



# Ontario Soccer BYLAWS

**Adopted Changes: May 26, 2018**

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## Ontario Soccer By-Law No. 1

### ARTICLE 0 – PREAMBLE

The Ontario Soccer Association Incorporated which is incorporated under the Corporations Act of the Province of Ontario, is governed by this By-Law No. 1 and:

- a) promotes, develops, supports, governs, and maintains the game of soccer in the Province of Ontario; and
- b) provides an opportunity for any individual or organization to participate in, or learn about, its activities



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## ARTICLE 1 - INTERPRETATION

- a) The name of the Corporation shall be "The Ontario Soccer Association Incorporated", hereinafter referred to as "Ontario Soccer".
- b) No individual or organization acting under the jurisdiction of Ontario Soccer shall deny membership to, or expel, any party without just cause or upon grounds that are determined by Ontario Soccer to be arbitrary.
- c) A governing organization may publish governing documents as By-Laws, Rules, Regulations, Policies, Procedures or Laws, that:
  - i. are adopted by the governing organization;
  - ii. are distributed to all members of the governing organization;
  - iii. shall be interpreted by referring to the meaning and intent of the governing documents as published by the governing organization at the highest level;
  - iv. shall not violate an individual's rights or freedom except as may be required to protect the rights and freedom of any other individual and to ensure the stability of the basic structure of soccer; and
  - v. shall not be modified without:
    - a) the advice of any committee established to administer the area affected by the governing document; and
    - b) consulting the Membership.
- d) Registered individuals and organizations shall act in accordance with governing documents.



## ARTICLE 2 – HEAD OFFICE AND FISCAL YEAR

- a) The Head Office of Ontario Soccer shall be situated in the Province of Ontario.
- b) The fiscal year of Ontario Soccer shall be the one year period ending on December 31st.



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## ARTICLE 3 – MEMBERSHIP

- a) Membership in Ontario Soccer shall have the following classifications:
- i. Voting Members
  - ii. Non-Voting Members
- b) Voting Member:
- The Voting Members shall be the District Associations in accordance with governing documents.
- c) Non-Voting Members:
- Non-Voting Members shall include:
- i. Associate Members:
    - a. Soccer organizations operating in more than one district, in accordance with governing documents.
    - b. Professional and Semi-Professional soccer clubs, in accordance with governing documents.
  - ii. Life Members, in accordance with governing documents.
- d) Voting Members shall approve or decline new Membership applications at a Members' Meeting in accordance with governing documents.
- e) Subject to meeting full compliance with the "Criteria for Renewal of Membership", Membership shall be renewed automatically on an annual basis and be administered by staff.
- f) A member may have their membership revoked by the Voting Members at a Members' Meeting in accordance with the "Criteria for Removal of Membership".
- g) The Board of Directors may designate a member as not in good standing, after providing a minimum of fifteen (15) days' notice and the Member is provided with reasons and an opportunity to be heard, and define the consequences to the member being placed in such status in accordance with governing documents.
- h) Annual Membership fees shall:
- i. be recommended by the Board of Directors;
  - ii. be those approved by the Membership;
  - iii. consist of a levy on each player or team registered with Voting Member and a levy on each Associate Member in addition to a league fee on each Associate Member which is also a league; and
  - iv. be paid in accordance with governing documents.



## ARTICLE 4 – MEMBERS’ MEETINGS

- a) Members’ Meetings shall be conducted in accordance with Robert’s Rules of Order insofar as they apply.
- b) Annual Members’ Meeting
  - i. An Annual Members’ Meeting shall be held on a Saturday or Sunday within 180 days after the fiscal year end.
  - ii. Each Member shall be sent a written notice, thirty days in advance, stating the date, time and location of the Annual Members’ Meeting.
  - iii. The appointment of Auditors shall be approved by the Membership at the Annual Members’ Meeting.
- c) Special Members’ Meeting
  - i. Each Member shall be sent a written notice, fourteen days in advance, stating the date, time, location and business to be dealt with at any Special Members’ Meeting called:
    - a) by the Board of Directors; and
  - ii. within thirty days, and held within forty-five days, following the submission of a receipted request signed by not less than one tenth of the Voting Members.
  - iii. Only the business for which a Special Members’ Meeting has been called shall be dealt with except with the unanimous consent of the Voting Members present.
- d) At Members’ Meetings:
  - i. a Voting Member shall be entitled to:
    - a. a vote for the first one hundred dollars, or part thereof, of fees retained;
    - b. a vote for each additional three hundred dollars, or part thereof, of fees retained up to a maximum of six votes;
    - c. a vote for each additional five hundred dollars, or part thereof, of fees retained;
    - d. have all its votes cast whether it be represented by one or all of its delegates, or by a proxy holder in a manner and to the extent and with the authority conferred by the proxy; and
    - e. the reimbursement by Ontario Soccer of the expenses of no more than two delegates;
  - ii. an Associate Member shall be entitled to speak but may not vote;
  - iii. a Life Member shall be entitled to speak but may not vote or sit as a delegate;



- iv. an Officer shall be entitled to speak but may not vote or sit as a delegate; and
- v. delegates with a majority of the votes shall form a quorum.

e) Notice of Meetings:

The notice of the time and place of a meeting shall be given to each Member by the following means:

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





## ARTICLE 5 – BOARD OF DIRECTORS

- a) The business of Ontario Soccer shall be conducted by a Board of Directors: composed of twelve (12) Directors, as follows:
- i. President
  - ii. Vice-President
  - iii. Five (5) Regional Directors, one from each of the following regions (a geographical area inclusive of the Districts listed below):
    - a. North
      - i. Sault Amateur, Soccer North District Association, Soccer Northeastern Ontario, Soccer Northwest Ontario, Sudbury Regional
    - b. South
      - i. Hamilton & District, Niagara, Peel Halton
    - c. East
      - i. Eastern Ontario District, Southeast Ontario
    - d. West
      - i. Elgin Middlesex, Essex County, Lambton Kent, South-West Regional
    - e. Central
      - i. Durham Region, East Central Ontario, Huronia District, North York, Scarborough, Toronto, York Region
  - iv. Two (2) Independent Directors
  - v. Three (3) Designated Directors
  - vi. The Chief Executive Officer, hereinafter referred to as the CEO, may attend Board meetings and is entitled to speak but may not vote.
- b) To be a Director, an individual must:
- i. Be eighteen (18) years of age or older;
  - ii. Not have been found incapable of managing property under the Substitute Decisions Act, 1992 or under the Mental Health Act;
  - iii. Have the power under law to contract;
  - iv. Have not been declared incapable by a court in Canada or in another country;
  - v. Not have the status of bankrupt;
  - vi. Complete and pass a vulnerable sector check if required;
  - vii. Complete and pass a criminal record check;



- viii. Not be a paid employee of Ontario Soccer, any of its Members, or any affiliated league, club, Ontario Recognized Academy or Canada Soccer;
  - ix. Not be a consultant or contractor or match official for Ontario Soccer, any of its Members, or any affiliated league, club, Ontario Recognized Academy or Canada Soccer;
  - x. Not be a member of a Judicial Body of Ontario Soccer, any of its Members, or any affiliated league, club, Ontario Recognized Academy, or Canada Soccer;
  - xi. Not hold a position as a Director or Officer of a Member, or any affiliated league, club, Ontario Recognized Academy or Canada Soccer; and
  - xii. Comply with the above sub-sections vii - x within sixty (60) days after assuming a position as a Director.
- c) In addition to Article 5. b) above, to be a Regional Director an individual must maintain a primary residence within the region, or be, or have been, involved as a player, coach, match official, or administrator in the region, for which they are elected or appointed.
- d) In addition to Article 5. b) above, to be an Independent or Designated Director, an individual must possess particular identifiable competencies that will materially assist the Board in performing its strategic and stewardship functions.
- e) In addition to Article 5. b) above, to be President, an individual must have previous experience with any board.
- f) Nominations of Directors shall be conducted in accordance with the following procedures:
- i. At least ninety (90) days prior to a Members' Meeting at which elections are to be held, the Nominations Committee shall issue a Call for Expressions of Interest for positions on the Board of Directors that will be open for election at that Members' Meeting. This will include any vacant positions that remain unfilled.
  - ii. The Nominations Committee shall conduct a search of qualified individuals from all genders and possessing the competencies that will assist the Board in performing its strategic and stewardship functions.
  - iii. In order to be nominated for a position on the Board of Directors, an individual must first submit, in writing, an Expression of Interest.
  - iv. Expressions of Interest must be submitted to the Nominations Committee at least seventy (70) days prior to the Members' Meeting and may be submitted by any individual who feels that they can contribute to the aims and objectives of Ontario Soccer by serving on the Board of Directors.



- v. All Expressions of Interest and supporting documentation submitted shall be reviewed by the Nominations Committee for completeness and all individuals meeting the criteria in Article 5 b) may be interviewed by the Committee.
- vi. A listing of properly completed Expressions of Interest along with each candidate's supporting documentation and the Committee's recommendations of preferred candidate(s) will be circulated to the Voting Members at least fifty (50) days prior to the Members' Meeting.
- vii. Fifty (50) days prior to the Members' Meeting, Nominations will formally be opened for all positions up for election.
- viii. Nominations may only be made for individuals on the listing of properly completed Expressions of Interest except as noted in Article 5. f) xv. below.
- ix. Nominations must be submitted to the Nominations Committee at least thirty (30) days prior to the Members' Meeting and must be made by Voting Members, in accordance with Articles 5. f) x., xi., and xii. below.
- x. Nominations for President or Vice-President, when applicable, must be made by a Voting Member and supported by at least two other Voting Members.
- xi. Nominations for a Regional Director must be made by a Voting Member in the Region that the Director represents.
- xii. Nominations for an Independent Director may be made by any Voting Member.
- xiii. All Nominations submitted shall be reviewed by the Nominations Committee for completeness and a listing of properly completed Nominations will be circulated to the Voting Members and posted on the Ontario Soccer website at least twenty-one (21) days prior to the Members' Meeting.
- xiv. If no nominations have been submitted for a particular position by the thirty (30) day deadline, the Nominations Committee will issue a Special Call for Nominations for that position. Nominations for that position must be submitted by a Voting Member at least twenty (20) days prior to the Members' Meeting and must include the supporting documentation. Nominations will be reviewed by the Nominations Committee for completeness. The Nominations Committee shall circulate the additional nominations to the Voting Members when verified as complete but at least ten (10) days prior to the Members' Meeting.
- xv. If the process outlined in Article 5. f) xiv. above still results in no valid nomination for a particular position, that position will remain vacant.



- g) The recommendation for election of a Designated Director shall be conducted in accordance with the following procedures:
- i. The Nominations Committee shall conduct a search of qualified individuals from all genders and possessing the competencies that will assist the Board in performing its strategic and stewardship functions.
  - ii. After reviewing the Expressions of Interest received, the Nominations Committee will interview the individual(s) meeting the criteria and being considered as a Designated Director to determine whether to recommend the individual(s) for election as a Designated Director.
  - iii. At the Annual Members Meeting, the Nominations Committee will recommend to the Voting Members individual(s) to be elected as Designated Director(s).
  - iv. The names and supporting documentation of the recommended Designated Director(s) will be circulated to the Voting Members and posted on the Ontario Soccer website at least twenty-one (21) days prior to the Members' Meeting.
- h) Elections shall be held according to the following rules:
- i. At elections, the voting Members shall elect four (4) Directors for a three (3) year term on a rotational basis as follows:
    - a. President, one Designated Director and two (2) Regional Directors
    - b. Vice-President, one Designated Director, one (1) Regional Director and one (1) Independent Director
    - c. One Designated Director, Two (2) Regional Directors and one (1) Independent Director
  - ii. Term Limit for the position of President
    - a. A person may only serve in the position of President for a maximum of two full three-year terms. If the person's first term is not a full three-year term, she/he is still eligible to serve another two full three-year terms.
  - iii. The following rules shall apply:
    - a. The Voting Members will elect each Designated Director by acclamation in accordance with Article 5. h) iii. d.
    - b. With the exception of the Designated Directors, the Voting Members will elect the Directors by secret ballot.



- c. A candidate shall be declared elected as a Director when the candidate receives a majority of votes cast. If no candidate is declared elected, the candidate receiving the lowest number of votes and any candidate(s) receiving less than 10% of the total vote shall be removed from the ballot and the vote repeated until such time as a candidate is elected.
  - d. If only one person is nominated for a specific position, she/he will be declared elected by acclamation and no vote or motion will be required.
- i) Board of Directors Meetings:
    - i. The Board of Directors shall meet not less than four times a year.
    - ii. A Board meeting is a regularly scheduled in-person meeting with Directors getting together in one place to deal with regular business. If unable to attend the meeting in-person, a Director may “call in” and participate in the meeting by telephone or video conference.
    - iii. A conference call Board meeting occurs when the Directors “call in” to deal with a specific, time-sensitive topic.
    - iv. At meetings of the Board of Directors a majority of the Directors holding office shall form a quorum.
  - j) The office of a Director shall be vacated if the Director is removed by the Voting Members at a Members’ Meeting in accordance with the “Criteria for Removal of a Director” or if the Director resigns.
  - k) Should a vacancy occur among Directors in accordance with Article 5. j), the Board of Directors may appoint a person to fill the position until the next Annual Members’ Meeting at which the Voting Members shall elect a person for the remainder of the term of that vacancy.
  - l) The Board of Directors shall select, appoint, and establish the duties and remuneration of a CEO.
  - m) Every Officer or Member of the Board of Directors or individual who acts at the Ontario Soccer’s request, including but not limited to employees, committee members, and volunteers, shall be indemnified by Ontario Soccer against all costs, losses, and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective willful neglects or defaults.
  - n) The Board of Directors can authorize Ontario Soccer to borrow an annual limit of money up to ten percent of the approved budgeted revenue without the authorization of the Voting Members as may be required from time to time to enable the corporation to carry on the purposes for which it has been established.



- o) In addition, the Board of Directors shall:
- i. govern the affairs of Ontario Soccer in accordance with the By-Laws and governing documents;
  - ii. approve the annual budget in consultation with the District Presidents' Provincial Forum, hereinafter referred to as The Forum;
  - iii. approve Ontario Soccer's Audited Financial Statements and present these to the Membership at the Annual Meeting;
  - iv. prepare, approve and present a Strategic Plan for review by The Forum at a Forum Meeting and by the Membership at the Annual Members Meeting; and
  - v. develop and promulgate as required policies, standards and guidelines for the good governance of Ontario Soccer; and
  - vi. possess the authority to approve changes to the Operational Procedures providing that each change for a game related Operational Procedure has majority support from the members of The Forum.



## ARTICLE 6 – DUTIES OF OFFICERS

- a) The officers of Ontario Soccer are:
  - i. The President
  - ii. The Vice President
  - iii. The Secretary
  - iv. The CEO
- b) The President shall preside at meetings of Ontario Soccer and will officially speak for the Board in carrying out its directives.
- c) The Vice President shall perform the duties of the President in the event of the President's absence or inability to act.
- d) The Secretary will be appointed by the Board of Directors on the advice of the CEO. The Secretary shall serve as the custodian of Ontario Soccer's governing records and documents.
- e) The CEO will be charged with the general management of the affairs and operation of Ontario Soccer, have full authority over staff and operational committees, have signing authority subject to Ontario Soccer policies, perform all duties incidental to the office including serving as an official spokesperson for Ontario Soccer and have such additional powers and duties as may be established by the Board.



## ARTICLE 7 – COMMITTEES

- a) The Committees of Ontario Soccer shall be categorized as Judicial, Operational, Special, or Standing Committees.
- b) The Standing Committees of Ontario Soccer are the following:
  - i. Finance Committee
  - ii. Risk and Audit Committee
  - iii. Governance Committee
  - iv. Nominations Committee
  - v. Strategic Planning Committee
- c) The Board of Directors, in accordance with the Governance Policies, may constitute any such committee necessary for the good governance and administration of Ontario Soccer.
- d) The Judicial Bodies of Ontario Soccer shall have the responsibility for discipline, appeals and ethics.





## ARTICLE 8 – DISTRICT PRESIDENTS’ PROVINCIAL FORUM

Ontario Soccer will have a District Presidents’ Provincial Forum which will be governed by the following:

- a) The Forum will be composed of the president or delegate representing each District Association in Ontario.
- b) The Forum will meet in person, a minimum of twice a year, subject to the Ontario Soccer budget for a maximum of two funded Forum meetings per annum.
- c) The representatives of The Forum shall determine the frequency of meetings, meeting format, notice of meeting timelines and other meeting management requirements including the need for a conference call when required.
- d) The Ontario Soccer President or her/his delegate and the Ontario Soccer CEO or her/his delegate will attend a minimum of two Forum meetings per annum.
- e) An Associate Member may request to send a representative to attend a meeting of The Forum to discuss specific items which affect that Associate Member.
- f) The Chair of The Forum shall be elected by the Voting representatives of that Forum and for a term to be determined by the Voting representatives of that Forum.
- g) Voting at meetings of The Forum will be based on one vote for each representative and decisions will be based on a majority vote.
- h) The agenda for The Forum shall be set by the voting representatives through the Chair.
- i) The Forum may request, in writing, designated staff and volunteer support re: meeting scheduling, notices, agendas, minutes, reports, briefing papers, and other matters related to meeting organization.
- j) The Forum may request, in writing, the attendance of a Chair of a Standing Committee through the Ontario Soccer President.
- k) The Forum may request, in writing, the attendance of a staff person through the Ontario Soccer CEO.
- l) The Forum will provide input to the Ontario Soccer Board by:
  - i. submitting a written report regarding each meeting of the Forum;
  - ii. commenting on player fees, strategic planning, finance, budget, governance structure and roles, governance relationships, and governance processes; and
  - iii. submitting its recommendations pertaining to Operational Procedure changes in accordance with Article 5. o) vi.



- m) The Forum will assist and provide input to the CEO regarding Ontario Soccer game related Operational Procedures including Governing Documents, Organizations, Registration, Game Types, High Performance, Competitions, Leagues, Match Officials and Coaches as follows:
- i. provide input to, and feedback regarding, the development of new, and changes to existing, game related Ontario Soccer Operational Procedures;
  - ii. consider the impact of any game related Operational Procedure changes;
  - iii. at Forum meetings, discuss with, and provide general feedback to, the CEO and President regarding each proposed game related Operational Procedure change;
  - iv. at Forum meetings, conduct a vote of District Representatives in support of, or opposition to, each proposed game related Operational Procedure change;
  - v. if the game related change receives a majority vote in favour, the CEO may then take the recommended change to the Board for its consideration of approval;
  - vi. regardless of the outcome of the vote, submit a report to the Board including comments, concerns, recommendations and votes in support of, and opposed to, each proposed game related Operational Procedure change being considered for approval by the Ontario Soccer Board based on the recommendations of the CEO; and
  - vii. when required by The Forum, the Forum Chair or her/his delegate will request, in writing, to attend a meeting of the Ontario Soccer Board to present the Forum Report.
- n) Every member of The Forum shall undertake, and accept responsibility, to faithfully, loyally and independently act in the best interests of the member's District and soccer in Ontario.



## ARTICLE 9 – DISTRICT ASSOCIATION

A District Association is a governing organization that:

- a) is immediately subordinate to Ontario Soccer within its District;
- b) is delegated the responsibility to execute the following administrative functions, which are within the jurisdiction of the District Association:
  - i. all registration, including all organizations, administrators, players, coaches and managers that participate in, or are located within, a District boundary;
  - ii. the appointment of Game Officials;
  - iii. clinics;
  - iv. discipline and appeals;
- c) has at least four clubs as members;
- d) has club teams which participate in leagues in accordance with governing documents; and
- e) entitles its members to voting rights at its Members' Meetings based on fees retained or number of players registered.



## ARTICLE 10 - CLUB

A Club is a governing organization that:

- a) is immediately subordinate to the District Association within whose jurisdiction the Club has located its headquarters;
- b) organizes teams in accordance with governing documents; and
- c) may operate leagues in accordance with governing documents.



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## ARTICLE 11 – LEAGUE

A League is a governing organization that:

- a) is immediately subordinate to the governing organization which delegates it the right to operate; and
- b) controls its teams, for League operation purposes only, in accordance with governing documents.



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## ARTICLE 12 – DISPUTE RESOLUTION

Ontario Soccer and its Members, Registered Organizations and Registrants shall not invoke the aid of the ordinary courts without first exhausting all available remedies within Ontario Soccer to resolve any and all disputes of disagreements between them.



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## ARTICLE 13 – AMENDMENTS

- a) All proposed amendments to this By-Law must be received by Ontario Soccer in writing not less than sixty days prior to a Members' Meeting.
- b) Copies of proposed amendments to this By-Law shall be sent to the Membership not less than thirty days prior to the Members' Meeting at which they are to be considered.
- c) Amendments shall be adopted upon attaining a two-thirds majority of the votes cast by the delegates present at the Members' Meeting.



## Ontario Soccer By-Law No. 2

### New By-Law for Phased Implementation Plan and Election of Directors

1. In accordance with the Temporary By-Law passed by way of Special Resolution at the 2017 Annual Members' Meeting, all current Ontario Soccer Directors were elected for one-year terms at the 2017 Annual General Meeting and will hold office until the elections at the 2018 Annual General Meeting.
2. At an Ontario Soccer Special General Meeting, a motion for the approval of the proposed amended By-Laws, including this Phased Implementation Plan, will be placed before the voting members.
3. Upon the approval of the motion to accept the amended By-Laws, including this Phased Implementation Plan, the amended By-Laws will be implemented effective immediately except for the composition and election of Directors which will be implemented in accordance with this Phased Implementation Plan.
4. At the Special General Meeting:
  - a) Immediately following the approval of the motion to accept the amended By-Laws, including this Phased Implementation Plan, a random draw will be held to determine which Regional Director positions are elected for three, two and one-year terms at the following Annual Members' Meeting.
5. With the exception of the three Designated Directors, the Nominations of Directors shall be conducted in accordance with By-Law No. 1, Article 5. f), except the following timelines shall supersede the timelines in Article 5. f):
  - a) At least one hundred and twenty (120) days prior to a Members' Meeting, the Nominations Committee shall issue a Call for Expressions of Interest for all positions on the Board of Directors.
  - b) In order to be nominated for a position on the Board of Directors, an individual must first submit, in writing, an Expression of Interest.
  - c) Expressions of Interest must be submitted to the Nominations Committee at least ninety (90) days prior to the Members' Meeting.





- d) A listing of properly completed Expressions of Interest along with each candidate's supporting documentation and the Committee's recommendations of preferred candidates will be circulated to the Voting Members at least sixty (60) days prior to the Members' Meeting at which time, nominations will formally be opened for all positions up for election.
  - e) Nominations must be submitted to the Nominations Committee at least forty (40) days prior to the Members' Meeting.
  - f) All nominations submitted shall be reviewed by the Nominations Committee for completeness and a listing of properly completed nominations will be circulated to the Voting Members and posted on the Ontario Soccer website at least thirty (30) days prior to the Members' Meeting.
  - g) If no nominations have been received for a particular position by the forty (40) day deadline, the Nominations Committee will issue a Special Call for Nominations for that position. Nominations for that position must be submitted at least twenty-five (25) days prior to the Members' Meeting. The Nominations Committee shall circulate the additional nominations to the Voting Members when verified as complete but at least fifteen (15) days prior to the Members' Meeting.
6. The election of the three Designated Directors shall be conducted in accordance with the following procedures:
- a) The Nominations Committee shall conduct a search of qualified individuals from all genders and possessing the competencies that will assist the Board in performing its strategic and stewardship functions.
  - b) At least one hundred and twenty (120) days prior to a Members' Meeting, the Nominations Committee shall issue a Call for Expressions of Interest for all positions on the Board of Directors.
  - c) In order to be recommended as a Designated Director on the Board of Directors, an individual must first submit, in writing, an Expression of Interest.
  - d) Expressions of Interest must be submitted to the Nominations Committee at least ninety (90) days prior to the Members' Meeting.
  - e) After reviewing the Expressions of Interest received, the Nominations Committee will interview the individuals meeting the criteria and being considered as a Designated Director to determine whether to recommend the individual(s) for election as a Designated Director.



- f) At the Annual Members Meeting, the Nominations Committee will recommend to the Voting Members three individuals to be elected as Designated Directors.
- g) The names and supporting documentation of the recommended three Designated Directors will be circulated to the Voting Members and posted on the Ontario Soccer website at least thirty (30) days prior to the Members' Meeting.
- h) The Voting Members will elect each Designated Director by acclamation.

7. At the Annual Members' Meeting:


- a) Immediately prior to the elections, all Directors and Officers holding office will vacate their positions as Directors and Officers.
- b) Elections will be by secret ballot and will occur as follows:
  - i. The President will be elected for a term of three (3) years.
  - ii. The Vice-President will be elected for a term of two (2) years in order to establish a rotation of elections relating to the Vice-President and President.
  - iii. Five (5) Regional Directors
    - a. Two (2) Regional Director will be elected for a term of three (3) years in order to establish a rotation of elections relating to Regional Directors.
    - b. One (1) Regional Director will be elected for a term of two (2) years in order to establish a rotation of elections relating to Regional Directors.
    - c. Two (2) Regional Directors will be elected for a term of one (1) year in order to establish a rotation of elections relating to Regional Directors.
  - iv. Two (2) Independent Directors
    - a. One (1) Independent Director will be elected for a term of two (2) years in order to establish a rotation of elections relating to Independent Directors.
    - b. One (1) Independent Director will be elected for a term of one (1) year in order to establish a rotation of elections relating to Independent Directors.
  - v. Three (3) Designated Directors will be recommended by the Nominations Committee for election by acclamation by the Voting Members as follows:
    - a. One (1) Designated Director will be elected for a term of three (3) years in order to establish a rotation of elections relating to Designated Directors.
    - b. One (1) Designated Director will be elected for a term of two (2) years in order to establish a rotation of elections relating to Designated Directors.



- c. One (1) Designated Director will be elected for a term of one (1) year in order to establish a rotation of elections relating to Designated Directors.
8. For the subsequent elections following the Annual Members' Meeting in Year 1 at which the above Article 7 is implemented, elections will proceed in accordance with the new By-Law and subject to the following timelines:
  - a) Year 2 (2019) – The following will be elected for a three (3) year term:
    - i. One (1) Designated Director
    - ii. Two (2) Regional Directors
    - iii. One (1) Independent Director
  - b) Year 3 (2020) – The following will be elected for a three (3) year term:
    - i. Vice-President
    - ii. One (1) Designated Director
    - iii. One (1) Regional Director
    - iv. One (1) Independent Director
  - c) Year 4 (2021) – The following will be elected for a three (3) year term:
    - i. President
    - ii. One (1) Designated Director
    - iii. Two (2) Regional Directors



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