



## FOOTBALL CANADA BY-LAWS

### ARTICLE I: GENERAL

- 1.1 Purpose – These By-Laws relate to the general conduct of the affairs of Football Canada, an Association under the *Canada Not-for-Profit Corporation Act*, as amended, and operating as the Canadian Football Association/Association Canadienne de Football. The Association may also use the name Football Canada. The Association is the governing sport body [recognized by the International Federation of American Football] having the exclusive right to govern amateur football in Canada.
- 1.2 Definitions - The following terms have these meanings:
- a) Act – the *Canada Not-for-Profit Corporations Act, S.C. 2009, c.23*, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
  - b) Articles – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Association;
  - c) Association – Football Canada;
  - d) Athlete - a person currently on a national team or competing at the international level or a person who is retired and was a member of a national team or competed at the international level, not more than eight (8) years previously, in the sport of football;
  - e) Auditor – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of Association for a report to the Members at the next Annual Meeting;
  - f) Board – the Board of Directors of the Association;
  - g) Days – will mean days including weekends and holidays;
  - h) Director – an individual elected or appointed to serve on the Board;
  - i) football – the sport of football, including all of its variations and disciplines including but not limited to tackle football, flag football, and touch football;
  - j) Independent - that a Director or prospective Director has no fiduciary obligation to any entity with respect to football at the national or provincial level, receives no direct or indirect material benefit from any such party, and is free of any conflict of interest of a financial, personal, or representational nature (provided that participation in football does not alone cause a person not to be Independent). A person who would not be considered Independent will be Independent once they resign from or terminate the circumstance that gives rise to the non-independence;
  - k) Lead Executive - an individual identified by the Board as the staff person who is responsible for the administration of the Association and any such other responsibilities as determined by the Board, and may include but is not limited to a CEO, executive director, or other staff director;
  - l) Officer – an individual elected or appointed to serve as an Officer of the Association;
  - m) Ordinary Resolution – a resolution passed by a majority of the votes cast on that Resolution;

- n) Proposal – a proposal submitted by a Member of the Association that meets the requirements of Section 163 of the Act;
- o) Registered Participant – any of the following who have applied for registration as a participant with the Association, who have agreed to abide by the Association’s By-laws, policies and rules and who have been accepted as a registered participant with the Association:
  - i. A “Club” which is defined as an organized Football Club/Association consisting of players registered with an Ordinary Member, whose main objective is the instruction and/or participation in football.
  - ii. A “Player/Athlete” is an individual person registered with a Football Club and/or Ordinary Member, and/or the Association whose main objective is participation in football.
  - iii. A “Coach” is an individual person registered with a Football Club and/or Ordinary Member, and/or the Association who is certified “trained” or “in-training status” by the Coaching Association of Canada under the National Coaching Certification Program.
  - iv. An “Official” is an individual person acting as an official for football games.
  - v. A “Staff” is an individual person registered with a Football Club and/or Ordinary Member, and/or the Association who acts as team administrator/ Manager, equipment manager, or team trainer for their team.
- p) Special Resolution – a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

- 1.3 Head Office - The head office of the Association shall be in the Province of Ontario at such address as the Board may, by resolution, determine.
- 1.4 Corporate Seal - The Association may have a corporate seal which will be adopted and may be changed by resolution of the Directors. The Corporate seal will be in the possession of the Head Office under the authority of the Lead Executive.
- 1.5 No Gain for Members – The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objectives.
- 1.6 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-Laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects, mission, vision and values of the Association.
- 1.7 Conduct of Meetings – Unless otherwise specified in the Act or these By-Laws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).
- 1.8 Interpretation – Word importing the singular will include the plural and vice versa and words importing persons will include bodies corporate.

## **ARTICLE 2: MEMBERSHIP**

### *Membership Classes*

- 2.1 Categories – The Association will have two (2) classes of membership defined as follows:
  - a) Ordinary Members consisting of the following:
    - i. Provincial/Territorial amateur football associations representing the following geographic areas described in APPENDIX A that have been accepted and approved by the Board:

- (1) Alberta
- (2) British Columbia
- (3) Manitoba
- (4) New Brunswick
- (5) Newfoundland and Labrador
- (6) Nova Scotia
- (7) Ontario
- (8) Prince Edward Island
- (9) Quebec
- (10) Saskatchewan
- ii. Other Provincial/Territorial amateur football associations that are approved for membership by the Board of Directors pursuant to these By-laws subject to the restriction that there be only one (1) Ordinary Member for each Province/Territory.
- b) Associate Members are organizations that are admitted as Associate Members of the Association pursuant to these By-laws.
- c) Ordinary Members and Associate Members are collectively referred to as Members.

#### *Ordinary Members*

2.2 Admission – Ordinary Members are Provincial/Territorial associations admitted for membership in the Association with the exclusive right to administer and govern the sport of football in their respective Provinces/Territories subject only to these By-laws and the Association’s policies, regulations, rules, and procedures. There shall only be one (1) Ordinary Member for each Province/Territory. No organization will be admitted as a new Ordinary Member of the Association pursuant so s.2.1(a)(ii) above unless:

- a) The candidate member has made an application for membership in a manner prescribed by the Association which, at a minimum, includes:
  - i. Name and head office address of the Provincial/Territorial Association.
  - ii. A copy of the Provincial/Territorial Association’s By-laws.
  - iii. The number, name and addresses of clubs registered with the Provincial/Territorial Association.
  - iv. The name and address of the Secretary (or equivalent) of the Provincial/Territorial Association.
  - v. Copy of the current insurance policy with the Association added as a third party if the candidate member is under a different insurance policy.
  - vi. The application is received with an Annual Report and financial statements by the Association by February 15th at which the application is to be considered.
- b) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
- c) The candidate member has paid fees as prescribed by the Board; and
- d) The candidate member has been approved by Special Resolution as a member by the Board or by any committee or individual delegated this authority by the Board.

2.3 Renewal – No Ordinary Member will be renewed as a Member of the association unless:

- a) The Ordinary Member has made an application for membership renewal in a manner prescribed by the Association no later than February 15th of each year. The renewal process includes submitting to the Association’s Lead Executive the following information, which must be accompanied by the signature of the Ordinary Member’s President and submitted by February 15th of each year;
  - i. Name and head office address of the Provincial/Territorial Association.

- ii. A copy of the Provincial/Territorial Association's By-laws.
  - iii. The number, name and addresses of clubs registered with the Provincial/Territorial Association.
  - iv. The name and address of the Secretary or equivalent of the Provincial/Territorial Association.
  - v. Copy of current insurance policy with the Association added as a third party if the Ordinary Member is under a different insurance policy.
  - vi. All outstanding invoices paid to the Association no later than April 15th;
  - vii. The Ordinary Member's annual report and financials to be submitted no later than May 30th;
- b) If, at the time of applying for membership renewal, the Ordinary Member is a Member in good standing.

#### *Associate Members*

2.4 Admission – Associate Members are any other football organizations that may be admitted for membership in the Association. Associate Members may not be football organizations otherwise subject to governance by an Ordinary Member in a Province/Territory, and no football organization can avoid being governed by an Ordinary Member in a Province/Territory by applying for membership directly in the Association as an Associate Member. No organization will be admitted as an Associate Member of the Association unless:

- a) The candidate member has made an application for membership in a manner prescribed by the Association which, at a minimum includes:
  - i. Name and head office address of the organization.
  - ii. The number, name and addresses of clubs and/or branches registered with the organization.
  - iii. The name and address of the lead executive of the organization.
- b) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a member;
- c) The candidate member has paid fees as prescribed by the Board; and
- d) The candidate has been approved by Special Resolution as a member of the Board or any committee or individual delegated this authority by the Board.

#### *Duration*

2.5 Duration – Membership is accorded on an annual basis, subject to renewal in accordance with these By-Laws.

#### *Membership Fees*

2.6 Fees – Membership fees for all categories of Membership will be determined annually by the Board of Directors with the following provisions:

- a) Membership fees will be determined before the first general meeting of the calendar year, and
- b) The date for activating the fees rate shall be determined at the Annual Meeting and in any event shall not be later than end of the current financial year.

2.7 Deadline – Member(s) will be notified in writing of the membership fees and outstanding invoices at any time payable by them, and if they are not paid by April 15th, the member in default may cease to be a member of the Association, upon written notice from the Association of such termination.

#### *Withdrawal and Termination of Membership*

2.8 Termination - Membership in the Association is terminated when:

- a) The Member fails submit the information required for renewal;
- b) The Member fails to maintain any of the qualifications or conditions of membership;

- c) The Member resigns from the Association by giving written notice to the Board, in which the resignation becomes effective on the date specified in the resignation. The Member will be responsible for all fees payable until the resignation becomes effective;
- d) The Member fails to pay membership fees or monies owed to the Association by the deadline dates prescribed;
- e) The Member's term of membership expires; or
- f) The Member is liquidated or dissolved.

2.9 May Not Resign – A Member may not resign from the Association when the Member is subject to disciplinary investigation or action.

2.10 Discipline – A Member may be suspended or expelled from the Association in accordance with the Association's policies and procedures relating to discipline of Members.

2.11 Rights of Members – Subject to the Articles, upon termination of membership, the rights of the Member, including any rights in the property of the Association, automatically cease to exist.

#### *Good Standing*

2.12 Definition – A Member of the Association will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Association including the Ordinary Member's annual report including financials, list of member associations, and numbers of Registered Participants by February 28th;
- d) Has complied with the By-laws, policies, procedures, rules and regulations of the Association;
- e) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all outstanding accounts including membership fees no later than April 15th.

2.13 Cease to be in Good Standing - Members who cease to be in good standing will have privileges suspended which may include: hosting events, participation in domestic and international programs and loss of all voting privileges as a member, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

### **ARTICLE 3: MEETINGS OF MEMBERS**

3.1 Types of Meetings – Meetings of Members will include Annual Meetings and Special Meetings.

3.2 Special Meetings - A Special Meeting of the Members may be called at any time by the Chairperson, the Board of Directors by way of Ordinary Resolution, or upon the written requisition of members who hold five percent (5%) of the votes of the Association. The agenda of special meetings will be limited to the subject matter for which the meeting was duly called.

3.3 Location and Date - The Association will hold meetings of Members at such date, time and place as determined by the Board. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and six months of the Association's fiscal year end.

- 3.4 Meetings by Electronic Means – A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility.
- 3.5 Participation in Meetings by Electronic Means – Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.
- 3.6 Notice - Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and shall be given to each Member entitled to vote at the meeting, by the following means:
- a) By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21-60 days before the day on which the meeting is to be held; or
  - b) By telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21-35 days before the day on which the meeting is to be held; or
  - c) By posting on the Association’s website not less than thirty (30) days prior to the date of the meeting.
- 3.7 Change in Notice Requirements – Pursuant to Section 197(1) of the Act (Fundamental Changes), a Special Resolution of the Members is required to make any amendment to the By-laws of the Association to change the manner of giving notice to Members entitled to vote at a meeting of Members.
- 3.8 Persons Entitled to Attend – All classes of Members, the directors, the Auditor of the Association and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Association are entitled to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the voting Members.
- 3.9 Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.
- 3.10 Agenda – The agenda for the Annual Meeting will at least include:
- a) Call to Order
  - b) Establishment of Quorum
  - c) Approval of the Agenda
  - d) Declaration of any Conflicts of Interest
  - e) Adoption of Minutes of the previous Annual Meeting
  - f) Chairperson, Committee and Provincial Reports
  - g) Acceptance and Renewal of Members
  - h) Approval of Auditors Report and Financial Statements
  - i) Appointment of Auditors
  - j) Business as specified in the meeting notice
  - k) Election of new Directors, Officers and Committee Members at large
  - l) Adjournment

3.11 New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Association at least fourteen (14) days prior to the meeting date or upon the sole discretion of the Chairperson or designate.

3.12 Member Rights - Members will have the right to vote on the election of Directors, the appointment of the Auditor, matters on which they are entitled to vote under the Act, and any specific matter required by these By-Laws or as directed by the Board.

3.13 Quorum – The presence of a majority of voting members at the beginning of a meeting shall constitute a quorum. All business transacted at the meeting shall be valid notwithstanding the departure of some members and the resulting absence of a majority of voting members before the meeting is adjourned.

3.14 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

#### *Voting at Meetings of Members*

3.15 Voting Privileges – Each Member in good standing shall be entitled to attend and participate in meetings of Members and are entitled to the following number of votes at any Annual or Special Meeting of Members:

- a) Ordinary Members have votes based on the number of Registered Participants within the Ordinary Member, as follows, which must be cast as a block by the Delegate representing the Ordinary Member:
  - i. Two (2) votes for up to 999 Registered Participants within the Ordinary Member;
  - ii. Three (3) votes for 1000-4499 Registered Participants within the Ordinary Member;
  - iii. Four (4) votes for 4500-9000 Registered Participants within the Ordinary Member;
  - iv. Five (5) votes for 9001-13,500 Registered Participants within the Ordinary Member;
  - v. Six (6) votes for 13,501-18,000 Registered Participants within the Ordinary Member.
  - vi. Seven (7) votes for 18,001-22,500 Registered Participants within the Ordinary Member.
  - vii. Eight (8) votes for 22,501-27,000 Registered Participants within the Ordinary Member.
  - viii. Nine (9) votes for 27,001-31,500 Registered Participants within the Ordinary Member.
  - ix. Ten (10) votes for 31,501-36,000 Registered Participants within the Ordinary Member.
  - x. Eleven (11) votes for 36,001-40,500 Registered Participants within the Ordinary Member.
  - xi. Twelve (12) votes for 41,501-46,000 Registered Participants within the Ordinary Member.
  - xii. Thirteen (13) votes for more than 46,001 Registered Participants within the Ordinary Member.
- b) Associate Members have one vote each.

3.16 Delegates – Each Member shall appoint and designate a Delegate to represent and vote on behalf of the Member. Delegates must be eighteen years of age or older. A Member may name an alternate Delegate for a delegate who is unable to attend any Annual or Special Meeting provided that the chairperson or secretary of the Member informs the Lead Executive in writing prior to the meeting. Should an alternate Delegate not be found, the Member may vote by proxy.

3.17 Notice - The Lead Executive must receive written notice (inclusive of electronic notice) of the appointment of any Delegate of any Member at least seven (7) days prior to the date fixed for the next Annual or Special Meeting when that same Delegate is to be recognized by the Association as a Delegate of a particular Member. In the case of emergency or unforeseen circumstances, the Lead Executive shall have the discretion to accept written notice outside of the required timelines.

3.18 Proxy Voting – Members may vote by proxy if:

- a) The proxy is designated to a Delegate from another Member;
- b) The Delegate and/or Member notified the Association in writing prior to the Members meeting of an appointment of a proxy holder who is also a voting Delegate;
- c) The proxy is received by the Association prior to the start of the meeting;
- d) The proxy clearly states the date of the specific meeting; and
- e) The proxy clearly states to whom the proxy is given.

3.19 Determination of Votes - Votes will be determined by a show of hands, orally or electronic ballot unless a resolution for a secret poll is passed.

3.20 Majority of Votes - Except as otherwise provided in the Act or these By-laws, the majority of votes cast by voting Members present in person or by proxy shall carry a motion, provided there is quorum.

## **ARTICLE 4: GOVERNANCE**

### *Composition*

- 4.1 Composition of the Board – The Board will consist of nine (9) elected Directors and any Director appointed pursuant to the “Appointed Director” provisions of these By-laws.
- 4.2 Gender Standard – In advancement of gender balance and diversity on the Board, and while ensuring the prevailing criterion for election as Director is eligibility and the necessary skills for the successful stewardship of the Association, not more than 60% of the Directors shall be of the same gender.
- 4.3 Athlete Representation – At least one (1) Director shall be an Athlete as defined in these By-laws, failing which the Board shall ensure that at least one (1) Athlete will be appointed as a Board Observer with the right to receive notice of and attend all meetings of the Directors and to receive all information provided to or made available to the Board.
- 4.4 Eligibility - Any individual, who is eighteen (18) years of age or older, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, who is Independent, and who does not have the status of bankrupt, may be nominated for election or appointment as a Director. Employees of a Member are ineligible to be nominated or appointed to the Board.
- 4.5 Senior Staff Restriction - No individual currently serving as an employee or contractor of the Association may be a Director. No Director may become the Lead Executive or interim Lead Executive of the Association during their term as a Director or for twelve (12) months thereafter.
- 4.6 Skills and Characteristics – Potential Directors will have skills and/or characteristics sufficient to carry out the duties of a Director pursuant to the Act and these By-laws and assist the Board in the successful stewardship of the Association, such as:

### *Characteristics*

- a) Commitment and capacity (time, energy, expertise) to fulfill the commitment as a Director;
- b) Knowledge about roles and responsibilities of a Director, Board and Staff;
- c) Experience in formulating policy;
- d) Experience in thinking strategically;
- e) Knowledge about the sport of football;
- f) Ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks;
- g) Knowledge of organizational performance mechanisms and ability to monitor, evaluate and report;
- h) Ethical and values-based behaviour;
- i) Representative of client population (athlete & coach);
- j) Other attributes valued by the Board of Directors.

### *Skills*

- k) Accounting designation (CPA);
- l) Administration/Management experience;
- m) Communications contact/experience;
- n) Data Management experience;
- o) Legal designation (LL.B);

- p) Professional qualifications (MD, PhD, MBA, Sport Science);
- q) Personnel Management (Human Resource Professional designation);
- r) Media Production contacts/experience;
- s) Fundraising and funding source contacts;
- t) Government relations/contacts;
- u) High Performance experience/contacts;
- v) Journalism/Reporting contacts/experience;
- w) Organizational development/Strategic Planning experience;
- x) Other skills valued by the Board of Directors;

#### *Election of Directors*

- 4.7 Nomination – Any individual may nominate themselves or anyone else for election as a Director. Each nomination will:
- a) Include the written consent of the nominee by signed or electronic signature; and
  - b) Be submitted to the Head Office of the Association not less than twenty-one (21) days prior to the Annual Meeting.
- 4.8 Incumbents – Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination but must provide written notice to the Head Office of the Association twenty-one (21) days prior to the Annual Meeting.
- 4.9 Circulation of Nominations and Platforms - Valid nominations will be circulated to all voting members prior to elections.
- 4.10 Nominations from the Floor – Nominations from the floor for the election of Directors are permitted only if there are fewer nominated candidates than available Board positions.
- 4.11 Election - The election of Directors will take place at each Annual Meeting on a rotational basis with three (3) Directors- being elected for terms of three (3) years every year. The Board shall be authorized to implement a transition plan pursuant to which Directors may serve terms longer or shorter than three (3) years during the implementation of this rotational system after these By-laws come into force.
- 4.12 Director Elections – Subject to the following section (Gender Balance), elections for Director positions will be decided by Ordinary Resolution of the Members in accordance with the following:
- a) Equal Number of Nominations and Available Positions – Winners declared by Ordinary Resolution.
  - b) More Nominations than Available Positions – The nominee(s) with the highest number of votes and an Ordinary Resolution will fill the available positions until the available positions have been filled. In a case of a tie between the final available position, a run-off(s) vote will be conducted for the tied candidates.
- 4.13 Gender Balance – To achieve gender balance on the Board:
- (a) In years when the gender standard is not assured, a gender specific election will be held first to elect candidate(s) sufficient to meet the standard;
  - (b) When the gender standard is assured, all candidates of any gender will be included on the same ballot in an election to fill the remaining vacancy(s):

- (i) When more than one Director position must be filled, the election will be for one Director at a time with all nominated candidates eligible in each election;
- (ii) As specified by the Act, a candidate receiving more than fifty percent (50%) of the votes will be declared elected as a Director.
- (c) In the event of a tie, or if the candidate with the most votes does not receive a majority of votes, on any ballot:
  - (i) If there are more than two (2) candidates for an available position, the candidate with the fewest votes will be dropped from the ballot and a new vote will be held;
  - (ii) If there are only two (2) candidates for the available position, a second vote will take place. If there is still a tie, additional rounds of voting will occur until a winner is declared.
- (d) In an election with only one (1) qualified candidate, candidate will be declared elected as a Director by Ordinary Resolution.

4.14 Terms - Elected Directors will serve terms of three (3) years (or otherwise pursuant to a transition plan during the implementation of the three (3) year rotation of Directors) and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.

4.15 Term Maximum - Directors will serve up to a maximum of nine (9) years except:

- a) Directors serving at the time of the ratification of these By-laws who have exceeded the maximum term limit of nine (9) consecutive years will retain their position for the remainder of the term; and
- b) An individual who is eligible to serve as a Director other than the Chairperson who also serves on the board of the International Federation of American Football may serve an additional three (3) year term for a maximum twelve (12) year term limit.

#### *Appointed Director*

4.16 Appointed Director – The Board of Directors may appoint any individual meeting the eligibility requirements for a Director. An appointed Director will serve a term of one (1) year and the number of appointed Directors cannot exceed more than one-third (1/3) of the elected Directors on an annual basis.

4.17 Appointed Director Term Limits – An Appointed Director may serve two consecutive one (1) year terms, or a one (1) year term directly after an elected term.

- a) At the completion of the second consecutive term, an Appointed Director may choose to run for election as a Director but cannot be reappointed by the Board for another one-year term.
- b) If an Appointed Director has served two consecutive terms and does not serve for a following term, the individual may be again considered by the board for reappointment. The term limit does not apply to any participation as a member of committee, subcommittee, task force, employee or contract status with Football Canada at any time.

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#### *Suspension, Resignation and Removal of Directors*

4.18 Resignation - A Director may resign from the Board at any time by presenting their notice of resignation to the Board of Directors. This resignation will become effective the date on which the request is approved by the Board. If a

Director is subject to a disciplinary investigation or action of the Association, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.19 Vacate Office - The office of any Director will be vacated automatically if the Director:

- a) Resigns;
- b) Is found by a court to be incapable by a court under federal law;
- c) Becomes bankrupt, or is declared insolvent; or
- d) Dies.

4.20 Removal – Per section 130(1) of the Act, an elected Director may be removed by Ordinary Resolution of the voting Members at a Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from their position as an Officer.

Suspension – A Director may be suspended, pending the outcome of a discipline hearing in accordance with the Association's policies related to discipline, by Special Resolution of the Board at a Board of Directors Meeting, provided the Director has been given notice of and the opportunity to be heard at such meeting.

#### *Filling a Vacancy on the Board*

4.21 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy on an interim basis until the next Annual or Special Meeting of the Members at which time the Members will replace the interim Director and fill any remaining vacancy by electing a replacement Director for the balance of the term.

#### *Remuneration*

4.22 Remuneration – No Director shall be remunerated for being or acting as a Director, but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Association, as approved by the Board of Directors.

#### *Meetings of Directors*

4.23 Call of Meeting – Meetings of the Board of Directors shall be called by the Chairperson or any other three (3) Directors and will be held any time and place as determined by the Board of Directors.

4.24 Notice – Notice served other than by mail, of Board Meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.25 Number of Meetings – The Board will hold at least two (2) meetings per year.

4.26 Quorum – A quorum for any meeting of the Board of Directors shall be a majority of the Directors.

4.27 Voting – Each Director is entitled to one vote. Voting will be by a show, verbally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution unless otherwise required by the Act or these By-laws.

4.28 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.29 Meetings by Telephone – A meeting of Directors may be held by telephone conference call provided that either a majority of the voting Directors consent to a meeting by teleconference or meeting of teleconference has been approved by resolution passed by the Directors at a meeting of Directors. Any Director who is unable to attend a meeting of Directors may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

4.30 Meetings by Other Electronic Means – The Directors may meet by other electronic means that permit each Director to communicate adequately with each other provided that:

- a) The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically how security issues should be handled, the procedure for establishing quorum and recording votes;
- b) Each Director has equal access to the specific means of communications to be used;
- c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

4.31 Lead Executive – The Lead Executive shall attend and participate in all meetings of the Board but will not be entitled to vote.

#### Powers of the Board

4.32 Powers – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Association and may delegate any of its powers, duties and functions.

4.33 Managing the Affairs of the Association – The Board may make policies and procedures to manage the affairs of the Association in accordance with the Act and these By-laws.

4.34 Discipline – The Board may make policies and procedures relating to discipline of Members and Registered Participants and will have the authority to discipline Members and Registered Participants in accordance with such policies and procedures.

4.35 Dispute Resolution - The Board may make policies and procedures relating to management of disputes within the Association and all disputes will be dealt with in accordance with such policies and procedures.

4.36 Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Association. The Board may also terminate any such employment or engagement as it sees fit.

4.37 Borrowing Powers – The board may borrow money upon the credit of the Association as it deems necessary:

- a) From any bank, Association, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
- b) to limit or increase the amount to be borrowed;
- c) to issue or cause to be issued bonds, debentures or other securities of the Association and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;

- d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association.

#### *Duties of Directors*

##### 4.38 Duty - A Director of the Board shall:

- a) Act honestly and in good faith and in the best interest of the Association
- b) Exercise the care, diligence, and skill of a reasonably prudent person in exercising their powers and performing their function as a Director.
- c) Nothing in any contract, the Articles or the By-Laws of the Association, or the circumstances of their appointment relieves a Director from:
  - i. The duty to act in accordance with the law; or
  - ii. Liability that by virtue of a rule of law would otherwise attach them in respect and negligence, default, breach of duty, or breach of trust of which they may be guilty in relation to the Association.

#### **ARTICLE 5: OFFICERS OF THE ASSOCIATION**

##### 5.1 Officers - The Officers of the Association shall be the Chairperson, the Treasurer, the Secretary, and any such other Officers as the Board may determine from time to time.

##### 5.2 Duties of Officers

- a) The Chairperson shall be elected by the Board for a term of two (2) years (or less if a Chairperson's term as a Director expires during their term as Chairperson and the Chairperson is not re-elected as a Director). The Chairperson shall preside at all meetings of the Members and of the Board. The Chairperson shall act as the spokesperson for the Board and for the Association. The Chairperson shall provide oversight to ensure that the decisions and policies of the Association are carried out. The Chairperson shall, when present, preside at all meetings of the Board or may appoint a designate to preside at such meetings.
- b) The Secretary shall be elected by the Board of Directors annually for a term of a term of one (1) year . The Secretary shall have charge of the corporate records of the Association including a register containing the names and addresses of the Members of the Association and the Directors of the Board, together with copies of all reports made by the Association and such other records and papers as the Board may direct. Further, the Secretary shall be responsible for the taking and reproducing of all Minutes for the Annual and Special Meetings of the Members and the Directors' meetings and for maintaining a Minute Book and further for the keeping and filing of all books, reports, certificates and other documents required by law to be kept on file by the Association.
- c) The Treasurer shall be elected by the Board of Directors annually for a term of a term of one (1) year. The Treasurer shall be the chair of the Finance, Audit, and Legal Committee. The Treasurer shall be responsible for primary oversight and control of all financial matters pertaining to the Association and shall have charge and custody of, and be responsible for, the keeping of the books of account required to be kept pursuant to the laws governing the Association.

##### 5.3 Delegation of Duties – At the discretion of the Officer and with the approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Association, or to another Director.

- 5.4 Other Officers - The Directors may appoint such other officers and agents as they shall deem necessary that shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.
- 5.5 Powers - All Officers shall sign such contracts, documents or instruments in writing that require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices as assigned to them by the Board.
- 5.6 Selection of Officers - The Officers of the Corporation will be elected by the Board of Directors. At the first meeting of the Board of Directors held following the election of new Directors, the Directors will elect Officers for whichever positions are vacant. They shall take office immediately.
- 5.7 Nomination - Directors may nominate themselves for any Officer position. Elections will begin with the election for Chairperson. Once a Director is elected to an Officer position, they may not nominate themselves for another Officer position. Elections will be decided by majority vote of the Directors in accordance with the following;
- a) One Valid Nominee for an Office – Winner declared by acclamation.
  - b) Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the most number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.
- 5.8 Removal – An Officer may be removed by Special Resolution of the Board or by Special Resolution of the voting Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote. If the Officer is removed by the Members, their position as a Director will automatically and simultaneously be terminated.
- 5.9 Vacancy - Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.
- 5.10 Remuneration – The Officers shall not receive any stated remuneration for their services but shall be entitled to be paid for their travelling and other expenses properly incurred by them in connection with the affairs of the Association, and in attending any meeting of the Association, as approved by the Board of Directors.

#### **ARTICLE 6: STANDING COMMITTEES**

- 6.1 Standing Committees - The Standing Committees of the Board shall be as follows:
- a) Nominations Committee
  - b) Finance, Audit, and Legal Committee
  - c) Human Resources, Governance, and Ethics Committee
  - d) Strategic Planning and Business Committee
- 6.2 Nominations Committee - The Nominations Committee is a committee of the Board but need not be comprised of Directors. The Nominations Committee will propose those individuals recommended for election as Directors by the Members. The Nominations Committee's recommendations need not be approved by the Board. Other nominations for election to the Board can be made in accordance with these By-laws or any other nominations procedure

established by the Corporation in compliance with the Act. The Nominations Committee should have three (3) members, but in any event an odd number of members. The Nominations Committee must not include any Director up for election and must include appropriate representation including Athletes and other stakeholders with the objective that the Nominations Committee is respected, credible, and representative.

Finance, Audit and Legal Committee - The Treasurer shall chair the Finance, Audit and Legal Committee. This committee shall be responsible to ensure that the Corporation complies with all financial reporting obligations (i) set out in the Canadian Sports Governance Code applicable to the Corporation, and (ii) in the Act. This committee shall advise the Board on all relevant matters pursuant to its terms of reference as established and approved by the Board. This committee will be comprised of such individuals as are deemed appropriate by the Board and may include individuals who are not Directors. This committee will advise the Board on all relevant matters pursuant to its terms of reference as established and approved by the Board.

6.3 Human Resources, Governance and Ethics Committee - The Governance Committee will be chaired by the Chairperson and be comprised of such individuals as are deemed appropriate by the Board and may include individuals who are not Directors. This committee will advise the Board on all relevant matters pursuant to its terms of reference as established and approved by the Board.

6.4 [Strategic Planning and Business Committee – This committee shall advise the Board on all relevant matters pursuant to its terms of reference as established and approved by the Board. This committee will be comprised of such individuals as are deemed appropriate by the Board and may include individuals who are not Directors. This committee will advise the Board on all relevant matters pursuant to its terms of reference as established and approved by the Board..

6.5 Ad Hoc Committees - Where conditions warrant, the Board of Directors may establish ad hoc committees to deal with specific areas of concern to the Board.

6.6 Terms of Reference - The Board of Directors shall provide terms of reference for all Standing and ad hoc committees.

6.7 Remuneration - Members of Standing Committees shall not receive any stated remuneration for their services, but they shall be entitled to be paid for their traveling and other expenses properly incurred by them in connection with the affairs of the Association, and in attending meetings of the Association. All members of Standing Committees shall be subject to removal from their duties as committee members by a majority vote of the Board of Directors.

## **ARTICLE 7: WORKING COMMITTEES**

7.1 Working Committees - The Board shall constitute such other Working Committees as it deems necessary in carrying out the affairs of the Association.

## **ARTICLE 8: CONFLICT OF INTEREST**

8.1 Conflict of Interest – In accordance with Section 141 of the Act, a Director, Officer, or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association will comply with the Act and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, and as the case may be:

- a) Refrain from voting or speaking in debate on such contract or transaction;
- b) Refrain from influencing the decision on such contract or transaction; and
- c) Otherwise comply with the requirements of the Act regarding conflict of interest.

## **ARTICLE 9: FINANCE AND MANAGEMENT**

- 9.1 Fiscal Year – The fiscal year of the Association will be from April 1st to March 31st, or such other period as the Board may from time to time determine.
- 9.2 Bank - The banking business of the Association will be conducted at such financial institution as the Board may designate.
- 9.3 Auditors - At each Annual Meeting the Members shall appoint an auditor to audit the books, accounts and records of the Association in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an Employee or a Director of the Association.
- 9.4 Annual Financial Statements - The Association shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act. Instead of sending the documents, the Association may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Association is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.. Additionally, the board will report to the Members after six months of the current fiscal year the financial position of the Association.
- 9.5 Posting of Annual Financial Statements – The audited financial statements shall be posted on the Football Canada website no later than thirty (30) days after the Annual Meeting, with the Board having the obligation to present the annual financial statements to the members within six (6) months of the fiscal year end.
- 9.6
- Ongoing Board Review of Financial Statements – The Board shall review unaudited quarterly financial statements within sixty (60) days of the end of each fiscal quarter, and within ninety (90) days of the financial year end.
- 9.7 Books and Records - The necessary books and records of the Association required by these By-laws or by applicable law will be necessarily and properly kept. As provided in the Act, the Board of Directors minutes and records of the Association will not be available to the general membership of the Association but will be available to the Board of Directors, each of whom shall receive a copy of such minutes. All other books and records will be available for viewing at the head office of the Association in accordance with the Act.
- 9.8 Signing Authority – Deeds, transfer, assignments, contract, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) individuals as designated by the Board. These individuals include the Lead Executive, the Chairperson, Officers, or any other person(s) of the Association authorized by the Board. The Board shall have the power to appoint individuals to negotiate or prepare documents that may require signing by the Association and then designate them as signatories for the Association. These documents shall be considered binding upon the Association. Copies of all contractual documents and a description of their intent shall be provided to the Association’s Board of Directors as the next meeting from the date of signing.
- 9.9 Property - the Association may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

9.10 Broadcast and Intellectual Management – The Association is the owner of all rights emanating from competitions and other events coming under its jurisdiction, without any restrictions as to content, time, place and law. These rights include, among others, every kind of financial rights, audio-visual and radio recording, reproduction and broadcasting rights, multimedia rights, marketing and promotional rights, incorporeal rights and intellectual property rights.

9.11 Exercising Rights of Intellectual Property – The Board shall decide how and to what extent the rights described in By-Law 9.8 are utilized. The Board may decide whether these rights shall be utilized exclusively, or jointly with a third party or entirely through a third party.

#### **ARTICLE 10: AMENDMENT OF BY-LAWS**

10.1 Directors Voting – Except for the items set out in subsection 197(1) of the Act (Fundamental Changes), these By-laws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors shall submit the By-law, amendment or repeal to the members at the next meeting of Members, and the Members may by Ordinary Resolution confirm, reject or amend the By-laws. The By-law, amendment or repeal is effective from the date of the resolution of the Directors. If the By-law, amendment or repeal is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.

10.2 Members Voting – Except for the items set out in subsection 197(1) of the Act (Fundamental Changes), these By-laws may be amended or repealed by Ordinary Resolution of the voting Members, via Member Proposal, present at the next meeting of Members. Any amendments will have immediate effect.

10.3 Notice in Writing – Notice of the proposed amendments to these By-laws or any other item that requires a vote by the Members at least twenty-one (21) days prior to the date of the Meeting of the Members at which it is to be considered.

#### **ARTICLE 11: FUNDAMENTAL CHANGES**

11.1 Fundamental Changes – Subsection 197(1) of the Act requires a Special Resolution of all Members to make the following fundamental changes to the By-laws or Articles of the Corporation. Fundamental Changes are defined as follows:

- a. Change the Association's name;
- b. Change the province in which the Association's registered office is situated;
- c. Add, change or remove any restriction on the activities that the Association's may carry on;
- d. Create a new class or group of members;
- e. Change a condition required for being a member;
- f. Change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
- g. Divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- h. Add, change or remove a provision respecting the transfer of a membership;
- i. Subject to Section 133 of the Act, increase or decrease the number of — or the minimum or maximum number of directors;
- j. Change the statement of the purpose of the Association;

- k. Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Association;
- l. Change the manner of giving notice to members entitled to vote at a meeting of members;
- m. Change the method of voting by members not in attendance at a meeting of members; or
- n. Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

11.2 Special Class Vote – Each membership class is entitled to vote separately if the fundamental change noted above relates to membership rights, such as:

- a) Effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;
- b) Add, change or remove the rights or conditions attached to the memberships of the class or group, including
  - i. To reduce or remove a liquidation preference, or
  - ii. To add, remove or change prejudicially voting or transfer rights of the class or group;
- c) Increase the rights of any other class or group of Members having rights equal or superior to those of the class or group;
- d) Increase the rights of a class or group of Members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;
- e) Create a new class or group of Members having rights equal or superior to those of the class or group; or
- f) Effect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group.

## **ARTICLE 12: NOTICE**

12.1 Written Notice - In these By-Laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Association, Director or Member, as the case may be.

12.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

12.3 Error in Notice - The accidental omission to give notice of a meeting of the Board or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

## **ARTICLE 13: DISSOLUTION**

13.1 Dissolution - Upon the dissolution of the Association, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board.

## **ARTICLE 14: INDEMNIFICATION**

14.1 Will Indemnify - The Association will indemnify and hold harmless out of the funds of the Association each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

14.2 Will Not Indemnify - the Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith

14.3 Insurance - the Association will, at all times, maintain in force such directors and officer's liability insurance as may be approved by the Board.

#### **ARTICLE 15: ADOPTION OF THESE BY-LAWS**

15.1 Adoption by Board – These By-laws were adopted by the Board of the Association at a meeting of the Board duly called and held on May 5, 2025.

15.2 Ratification – These By-laws are ratified by the Members of the Association entitled to vote at a meeting of Members duly called and held on.

15.3 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Association repeal all prior By-laws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

## APPENDIX A – MAP OF THE ORDINARY MEMBERS TERRITORIES



Ordinary Members territories consisting of the following:

- 1) Alberta – The entirety of the province of Alberta and Lloydminster, Saskatchewan.
- 2) British Columbia – The entirety of the province of British Columbia.
- 3) Manitoba – The entirety of the province of Manitoba and the region of Northwestern Ontario, referred to as ‘The Northwestern Ontario Football Region’ inclusive of the Unorganized Districts of Kenora, Thunder Bay and Rainy River; The Districts of Kenora, Thunder Bay and Rainy River; and the cities and towns of Nipigon, Thunder Bay, Kenora, Fort Frances and surrounding communities.
- 4) New Brunswick – The entirety of the province of New Brunswick.
- 5) Newfoundland and Labrador – The entirety of the province of Newfoundland and Labrador.
- 6) Nova Scotia – The entirety of the province of Nova Scotia.
- 7) Ontario – The province of Ontario except the ‘Northwestern Ontario Football Region’ listed in APPENDIX A.3.
- 8) Prince Edward Island – The entirety of the province of Prince Edward Island.
- 9) Quebec - The entirety of the province of Quebec.
- 10) Saskatchewan – The entirety of the province of Saskatchewan with the exception of Lloydminster.

**APPENDIX B –  
MAP OF THE NORTHWEST ONTARIO FOOTBALL REGION**



**APPENDIX C –  
NATIONAL/REGIONAL ZONES**



The function of regional zones assists the Association in determining if an Associate Member is operating within a national scope. As a guideline, the Associate Member should be capable of operating a national association or national championship involving three of the following five zones:

- Pacific Zone: BC, Alberta, Yukon, Northwest Territory, and the incorporated city of Lloydminster.
- West Zone: Saskatchewan, Manitoba, Northwestern Ontario Football Region.
- Central Zone: Ontario, exclusive of the Northwestern Ontario Football Region.
- Northeast: Quebec and Nunavut.
- Atlantic: New Brunswick, Newfoundland and Labrador, Nova Scotia, Prince Edward Island.