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| Ontario Lacrosse Association |
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| Sample Constitution |

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# **Writing a Constitution**

Approved: (Date)

## **SAMPLE CONSTITUTION**

# **Section 1 - General**

## The name of this Association shall be the (Club Name), a member of the Ontario Lacrosse Association.

## The Head Office of the Association shall be in the (city/town), Ontario

## The seal of the Association, if any, shall reside at

## The purposes of this Association shall be the same as those of the OLA, namely:

### “to govern, promote, develop and foster the game of lacrosse at all levels and in all forms, to all residents regardless of race, sex, creed, age or economic status throughout the Province of Ontario.”

### “to emphasize fair play at all times between competitors, to encourage them to play the game for the sake of the game, with proper respect to competitors, referees and spectators.”

## **Conflict of Interest -** see OLA policy(http://ontariolacrosse.com/content/Ontario%20Lacrosse%20Conflict%20Of%20Interest%20Policy.pdf)

## A ***conflict of interest*** must be declared in any situation in which a director has a private or personal interest sufficient to appear to influence the objective or outcome. A conflict of interest or perceived conflict of interest (where another member perceives that a fellow member has a conflict) must be declared prior to the discussion and/or vote on the matter.

## *A conflict of interest policy should (a) require those with a conflict (or who think they may have a conflict) to disclose the conflict/potential conflict, and (b) prohibit interested board members from voting on any matter that gives rise to a conflict between their personal interests and the Association’s interests.*

## *Minutes of board meetings should reflect when a board member discloses that s/he has a conflict of interest and how the conflict was managed, such as that there was a discussion on the matter without the board member in the room, and that a vote was taken but that the “interested” board member abstained.*

## **Code of Conduct:**

## Insert OLA **B 3.08** Sections I, II, III.

## **VII. Parliamentary Authority**

## Robert’s Rules of Order, as revised, shall govern all procedural questions arising at meetings of the Board of Directors when they are applicable and when they are not inconsistent with the Association’s Constitution.

## **Interpretation Clause**

## Any reference to “he”, “him” and “his” shall include and also mean “she”, “her” and “hers” respectively.

## **Section 2 – Board of Directors**

## Note:

## The Board of Directors is the governing body of a not-for-profit. The not-for-profit Board ensures that the Association carries out its mission.

## The Executive Committee includes the Board’s officers – President, Treasurer, Secretary, (1st Vice President).

## *Although the members of the Executive Committee hold the Board’s leadership positions, the Committee differs from the board in the scope of its authority and its ability to act independently.*

## **2.01 Directors and Officers**

## The Directors and Officers shall be elected by the membership.

## The term of office (\*\*subject to the provisions of this document) for the Directors and Officers shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

## *\*\*A decision to make now, as you write the constitution is whether you want to elect all your Board of Director members for one-year terms. Perhaps continuity will be better served if they are elected for two year terms (half in even years and half in odd years).*

## **2.02 Vacancies**

## The office of a Director or Officer shall be vacated immediately:

## if the Director or Officer resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;

## if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director or Officer before the expiration of the Director’s term of office

##

## **2.03 Filling Vacancies**

## A vacancy on the Board shall be filled as follows:

## a quorum of Directors may fill a vacancy among the Directors;

## if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;

## if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director’s term;

## the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director.  After that, the appointee shall be eligible to be elected as a Director.

##  **Section 3 - Officers & Directors**

## **3.01 Executive Committee**

## The (Club Name) shall be governed by an Executive Committee made up of the following officers, all members in good standing of the OLA, and elected annually for one (two) year terms as provided in the Constitution:

## (a) President

## (b) Secretary

## (c) Treasurer

## \*\* 1stVP

## *\*\* if the positions of Secretary and Treasurer are held by one individual or if two of the above officers are from the same family the 1stVP should also be named as an officer to ensure there are three independent signing authorities and that there is no conflict of interest on the Executive Committee.*

## The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

##

## **3.02 Office Held at Board’s Discretion**

## Any Officer shall cease to hold office upon resolution of the Board. The Executive Committee shall have the power to remove any Executive Committee member who fails to attend three regular Board of Directors meetings in one fiscal year without reasonable notice and just cause.

## **3.03 Duties**

## Officers shall be the signing authorities of the Association and will be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

## The Duties of the Executive Committee Members are outlined in Schedule A

##

### **3.04 Directors**

## Members at Large may be elected to specific positions which are defined, for example: VP Rep, VP Houseleague, VP Field, Registrar, Scheduler ……

## The Board of Directors shall have complete power to manage the business, to raise funds in any manner not inconsistent with the policies of the OLA, and to perform all other necessary functions.

## Decisions or actions of the Board of Directors may be overruled by a two-third majority vote of the members.

## Any Director shall cease to hold office upon resolution of the Board. The Executive Committee, on approval of the Board, shall have the power to remove any Board member who fails to attend three regular Board of Directors meetings in one fiscal year without reasonable notice and just cause.

### **3.05 Committees**

## Committees shall be established by the Board of Directors to execute the work of the Association. Chairpersons of the committees shall be appointed by the Board of Directors. Each committee chairperson shall select the personnel and promote the activities of his/her committee. All committees (except for the Elections Committee) shall operate under the direction and approval of the Board of Directors.

### **3.06 Remuneration**

## The Directors and shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director.

# **Section 4 - Meetings**

## **4.01 Board of Director Meetings**

## Meetings of the Directors may be called by the President or any two Directors at any time and any place with notice as required by this Constitution.

## Regular Meetings Board of Director meetings shall be held (monthly) or at such times and places as are determined by the Board.

## **4.02 Notice**

## Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Association not less than seven days before the date that the meeting.

## Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

## **4.03 Chair**

## The President shall preside at all Board meetings.  In the absence of the President, the Directors present shall choose one of their number to act as the Chair.

## **4.04 Quorum**

## A quorum at Board of Directors meetings will be a simple majority of its eligible voting members.

## **4.05 Voting**

## Each Director (excluding the Chair) has one vote.  Questions arising at any Board meeting shall be decided by a majority of votes.  In case of an equality of votes the Chair shall have the deciding vote.

## Voting at Board of Directors meetings will be by show of hands (unless a ballot is requested) and the results will be recorded in the minutes including abstentions.

## **4.06 Other Attendees**

## Committee chairpersons may attend meetings of the Board of Directors and have the privilege of speaking on matters relevant to the committee’s function, but shall have no power to vote by virtue of their committee role.

## Any other member may attend Board of Directors meetings and may be granted the privilege of the floor at the discretion of the presiding officer but shall have no power to vote.

## **4.07 Other Communication Facilities**

## If all of the Directors of the Association consent, a Director may participate in a meeting of the Board of Directors or of a Committee by conference or electronic means that permits all participants to communicate adequately with each other during the meeting.

## A Director participating by such means is deemed to be present at that meeting.

# **Section 5 – Financial**

## **5.01 Banking**

## The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Association shall be placed for safekeeping.

## **5.02 Financial Year**

## The financial year of the Association ends on September 30th in each year.

## *The Association may acquire real and intangible property, including equipment, literature, and other materials for use by and on behalf of the membership. Generally accepted accounting practices shall be used to account for all assets.*

# **Section 6 – Membership**

## **6.01 Classes of Membership**

## There shall be the following classes of members all of whom will have voting rights at Annual and General Meetings:

## Registered members in good standing 18 of age and over

## A parent or guardian of a registered member under 18

## Life Members of the Association

## **6.02 Membership**

## Membership in the Association is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with this Constitution or by the Ontario Lacrosse Association.

## **6.03 Disciplinary Action or Termination of Membership for Cause**

## Any report alleging a breach of Member obligation under the Code of Conduct shall be submitted in writing within 7 days of the event/occurrence.

## The Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Constitution.

## Written notice of the Board’s decision will be sent to the member within 14 days of the report

## The notice shall set out the reasons for the disciplinary action or termination of membership.

## The Member receiving the notice shall be entitled to appeal to the Board by submitting written notice of the appeal to the Secretary within 48 hours of receiving the notice.

## Notice of Appeal Hearing shall be communicated to the Complainant and Member within 7 days and the Hearing will be held within 14 days. Both parties are entitled to be present.

# **Section 7 – Meetings of Members**

## **7.01 Annual Meeting**

## The Annual Meeting shall be held on a day and at a place within Ontario fixed by the Board. It shall be held after the end of the fiscal year and prior to the OLA Annual General Meeting. The date, time and place of the meeting shall be provided to the membership at least 30 days before the date of such meeting.

## The business transacted at the Annual Meeting shall include:

## receipt and approval of the agenda;

## receipt and approval of the minutes of the previous Annual and subsequent Special Meetings;

## consideration and approval of the financial statements;

## Amendments

## Election of Executive and Board of Directors

## Special business as may be set out in the notice of meeting (Life Member approval may be included here)

## No other item of business shall be included on the agenda

## **7.02 Election of Board of Directors and Officers**

## Candidates for the Board of Directors shall be selected from among eligible members. Nominations for positions may be made from the floor at a general meeting provided that the member so nominated agrees to run.

## The Board of Directors of the Association shall be as follows: (suggested)

## PRESIDENT (odd years)

## TREASURER (even years)

## SECRETARY/ (odd years)

## VICE PRESIDENT (ALLSTAR) (even years)

## VICE PRESIDENT (FIELD) (odd years)

## VICE PRESIDENT (HOUSELEAGUE) (even years)

## FUNDRAISING & PROMOTION) (odd years)

## REFEREE IN CHIEF (even years)

## REGISTRAR (odd years)

## EQUIPMENT MANAGER (even years)

## SCHEDULER (odd years)

## IMMEDIATE PAST PRESIDENT

## Assumption of Duties: Those elected each year shall take office at the start of the first Board of Directors meeting of the new fiscal year.

## **7.03 Special Meetings**

## The Directors may call a special meeting of the Members.

## The Board shall convene a special meeting on written request of not less than one-tenth of the Members for any purpose connected with the affairs of the Association.

## The current President shall be the chair of the meeting; in the Chair’s absence, the Members present shall choose another Director as chair or if all of the Directors present decline to act as Chair, the Members present shall choose one of their number to chair the meeting.

## **7.04 Notice**

## Not less than 10 days written notice of any Special Members’ meeting shall be given in the manner specified in this document to each Member.

## Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

## Notice of each meeting must remind the Member of the right to vote by proxy.

## **7.05 Error or Omission in Giving Notice**

## No error or accidental omission in giving notice of any Board meeting or any Members’ meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

## **7.06 Voting**

## Business arising at any Members’ meeting shall be decided by a majority of votes unless otherwise required by this Constitution provided that:

## each Member in good standing is entitled to one vote at any meeting;

## votes shall be taken by a show of hands among all Members present unless a ballot is requested;

## an abstention shall not be considered a vote cast;

## before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot.  A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct;

## if there is a tie vote, the Chair of the meeting shall have a casting vote.  If there is a tie vote upon written ballot the motion is lost; and

## whenever a vote by show of hands is taken on a question, unless a written ballot is required, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion unless a count is requested.

## **7.07 Proxy Votes**

## Proxy Votes must be submitted by mail (written or electronic), on the form provided, to the Secretary 48 hours prior to the meeting and must indicate the member exercising the proxy vote.

## Each member in attendance at the meeting is allowed to also exercise one proxy vote.

## **7.08 Amendments**

## Amendments to this Constitution may be proposed either by the Board of Directors or by a member in good standing.

## Adoption of the amendments shall require a two-thirds vote of the members voting, either in person or by proxy, provided that notice of the meeting and the content of the amendments shall have been announced to the membership at least fifteen days prior to the time at which the vote will be taken.

## Members Amendments must be submitted in writing to the Secretary thirty days prior to the Annual General Meeting.

# **Commentary On Sample Constitution**

## *It is recommended that no matter how small the Association there be at least three officers to constitute an Executive Committee. This makes sure of a presiding officer, someone to stand in if the President is unable to serve, and someone to handle financial transactions and record-keeping. It may be better to have a larger Executive Committee to spread the responsibility for decision-making over more persons.*

## *Notice carefully the provisions for amending the constitution. Governance should be democratic. Everyone should have a chance to express their acceptance or opposition to a proposed change in constitution.  The general membership should be kept aware of the decisions being made by the Board of Directors and the justification for such decisions.*

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# **Schedule A Duties of the Executive Committee**

## **Position Description of the President**

## **Role Statement**

## The President provides leadership to the Board, ensures the integrity of the Board’s process and represents the Board to outside parties.

## The President coordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Association.

## The President ensures the Board discusses all matters relating to the Board’s mandate.

## **Responsibilities**

## **Agendas**

## Establish agendas aligned with annual Board goals and preside over Board meetings.  Ensure meetings are effective and efficient for the performance of governance work.  Ensure that a schedule of Board meetings is prepared annually.

## **Work Plan**

## Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

## **Representation**

## Serve as the Board’s primary contact with the public.

## **Reporting**

## Report regularly to the Board on issues relevant to its governance responsibilities.

## **Board Conduct**

## Set a high standard for Board conduct and enforce policies concerning Directors’ conduct.

## **Mentorship**

## Serve as a mentor to other Directors.  Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

## **Committee Membership**

## Serve as member on all Board committees.

## **Signing Authority**

## The President shall be a signing authority of the Association

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# **Schedule A Duties of the Executive Committee**

## **Position Description of the Treasurer**

## **Role Statement**

## The Treasurer works with the President to support the Board in achieving its fiduciary responsibilities.

## **Responsibilities**

## **Custody of Funds**

## The Treasurer shall have the custody of the funds of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all moniesto the credit of the Association in such chartered bank or trust company as may be designated by the Board from time to time.

## The Treasurer shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Association.

## The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

## **Board Conduct.**

## Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors’ conduct, with particular emphasis on fiduciary responsibilities.

## **Mentorship**

## Serve as a mentor to other Directors.

## **Financial Statement**

## Present to the Members at the Annual Meeting as part of the annual report, the financial statement of the Association approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

## **Signing Authority**

## The Treasurer shall be a signing authority of the Association

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# **Schedule A Duties of the Executive Committee**

## **Position Description of the Secretary**

## **Responsibilities**

## **Document Management**

## Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Association, the Board and Board committees.

## Attend to correspondence on behalf of the Board.  Have custody of all minute books, documents, registers and the seal of the Association and ensure that they are maintained as required by law.

## Ensure that all reports are prepared and filed as required by law or requested by the Board.

## **Meetings**

## Give such notice as required by the By-Laws of all meetings of the Association, the Board and Board committees.

## Attend all meetings of the Association, the Board and Board committees.

## **Minute Book**

## The Secretary shall be responsible for maintaining the ‘Minute Book’ of the Association

## **Standing Rules**

## Each action approved by the Board of Directors which serves to establish new policies or administrative procedures can be designated as a "directive" or "act."

## The Secretary can be made responsible for maintaining a file of such directives and be responsible for notifying the membership in writing of their adoption. This is similar to "standing orders," described in Robert’s Rules.

## **Signing Authority**

## The Secretary shall be a signing authority of the Association

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# **Schedule B Committees**

## **Elections Committee**

## The Elections Committee shall submit to the Executive Committee a written report on the results of their selection process and the results of any Elections from the floor.

## The Elections Committee shall prepare, distribute, and receive the ballots and shall act as tellers for the election, and shall submit a written report of the results of the election to the Executive Committee.

## The Elections Committee shall also notify each nominee of his or her position in the order of finish in the election, and notify successful candidates of the place, date, and time of the organizing meeting of the new Executive Committee.

## **Tournament Committee**

## **Fundraising Committee**

# **Schedule CLife Membership**

## A Life Member is the highest honour that can be bestowed by this Association, and it is awarded only for very distinctive service to the Association.

## Life Members shall be elected at the Annual Meeting of the Association by the eligible members present.

## Nominations for Life Membership must be made in writing with reasons/biography

## builder and 1 player may be nominated per year

## Nominations must have approval of /3 of Board

## Presented with bio for approval at AGM – 2/3 majority of eligible voters present to confirm

## The newly elected Life Member will be notified by letter immediately following the AGM

## will be inducted at the following year’s AGM.

## The **criteria** for Life Membership will be as follows:

## Minimum of 10 years of service to the game of lacrosse as a builder or player or identified as having made a significant contribution to Association.

## **Privileges**

## voting rights at any Annual or General Meeting he wishes to attend.

## access to all minutes of the Association Board meetings.

## **Acknowledgement**

## Recipients will receive a plaque recognizing their contribution.