

ONTARIO LACROSSE

BY-LAWS 2025

Last Amended **[insert date]**

Annual Declaration

These By-Laws were approved by affirmative special resolution of all Members present and entitled to vote at a Meeting of Members duly called and held, and at which quorum was present, on **[insert date]**.

Executive Director



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BY-LAWS OF THE ONTARIO LACROSSE ASSOCIATION

These By-Laws relate to the general conduct and affairs of the Ontario Lacrosse Association (OLA).

ARTICLE 1: DEFINITIONS AND INTERPRETATION

- 1.1 **Definitions:** Throughout all By-Laws, Rules, Regulations and Policies, the following terms and phrases shall have the following meaning(s) unless the context otherwise specifies or requires:
- (a) **“Act”** is the *Ontario Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15*, as amended;
 - (b) **“Amateur Lacrosse”** means sanctioned, organized lacrosse that is not professional lacrosse (as self-declared);
 - (c) **“Articles”** is the Corporation’s articles of incorporation, articles of continuance, letters patent, or supplementary letters patent, as applicable;
 - (d) **“Auditor”** means an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the OLA for a report to the Members at the next Annual Meeting, in accordance with the Act;
 - (e) **“Blackout Dates”** means restricted days which coincide with scheduled events as announced by January 15, including the Ontario Provincial Championships in any sector, Member Meetings, circumstances causing the office to be closed, or other situations as determined by the Executive Director;
 - (f) **“Board”** means the Board of Directors of the OLA;
 - (g) **“Business Days”** means all calendar days until 4:59PM EST excluding weekends, statutory holidays of Ontario, the National Day for Truth and Reconciliation, and Blackout Dates;
 - (h) **“By-Laws”** means the By-Laws of the OLA, as amended and enforced;
 - (i) **“Committee”** means any committee or council, whether standing or ad hoc, that is appointed or approved by the Directors to serve a purpose under a Terms of Reference;
 - (j) **“Corporation”** means the Ontario Lacrosse Association, the self-governing Provincial Sports Organization for the sport of lacrosse in the Province of Ontario;
 - (k) **“Days”** means calendar days until 11:59PM EST, including weekends and holidays, but not Blackout Dates;
 - (l) **“Designated Representative”** means an individual who is the delegate of their Club or League at a Meeting of the Members and in all communications with the OLA. To be a Designated Representative, the individual must meet the eligibility criteria.
 - (m) **“Director”** means any Director who has been elected or appointed to serve on the OLA’s Board of Directors pursuant to these By-Laws;



- (n) **“Division”** means the level of play within a sector, and may be categorized by athlete age, athlete skill, or a combination of both;
- (o) **“Executive Director”** is the Executive Director of the OLA;
- (p) **“Extraordinary Resolution”** means a resolution passed by not less than 80% of the votes cast on that resolution or consented to by all voting Members entitled to vote on that issue;
- (q) **“Governance Documents”** means all documents related to the governance of the Corporation, including its By-Laws, Rules, Regulations, Policies, Procedures, and any other recorded instrument approved by the Corporation;
- (r) **“Girl’s Lacrosse, Women’s Lacrosse”** means programming for all participants that is gender-specific to women and/or girls, regardless of the sector;
- (s) **“In Writing”** means either hard copy or electronic communication;
- (t) **“Junior Lacrosse”** means the divisions of play for athletes who are 17-21 years of age in the calendar year and participate in Junior “A”, Junior “B”, Junior “C”, Junior Men’s Field and Junior Elite Women’s leagues;
- (u) **“Key Volunteer”** means an individual appointed by the Board to serve on committees and/or perform certain duties on behalf of the Board;
- (v) **“Lacrosse Canada”** means the self-governing body of amateur lacrosse in Canada, of which the OLA is a Member Association;
- (w) **“League (or Zone)”** means the historically established leagues of the OLA within each of the sectors and also includes the zones of minor lacrosse and girls lacrosse;
- (x) **“Life Member”** means an individual who has been recognized by the general membership as an honorary member of the OLA, including special privileges as outlined in policy for the remainder of their natural life;
- (y) **“Meeting of the Members”** means any Annual Meeting of Members or Special Meeting of the Members, as applicable in the circumstances;
- (z) **“Member”** means the approved clubs of the OLA, as well as the recognized league representatives, the Board of Directors and Life Members;
- (aa) **“Minor Lacrosse”** means all ages, categories and genders of lacrosse, including women and girls programming, for participants who are under the age of 22, regardless of the sector, that are not included in the definition of Junior Lacrosse;
- (bb) **“OLA”** means the Ontario Lacrosse Association, the Provincial Sports Organization governing the sport of amateur lacrosse within Ontario as a not-for-profit corporation incorporated under the *Ontario Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15*;
- (cc) **“OLA Jurisdiction”** means the provincial and political region or territory that the OLA operates, administers and manages, as recognized by the Ontario Ministry of Sport;

- (dd) **“Officials Association, (OLOA)”** means the approved council that represents the officials of all sectors within the OLA, and is also commonly referred to as the Ontario Lacrosse Officials Association;
- (ee) **“Ordinary Resolution”** means a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that issue;
- (ff) **“Participant”** means an athlete, coach, trainer, manager, official, volunteer, parent/guardian or club representative who is duly registered and approved for the calendar year, and is in Good Standing with the OLA, regardless of the sector;
- (gg) **“Policies”** means any of the Policies approved by the Board, as amended;
- (hh) **“Procedures”** means any of the Procedures approved by the Board, as amended;
- (ii) **“Regulations”** means the OLA Regulations which are established annually by the Members, or approved the Board, as amended;
- (jj) **“Rules”** means the playing rules of Ontario Lacrosse Association, Lacrosse Canada, World Lacrosse or other applicable governing body, for the sector specified;
- (kk) **“Sanctioned”** means that the game, event, partnership, decision or matter has received the requisite approval of the appropriate governing lacrosse body to take place, occur or exist, under established Rules, Regulations, Procedures and insurance provisions, from or by the Corporation, or from or by an organization that is properly affiliated with the Corporation;
- (ll) **“Sector”** means the type of lacrosse without denoting a specific division, namely box, minor and men’s field, women’s field and Sixes;
- (mm) **“Senior Lacrosse”** means the divisions of play for Athletes who are 22 years of age or older in the calendar year, and participate in Senior “A”, Senior “B”, Senior “C”, Senior Women’s Box, Senior Men’s Field, Senior Women’s field and/or Senior Sixes leagues;
- (nn) **“Special Resolution”** means a resolution passed by not less than two-thirds of the votes cast on that resolution or consented to by all voting Members entitled to vote on that issue;
- (oo) **“World Lacrosse”** means the self-governing international body of lacrosse.

1.2 **Variations:** Words presented in the singular will include the plural and vice versa, and words presented as persons will include corporate bodies. “Shall”, “must” or “will” indicate a mandatory requirement, while “should” or “may” indicate a recommendation. Organization names, titles, or programs will include any successor organizational name, title, or program.

1.3 **Interpretations:** Except as explicitly provided within the Act, the Directors will have the authority to make an interpretation or ruling concerning the spirit of any word, term, phrase, section, article or provision of governance documents which are ambiguous, unclear or contradictory, provided such interpretation or ruling is consistent with the Corporation’s objectives.

1.4 **Severability:** The invalidity of any article or provision of these By-Laws under the Act or applicable law will not affect the validity or enforceability or the remaining articles or provisions.

ARTICLE 2: NAME, PURPOSE, STATUS AND JURISDICTION

- 2.1 **Name:** The name of the Corporation is the Ontario Lacrosse Association (OLA).
- 2.2 **Purpose:** The Corporation exists to govern, regulate, promote, develop and foster the game of lacrosse at all levels and in all forms, to all residents regardless of status, throughout Ontario. The OLA emphasizes fair play at all times between participants, to encourage participation in the game for enjoyment, with respect toward competitors, officials, volunteers and spectators.
- 2.3 **Hierarchy:** The OLA is a Member Association of Lacrosse Canada, the national governing body for amateur lacrosse, and operates itself in a manner that is consistent with the overall mission of Lacrosse Canada, as defined by the collective provincial and territorial Member Associations.
- 2.4 **Authority:** In addition to Article 2.1, and as an unalterable provision of these By-Laws, each Club Member who is approved for inclusion must operate in a manner that is consistent with all Governance Documentation and objectives of the OLA. Where any League Member's Governance Documents conflicts with the OLA, the OLA's authority shall be recognized. Leagues are operated under the full authority and jurisdiction of the OLA, and the Designated Representatives who serve them must operate in a manner that is consistent with the goals and objectives of the OLA.
- 2.5 **Jurisdiction:** The Corporation is the sole governing Provincial Sports Organization for lacrosse to govern, regulate and promote the sport within the political boundaries of the Province of Ontario, and in addition, will oversee those Leagues and Clubs which may be Board-approved for membership to operate or participate in areas outside of Ontario from time to time as desirable.
- 2.6 **Headquarters:** The official registered office of the Corporation will be located within the Province of Ontario. Additional offices may be established at the discretion of the Board.
- 2.7 **No Gain for Members:** The Corporation's activities will be carried on without gain for its Members, and any accretions will be used in further promoting the Corporation's purpose and objectives.
- 2.8 **Conduct of Meetings:** Unless otherwise specified in these By-Laws, Meetings of the Members and Meetings of the Board will be conducted according to the most current edition of Robert's Rules of Order, with the exception of any special rules of order that the Corporation may adopt.

ARTICLE 3: MEMBERSHIP

- 3.1 **Membership Classes:** The OLA is comprised of five classes of membership: Directors, Leagues, Clubs, Honourary Life Members and Affiliated Members. Each class of membership has distinct privileges, but remains equitable before the OLA, subject to any limitations within these By-Laws.
- (a) A Director Member is an individual who is elected by the Members or appointed to serve on the Board of Directors in accordance with these By-Laws.
- (b) A League Member is one of the recognized Leagues or Zones of the Ontario Lacrosse Association. Each League or Zone is represented by an individual who is elected, appointed or acclaimed as the Designated Representative (League Commissioner or Zone Director) by the Club Members that comprise the League or Zone, subject to approval by the Board. League Members are entities under the full jurisdiction and oversight of the OLA. Collectively, the Designated Representatives of this class are known as Governors.

- (c) A Club Member is a duly incorporated community organization that offers lacrosse programming for Athletes within its approved jurisdiction and participates within a recognized League or Zone. Each club is represented by an individual who is elected, appointed or acclaimed as the President by the members who comprise that club, the name of whom is properly submitted to the OLA as the Designated Representative(s). Club Members are separate entities from the Corporation, and are subject to the admission process of these By-Laws. The Board reserves the right to place Club Members into competition as it sees fit at any time.
- (d) An Honourary Life Member is an individual who is approved by Special Resolution of the the Members in recognition of outstanding and sustained contributions to the development and/or promotion of the Corporation.
- (e) An Affiliated Member is an organization or group who is officially connected with the OLA through a Memorandum of Understanding or other Agreement, but is not entitled to the full privileges of Membership. The rights, responsibilities, and involvement of such organization or group are granted at the sole discretion of the Board, with regard for the purpose of the Corporation, and may be revoked at any time.

3.2 **Member Registration:** Each Member Club must register annually with the Corporation and in doing so, agrees to abide by the Corporation's By-Laws, Policies, Procedures, Rules and Regulations. Directors, Leagues and Honourary Life Members are subject to initial registration.

3.3 **Member Rights:** Members of the Corporation have the following rights at an Annual Meeting:

- (a) To appoint the Auditor, by Ordinary Resolution;
- (b) To amend the By-Laws or the Regulations, by Special Resolution;
- (c) To elect Directors, by Majority Vote;
- (d) As provided for within the Act and within these By-Laws;

3.4 **Club Membership Admission Criteria:** A candidate for Club Membership may be admitted to the Corporation if:

- (a) The candidate's Designated Representative(s) makes an application for Membership in the manner prescribed by the Corporation through its Board of Directors for the Sector and League or Zone in which the Club wishes to compete, and receives recommendation for approval from at least two-thirds of the League's or Zone's current Club Members;
- (b) The candidate's Designated Representative(s) has paid all application fees, membership fees and cooperation bonds as prescribed by the Corporation through the Board;
- (c) The candidate's Designated Representative(s) is not an employee or contractor earning in excess of \$5,000 in annual compensation from the Corporation;
- (d) The candidate's Designated Representative(s) executes an agreement to uphold and comply with the Corporation's Governance Documents;
- (e) The candidate's OLA activities and programming are restricted to amateur status and eligibility is satisfied within the Corporation's hierarchy;

- (f) The candidate meets any other fair and reasonable condition of membership, with regard for the purpose of the Corporation; and
- (g) The candidate is approved for inclusion by Ordinary Resolution by the Board no later than December 15 of the calendar year preceding the season in which the Club Member wishes to participate in. The Board will not consider new applicants for inclusion after this date.

3.5 **Club Membership Renewal:** A Club Member should be automatically renewed annually if:

- (a) The Member satisfies all responsibilities as prescribed annually by the Corporation through its Board, and remains a Member in Good Standing at the time of renewal;
- (b) The Member has paid annual membership fees as prescribed by the Corporation through its Board of Directors by any date prescribed, if applicable;
- (c) Any Designated Representative does not become an employee or contractor earning in excess of \$5,000 in annual compensation from the Corporation at any time;
- (d) The Member continues to comply with all of the Corporation's Governance Documents;
- (e) The Member's OLA activities continue to be restricted to amateur status, and eligibility is satisfied within the Corporation's hierarchy; and
- (f) The Member meets any other fair and reasonable condition of membership, with regard for the purpose of the Corporation, and continues to be in compliance.

3.6 **Membership Duration:** Unless otherwise determined by the Board or renewed in accordance with these By-Laws, Membership with the Corporation begins and ends as described below, or when the Member resigns or is terminated from Membership:

- (a) A Director Member begins on the date the Director assumes office in accordance with these By-Laws and ends when the individual ceases to be a Director.
- (b) A League Member begins on the date that the League is sanctioned in accordance with these By-Laws and ends at the Board's discretion. The authorized league representative(s) must be approved by the Board. Leagues are under the jurisdiction and operation of the OLA, and the Designated Representative is appointed by the clubs participating within each League, whose membership is subject to approval of the Board of Directors.
- (c) A Club Member begins on the date the Corporation receives all required documentation and fees for a given season, and ends annually on December 31 unless renewed prior to that time. Club Members are appointed by their participant base in accordance with their own By-Laws, but their membership is subject to approval in accordance with these By-Laws.
- (d) An Honourary Life Member begins on the date that the Members officially recognizes the individual's contributions by Special Resolution, and continues for the remainder of their natural life, unless their membership is terminated by Extraordinary Resolution of the Board.

3.7 **Membership Fees:** All Membership fees and the deadlines for the payment of such fees for each sector and division will be set annually by the Board.

- 3.8 **Membership Accounts:** A Member may be disciplined or expelled from the Corporation for failing to pay membership fees or other amounts owed to the Corporation by the deadline dates prescribed in the annual Fee Schedule or duly invoiced. Any fees, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due, and any associated individuals will be classified as Not in Good Standing until such debts are repaid in full.
- 3.9 **Club Membership Compliance:** As a condition for membership, a Club Member must comply with the Corporation's By-Laws, Policies, Procedures, Rules, Regulations and objectives as may be modified or updated at the discretion of the Board. Failure to comply with the Corporation Governance Documents, or actions taken or omitted which are deemed by the Board to be contrary to the overall direction of the Corporation with regard for its purpose, may result in discipline, or suspension, forfeiture of rights or bonds, or termination of Membership.
- 3.10 **Membership Transfer:** Membership in the Corporation is non-transferable and automatically ceases if the Member gives notice to resign or withdraw from the OLA, or if their Membership is terminated pursuant to these By-Laws.
- 3.11 **Member Discipline:** The Board has the authority to issue discipline, including to suspend or expel any non-Director Member from the Corporation for any one or more of the following grounds:
- (a) Violating any provision of the By-Laws, Policies, Procedures, Rules and Regulations of the Corporation, including obvious circumvention of the spirit of any provision, article or ruling;
 - (b) Dues, fees or other assessments remain outstanding for more than ninety (90) days after they are due;
 - (c) Carrying out any conduct which may be detrimental to the Corporation as determined by the Board, at its sole and absolute discretion, having regard for the purpose of the Corporation and in accordance with the By-Laws, Policies, and Regulations relating to discipline.
- 3.12 **Club Member Expulsion:** In the event that the Board determines that a Club Member should be expelled from the Corporation for extraordinary misconduct, the following process will take place:
- (a) The President will provide fifteen (15) days' notice of to the Club Member, and will provide in writing, the cause or reasons for the proposed expulsion.
 - (b) The Club Member's Designated Representative may make written submissions opposing their expulsion to the OLA President in response to the notice received within the first ten (10) days of the 15-day period. In the event that no written submissions are received, the OLA President may notify the Club Member of their expulsion from the Corporation. If written submissions are received in accordance with this article, the Board will consider such submissions before arriving at a final decision, and may offer an opportunity for the Designated Representative to address the Board orally before a final decision is made. In outlining any decision to terminate Club Membership, the Board will address the written submission in full.
 - (c) An expulsion must be passed by a Extraordinary Resolution of the Board, and communicated within twenty (20) days of the decision. A decision on the termination of Club Membership is final and not subject to appeal.

- 3.13 **Membership Termination:** Membership in the Corporation will terminate immediately upon:
- (a) The expiration of the Member's membership, unless renewed prior to December 31;
 - (b) The Member fails to maintain any of the qualifications or conditions of membership as described in these By-Laws or set out in any Governance Documents;
 - (c) Resignation by the Member by giving written notice to the Corporation;
 - (d) Dissolution of the Corporation;
 - (e) The Member's death or dissolution, as applicable; or
 - (f) By Extraordinary Resolution of the Directors at a duly called meeting of the Board.
- 3.14 **Members in Good Standing:** A Member will be in Good Standing provided:
- (a) They have not been suspended or expelled from Membership, or had other Membership restrictions or sanctions imposed which have not been resolved;
 - (b) They have submitted all compliance documents as required by the Corporation;
 - (c) They have complied with all governance documents and directives of the Corporation;
 - (d) They are not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, have fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and;
 - (e) They have paid all required Membership Fees and Accounts.
- 3.15 **Members Not in Good Standing:** A Member who is Not in Good Standing may not attend Meetings of the Members, is not permitted to have any sport-related or business-related involvement with the Corporation, and may be subject to a probationary period or other compliance directives before being reinstated to Good Standing by the Board.
- 3.16 **Privileges of Good Standing:** Subject to these By-Laws and other governance documents of the Corporation, Members in Good Standing may be entitled to the following privileges:
- (a) To attend, participate in, and vote at a Meetings of the Members;
 - (b) To participate in and benefit from the Corporation's activities and resources;
 - (c) To participate in other events and activities associated with the Corporation;
 - (d) To access applicable services and resources provided by the Corporation.
- 3.17 **May Not Resign:** A Member or Designated Representative may not resign or withdraw from the Corporation when that Member is subject to disciplinary investigation or action by the Corporation. Should a Member or Designated Representative resign or withdraw, they will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

ARTICLE 4: MEETINGS OF THE MEMBERS

- 4.1 **Annual Meeting of the Members:** The Corporation will hold an Annual Meeting of the Members within the Province of Ontario at such date, time and place as determined by the Board. Each Annual Meeting marks the beginning of a new season of competition for the OLA. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation's fiscal year end. To the greatest possible extent, the Annual Meeting will be held in the first half of November each year. The Designated Representative of any Member, upon written requisition not more than five (5) days before the Annual Meeting, may request to be provided with a copy of the approved financial statements, auditor's report (if any) or review engagement report (if any), provided these documents are available. Professional decorum is required of any individual attending a meeting.
- 4.2 **Special Meeting:** A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board, or upon the written requisition and proper submission of ten percent (10%) or more of the eligible voting Members in accordance with the Act for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed within the Act, within twenty-one (21) business days from the date of receipt of the requisition.
- 4.3 **Meeting Business:** All business transacted at a Special Meeting and all business transacted at an Annual Meeting (except for presentation of the approved financial statements, presentation of the auditor's report or review engagement report (if any); the election of Directors; and re-appointment of the incumbent auditor or the person conducting the review engagement (if any) is considered special business. The business transacted at each Annual Meeting will include:
- (a) Receipt of the agenda;
 - (b) Receipt and approval of the minutes of the previous Annual Meeting and subsequent Special Meetings (if applicable);
 - (c) Presentation of the financial statements and the report of the audit committee;
 - (d) Reappointment or appointment of the auditor or person who has been appointed to conduct a review engagement for the coming year (if any);
 - (e) Vote on proposed amendments to the By-Laws and/or Regulations (if any);
 - (f) Election of the Directors; and
 - (g) Such other business as may be set out in the Notice of the Meeting which contains sufficient information to permit the Members to form a reasoned judgement on any decision to be taken, and states the text of any resolution to be proposed to the Members.
- 4.4 **New Business:** No other item of business will be included on the agenda of an Annual Meeting unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Executive Director by September 15. Copies of all such proposals, together with the copies of any proposed amendments and the copies of any motion put forward by the Board for discussion will be published to all eligible Members not less than 30 days in advance of the Meeting of the Members.

- 4.5 **Meeting Participation / Electronic Means:** The Board may determine, at its discretion, to host a Meeting by virtual means. To do so, it must ensure that all participants are able to communicate instantaneously and simultaneously with each other with each other during the Meeting. An individual participating in a Meeting by virtual means is deemed to be present at the Meeting.
- 4.6 **Meeting Notice:** Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in Good Standing, Directors, Staff and the Auditor (if appointed) between ten (10) days and sixty (60) days prior to the date of the meeting. A further notice may be published no less than ten (10) days prior to the date of the meeting containing the final agenda and all reasonable information to permit Members to make informed decisions.
- 4.7 **Notice Error or Omission:** No error or omission in giving notice of any Meeting of the Members will invalidate the Meeting or make void any proceedings or actions taken at the Meeting, provided a quorum of eligible Members is present.
- 4.8 **Meeting Quorum:** Fifty percent (50%) of the Corporation's Members will constitute a quorum. If a quorum is present at the opening of a Meeting of the Members, the Members present may proceed with the business of the Meeting, even if quorum is not present throughout the Meeting.
- 4.9 **Meeting Attendance:** The only individuals entitled to be recognized at a Meeting of the Members are the Designated Representatives of Club and League Members, the Directors and Officers, Key Volunteers and staff of the Corporation, the auditor of the Corporation (or the person who has been appointed to conduct a review engagement, if any), and others who are entitled or required under any provision of the Act to be present. Any other person may be admitted only if invited by the Chair. Any Member or Designated Representative who is Not in Good Standing at the time of a Meeting of the Members is ineligible to attend. Professional decorum is required of any individual attending a meeting.
- 4.10 **Chair:** The Executive Director will serve as the Chair of all Meetings of the Members unless another individual is designated or appointed by the Board. The Chair does not hold a vote.
- 4.11 **Meeting Adjournment:** With majority consent of the Members present and after quorum is determined, the Members may adjourn a Meeting of the Members at any time by Ordinary Resolution and no notice period will be required for a continuation of the same Meeting if it is scheduled to occur within thirty (30) days.
- 4.12 **Scrutineers:** At the beginning of each Meeting, the Chair will appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 4.13 **Voting Rights:** Members in Good Standing by the Record Date of the Meeting of the Members will have the following voting rights:
- (a) Each Director is entitled to one vote;
 - (b) Each League Member, through its Designated Representative, is entitled to one vote;
 - (c) Each Club Member, through its Designated Representative as recognized by the Corporation, is entitled to one vote for each sector in which it is registered to participate in the upcoming season, provided it entered at least one team into participation in that sector in the previous season and has fully entered one team into participation for the upcoming season.

- (d) Each Honourary Life Member is entitled to one vote.
- (e) Membership may not be held simultaneously in multiple classes, except when the second class is Honourary Life Member. Where a Director or Designated Representative holds membership in multiple classes, only one vote will be recognized in the order in which it is presented within this article, and the other vote may not be transferred or reassigned.
- (f) Each Member in Good Standing is entitled to vote on every issue, unless an advance request is made by a Member in writing to the Chair by September 15 (or 30 days in advance, in the case of a Special Meeting) with rationale, who is solely responsible to determine if the scope of a particular vote requires consideration by a specific segment of the Membership. Any decision to restrict such voting entitlement is limited only to proposed amendments of sector-specific Regulations that do not have any financial implications to the Corporation or its Members, and not ever to the Corporation's By-Laws.

4.14 **Record Date for Voting:** The Board will set a record date for the purpose of determining Members entitled to vote at any Meeting of the Members. The record date may not precede the date on which the Meeting is to be held by more than ten (10) days. If no record date is set, the record date will be 5:00pm EST on the day immediately preceding the first date on which the notice is sent or, if no notice is required, the beginning of the Meeting.

4.15 **Designated Representatives:** Club Members will confirm in writing (inclusive of electronic notice) to the Corporation, by the Record Date, that their Designated Representative(s) will attend the Meeting of the Members. Designated Representatives of the Leagues will be the Commissioner or Zone Director. All Designated Representatives must be at least 18 years of age, be of sound mind, in Good Standing, and be acting as the Club or League Member's Designated Representative. A Director, League Member, or Honourary Life Member may not serve as a Club Member's Designated Representative.

4.16 **Proxy Voting:** Proxy voting is not permitted, and votes may not be assigned to anyone except the valid vote-holder as recognized by the Corporation. Votes are allocated to each Club Member according to their duly submitted executive contact form for the previous or current season, which identifies their list of Designated Representative(s). Each individual may hold only vote at a time.

4.17 **Voting by Electronic Means:** A Member may vote by electronic means if:

- (a) The Corporation has made available a procedure that permits voting by electronic means;
- (b) Such votes may be verified as having been made by a Member who is entitled to vote; and
- (c) It is possible to ensure that the Corporation is not able to identify how each Member voted.

4.18 **Votes to Govern:** Except as otherwise provided in these By-Laws, an Ordinary Resolution will decide each issue. Votes will be determined by a show of hands or electronic ballot, except in the case of elections which require a secret ballot, or unless a secret ballot or roll call vote is requested by Ordinary Resolution of the Members. A declaration by the Chair that a resolution has been carried or defeated, and an entry to that effect in the Meeting minutes, will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion. Abstention is not considered a vote cast. In the case of an equality of votes cast, the issue is defeated.

ARTICLE 5: GOVERNANCE

- 5.1 **Governance:** The affairs of the Corporation will be governed by a Board of Directors. Each elected Director will hold office according to their title.
- 5.2 **Composition:** The Board of Directors consists of the following nine positions:
- (a) President;
 - (b) Vice President, Finance;
 - (c) Vice President, Junior-Major Box;
 - (d) Vice President, Minor Box;
 - (e) Vice President, Field;
 - (f) Vice President, Coaching;
 - (g) Vice President, Officiating;
 - (h) Vice President, Development; and
 - (i) Vice President, Promotion.
- 5.3 **Board Observer:** An individual (such as the Past President or a Key Volunteer) may be invited to attend Meetings of the Board in a non-voting capacity, provided an invitation has been granted by the Chair. Board Observers may be required to leave a Meeting (or part of a Meeting) at the sole discretion of the Chair at any time. Board Observers do not count towards quorum, and have no voting rights.
- 5.4 **Past President:** The immediate Past President of the Corporation (or another Past President, at the Board's discretion) may be appointed into the position of Past President, provided that this individual has been approved by Ordinary Resolution. The Past President is a Board Observer.
- 5.5 **Key Volunteer:** Directors may establish Key Volunteer Positions to assist with their portfolio objectives, subject to Board approval. Key Volunteers may be invited to attend Meetings of the Board, with permission of the Chair. Key Volunteers are Board Observers.
- 5.6 **Director Eligibility:** To be eligible to stand as a Director of the Corporation, an individual must:
- (a) Be eighteen (18) years of age or older;
 - (b) Be a citizen or permanent resident of Canada, or an Indigenous Person under the Indian Act;
 - (c) Reside in the jurisdiction of the OLA;
 - (d) Have been a Member or Registered Participant in Good Standing of the Corporation for at least one (1) year within the previous twenty-four (24) months (unless otherwise determined by Ordinary Resolution of the Board);

- (e) Not hold a position of responsibility within the OLA at the League or Club levels;
- (f) Not be a paid employee or contractor receiving \$5,000 or more in compensation from the OLA or Lacrosse Canada within the previous twelve (12) months;
- (g) Not be a Participant, Member or operator of any lacrosse entity which is not affiliated with the OLA, Lacrosse Canada or World Lacrosse within the previous twenty-four (24) months;
- (h) Not have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property or of unsound mind;
- (i) Have not been declared incapable by a court in Canada or in another country; and
- (j) Not have the status of bankrupt.

5.7 **President Eligibility:** In addition to all eligibility requirements of a Director, in order to be eligible to serve as the President of the Corporation, an individual must:

- (a) Have served as a Director or Designated Representative of a League Member in Good Standing of the Corporation for at least one (1) year within the previous twenty-four (24) months (unless otherwise determined by the Board).

5.8 **Terms:** Directors will serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these By-Laws, unless they resign, or are removed from, or vacate their office. The President may serve a maximum of four consecutive terms.

5.9 **Nominations to the Board:** The Board (or a Key Volunteer) will be responsible to solicit and receive nominations for the election of Directors. Candidates for Director positions will be comprised of those individuals who are eligible and duly nominated by September 15 of each year, per any requirements determined by the Board (or designate) and these By-Laws. The Board (or their designate) may openly endorse candidates for election but may not restrict candidates from being nominated unless they are unable to meet the eligibility requirements.

5.10 **Nominations from the Floor:** If a position on the Board, other than President, is vacant and there are no qualified nominations received for that position, any eligible individual will be permitted to be nominated from the floor for that position at a Meeting of the Members. Such nomination will require a nominator and seconder from the voting Members who are present, and will require the attendance of the nominee at the Meeting to confirm their acceptance of the nomination.

5.11 **Elections:** At each Annual Meeting for which elections are held, an election will be scheduled for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant, to be decided by majority vote in accordance with the following rotation:

- (a) In even-number annual cycles: President, VP Minor, VP Field, VP Officiating, VP Promotion;
- (b) In odd-number annual cycles: VP Finance, VP Junior-Major, VP Coaching, VP Development;

5.12 **Election Process:** In any election to the Board, the nominee who receives the greatest number of votes will be elected to office. In the event of a tie, a majority vote of secret ballots cast separately by the Board between the tied candidates will determine the election.

- 5.13 **Director Consent and Registration:** An individual who is elected or appointed to be a Director must register with the Corporation as a Director, must electronically sign all required documents presented by the Corporation through the Executive Director at any time, and must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not consent by the tenth day is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or re-appointed when there has been no break in their term of office.
- 5.14 **Post-Election Eligibility:** An elected Director who does not meet the eligibility requirements for election as a Director at the time of an election will have fourteen (14) days to become eligible for the position or will be automatically removed as a Director of the Corporation.
- 5.15 **Director Resignation:** A Director may resign from the Board at any time by giving written or verbal notice of resignation to the Board. This resignation will become effective the date on which the notice is received and accepted by the Chair, or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action, but their portfolio and authority may be revoked in writing, and then immediately reassigned at the sole discretion of the Chair.
- 5.16 **Director Suspension:** By Extraordinary Resolution, the Board may temporarily suspend any Director from their duties or involvement pending the outcome of a disciplinary or removal process and in accordance with the By-Laws, Policies, and Regulations relating to discipline, provided the Director is given a reasonable opportunity to respond to a credible claim of misconduct against them. Directors have a fiduciary duty to comply with the Corporation's objectives at all times.
- 5.17 **Director Removal:** An elected Director may be removed by Ordinary Resolution at a Special Meeting of the Members duly called for that purpose, provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard, at such a meeting.
- 5.18 **Automatic Vacancy:** The office of any Director will be vacated automatically if:
- (a) The Director resigns;
 - (b) The Director does not meet the eligibility requirements for election as a Director within fourteen (14) days of being elected;
 - (c) The Director fails to consent in writing to hold office within ten (10) days of their initial election or appointment;
 - (d) The Director fails to attend three consecutive meetings;
 - (e) The Director is found to be incapable of managing property or of unsound mind by a court or under Ontario law;
 - (f) The Director becomes bankrupt; or
 - (g) The Director dies.

- 5.19 **Filling a Vacancy:** When the position of a Director becomes vacant for any reason and there still remains a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of that term. Alternatively, the Board may decide that one or more Directors will execute the portfolio duties of the vacant Director position until the next Meeting of the Members, provided the Board's composition does not decrease below three (3) Directors. If a Director is removed from office at a Meeting of the Members, the Members may elect a qualified Director for the unexpired term at the same Meeting. Any action(s) or decision(s) of a Director while they held office will be valid, even if a defect in their election or qualification is discovered afterwards.
- 5.20 **Calling a Board Meeting:** A Meeting of the Board will be held at any time and place as determined by the President, or by written requisition of a majority of the Directors, subject to meeting notice.
- 5.21 **Meeting Notice:** Electronic notice of Meetings of the Board will be given to all Directors at least three (3) days prior to the scheduled meeting. No notice of a Meeting of the Board is required if all Directors waive notice, or if those absent consent to the Meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first Meeting immediately following the Annual Meeting of the Corporation. For a Meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of that Meeting to the newly elected or appointed Director(s).
- 5.22 **Chair:** The President will chair all Meetings of the Board unless another individual is designated by the President. In the absence of the President, or if the meeting was not called by the President, the Board may appoint any qualified Officer to chair the meeting.
- 5.23 **Schedule of Meetings:** The Board will hold at least six (6) meetings per year. The Chair may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of this schedule must be provided to the Board, and no other notice will be required for any such regular meeting.
- 5.24 **Meeting Quorum:** At any Meeting of the Board, quorum will be fifty percent (50%) of all Directors holding office.
- 5.25 **Votes to Govern:** Each Director, including the President, is entitled to one vote. Voting is conducted by one or a combination of the following methods: a show of hands or orally, unless at least three (3) Directors present request a secret written or electronic ballot, or roll call vote. Resolutions will be passed by Ordinary Resolution. The Chair's declaration that a resolution has been carried or defeated, and an entry to that effect in the minutes, is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. A dissent vote by a Director may be recorded in the minutes of the Meeting at the request of the Chair or the dissenting Director. In the case of equality of votes, the resolution is defeated.
- 5.26 **Alternate Directors:** No person will act for an absent Director at a Meeting of the Board.
- 5.27 **Written Resolutions:** A resolution in writing signed by a majority of the eligible Directors is equally valid as if it had been passed at a Meeting of the Board, provided the details are entered into the minutes at a subsequent Meeting of the Board.
- 5.28 **Meeting Attendance:** Meetings of the Board will be closed to Members and to the public except by invitation of the Board through Ordinary Resolution. Such invitation may be revoked at any time.

- 5.29 **Meeting Participation / Electronic Means:** The Chair may determine, at their discretion, to host a Board Meeting by virtual means. To do so, the Corporation must ensure that all participants are able to communicate instantaneously and simultaneously with each other during the Meeting. For an in-person Meeting of the Board, a Director may, with unanimous consent of all Directors, participate virtually provided that all participants are able to communicate instantaneously and simultaneously with each other during the Meeting. A Director participating in a Meeting by electronic means is deemed to be present at the Meeting.
- 5.30 **Standard of Care:** Directors are legally required to:
- (a) Act honestly and in good faith with a view to the best interests of the Corporation; and
 - (b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
 - (c) Comply with the Act and any amendment(s) to the Act, all applicable laws, the Articles, the By-Laws and all Policies and Regulations of the Corporation.
- 5.31 **Confidentiality:** All Directors must keep confidential all information regarding the affairs of the Corporation to which they are privy, both while in office and at the conclusion of any term. The information includes, but is not limited to, internal operations, general affairs, pending contracts and the personal information or affairs of any Members and Participants.
- 5.32 **Empowerment of the Board:** The Board is empowered, including but not limited, to:
- (a) Manage the affairs of the Corporation for the purpose of furthering the objectives and purposes of the Corporation in accordance with the Act and these By-Laws;
 - (b) Make Policies, Regulations and Procedures relating to the discipline of Members and Participants, and have the authority to discipline Members and Participants in accordance with such Policies, Regulations and Procedures;
 - (c) Make Policies, Regulations and Procedures relating to the operation and general affairs of the Corporation;
 - (d) Make Policies, Regulations and Procedures relating to the registration processes of Participants, fees and deadlines for accounts of Members, subject to notice;
 - (e) Make Policies, Regulations and Procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such Policies and Procedures;
 - (f) Appoint Key Volunteers and Committees with responsibilities as defined by the Board;
 - (g) Set and approve the annual operating budget;
 - (h) Adopt recommendations for the hiring of staff;
 - (i) Approve the Strategic and Operational Plans of the Corporation;
 - (j) Represent the OLA to Lacrosse Canada and other recognized lacrosse entities;

- (k) Grant new applications for Membership;
- (l) At any time, amend any article of the By-Laws, Regulations, Policies, Procedures or other Governance Documents, subject to applicable ratification of Membership vote at the next scheduled Annual Meeting of the Members;
- (m) Suspend, expel or take disciplinary action against a Participant, Member or other individual for any breach of the By-Laws, Policies, and/or Regulations of the Board;
- (n) Make rulings on any matter brought before the Board, with regard for the purpose of the Corporation;
- (o) Establish, amend or alter Regulations pertaining to OLA Provincial Championship competition;
- (p) Determine, by elimination of competition, teams for entry into LC National Championships;
- (q) Implement and facilitate development programs for Athletes, Coaches, Officials and Volunteers;
- (r) Overrule any decision or action which is inconsistent with regard to the goals of the Corporation, subject to the Appeal Procedure;
- (s) Appoint Committees or Councils to address specific or specialized issues or matters;
- (t) Arrange for affiliations with other lacrosse organizations within or outside the territory;
- (u) Enable the Corporation to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objectives and purposes of the Corporation and its Membership;
- (v) Make expenditures for the purpose of furthering the objectives and purposes of the Corporation and its Membership;
- (w) Invest funds for the purpose of furthering the objectives and purposes of the Corporation;
- (x) Manage the Corporation's assets, resources and expenditures for the purpose of furthering the objectives and purposes of the Corporation;
- (y) Borrow money upon the credit of the Corporation as it deems necessary; and
- (z) Perform any other duties from time to time as may be in the best interests of the Corporation.

5.33 **Empowerment of the Corporation:** Except as otherwise provided in the Act or these By-Laws, the Board has the powers of the Corporation and may delegate any of its authority, duties, and functions as necessary.

ARTICLE 6: OFFICERS

- 6.1 **Composition of Officers:** The established Officer positions are the Executive Director, President, the eight Vice Presidents, and the Past President. All officers will turn over to their successor all records and access promptly upon completion of their term or role.
- 6.2 **Duties of the Officers:** The duties of the Officers are as follows:
- (a) The President is the Chair of the Board, an authorized signatory of the Corporation, the official spokesperson of the Corporation, a designated representative of the Corporation to Lacrosse Canada and other organizations, responsible for managing the Board and committees, and prioritizing the goals and objectives of the OLA. The President is responsible for providing a report of all activities since the previous Annual Meeting of the Members. In cases of emergency when it is impracticable to obtain a vote of the Board, the President may solely exercise all the duties and powers of the Board, provided such action is returned to the Board for approval within fifteen (15) days following the action taken.
 - (b) The Executive Director is the Chief Executive Officer of the Corporation, the Chair of the Meetings of the Members, an authorized signatory of the Corporation, responsible for overseeing and supervising staff, managing the governance documentation, strategic plan, records and official seal of the Corporation, maintaining all OLA provincial championship trophies in trust and will provide due notice to all Members of a General and Special Meetings. The Executive Director will interpret and serve as a resource for the By-Laws, Rules, Regulations, Policies and Procedures and actions of the Corporation, and be responsible for the administration and operation of the OLA office and its employees. The Executive Director is an employee of the Corporation, and does not vote at any time.
 - (c) The Vice President, Finance will, subject to the authority of the Board, file all financial and corporate returns required by the Act and any other provincial or federal legislation in accordance with applicable law, be an authorized signatory of the Corporation, manage membership and cooperation bonds, keep proper accounting records as required by the Act, cause to be deposited all monies received by the Corporation in the registered bank account, supervise the management and the disbursement of funds of the Corporation, provide the Board with an account of financial transactions and the financial position of the Corporation, prepare and present annual budgets, and perform such other duties as may from time to time be established by the Board.
 - (d) The remaining Vice Presidents will be individually responsible for the portfolios of their sectors/roles, and may perform other duties from time to time as determined by the Board.
 - (e) The Past President serves in an advisory role to the Board, and may chair committees and perform such duties as may from time to time be established by the Board.
 - (f) All Officers, acting as individuals within their portfolio, have the authority to suspend or discipline, as deemed necessary, any Athlete, Coach, Official, Volunteer or individual who is a Participant, with respect to any act, omission or other conduct demonstrated to be contrary to the best interests of the OLA, subject to the applicable discipline policies that govern the Corporation.

- 6.3 **Delegation of Duties:** At the discretion of the Officer and with Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation, or to another Officer, Director or Key Volunteer for the time being.
- 6.4 **Other Officers:** Upon approval by the Board, the Designated Representatives of each League will become Officers of the Corporation. The Board may determine other Officer positions, and appoint individuals to fill those positions as necessary. Other Officers need not be Directors and are not members of the Board, nor do they have the authority of a Director, but are subject to the eligibility criteria of a Director.

ARTICLE 7: PARTICIPANTS

- 7.1 **Participants of the OLA:** The Corporation recognizes five categories of Participants, who are not necessarily Members, but who must annually register with the Corporation and pay fees as published (or, if the Registrant is younger than 18 years old, who must have a parent/guardian complete registration and pay fees on behalf of the Participant). Participants may belong to multiple categories at the same time. The five categories are:
- (a) An Athlete is an individual who participates with the OLA as a player;
 - (b) Bench personnel means an individual who participates with the OLA in any non-playing capacity, including head coach, assistant coach, or trainer;
 - (c) An Official is an individual who is certified to officiate sanctioned games within the OLA;
 - (d) A Volunteer is an individual who provides support services to or within the OLA, regardless of whether they receive honoraria, including at the League Member or Club Member levels;
 - (e) A Parent/Guardian is an individual who is legally responsible for an Athlete, Bench Personnel, Official or Volunteer who is younger than 18 years old as of January 1 of the registered season.
- 7.2 **Participant Residency:** Except for those Athletes who are eligible by both age and skill to participate in Senior Lacrosse according to approved league entry Regulations, all Athletes are bound to the community jurisdiction of their primary residency for registered participation in OLA programming, subject to applicable regulations. The Corporation may accept Athletes whose residency is outside of political boundaries of the Province of Ontario, subject to compliance with applicable By-Laws, Policies, and Regulations, as well as the governance structure of Lacrosse Canada and applicable laws, and may set additional residency regulations as it deems in the best interest of the Corporation.
- 7.3 **Participant Term:** Unless otherwise determined by the Board, the annual registration term begins on the date that a Participant's registration is duly processed and ends on December 31 of the same season, or when the Participant renews, resigns, transfers out or is terminated from registration. An individual may not participate with any other Lacrosse Canada Member Association, except where applicable Regulations permit such a transfer.
- 7.4 **Participant Fees:** Participant registration fees will be determined annually by the Board.

- 7.5 **Participant Standing:** A participant with the Corporation will be in Good Standing provided that:
- (a) They have not ceased to be a Participant;
 - (b) They have not had restrictions or discipline imposed under the authority of the Board for breach of the By-Laws, Policies or Regulations of the Corporation;
 - (c) They have completed and remitted all documents and fees as required by the Corporation;
 - (d) They are not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.
- 7.6 **Participant Discipline:** A Participant may be disciplined, suspended and/or expelled from the Corporation by any Officer or Director in accordance with the By-Laws, Policies, and Regulations relating to discipline. Participants under discipline for an established period will have their participation privileges suspended or revoked, and will not be entitled to the benefits or privileges of involvement until such time that the discipline period automatically expires, or until the Board is satisfied that reinstatement is appropriate. A Participant may not resign or transfer out from the Corporation if they are subject to disciplinary investigation or action.
- 7.7 **Participant Termination:** A Participant ceases to be a Participant of the Corporation if:
- (a) The Participant fails to maintain any of the conditions as required by the Corporation;
 - (b) The Participant resigns from the Corporation by giving written notice, in which case the resignation becomes effective on the date specified in the resignation, unless under disciplinary action or investigation, or subject to other discipline. The Participant will be responsible for all fees and debts payable until repaid in full;
 - (c) The Participant fails to comply with Corporation's registration policies, directives or other applicable policies to the extent that they are deemed no longer in Good Standing;
 - (d) The Participant's term of registration expires; or
 - (e) The Participant registers in any capacity with another Lacrosse Canada Member Association, except where applicable Regulations permit such a transfer.

ARTICLE 8: COMMITTEES AND COUNCILS

- 8.1 **Appointment:** The Board may appoint any standing or ad-hoc Committees or Councils as it deems necessary to manage the affairs of the Corporation. The Board may appoint and remove members of these committees or councils with notice, may prescribe or modify the duties and terms of reference of these committees, and may delegate to or rescind from any of these committees any of its powers, duties, and functions at any time. Committees and Councils are empowered to issue recommendations to the Board and provide their reasoning for such, but may not enforce any action or decision without approval of the Board. Each Committee or Council must be assigned to a Director's portfolio for oversight.

- 8.2 **Limitations:** No Committee or Council has the authority to:
- (a) Submit to the Members any question or matter requiring approval of the Members;
 - (b) Fill a vacancy among the Directors or appoint additional Directors;
 - (c) Compel the Board to act in any manner;
 - (d) Adopt, amend or repeal any By-Laws, Rules, Regulations, Policies and Procedures; or
 - (e) Establish contributions to be made, or fees to be paid, without the approval of the Board.
- 8.3 **Ex-officio:** The President (or their appointed designate) and all staff members are ex-officio and non-voting members of all standing and ad-hoc Committees and Councils of the Corporation.

ARTICLE 9: FINANCE AND MANAGEMENT

- 9.1 **Fiscal Year:** Unless otherwise determined by the Board, the fiscal year of the Corporation will commence on October 1st and conclude on September 30th.
- 9.2 **Banking:** The banking business of the Corporation will be conducted at such designated financial institution(s) as the Board may determine.
- 9.3 **Independent Financial Review:** At each Annual Meeting the Members may appoint an Auditor to audit or a qualified individual to conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The Auditor will hold office until the next Annual Meeting. The Auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004, as amended*. By Extraordinary Resolution, the Members may choose to forego an audit or a review engagement, as permitted by the Act in accordance with the prescribed annual revenue thresholds.
- 9.4 **Financial Statements:** The Board will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the Corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements to the Members at each Annual Meeting. The Financial Statements will include:
- (a) The financial statements; and
 - (b) The Auditor's report or review engagement (if any).
- 9.5 **Books and Records:** The books and records of the Corporation required by these By-Laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:
- (a) The Corporation's Articles and By-Laws;
 - (b) The minutes of Meetings of the Directors and of any Committee or Council;

- (c) The resolutions of the Directors;
- (d) A register of Directors, and their contact information;
- (e) A register of Officers and Key Volunteers, and their contact information; and
- (f) A register of Members, and their contact information.

- 9.6 **Minutes of Meetings and Resolutions:** Minutes of Meetings of the Board are confidential and may only be open to Members in Good Standing by written requisition to the President.
- 9.7 **Property:** The Corporation 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.
- 9.8 **Borrowing:** The Corporation may borrow funds under such terms and conditions as the Board may determine.
- 9.9 **Remuneration:** All Directors will serve their roles without remuneration (unless approved at a Meeting of the Members) except for reimbursement of necessary and reasonable expenses incurred by them in performance of their duties as Director. This does not preclude a Director or member of a committee from providing goods or services to the Corporation under contract or for purchase. Any Director or Volunteer must disclose a conflict/potential conflict in accordance with these By-Laws to be eligible for remuneration.
- 9.10 **Conflict of Interest:** A Director, Officer or member of a committee or council who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation, or an organization that competes against the Corporation's interests as determined by the Board, will promptly disclose the nature and extent of such interest and, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act and the applicable policies of the Corporation regarding conflict of interest.

ARTICLE 10: AMENDMENTS TO GOVERNANCE

- 10.1 **Voting on Amendments:** Notwithstanding Article 10.2 (when applicable), these By-Laws and the Regulations of the Corporation may only be amended, revised, repealed or added to by:
- (a) Special Resolution of the Board at any time. Any new, amended, or revised By-Law or Regulation is effective immediately with notice, unless stated otherwise, and until the next Meeting of the Members where such article(s) must be ratified, rejected or amended for adoption by Special Resolution of the Members. A new, amended, or revised By-Law or Regulation which is not ratified by the Members ceases to have effect at that time, and no new By-Law or Regulation of the same or similar spirit may be introduced by the Board until the next Meeting of the Members; or
 - (b) Special Resolution of the Members at a Meeting of the Members. Any duly submitted proposal for a new, amended, or repealed By-Law or Regulation, and the reason(s) for such request, will be published to the Members no less than thirty (30) days prior to the

next Meeting of the Members for consideration, and if adopted, will come into effect immediately upon adjournment of the Meeting unless otherwise specified in the proposal.

- 10.2 **Submission of Proposed Amendments:** Directors, the Designated Representative of League Members, the President of Club Members and Honourary Life Members are entitled to submit a proposal to establish, amend, or repeal a By-Law or Regulation, and may do so between August 15 and September 15 of the current year.
- 10.3 **Peripheral Amendments:** The Executive Director is empowered to edit the Governance Documentation of the Corporation at any time, subject to notice but without ratification, providing such amendments do not change the spirit of any article. Such amendments are strictly limited to:
- (a) Reordering or renumbering of articles and sections to maintain sequence or organization;
 - (b) Corrections to grammar, spelling and/or punctuation; or
 - (c) Adjustments for consistency in terminology.

ARTICLE 11: NOTICE

- 11.1 **Method of Notice:** Within these By-Laws, written notice will mean notice which is hand-delivered or provided by electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable. It is the obligation of the Director, Officer or Member to provide a current address or contact information for notification under this provision to the Board.
- 11.2 **Date of Notice:** Date of notice is the date on which receipt of the notice is confirmed verbally when the notice is hand-delivered, electronically when the notice is emailed, or in the case of notice by mail, three (3) business days after the date the mail is postmarked.
- 11.3 **Error in Notice:** The accidental omission to give notice of a Meeting of the Board or of 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.
- 11.4 **Computation of Time:** When determining the date where notice must be given under any article requiring a specified number of days' notice of any Meeting of the Members, both the date where notice is provided and the date of the Meeting are included.

ARTICLE 12: DISSOLUTION

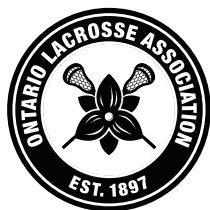
- 12.1 **Dissolution of the Corporation:** Upon dissolution of the Corporation and after payment of all debts and liabilities, any remaining property and assets will be distributed or disposed of to charitable organizations which carry on their work solely within the Province of Ontario.

ARTICLE 13: INDEMNIFICATION

- 13.1 **Will Indemnify:** The Corporation will indemnify and hold harmless out of the funds and/or insurance of the Corporation each Director, Officer or any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director, Officer and/or any individual who acts at the Corporation's request in a similar capacity. Nothing in these By-Laws will limit the right of any other person entitled to indemnify or to claim indemnity apart from the provisions of the By-Law to the extent permitted by the Act or applicable law.
- 13.2 **Will Not Indemnify:** The Corporation will not indemnify a Director, Officer or any individual who acts at the Corporation's request in a similar capacity for any act(s) of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them. For further clarity, the Corporation will not indemnify an individual unless:
- (a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
 - (b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- 13.3 **Liability Insurance:** The Corporation will maintain in force adequate Directors and Officers liability insurance at all times.
- 13.4 **Participant Insurance:** The Corporation will maintain in force adequate participant insurance at all times.

ARTICLE 14: ADOPTION OF BY-LAWS

- 14.1 **Enactment:** These By-Laws, and any amendments thereof, will come into effect upon affirmative special resolution.
- 14.2 **Repeal of Prior By-Laws:** In adopting these By-Laws, and any amendments thereof, the Members of the Corporation repeal all prior By-Laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-Laws.



THE OFFICIAL SEAL OF THE
ONTARIO LACROSSE ASSOCIATION