective Meetings of the Members shall be held in person.
- ² A Meeting of the Members shall be constituted in accordance with the requirement of these By-laws, the Standing Orders of the Meeting of the Members, and the procedural requirements of the Act.
- ³ A Meeting of the Members may be an Annual Meeting or a Special Meeting.
- ⁴ The President shall chair a Meeting of the Members in compliance with these By-laws and the Standing Orders of the Meeting of the Members. If the President and Vice President are absent, the Board of Directors, shall choose a Director that will chair the meeting.
- ⁵ The Board may appoint observers who will take part in a Meeting of the Members although without the right to participate in the discussion or to vote.

Article 28 Delegates and votes

- ¹ Voting Members shall be entitled to an aggregate of eight-eight (88) votes which shall be distributed as follows:

The Member Associations:

- a) Alberta: five (5) votes
- b) British Columbia: six (6) votes
- c) Manitoba: two (2) votes
- d) New Brunswick: two (2) votes
- e) Newfoundland and Labrador: two (2) votes
- f) Northwest Territories: one (1) vote
- g) Nova Scotia: three (3) votes
- h) Nunavut: one (1) vote
- i) Ontario: eight (8) votes
- j) Prince Edward Island: two (2) votes
- k) Quebec: eight (8) votes
- l) Saskatchewan: three (3) votes
- m) Yukon: one (1) vote

Each Member Association is entitled to have up to three (3) delegates, one of whom shall cast its votes.

Leagues:

- a) Canadian Premier League (CPL): sixteen (16) votes
- b) Northern Super League (NSL): twelve (12) votes

Each league is entitled to have up to three (3) delegates, one of whom shall cast its votes.

The Northern Super League (NSL) shall be entitled to a number of votes equal to that of the Canadian Premier League (CPL): once the league structure has been maintained for at least two years, the NSL will get two extra votes per each additional club participating (up to 8 clubs). The maximum vote each league shall maintain separately is sixteen (16) votes.

Once the Northern Super League (NSL) gets the respective votes, the Member Associations are entitled to get the same number of votes.

In the event of any change in status of a Member in between annual meetings (such as a team or league ceasing to exist, moving outside of Canada or dissolution of a Member Association etc.), its voting rights may be transferred to the other active league or prorated amongst the other Members.

Players:

- a) The Senior Men's National Team: three (3) votes
- b) The Senior Women's National Team: three (3) votes

The Senior Men's National Team may select up to two (2) active Players or retired Players (less than 5 years) as delegates, one of whom shall cast its votes.

The Senior Women's National Team may select up to two (2) active Players or retired Players (less than 5 years) as delegates, one of whom shall cast its votes. Alternatively, the Executive Director of the Canadian Soccer Players' Association may serve as an alternate.

Professional Clubs:

- a) Each of the three Canadian-based clubs participating in Major League Soccer (MLS): two (2) votes, provided they remain located in Canada.

Each club participating in the MLS is entitled to up to two (2) delegates, one of whom shall cast its votes.

Referees:

- a) Referees: two (2) votes

The Referees are entitled to up to two (2) delegates, one of whom shall cast their votes.

The delegates shall be selected either from among the referees on the National List of Referees or from those who have retired within the last five (5) years.

Coaches:

- a) Coaches: two (2) votes

The Coaches are entitled to up to two (2) delegates, one of whom shall cast their votes.

The delegates shall be selected from among the Coaches on the National A Licensed Coaches who are licensed by Canada Soccer.

- ² Each Life Member shall have a voice but no vote, as defined in these By-laws.
- ³ Delegates must belong to the Member that they represent and be appointed or elected by the appropriate body of that Member. They must also be able to produce evidence of this upon request.
- ⁴ Only the delegates present are entitled to vote. However, attendance by videoconference shall constitute presence. Voting by proxy or by letter is not permitted. When a Meeting of the Members is held by videoconference, voting online is permitted.
- ⁵ Directors and the General Secretary shall take part in the Meeting of the Members without voting rights. During their terms of office, Directors shall not be appointed as delegates to the Meeting of the Members.

Article **29** The Annual Meeting of the Members

- ¹ The Annual Meeting of the Members of Canada Soccer shall be held each year.
- ² The Board shall fix the date of the Meeting at the previous Annual Meeting of the Members. Written notification shall be given to the Members at least 90 days in advance of the Meeting.
- ³ Any proposal by the Members, including proposed amendments to the By-laws, shall be submitted to the general secretariat in writing, with an explanation, at least 60 days before Meeting.
- ⁴ The formal convocation shall be made in writing at least 30 days before the date of the Meeting of the Members. This convocation shall contain the agenda, the annual report, the financial statements, the independent and external auditors' report, and any other relevant documents, including the official list of candidates.
- ⁵ 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.

Article **30** Agenda of the Annual Meeting of the Members

- ¹ The General Secretary shall draw up the agenda based on proposals from the Board and the Members.
- ² The agenda of the Annual Meeting of the Members shall begin with the land acknowledgement and shall include the following mandatory items (in chronological order):
 - a) roll call;

- b) a declaration that the Meeting of the Members has been convened and composed in compliance with these By laws;
 - c) approval of the agenda;
 - d) approval of the minutes of the last Meeting of the Members (if applicable);
 - e) address by the President;
 - f) appointment of scrutineers to count the votes and distribute the ballot papers issued for the elections;
 - g) suspension or expulsion of Members (if applicable);
 - h) admission of Members (if applicable);
 - i) presentation of the annual report;
 - j) presentation of the consolidated and revised balance sheet and the profit and loss statement, as well as the independent and external auditors' report;
 - k) presentation of the audited financial statements;
 - l) votes on amendments to these By-laws and the Standing Orders of the Meeting of the Members;
 - m) proposals submitted by the Members or the Board in accordance with the procedure stipulated in these By-laws (if applicable);
 - n) appointments of the independent and external auditors upon the recommendation of the Board;
 - o) dismissal of a member of a body of Canada Soccer (if applicable);
 - p) removal of a Director;
 - q) election of the President, Vice President and the other Directors;
 - r) appointment by election of the chairs and members of the independent committees upon the recommendation of the Board;
 - s) appointment of Life Members upon the recommendation of the Board; and
 - t) dissolution of Canada Soccer (if applicable).
- ³ The Annual Meeting of the Members shall not make a decision on any matter not included in the agenda.
- ⁴ The agenda of the Annual Meeting of the Members shall not include "I" in Elective Meeting of the Members.
- ⁵ The agenda of the Annual Meeting of the Members may be altered by special resolution of the Voting Members.

Article **31** Quorum

- ¹ Decisions by a Meeting of the Members shall only be valid if a quorum (50% of the Members eligible to vote) are present.

- ² If a quorum is not achieved, a second Meeting of the Members shall take place within 24 hours with the same agenda. However, at such a meeting the agenda cannot include the amendment of the By-laws, elections, the dismissal of a member of a body, the suspension or expulsion of a Member or the dissolution of Canada Soccer.
- ³ Once it is declared that a Meeting of the Members has been convened and composed in accordance with these By-laws, the quorum shall not be influenced by delegates departing.

Article **32** Decisions

- ¹ A decision that requires a vote shall be reached by a show of hands, unless decided otherwise by the Meeting of the Members. If a show of hands does not result in the required support of the delegates representing the Members present and eligible to vote, the vote shall be taken by either a ballot or calling the roll in alphabetical order, as determined by the Members.
- ² Unless otherwise stipulated in these By-laws, a majority of the valid votes cast is sufficient for a decision to be valid. Blank ballot papers, invalid votes or electronic votes manipulated in any way as well as abstentions shall be disregarded when calculating the majority.

Article **33** Elections

- ¹ Elections shall be conducted by secret ballot.
- ² Elections shall be conducted in accordance with the Electoral Code (As outlined in Annex C) and shall be supervised by the Electoral Committee, whose provisions are set out in the Electoral Code.
- ³ Every candidate in the election for the position of President and Vice- President shall be nominated by at least three voting Members. Every candidate in the election for the position of Director shall be nominated by at least two voting Members. Each Member shall nominate one candidate for each given position only. If a Member nominates more than one candidate, none of its expressions of nomination shall be considered valid.
- ⁴ For the election of all Directors, including the President and Vice President, the majority of the valid votes cast is necessary to be elected. If there are more than two candidates for the given position, the candidate who obtains the lowest number of votes shall be eliminated after each ballot until only two candidates are left.
- ⁵ The appointment by election of the chairs and members of the independent committees shall be conducted en bloc and carried out by secret ballot.

- ⁶ In case of a tied vote in any elections of any body, a second ballot shall be conducted in accordance with the procedure set forth in this Article. If the tied vote remains, the outcome will be determined by a draw of lots conducted by the Chair of the Electoral Committee.
- ⁷ Blank ballot papers, invalid votes or votes manipulated in any way as well as abstentions shall be disregarded when calculating the majority.
- ⁸ Candidates for any of the positions of the Board and of the independent committees (i.e., Compliance Committee, Electoral Committee and judicial bodies) shall send their nomination papers to the general secretariat at least 60 days before the Meeting of the Members. The official list of candidates must be forwarded to the Members of Canada Soccer at least 30 days before the Meeting of the Members at which the positions in question shall be filled by election.
- ⁹ Nominations from the floor at the Annual Meeting of the Members for the position of elected Director or independent committee member shall not be permitted.

Article **34** Standing Orders of the Annual Meeting of the Members

Details concerning the requirements, rules and procedures of the Annual Meeting of the Members shall be found in the Standing Orders, which are part of the Governance Regulations.

Article **35** Special Meetings of the Members

- ¹ The Board may convene a Special Meeting of the Members at any time.
- ² The Board shall convene a Special Meeting of the Members if twenty percent of the Members of Canada Soccer make such a request in writing. The request shall specify the items to be included in the agenda. A Special Meeting of the Members shall be held within 30 days of receipt of the request. If a Special Meeting of the Members is not convened, the Members who requested it may convene the Meeting of the Members themselves. In doing so, they shall inform all the Members of Canada Soccer and the Board of the date and location of the Special Meeting of the Members, along with the items to be included in the agenda in accordance with paragraph 3 below.
- ³ A Special Meeting of the Members may be held in person or, under unusual and necessary circumstance, by video conference.
- ⁴ The Members shall be notified of the place and date at least 30 days before the date of a Special Meeting of the Members. The agenda and any other relevant documents shall be sent to the Members at least 15 days before the Special Meeting of the Members.
- ⁵ When a Special Meeting of the Members is convened upon the initiative of the Board, the Board must draw up the agenda. When it is convened upon the request of the Members, the agenda must contain the points raised by those Members.

- ⁶ The agenda of a Special Meeting of the Members must not be altered.

Article **36** Amendments to the By-laws and the Standing Orders of the Meeting of the Members

- ¹ The Meeting of the Members is responsible for amending these By-laws and the Standing Orders of the Meeting of the Members of Canada Soccer.
- ² Any proposals for an amendment to these By-laws and to the Standing Orders of the Meeting of the Members shall only be submitted by a Member or the Board in writing, with a brief explanation to the general secretariat, along with the written support by another Member.
- ³ A proposal for an amendment to these By-laws or the Standing Orders of the Meeting of the Members of Canada Soccer shall be adopted only if supported by a special resolution of the delegates representing the Members present and eligible to vote. Amendments to these By-laws shall comply with the requirements of Subsection 197 (1) of the Act.
- ⁴ Canada Soccer shall forward to FIFA and Concacaf any amendments to its By-laws and Standing Orders of the Meeting of the Members, before they are submitted to the Meeting of the Members for approval.

Article **37** Minutes

The General Secretary shall be responsible for ensuring that the minutes of a Meeting of the Members are recorded. The minutes shall be sent out to the Members no later than 30 days after the Meeting of the Members and shall be considered approved if no objection is raised within 60 days of the Meeting. If any objections are received, the minutes shall be placed on the agenda of the next Annual Meeting of the Members for consideration. The minutes shall be published on the Canada Soccer website.

Article **38** Effective dates of decisions

All decisions of the Meeting of the Members shall come into effect immediately after the close of the Meeting of the Members, unless otherwise stipulated in these By-laws or unless the Meeting of the Members fixes another date for a decision to take effect.

B. BOARD OF DIRECTORS

Article 39 Composition and term of office

- ¹ The Board shall consist of 12 Directors as follows:
 - a) 1 President;
 - b) 1 Vice President; and
 - c) 10 other Directors.
- ² The President, the Vice President, who shall serve as Officers, and the other Directors shall be elected by the Meeting of the Members in accordance with Article 33 of these By-laws.
- ³ As a general principle, no more than 60% of the Directors shall be of the same gender.
- ⁴ At least one Director must be domiciled in each of the six (6) following regions: Alberta/Northwest Territories, British Columbia/Yukon, New Brunswick/Prince Edward Island/Newfoundland and Labrador and Nova Scotia, Ontario, Saskatchewan/Manitoba/Nunavut, Quebec.
- ⁵ The Board shall include at least one former Player (member of one of Canada Soccer's National Teams, e.g., senior, youth, para, futsal or beach) who at the time of their appointment has not played in the previous 3 years.
- ⁶ The term of office of the President and Vice President shall be for four years, and the other Directors shall be for three years. The term of office of the President and the Vice-President shall follow the same electoral cycle. The mandates of the President and Vice President shall immediately begin after the end of the Meeting of the Members which has elected them and expire at the end of the Meeting of the Members at which their successors are elected. No person may serve as President or Vice President for more than two terms of office (whether consecutive or not). All other Directors may serve for no more than three terms of office (whether consecutive or not).
- ⁷ No person shall hold any combination of positions on the Board for a cumulative period exceeding sixteen (16) years.
- ⁸ Any partial term of office shall count as one full term.
- ⁹ If a Director concurrently holds a position on a board or holds an ownership or executive position with a Member of Canada Soccer, they shall resign within 30 days from the time of having become a Director or be removed as a Director. Until their resignation, they shall recuse themselves from any discussion or decisions by the Canada Soccer Board or Committee in which they have a conflict. In exceptional circumstances, the Board may extend the time, however the extension shall be limited to no more than 90 days.
- ¹⁰ Any candidate for a position on the Board should have experience in sport, preferably soccer, in an administrative or executive role at a club, Member Association, or international body, or as a referee, coach, or player.

¹ **Independence criteria**

All Directors, including the President and Vice President, shall be independent, meaning that they do not have a conflicting fiduciary obligation to another organization, receive no direct or indirect material benefit from any such party, and are free of any conflict of interest of a financial, personal or representational nature. A Director who is in a conflict of interest in any matter under consideration shall declare the nature and extent of their interest in writing to the Board at the earliest opportunity.

The independence criteria shall be defined in Annex B of these By-laws.

² **Eligibility**

The following persons are eligible to hold a position as Director, including the positions of President and Vice President:

- a) a person who is 18 years of age or older;
- b) a person who has not been declared incapable by a court in Canada or in another country;
- c) a person who does not has the status of a bankrupt;
- d) a person who meets the requirements of Canada Soccer regarding the passing of a criminal record check and a vulnerable sector record check;
- e) a person who is not a paid employee, consultant or contractor of Canada Soccer or any of its Members;
- f) A person who is not a member of an independent committee of Canada Soccer;
- g) A person who does not hold the position of Director or any executive position with any of its Members; and
- h) A player who is not under contract to any Professional Club or Semi-professional Club that is a Member of Canada Soccer, is a member of or affiliated with any of Canada Soccer's Members or is sanctioned by another member association of FIFA.

- ³ All Directors must pass an integrity check (Annex A of these By-laws), to be conducted by the Compliance Committee, prior to their election or re-election.

⁴ **Removal**

If there is an allegation of non-compliance by a Director with the By-laws, Rules and Regulations, the Code of Conduct and Ethics or the decisions or directives of Canada Soccer, the Board shall refer the matter to the Disciplinary Committee. The Director shall be advised in writing of the nature and extent of such allegations. When the Board receives the Disciplinary Committee's ruling, the Director shall be advised. If the Committee rules that the

allegations are without grounds, the Board shall take no further action and shall so advise the Director. If the Disciplinary Committee rules that the allegations are valid and that the Director should be removed from office, the Board shall release the ruling of the Committee and temporarily remove the Director with immediate effect by ordinary resolution. If the Disciplinary Committee recommends any other action(s) pursuant to the Disciplinary Code, the Board shall implement these actions with immediate effect. The Director's removal must be confirmed at the next Annual Meeting of the Members by ordinary resolution.

⁵ **Vacancies**

If a Director's position (excluding the President and Vice President) becomes vacant, the Board may ask the Electoral Committee to send a call for nominations for the position(s) and the Board may appoint a candidate to fill the position(s) in question until the next Meeting of the Members. If the position of President becomes vacant, the Vice President shall be appointed Acting President until the next Meeting of the Members, when a replacement will be elected for the remaining period of office. If the position of Vice President becomes vacant, the Board shall appoint one of its Directors as Acting Vice President for the remaining period office.

- ⁶ Where a domiciled Director elected by the Voting Members changes their domicile during the term of office such that the regional requirements of these By-laws are no longer met, that Director shall resign within 60 days of that change.
- ⁷ If more than 50% of the positions of the Board become vacant, the remaining Directors shall convene a Special Meeting of the Members immediately to discuss a strategy to fill the positions. The existing Directors shall take care of the Board business of Canada Soccer until new elections are held.
- ⁸ At its discretion, if five (5) or fewer months remain before a Director's position can be filled, the Board may leave the Director's position vacant.
- ⁹ Any position within the Board shall be considered vacant in case of death, resignation, disqualification or removal, or if the Director concerned is permanently prevented from performing his official function.

Article **41** **Meetings**

- ¹ The Board shall meet at least five times per year, at least three of which must be in person. The meetings of the Board may be held in person or by audio or videoconference.
- ² The President shall convene meetings of the Board. If a majority of the Directors request a meeting, the President shall convene it so that the meeting is held within 14 days of the receipt of the request. If the President does not convene the requested meeting by the deadline, the other Directors shall convene it themselves but must send the agenda to all Directors at least seven days before the meeting.
- ³ When the President has called a meeting of the Board, the President shall compile the agenda and send it to the Directors at least seven days prior to the meeting. Each Director is entitled to propose items for inclusion in the agenda. The Directors must submit the items they wish

to be included in the meeting agenda to the general secretariat at least ten days before the meeting.

- ⁴ The General Secretary shall take part in the meetings of the Board in a reporting and consultative role and without voting rights. If the General Secretary is unable to attend a meeting, the General Secretary may nominate a representative to attend the meeting on their behalf.
- ⁵ The meetings of the Board shall not be held in public. The Board may, however, invite other parties, including officials of the general secretariat to attend. Those parties shall not have voting rights and shall serve in a reporting or consultative role.
- ⁶ The President may also convene a meeting of the Board in an exceptional situation to deal with an urgent matter requiring immediate attention between the scheduled meetings of the Board. In such cases, there should normally be a minimum of 24 hours' notice.
- ⁷ Minutes of all meetings of the Board shall be forwarded to the Directors for approval. Once approved, the minutes shall be posted on the official Canada Soccer website.

Article **42** **Board responsibilities and powers**

- ¹ The Board shall be responsible for strategy, organizational oversight, policy development, and risk assessment for Canada Soccer, with the appropriate independence from the General Secretary. It shall have the following powers:
 - a) approving decisions on all cases that do not come within the sphere of responsibility of the Meeting of the Members or are not reserved for other bodies by law or under these By-laws;
 - b) preparing and convening, with the assistance of the general secretariat, the Annual and Special Meetings of the Members;
 - c) approving the chairs and members of the standing committees, upon the recommendation of the President;
 - d) approving the striking of special committees if necessary, at any time, upon the recommendation of the President;
 - e) approving the appointment and dismissal of the General Secretary, upon the recommendation of the President. The General Secretary may be dismissed by the Board without a prior proposal of the President;
 - f) recommending the independent and external auditors to the Meeting of the Members;
 - g) recommending to the Meeting of the Members candidates for election to the independent committees;
 - h) appointing replacements for vacancies in the independent committees until the next Meeting of the Members;
 - i) approving the issuance of regulations governing the conditions of participation in and the staging of competitions organized by Canada Soccer;

- j) approving the issuance of regulations regarding the club licensing system governing the participation of clubs in the competitions of Canada Soccer, in compliance with the minimum requirements of the club licensing system as set up by Concacaf;
- k) approving the appointment of the Coaches of the senior national teams;
- l) ensuring compliance with the By-laws, Rules and Regulations, Governance Regulations, Code of Conduct and Ethics, Disciplinary Code and other governance policies of Canada Soccer, and with the Statutes, regulations, directives and decisions of FIFA or Concacaf, and with all applicable legal statutes and regulations;
- m) dismissing a member of a body, except for independent committees, or suspending a Member of Canada Soccer provisionally until the next Meeting of the Members;
- n) delegating tasks arising from its responsibilities to other bodies;
- o) appointing observers who may take part in the Meeting of the Members without the right to discuss or to vote;
- p) approving a multi-year strategic plan for Canada Soccer;
- q) approving a succession plan for the General Secretary;
- r) conducting oversight of the work of the General Secretary; and
- s) ensuring that the organization assesses its risk by utilizing an appropriate risk management strategy and system.

Article 43 Decisions

- ¹ The Board shall not begin a meeting unless a majority of the Directors are present. Attendance by audio or videoconference shall constitute presence.
- ² The Board shall reach decisions by a majority of the valid votes cast, unless otherwise stipulated in these By-laws. Voting by proxy or by letter is not permitted. When a meeting of the Board is held by videoconference or other modern means of communication, voting is permitted.
- ³ Where an allegation of a conflict of interest is made that is relevant to a decision of the Board, Canada Soccer's Conflict of Interest Policy shall apply. A Director must withdraw from Board discussion and decisions if there is any risk or possibility of a conflict of interest. Any Director may ask any other Director to recuse themselves if the former believes that the latter is in a conflict of interest.
- ⁴ All decisions by the Board shall be recorded in the Board meeting minutes.
- ⁵ The decisions of the Board shall come into effect immediately, unless the Board decides otherwise.
- ⁶ The rules of procedure for meetings of the Board shall be Robert's Rules of Order. Provisions of Robert's Rules shall be set aside if they contravene the By-laws or the Act.

C. PRESIDENT

Article 44 President

- ¹ The President represents Canada Soccer and is responsible for:
 - a) ensuring that the statutory objectives, mission, strategic direction, policies and values of Canada Soccer are pursued on a sustained basis and foster a positive image;
 - b) ensuring that decisions by the Meetings of the Members and meetings of the Board are implemented by Canada Soccer through the General Secretary;
 - c) ensuring that Canada Soccer's bodies carry out their responsibilities effectively in meeting the purposes described in these By-laws;
 - d) oversight of the general secretariat; and
 - e) leading effective relations between Canada Soccer and its Members and other stakeholders, including FIFA, Concacaf, government authorities, and other organizations as required.
- ² The President shall recommend for Board approval the appointment and the dismissal of the General Secretary.
- ³ As Board chair, the President shall lead and facilitate Board meetings.
- ⁴ The President shall recommend for Board approval appointments to the Standing and Special Committees of the Board.
- ⁵ The President, as a Director, shall have a vote on the Board.
- ⁶ The President shall preside over the Meetings of the Members.
- ⁷ If the President is absent or unavailable, the Vice President shall serve in the position and perform the President's duties.
- ⁸ The President shall be one of the Signing Officers of Canada Soccer.
- ⁹ If the position of the President becomes vacant, as contemplated in Article 40, paragraph 4 of these By-laws, the Vice President shall serve on an acting basis until the next Meeting of the Members. This Meeting of the Members shall elect a new President for the remainder of the term.

D. GENERAL SECRETARIAT

Article 45 General Secretariat

- ¹ The general secretariat is the executive, operational and administrative body and shall carry out the work of Canada Soccer under the direction of the General Secretary.

- ² The general secretariat is responsible, under the leadership of the General Secretary, for implementing decisions by the Board and by the Meetings of the Members.
- ³ The general secretariat is responsible for interactions with the Members, FIFA and Concacaf, government authorities, in coordination with and oversight by the President.
- ⁴ Officials of the general secretariat are bound by the Rules and Regulations and Policies of Procedures of Canada Soccer and shall fulfil their given tasks in good faith.
- ⁵ The general secretariat shall be administratively responsible for:
 - a) implementing decisions made by a Meeting of the Members and by the Board in line with the directives of the President;
 - b) organizing a Meeting of the Members and meetings of the Board and other bodies;
 - c) ensuring that the minutes are compiled for the Meetings of the Members and meetings of the Board and the standing, special electoral and independent committees;
 - d) assisting the Electoral Committee in carrying out its electoral administrative responsibilities;
 - e) managing and keeping the accounts; and
 - f) correspondence.

Article **46** General Secretary

- ¹ The General Secretary is the head of the General Secretariat and Chief Executive Officer of Canada Soccer.
- ² The General Secretary shall be appointed by the Board upon the recommendation of the President based on an agreement governed by applicable law and shall have the necessary professional qualifications and/or experience.
- ³ The General Secretary is responsible for:
 - a) the organization, management and direction of the general secretariat, including management of the operations and day-to-day business of Canada Soccer;
 - b) the appointment, assessment and dismissal of staff and officials working in the general secretariat; and, as delegated by the Board, the appointment, assessment and dismissal of National Team Coaches;
 - c) the exercise of authority necessary for the implementation of Board-determined outcomes; and

- d) the exercise of strategic and administrative functions necessary for the effective operation and organization of Canada Soccer, in coordination with the President.
- 4 The powers and responsibilities of the General Secretary shall be defined in greater detail in the Governance Regulations.

E. STANDING COMMITTEES

Article 47 Standing committees

- 1 The standing committees of Canada Soccer, which are advisory to the Board, are:
 - a) Audit and Finance Committee
 - b) Governance Committee
 - c) Compensation Committee
 - d) Soccer Stakeholders Committee
 - e) Member Association Committee
- 2 The President shall recommend the appointment and dismissal of standing committee members, including their chairs, for the approval of the Board. Members of the Standing Committees may include individuals who are not Directors.
- 3 The Board may, if necessary, set up sub-committees of the standing committees; in such a case, any discussions and decisions of the sub-committee shall be reported to the relevant standing committee as soon as it is practicable to do so.
- 4 The powers and responsibilities and the composition of the standing committees shall be defined in greater detail in the Governance Regulations.
- 5 No member of an independent committee or a committee of the general secretariat shall be allowed to serve as a member of a Board committee.

Article 48 Audit and Finance Committee

- 1 The Audit and Finance Committee shall:
 - a) Recommend to the Board the approval of policies, rules and guidelines regarding Canada Soccer's overall strategy in financial and asset management matters;
 - b) Monitor the financial management of Canada Soccer and advise the Board on financial matters and asset management;
 - c) Review the proposed budget drawn up by the General Secretary and recommend to the Board for approval;

- d) Review the accounts and financial statements drawn up by the General Secretary and submit them to the Board for approval;
- e) Monitor other matters relating to Canada Soccer's finances as appropriate, and
- f) Meet with the auditor at the time of the annual audit and carry out all the Committee's functions associated with the audit and forward draft audited financial statements to the Board for approval.

Article **49** **Governance Committee**

¹ The Governance Committee shall advise and assist the Board on all Canada Soccer governance matters. In particular, the committee's main powers and responsibilities are as follows:

- a) Reviews and recommends to Meetings of the Members material amendments to the Articles (or Letters) and By-laws of Canada Soccer, as required;
- b) Reviews and recommends to the Board amendments to the Governance Regulations and governance-related policies, as required;
- c) Plans and leads an orientation process for new Directors;
- d) Plans and leads the processes by which the Board engages in its self-assessment on an ongoing basis;
- e) Ensures alignment between Canada Soccer and its Member Associations on governance matters;
- f) Monitors the evolution of the By-laws, policies and regulations of the Member Associations. Investigates any governance-related or policy/regulation issues arising in a Member Association and proposes suitable measures or action to the Board of Canada Soccer to resolve the situation;
- g) Advises the Board on matters pertaining to diversity, equality and inclusion in connection with Canada Soccer and its activities; and
- h) Serves as a guardian of the By-laws, Governance Regulations and governance-related policies, having the responsibility of ensuring that there is full adherence to their requirements.

Article **50** **Compensation Committee**

¹ The Compensation Committee shall advise the Board on the following tasks:

- a) defining and determining the remuneration, bonus structure and other benefits of the General Secretary, to be set out in the employment agreement for the General Secretary;
- b) define and oversee the performance review process for the General Secretary; and
- c) determine the annual performance objectives, with input from the General Secretary, for approval by the Board.

Article **51** **Soccer Stakeholders Committee**

- ¹ The Soccer Stakeholders Committee shall advise the Board on the development of strategies and policies:
 - a) to enhance the strategic engagement of all Canada Soccer's stakeholders;
 - b) to develop frameworks for collaboration, cooperation and communication with stakeholders;
 - c) to build and strengthen the governance and management capabilities of stakeholder personnel and systems;
 - d) to maintain and develop Canada's relationships with FIFA, Concacaf, Canadian Olympic Committee and other relevant sporting institutions.

Article **52** **Member Association Committee**

The details of the Member Association Committee shall be outlined in the Governance Regulations.

F. EXPERT PANELS AND SPECIAL COMMITTEES

Article **53** **Expert Panels**

- ¹ The President may recommend for Board approval panels of dedicated experts to enhance the knowledge of officials at Canada Soccer as they carry out their duties. The term of appointment will be for the period necessary to perform their duties.
- ² The composition, structure, and roles and responsibilities of expert panels shall be set out in the Governance Regulations.
- ³ Whenever possible, meetings of the expert panels shall take place by teleconference, by videoconference or by another modern means of communication.

Article **54** **Special Committees**

The President may recommend for Board approval the appointment of Special Committees, including their members and chair, to carry out special duties for the Board within a limited period and which will report to the Board. The specific duties, functions and timeline for completion of the work of Special Committees shall be defined by the Board.

G. CLUB LICENSING BODIES

Article **55** **Club licensing bodies**

- ¹ The Club Licensing bodies shall be in charge of the club licensing system within Canada Soccer in accordance with the Club Licensing Regulations of Canada Soccer and Concacaf.
- ² The Club Licensing bodies shall ensure that clubs meet the minimum requirements to be admitted to Canada Soccer competitions, as established by Concacaf.
- ³ The Club Licensing bodies may consist of a review body and an appeal body.
- ⁴ Decisions by the club licensing appeal body may only be appealed before an independent and duly constituted arbitration tribunal in accordance with the provisions in these By-laws.

IV. INDEPENDENT COMMITTEES

Article **56** **Institutional independence**

- ¹ The independent committees, which include the Compliance Committee, the Electoral Committee and the judicial bodies, as well as their committee members, shall conduct their activities and perform their duties entirely independently but always in the interests of Canada Soccer and in accordance with its By-laws and regulations.
- ² The members of the independent committees shall be appointed by election at the Meeting of the Members upon the recommendation of the Board and may only be dismissed by the Meeting of the Members. They shall not be members of any other body of Canada Soccer.
- ³ The term of the Independent Committee members shall be three years. The independent Committee Members may serve no more than three terms.
- ⁴ The members of the Compliance Committee, the judicial bodies and the Electoral Committee shall comply with the independence criteria defined in Annex B of these By-laws.

Article **57** **Compliance Committee**

- ¹ The members of the Compliance Committee shall be knowledgeable and experienced in governance and/or financial and legal matters and shall not be involved in any decision affecting the operation of Canada Soccer except for its own compliance decisions.
- ² The Compliance Committee shall advise and assist the Board in monitoring Canada Soccer on compliance matters, and shall implement a compliance program that includes the establishment of specific compliance mechanisms. The Committee is dedicated to ensuring comprehensive and transparent governance across all organizational activities and shall strive to uphold the highest standard of compliance, accountability and ethical conduct. The Committee's goal is to diligently monitor, review and assess all areas to foster continuous improvement and safeguard the integrity of Canada Soccer.
- ³ The members of the Compliance Committee shall be appointed by election at the Annual Meeting of the Members upon the recommendation of the Board and may only be relieved of their duties by a Meeting of the Members. They shall not be members of any other body of Canada Soccer.
- ⁴ The members of the Compliance Committee must pass an integrity check (Annex A of these By-laws) prior to their appointment or re-appointment.
- ⁵ The Compliance Committee shall establish a Review Committee to conduct eligibility checks of the members of the Electoral Committee.
- ⁶ Details on the Compliance Committee's role and responsibilities, its internal composition, and procedures shall be set out in the Governance Regulations.

Article **58** **Judicial bodies**

- ¹ The judicial bodies are:
 - a) the Disciplinary Committee
 - b) the Ethics Committee
 - c) the Appeal Committee
 - e) the Players' Status Committee
- ² The judicial bodies are composed in such a way that the committee members together have the knowledge, abilities and specialist experience that is necessary to complete their tasks and duties. The chairs and deputy chairs of the judicial bodies shall be qualified to practice law or have comparable expertise or experience.
- ³ If the chair, the deputy chair or a member of a judicial body ceases to perform their official functions permanently during their term of office, the Board shall appoint a replacement to

serve until the next Meeting of the Members, at which the Members shall appoint by election a new member of the respective judicial body for the remainder of the term.

4. The members of the judicial bodies shall be appointed by election by the Meeting of the Members upon the recommendation of the Board and may only be relieved of their duties by a Meeting of the Members. They shall not be members of any other body of Canada Soccer.
- 5 The members of the judicial bodies must pass an integrity check (Annex A of these By-laws) to be conducted by the Ethics Committee prior to their appointment or re-appointment.

Article 59 Disciplinary Committee

- 1 The Disciplinary Committee shall consist of a chair, a deputy chair and the necessary number of other committee members as determined in the Disciplinary Code of Canada Soccer.
- 2 The function of the Disciplinary Committee shall be governed by the Disciplinary Code of Canada Soccer.
- 3 The Disciplinary Committee will invoke the sanctions described in the Disciplinary Code of Canada Soccer on Members, Referees, Players, Clubs, licensed match agents and football agents.
- 4 The Board shall issue the Disciplinary Code of Canada Soccer, whose provisions shall be aligned with the principles laid down in the FIFA Disciplinary Code.

Article 60 Ethics Committee

- 1 The Ethics Committee shall consist of a chair, a deputy chair and the necessary number of other committee members as determined in the Disciplinary Code of Canada Soccer.
- 2 The function of the Ethics Committee shall be governed by the Disciplinary Code of Canada Soccer.
- 3 The Ethics Committee will invoke the sanctions described in the Disciplinary Code of Canada Soccer on Members, Referees, Players, Clubs, licensed match agents and football agents.
- 4 The Ethics Committee shall conduct an integrity check (Annex A of these By-laws) of the members of the Compliance Committee, prior to their appointment or re-appointment.

Article **61** **Appeal Committee**

- ¹ The Appeal Committee shall consist of a chair, a deputy chair and the necessary number of other committee members as determined in the Disciplinary Code of Canada Soccer.
- ² The functions of the Appeal Committee shall be governed by the Disciplinary Code of Canada Soccer.
- ³ The Appeal Committee is responsible for hearing appeals against decisions by the Disciplinary and Ethics Committees that are not declared final.
- ⁴ The Appeal Committee will be responsible for hearing appeals against decisions from the Electoral Committees.
- ⁵ The Appeal Committee is responsible for hearing appeals against decisions by the Electoral Committee.
- ⁶ Decisions by the Appeal Committee may only be appealed to an independent and duly constituted arbitration tribunal in accordance with the provisions in these By-laws.

Article **62** **Players' Status Committee**

- ¹ The Players' Status Committee shall consist of a chair, a deputy chair and the necessary number of other committee members as determined in the Disciplinary Code of Canada Soccer.
- ² The Players' Status Committee shall hear disputes involving Canada Soccer, its Members, Clubs, Players, Referees, licensed match agents and soccer agents as defined in the Disciplinary Code of Canada Soccer.
- ³ Decisions by the Players' Status Committee may only be appealed to an independent and duly constituted arbitration tribunal in accordance with the provisions in these By-laws.

Article **63** **Electoral Committee**

- ¹ The Electoral Committee is the body in charge of organizing and supervising the nominations/election process in accordance with the requirements of the Electoral Code.
- ² The composition, role and responsibilities, and procedures of the Electoral Committee shall be set out in their entirety in the Electoral Code (Appendix C of these By-laws).

V. ARBITRATION

Article 64 Arbitration

- ¹ Disputes within Canada Soccer or disputes affecting Members of Canada Soccer, members of Professional Leagues, Players, Referees and officials may only be referred in the last instance (i.e. after exhaustion of all internal channels within Canada Soccer) to the SDRCC, which shall settle the dispute definitively to the exclusion of any ordinary court.
- ² Disputes of international dimension arising from or related to the Statutes, regulations, directives and decisions of FIFA or Concacaf may only be submitted in the last instance to CAS as specified in the Statutes of FIFA and of Concacaf.

Article 65 Jurisdiction

- ¹ Canada Soccer shall have jurisdiction regarding internal national disputes, i.e., disputes between parties belonging to or affiliated with Canada Soccer.
- ² FIFA and/or Concacaf shall have jurisdiction on international disputes, i.e., disputes between parties belonging to different associations and/or confederations, in accordance with the relevant regulations.
- ³ Canada Soccer shall ensure its full compliance and that of all those subject to its jurisdiction with any final decision passed by a FIFA body, a Concacaf body, and the arbitration tribunal recognized by Canada Soccer.

VI. FINANCE

Article 66 Financial period

- ¹ The financial period of Canada Soccer shall be from 1 January to 31 December following, both inclusive.
- ² The revenue and expenses of Canada Soccer shall be managed so that they balance out over the financial period. Canada Soccer's financial commitments shall be ensured through the creation of reserves.

Article **67** **Banking arrangements**

- ¹ 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.
- ² The banking business or any part of its 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.

Article **68** **Borrowing Powers**

- ¹ The Board of Directors of Canada Soccer may, without authorization of the Members:
 - a) 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;
 - b) Issue debentures or other securities of Canada Soccer;
 - c) Pledge or sell debentures or other securities for such sums and at such prices as may be deemed expedient;
 - d) 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 debenture or other securities of the liability of Canada Soccer, present or future; and
 - e) Delegate to such Officer (s) or staff of Canada Soccer as the Board may determine and approve all or any of the forgoing powers to such extent and in such manner as the Board may determine.

Article **69** **Revenue**

- ¹ The revenue sources of Canada Soccer are:
 - a) Members' annual fees
 - b) receipts generated by the marketing of rights to which Canada Soccer is entitled
 - c) fines imposed by the authorized bodies
 - d) fees and receipts in keeping with the objectives pursued by Canada Soccer;
 - e) donations
 - f) player levies

- g) funding from Sport Canada and other government sources
- h) funding from the Canadian Olympic Committee and Own the Podium
- i) funding from FIFA and from Concacaf, and
- j) other revenue related to soccer activities.

Article **70** Expenses

- ¹ Canada Soccer shall bear:
 - a) the expenses stipulated in the budget
 - b) other expenses approved by the Meeting of the Members and expenses that the Board is entitled to incur within the scope of its authority, and
 - c) all other expenses in keeping with the objectives pursued by Canada Soccer.

Article **71** Independent and external auditors

- ¹ The independent and external auditors appointed by the Meeting of the Members shall audit on a yearly basis the accounts approved by the Board in accordance with the appropriate principles of accounting and shall present a report to the Meeting of the Members. Their mandate may be renewed.
- ² Audited annual financial statements in their entirety shall be published on the official website of Canada Soccer within six months of end of the fiscal year.

Article **72** Membership fees and player levies

- ¹ The annual fees for new Members for the year in question shall be paid within 30 days of the close of the Meeting of the Members at which they are admitted.
- ² Annual fees paid by Members shall be due and payable before each Annual Meeting of the Members.
- ³ The annual fees shall be determined by the Board and communicated to the Members before February 28 of each year.
- ⁴ The player levies payable by the Member Associations shall be calculated by a formula mutually approved by the Member Associations and the Board at a meeting held not less than six months prior to the levy coming into effect.

Article **73** Remuneration and the publication of financial data

- ¹ Canada Soccer shall publish on its official website the financial documents referred to under Article 30, paragraph 2 j) and k) of these By-laws once the relevant items have been received/approved by a Meeting of the Members.
- ² 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.
- ³ Directors and members of standing and special committees shall receive no remuneration from Canada Soccer, although they shall be reimbursed for reasonable expenses incurred while carrying out their duties.

VII. COMPETITIONS AND RIGHTS IN COMPETITIONS AND EVENTS

Article **74** Competitions

- ¹ Canada Soccer shall organize and coordinate the following official competitions:
 - a) Canadian Professional Championship for Men's and for Women's
 - b) Amateur Youth and Adult National Championships for Men's and for Women's, and
 - c) Any other competitions organized and coordinated by Canada Soccer.
- ² The Board may delegate to Canada Soccer's Professional Leagues the authority to organize their own competitions by means of a proper and comprehensive agreement. The competitions organized by the Leagues shall not interfere with those competitions organized by Canada Soccer. Competitions organized by Canada Soccer shall take priority.
- ³ Canada Soccer shall issue special regulations regarding its official competitions.

Article **75** Rights

- ¹ Canada Soccer is the original owner of all the rights emanating from competitions and other events coming under its respective jurisdiction, without any restrictions as to content, time and place. These rights include, among others, every kind of financial rights, audiovisual and radio recording, reproduction and broadcasting rights, multimedia rights, marketing and promotional rights and incorporeal rights such as emblems and rights arising under copyright law.
- ² Canada Soccer shall decide how and to what extent these rights are utilized and shall draw up special regulations to this end. Canada Soccer shall ensure that the sale of such rights is

carried out in a transparent manner and in compliance with the By-laws and regulations of Canada Soccer as well as mandatory national laws.

Article **76** Authorization to distribute

- ¹ Canada Soccer and its Members are exclusively responsible for authorizing the distribution of image and sound and other data carriers of soccer matches and events coming under their respective jurisdiction, without any restrictions.
- ² Canada Soccer shall issue special regulations to this end.

VIII. INTERNATIONAL MATCHES AND COMPETITIONS

Article **77** International matches and competitions

- ¹ The authority for organizing international matches and competitions between representative teams and between Leagues, Club teams and/or scratch teams lies solely with FIFA, the Confederation(s) and/or the Association(s) concerned. No such match or competition shall take place without the prior permission of FIFA, the confederation(s) and/or the association(s) concerned in accordance with the FIFA Regulations Governing International Matches.
 - ² Canada Soccer is bound by the international match calendar compiled by FIFA.
-

Article **78** Contacts

Canada Soccer, its Members, Players, Referees, licensed match agents and soccer agents may not play matches or make sporting contacts with associations that are not members of FIFA or provisional members of a confederation without the approval of FIFA.

Article **79** Approval

- ¹ Clubs, Leagues or any other group of clubs that are affiliated with Canada Soccer may only join another association with the authorization of Canada Soccer, the other Association, the respective Confederation(s), and FIFA.
- ² Clubs, Leagues or any other group of clubs that are affiliated with Canada Soccer cannot participate in competitions on the territory of another Association without the authorization

of Canada Soccer, the other Association, FIFA and the respective Confederation(s) according to the FIFA Regulations Governing International Matches.

IX. FINAL PROVISIONS

Article 80 Unforeseen contingencies and force majeure

The Board shall have the power to decide on all cases of force majeure and on all matters not provided for in these By-laws; such decisions shall take into account the relevant regulations of FIFA and of Concacaf as well as any applicable mandatory laws.

Article 81 Publication of corporate documents

- ¹ Canada Soccer shall make available on its official website the following documents and information:
- a) By-laws and Articles (Letters) of Continuance
 - b) Disciplinary Code
 - c) Code of Conduct and Ethics
 - d) Governance Regulations
 - e) Rules and Regulations
 - f) The Annual Audited Financial Statements
 - g) Minutes of the Meetings of the Members
 - h) Board mandate delineating the roles and responsibilities of the Board
 - i) Terms of reference of all Standing Committees and independent committees of the Board
 - j) Annual report on diversity, equity and inclusion
 - k) Minutes of the meetings of the Board of Directors; and
 - l) Annual Report.
-

Article 82 Dissolution

- ¹ Any decision relating to the dissolution of Canada Soccer requires a special resolution of the Members of Canada Soccer at a Meeting of the Members called for that purpose.
- ² If Canada Soccer is dissolved, its assets shall be transferred to Sport Canada. Sport Canada shall hold these assets as a trustee in accordance with the relevant professional obligations until such time as Canada Soccer is re-established as a qualified recipient of the assets. However, the final Meeting of the Members may choose another recipient for the assets based on a special resolution of the Members.

Article **83** **Indemnity**

Every Officer, Director or other officials 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.

Article **84** **Enforcement**

These By-laws were adopted at the Meeting of the Members in Niagara Falls, Ontario on 3 May 2025 and are in force as of 3 May 2025.

Article **85** **Transitional provisions**

- ¹ The former By-laws of Canada Soccer are hereby repealed.
- ² The Members as defined under Article 13 of these By-laws shall be granted a period of 12 months, as from the adoption of the By-laws, to comply with the mandatory requirements stipulated in Articles 17 and 18 of these By-laws. Any Member which does not comply with all these requirements within the timeframe, shall automatically lose its right to vote at Meetings of the Members and the delegate(s) of the Member in question shall not be taken into account when establishing the quorum. The Member in question shall only regain its right to vote at Meetings of the Members once it has fully complied with its obligations as mentioned in this paragraph.
- ³ The composition of the Board as defined in Article 39, paragraph 1 of these By-laws shall only be applicable to the Board whose membership shall be elected by the Meeting of the Members after the adoption of these By-laws.
- ⁴ The elections shall be conducted as follows:

2026: Election of 2 domiciled Directors and 1 additional Director for a term of 3 years, until 2029

2027: Election of 2 domiciled Directors and 1 additional Director for a term of 3 years, until 2030

2028: Election of 2 domiciled Directors and 2 additional Directors for a term of three years,

The above election cycle is repeated in subsequent years with respect to the Directors.

2026: The election of the Vice President for a 2-year term.

2028: The election of the President and Vice-President for 4-year terms.

The President and Vice-President shall be elected on a 4-year cycle.

If a Director position becomes vacant during the transitional provisions, before the next scheduled election, and that position is not part of the upcoming election cycle, the Board may appoint a qualified individual for the remaining term.

- ⁵ The requirement to undergo an integrity check as cited in Article 38 paragraph 2 of these By-laws shall not apply to the Directors who are in place at the time of the adoption of these By-laws but shall be complied with by any candidate who is running for any of the positions on the Board following the adoption of these By-laws.
- ⁶ Upon the adoption of these By-laws, the President shall recommend the appointment of the members of the Standing Committees as defined under Articles 46-50 of these By-laws.
- ⁷ Within 12 months of the adoption of these By-laws, the Meeting of the Members shall appoint by election the members of the independent committees as defined under Articles 55 to 62 of the By-laws, with the exceptions of the existing members of the judicial bodies who shall be vested into office and the members of the former Nominations Committee who may be vested into office as members of the Electoral Committee for the remainder of their terms. Within this same period, the Meeting of the Members shall also dismiss the members of the independent committees who do not meet the independence requirements and elect the relevant number of members to fill the positions.
- ⁸ Within 3 months of the adoption of these By-laws, a final version will be published that may correct grammar, inconsistencies, formatting and branding of a minor nature.

For Canada Soccer



President



General Secretary

ANNEX A – QUESTIONNAIRE FOR INTEGRITY CHECKS

Part 1: General provisions

- ¹ The integrity checks regarding candidates for, and holders of, official positions within Canada Soccer that are subject to such checks shall be conducted by the relevant body in accordance with the provisions of these By-laws and this annex.
- ² Candidates or holders are obliged to comply with the screening and self-disclosure process as outlined in parts 2 and 3 below. Prior to the screening process, every candidate or holder shall give written consent to the process through a form provided by the relevant body conducting the integrity check. If such written consent is not provided, the candidate or holder shall be deemed not to have passed the integrity check.
- ³ Candidates or holders shall act in good faith at all times and shall fully collaborate to establish the relevant facts upon reasonable notice. If the candidate or holder concerned does not cooperate with the body competent to conduct the integrity check, the candidate or holder shall be deemed not to have passed the integrity check.
- ⁴ The candidate or holder shall be deemed not to have passed the integrity check, if they:
 - a) have been subject to criminal convictions or disciplinary sanctions by a court, if the offence in question was a substantive issue and not a minor infraction or procedural misconduct;
 - b) have been found guilty and/or disciplined by the FIFA Ethics Committee or any other sporting body with a sanction that would seriously put into question the discharge of the office concerned.
- ⁵ Subject to the relevant provisions regarding disclosure and forwarding of the information and related data obtained in the context of integrity checks in accordance with this annex, all such information and related data must be treated as strictly confidential by the body conducting the integrity check concerned.

Part 2: Screening process

- ¹ At the beginning of the screening process, every candidate or holder shall undergo an identification check ("ID check"). The ID check shall include verification/identification of the following:
 - a) name(s) and surname(s)
 - b) address of residence
 - c) date and place of birth
 - d) nationality/nationalities
 - e) gender
 - f) person of colour
 - g) disability
 - h) language
 - i) Indigeneity

- ² Every candidate or holder must complete the questionnaire contained in part 3 below.
- ³ The body in charge of performing the integrity check may conduct independent research and/or investigations to obtain further relevant information on a particular candidate or holder, which may include information on intermediaries and related parties, mandates, potential conflicts of interest, and civil and criminal proceedings/investigations.

Part 3: Questionnaire

First name(s):	
Surname(s):	
Address of residence:	
Date and place of birth:	
Nationality/nationalities:	
Occupation/Profession:	

- ¹ Have you previously been convicted by a final decision of any intentional indictable offence or of any offence corresponding to a violation of the Canada Soccer Disciplinary Code.

No ☐ Yes ☐

If yes, please specify:

- ² Has a sports governing body ever imposed any disciplinary or similar sanction or measure on you in the past for actions which amount to a violation of the rules of conduct set out in part II section 5 of the Canada Soccer Disciplinary Code?

No. ☐ Yes ☐

If yes, please specify:

- ³ Are you the subject of any pending civil, criminal or disciplinary proceedings or investigations?

No. ☐ Yes ☐

If yes, please specify:

- ⁴ I am fully aware that I am subject to the provisions of the Disciplinary Code and Code of Conduct and Ethics of Canada Soccer and to the provisions of the By-laws and other regulations of Canada Soccer that address integrity issues, and I fully comply with such provisions.
- ⁵ I currently hold the following positions in soccer:
- ⁶ The following facts and circumstances may give rise to potential conflicts of interest for me.
- ⁷ Remarks and observations which may be of potential relevance in the context of the integrity check.
- ⁸ I am fully aware and agree that this questionnaire will be made available to the members of the appropriate body of Canada Soccer.
- ⁹ I am fully aware and confirm that I must notify the body conducting the integrity check of any relevant facts and circumstances arising after the integrity check has been completed.
- ¹⁰ I am fully aware and confirm that I am obliged to collaborate fully to establish the relevant facts regarding the integrity check to which I am subject. I will comply with requests for any documents, information or any other material of any nature held by me. In addition, I will comply with the procurement and provision of documents, information or any other material of any nature not held by me but which I am entitled to obtain.
- ¹¹ I am fully aware and confirm that the body conducting the integrity check may also request information on possible sanctions (questions 1 and 2 above) directly from FIFA or the relevant Confederation as well as from other institutions such as the Court of Arbitration for Sport in Lausanne, Switzerland, or the International Olympic Committee. In this regard, I hereby release the relevant institutions from any obligation of confidentiality relating to the information concerned.
- ¹² I am fully aware and confirm that the body conducting the integrity check may collect further information on me in accordance with part 2 paragraph 3 of this annex.

(Place and date)

(Signature)

ANNEX B – INDEPENDENCE CRITERIA

Requirements of independence of the members of the relevant Canada Soccer bodies.

The restrictions resulting from the requirement of independence of the members of the relevant Canada Soccer bodies are as follows:

Finance Committee

Committee members are required to be independent, and they and their immediate family are not permitted to have:

- a) another official function at Canada Soccer or with one of its Members;
- b) a material business relationship with Canada Soccer or with one of its Members.

Compliance Committee and judicial bodies

Committee Chairs and Deputy Chairs and their immediate family are not permitted to have:

- a) another official function at Canada Soccer or with one of its Members;
- b) a material business relationship with Canada Soccer or with one of its Members.

Other Committee members are required to be independent and they and their immediate family are not permitted to have:

- a) another official function at Canada Soccer or with one of its Members.

Ethics Committee

Committee members are required to be independent and they and their immediate family are not permitted to have:

- a) another official function at Canada Soccer or with one of its Members;
- b) a material business relationship with Canada Soccer or with one of its Members

DEFINITIONS

"Immediate family" means, with respect to any person, such person's spouse or domestic partner, parents, grandparents, uncles, aunts, children (including any stepchild or adopted child), grandchildren, son-daughter, father or mother-in-law and the spouses of such persons, including anyone else, whether by blood or otherwise, with whom the individual has a relationship akin to a family relationship for which such a person provides financial support

"Material business relationship" means, with respect to any person, that (i) such person has been or (ii) such person is a current director or executive or employee or owns, directly or indirectly, 10% of more of the equity of any equity that has made payments to or received payments from Canada Soccer or any Member, sponsor, auditor, outside counsel or other paid adviser or contractor of any Canada Soccer or Member for property or services in any amount which, in any single year, exceeds USD 235,000. Any compensation or other amounts paid to any such person in their capacity as a Director or of an independent FIFA body shall not constitute a material business relationship within the meaning of this provision.

Members of the Finance Committee who are required to be independent as well as chairs, deputy chairs and members of independent committees may not attempt to form a business relationship with Canada Soccer for a period of one year after concluding their committee mandate.

ANNEX C – ELECTORAL CODE

DEFINITIONS

Whenever relevant, the terminology used in this Electoral Code shall refer to the terms defined in the Definitions section of the By-laws of Canada Soccer.

I. GENERAL PROVISIONS

Article 1 Scope of application

- ¹ This Electoral Code is applicable to the elections of the Directors and of members of the independent committees as defined in the By-laws of Canada Soccer.
 - ² The By-laws of Canada Soccer shall define the exact scope of application of this Electoral Code.
-

Article 2 Principles and obligations

- ¹ Good governance principles, such as the separation of powers, independence, transparency, integrity, and conflicts of interest shall be observed without exception throughout the entire electoral process.
- ² Any undue influence from third parties in the electoral process shall not be permitted. Canada Soccer shall immediately inform FIFA and Concacaf of such influence in the electoral process.
- ³ Canada Soccer shall ensure that all electoral rules and guidelines of its bodies are in line with the provisions of this Electoral Code, the By-laws of Canada Soccer, and the Statutes, regulations, directives and decisions of FIFA.
- ⁴ Canada Soccer shall, at least 30 days before the date of the relevant elections, inform FIFA and Concacaf about the nature of the elections (i.e. number of members to be elected, duration of terms, reason for the elections, etc.) and provide FIFA and Concacaf a copy of its valid Electoral Code and, if applicable, any other electoral rules and guidelines.
- ⁵ Unless stated otherwise in the By-laws and regulations of Canada Soccer, the members of the relevant bodies of Canada Soccer shall continue to exercise their functions until the completion of the elections.

II. ELECTORAL COMMITTEE

Article 3 Basic principles

- ¹ The Electoral Committee shall supervise the nomination/electoral process in accordance with the relevant provisions of the By-laws of Canada Soccer and of this Electoral Code.
- ² The members of the Electoral Committee shall not be members of any other Body of Canada Soccer and may not hold any position in any government body. Members of the Electoral Committee may not be candidates for any of the positions to be filled within Canada Soccer.
- ³ The members of the Electoral Committee shall immediately withdraw from the Committee's discussions and decisions if:
 - a) they are an immediate family member of one of the candidates running for any of the positions to be filled or;
 - b) there is a risk or possibility of a conflict of interest as defined in the Code of Conduct and Ethics of Canada Soccer.
- ⁴ In the event that a member of the Electoral Committee does not meet any of the above requirements and/or must step down as member of the Electoral Committee for any reason, the member shall be replaced in accordance with the provisions of Article 4 paragraph 3 of this Electoral Code.
- ⁵ The members of the Electoral Committee shall always act in good faith and observe the utmost impartiality when carrying out their duties.

Article 4 Composition

- ¹ The Electoral Committee shall be composed as follows:
 - a) a chair
 - b) a vice-chair
 - c) a number of ordinary members that are necessary for the committee to perform its duties.
- ² An appropriate number of substitutes may also be elected by the Annual Meeting.
- ³ If the chair is absent or unavailable, the vice-chair shall be deputized, and if the vice-chair too is absent or unavailable, then an ordinary member shall be deputized. Any ordinary member who is absent or unavailable may be replaced by a substitute approved by the Electoral Committee.

- ⁴ The chair shall appoint one of the members or another qualified person as a secretary, who shall be responsible for relevant logistical and administrative matters. The committee may call upon the general secretariat to assist with its administrative duties.
- ⁵ The chair of the Electoral Committee shall be qualified to practice law or have comparable professional expertise/experience.

Article **5** **Duties of the Electoral Committee**

- ¹ The Electoral Committee shall be responsible for tasks relating to the candidate nominations process and related aspects of the elections at the Annual Meetings of the Members. In particular, the Electoral Committee shall be responsible for:
 - a) supervising the process for the nomination/presentation of the candidates for Director, including:
 - i. preparing the call for nominations and forwarding to the general secretariat for its distribution;
 - ii. receiving from the general secretariat the candidatures (nominations documents) submitted by the Director candidates;
 - iii. using a specific skills/attributes matrix, reviewing the eligibility, representation and independence requirements for Director as set out in the By-laws;
 - iv. based on the report of the Review Committee of the Compliance Committee, confirming the completion of the integrity checks of the Director candidates;
 - v. interviewing the Director candidates;
 - vi. preparing and forwarding to the general secretariat the official list of Director candidates for election, together with confirmation that all the formal requirements have been met.
 - b) supervising the process of nomination/presentation of the candidates for the positions of chair and committee members of the independent committees, including:
 - i. preparing the nomination documents (i.e., call for nominations) and forwarding to the general secretariat for its distribution;
 - ii. receiving from the general secretariat the candidatures (nomination documents) submitted by the candidates for the independent committees;
 - iii. with the assistance of the general secretariat, reviewing the eligibility and independence requirements for the independence positions as set out in the By-laws;
 - iv. based on the report of the Review Subcommittee of the Compliance Committee, confirming the completion of the integrity checks of the members of the Electoral Committee and the judicial bodies;

- v. based on the report of the Ethics Committee, confirming the completion of the integrity checks of the members of the Compliance Committee;
 - vi. preparing the official list of Director candidates for the election and forwarding it to the general secretariat together with a confirmation that all the formal requirements have been met.
- c) forward to the Board recommendations on improving the nomination/election process in the future, for example,
- i. streamlined deadlines
 - ii. interviewing
 - ii. growing the nominations distribution list
 - iii. improved use of technology (i.e.,) using portals for forms, documents and information
 - iv. improved nomination forms
 - v. efficient candidate assessment processes
- ² The Electoral Committee may establish an election supervision sub-committee which will assist the Electoral Committee in expediting the election process and more generally advising the Electoral Committee on the election-related requirements of the By-laws, Electoral Code and the Electoral Committee.

Article **6** **Meetings, quorum and decisions**

- ¹ The chair shall convene the meetings of the Electoral Committee. Only an Electoral Committee that has been duly convened has the authority to deliberate and make decisions.
- ² The Electoral Committee shall not commence its discussions unless a majority (greater than 50%) of its members are present.
- ³ The Electoral Committee shall reach its decisions by a majority (greater than 50%) of the valid votes cast. Abstentions as well as voting by proxy or by letter are not permitted. In the event of a tied vote, the motion is lost.
- ⁴ The decisions of the Committee shall be recorded in minutes signed by the chair and the secretary of the Committee.

III. CANDIDATURES

Article 7 Eligibility criteria

- ¹ The eligibility criteria for the positions to be filled within the relevant bodies of Canada Soccer are defined in the relevant provisions of the By-laws of Canada Soccer.
 - ² The Electoral Committee shall publish the nomination documents to be provided for each of the positions, including full list of eligibility criteria in accordance with the relevant provisions of the By-laws of Canada Soccer.
-

Article 8 Submission and examination of nominations for the Board of Directors

- ¹ A call for nominations for Director shall be sent by the Electoral Committee.
 - ² Nominations for Director shall be sent to the general secretariat at least 60 days before the Annual Meeting of the Members. Nominations received by the general secretariat shall immediately be forwarded to the secretary of the Electoral Committee as well as to the Compliance Committee for the relevant integrity checks to be carried out as per Annex A of the By-laws of Canada Soccer.
 - ³ Within two days of the deadline for submission of the nominations, the Electoral Committee shall inform in writing those candidates who have failed to provide all the relevant documents in support of their candidatures and grant them another three days to complete their applications. If the relevant candidates fail to forward their candidatures within the prescribed deadline, their candidatures shall be declared invalid.
 - ⁴ Nominations for Director shall be reviewed by the Electoral Committee with respect to meeting the eligibility, independence and representation requirements, and by the Compliance Committee with respect to the integrity requirements and the candidates shall be informed of the decision of the Electoral Committee within 30 days of their submission. A slate of candidates for Director shall be forwarded to the general secretariat for inclusion in the materials 30 days prior to the Meeting of the Members.
-

Article 9 Appeal procedure for candidates for the Board of Directors

- ¹ Appeals against decisions of the Electoral Committee may be lodged only with the Appeal Committee of Canada Soccer.
- ² Any appeal, duly motivated, shall be sent to the general secretariat within three days of receipt of the decision of the Electoral Committee. Appeals received by the general secretariat shall immediately be forwarded to the members of the Appeal Committee.

- ³ Appeals shall be considered by the Appeal Committee within ten days of their receipt and communicated to the candidates within the same period.
- ⁴ Appeals shall be either upheld, dismissed or declared inadmissible by the Appeal Committee. In case the appeal is upheld, the decision of the Electoral Committee shall stand.
- ⁵ The decisions of the Appeal Committee may only be referred to an arbitration tribunal in accordance with the By-laws of Canada Soccer.

Article **10** **Procedure for candidatures for the independent committees of Canada Soccer**

- ¹ A call for nominations for the independent committees shall be sent by the Electoral Committee.
- ² Nominations for the independent committees' positions shall be sent to the general secretariat at least 60 days before the Annual Meeting of the Members. Candidatures received by the general secretariat shall be immediately forwarded to the Electoral Committee as well as to the relevant body in charge of carrying out the integrity checks.
- ³ The Electoral Committee shall confirm to the general secretariat whether the candidatures have been validated in terms of meeting the eligibility, independence, representation, and integrity requirements. If one or more of the candidatures cannot be validated or fails the integrity checks, or that some of the positions on the Committee have no candidates, the Board shall propose additional candidates for the relevant positions.

Article **11** **Official list of candidates**

The official list of candidates for Director and for the chairs and committee members of the independent committees shall be published within the timeline provided for in the CSA By-laws.

IV. VOTING PROCEDURES

Article 12 Ballot papers

The general secretariat shall produce the ballot papers, which shall be printed clearly and legibly.

Article 13 Ballot box

- ¹ Before the start of the voting procedure, the ballot box shall be opened and presented to the delegates of the Meeting.
 - ² During the entire voting process, the ballot box shall be monitored by one of the members of the Electoral Committee.
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Article 14 Casting of ballots

Before the delegates are asked to cast their vote, the chair of the Electoral Committee or an individual delegated by the Committee shall explain in detail the electoral procedure (ballot box, ballot papers, valid and invalid ballot papers, count, required majorities, results, etc.) and refer to the relevant provisions of the By-laws and the Electoral Code.

V. COUNT

Article 15 General principles

- ¹ Only members of the Electoral Committee shall take part in the count of the ballot papers.
 - ² In the event of a dispute regarding the validity or invalidity of a ballot paper or of a vote, the drafting of the minutes, the declaration of the results or any other matter relating to the counting procedure, the decision of the Electoral Committee shall be final.
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Article 16 Invalid ballot papers

- ¹ The following ballot papers are considered invalid:
 - a) ballot papers that do not bear the official distinctive marks defined by the Electoral Committee;

- b) ballot papers that bear any words other than the names of the candidates;
- c) ballot papers that are illegible or have been defaced;
- d) ballot papers that bear identifying marks.

Article **17** Count and declaration of results

- ¹ Once the voting has been completed, members of Electoral Committee shall count the number of ballot papers and verify their validity. If the number of ballot papers is equal to or less than the number of ballot papers issued, the ballot is valid. If it exceeds the number of ballot papers issued, the ballot shall be declared void and recommence immediately in accordance with the procedure described above.
- ² After the number of ballot papers has been verified, the members of the Electoral Committee shall proceed to count the number of votes cast for each candidate.
- ³ If a second (or subsequent) round of voting is required, the voting procedure shall be repeated in accordance with the above requirements. The Members are to be informed of the provisions that apply for the second (and subsequent) rounds of voting (e.g. any changes to the majority required, elimination of candidates, etc.).
- ⁴ After each round of the election, the chair of the Electoral Committee shall officially declare the results to the Members.
- ⁵ The chair of the Electoral Committee shall destroy the ballot papers at the end of the elections.

V. FINAL PROVISIONS

Article **18** Archiving of documents and confidentiality

The members of the Electoral Committee shall maintain absolute confidentiality and secrecy with respect to any information and documents made available to them during the electoral process. Such obligation shall remain for an indefinite period following the relevant electoral process. Furthermore, they shall not retain any documents (electronic or otherwise) supplied to them during the electoral process.

Article **19** Matters not provided for herein

- ¹ All questions relating to the administrative and technical organization of the Annual Meeting of the Members that are not covered by this Electoral Code or by the By-laws and regulations of Canada Soccer shall be ruled upon by the Electoral Committee, whose decision shall be final.

- ² All matters relating to the running of the elections that are not covered by this Electoral Code or by the By-laws and regulations of Canada Soccer shall be ruled upon by the Electoral Committee whose decision shall be final.

Article **20** Enforcement

This Electoral Code was adopted by the Annual Meeting of the Members on 3 May 2025 and comes into force on the day after that Meeting.

Niagara Falls, Ontario
City, province

May 3, 2025
Date

For Canada Soccer



President



General Secretary