



LACROSSE CANADA
CROSSE CANADA

BYLAWS

Article 1 GENERAL

1.1 These Bylaws relate to the general conduct of the affairs of the Lacrosse Canada, a Canadian Corporation.

1.2 The following terms have these meanings in these Bylaws:

- 1.2.1. *Act* – the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
- 1.2.2. *Annual Meeting* – the annual meeting of the Members;
- 1.2.3. *Articles* – the restated articles of continuance of the Corporation or articles of amendment, amalgamation, continuance, or revival;
- 1.2.4. *Athlete* - a person currently on a national team or competing at the international level or a person who is retired and was a member of a national team or competed at the international level, not more than nine years previously, in the sport of Lacrosse.
- 1.2.5. *Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting;
- 1.2.6. *Board* – the Board of Directors of the Corporation;
- 1.2.7. *Corporation* – Lacrosse Canada;
- 1.2.8. *Days* – total days including weekends and holidays;
- 1.2.9. *Delegate* - an individual appointed by a Member to represent that Member at any meeting of the Members pursuant to Article 3 of these Bylaws;
- 1.2.10. *Director* – an individual elected to serve on the Board pursuant to these Bylaws;
- 1.2.11. *Extraordinary Resolution* – a resolution passed by at least 80% of the votes cast on that resolution.
- 1.2.12. *Fundamental Changes* – amendments or other changes to the Corporation that are designated by the Act to be “fundamental changes”;
- 1.2.13. *Independent* – that a director or prospective director has no fiduciary obligation to any body for lacrosse at the national or provincial level, receives no direct or indirect material benefit from any such party, and is free of any conflict of interest of a financial, personal or representational nature (provided that participation, in

lacrosse does not alone cause a person not to be independent). A person who would not be considered Independent will be considered to be Independent once they resign from or terminate the circumstance that gives rise to the non-independence.

1.2.14. *Member* – those organizations meeting the definition of member pursuant to these Bylaws;

1.2.15. *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these Bylaws;

1.2.16. *Ordinary Resolution* – a resolution passed by the majority of votes cast on that resolution; and

1.2.17. *Special Meeting* – means any meeting of Members that is not an Annual Meeting

1.2.18. *Special Resolution* – a resolution passed by not less than two thirds of the votes cast on that resolution.

1.3 The business and affairs of the Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its purposes.

1.4 Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purposes of the Corporation as set out in the Articles.

1.5 Words in the singular include the plural and vice-versa and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

1.6 These Bylaws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

1.7 Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of Directors will be conducted according to Roberts Rules of Order (current edition).

Article 2 MEMBERSHIP

- 2.1 The Corporation has one Class of Members, which are Lacrosse Organizations, made up of:
- 2.1.1 Lacrosse associations recognized by the Corporation as the governing body of lacrosse in a province or territory of Canada;
 - 2.1.2 One single lacrosse association representing First Nations lacrosse leagues, teams and clubs; and
 - 2.1.3 Such other lacrosse associations that do not fit within the above definitions, that are not a member organization of an association that fits within the definitions above, and that are approved as a Member at a meeting of Members.
- 2.2 Provided that all Members will be non-profit entities. Each Member will designate a representative or representatives to exercise the Member's votes at a meeting of Members.
- 2.3 Applications for membership in the Corporation must be approved by Ordinary Resolution of the Members. The Board may also grant probationary membership for a period of up to two years, subject to terms and conditions established by the Board. Probationary Members may participate in activities of the Corporation but will not have the right to vote.
- 2.4 Change of Terms/Conditions of Membership – Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members is required to make any amendments if those amendments affect the following membership rights and/or conditions:
- 2.4.1 Change a condition required for being a Member;
 - 2.4.2 Change in the manner of giving notice to Members entitled to vote at a meeting of Members; or
 - 2.4.3 Change the method of voting by Members not in attendance at a meeting of Members.
- 2.5 Each Member agrees to abide by the Corporation's Articles, Bylaws, policies, procedures, rules and regulations.
- 2.6 Membership dues, participant fees, coaching fees and officiating fees will be determined from time to time by the Board and any annual increase above COLA (Cost of Living Adjustment) will be approved by Ordinary Resolution of the Members.
- 2.7 Members will be notified in writing of the fees at any time payable, and if the fees are not paid or a payment schedule as agreed to by the Board is not in place within sixty (60) days

of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Corporation.

2.8 Any interest arising out of membership in the Corporation is not transferable.

2.9 A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation's Discipline Policies, or by Extraordinary Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

2.10 Effects of Suspension – A suspended Member is not in good standing, may not vote at meetings of the Members, is not permitted to have any sport-related involvement with the Corporation, and may be subject to a probationary period before being reinstated to good standing.

2.11 Membership in the Corporation is terminated when:

2.11.1 The Member no longer meets the definition of Member set out in this Article;

2.11.2 The Member resigns from the Corporation by giving written notice to the President, in which case the resignation becomes effective on the date specified in the notice;

2.11.3 The Corporation is liquidated or dissolved under the Act.

2.11.4 A decision with respect to the Member made by the Board (or designate) or a disciplinary panel in accordance with the Corporation's applicable discipline policies;

2.11.5 Extraordinary Resolution of the Board or of the Members terminating the membership of a Member(s) at a duly called meeting, provided such Member(s) is afforded at least fifteen (15) days' notice setting out the reasons for termination of membership and the Member(s) receiving the notice are entitled to submit a written submission opposing the termination.

Good Standing

2.12 A Member will be in good standing provided that the Member:

2.12.1 Has not ceased to be a Member;

2.12.2 Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;

2.12.3 Has completed and remitted all documents as required by the Corporation;

2.12.4 Has complied with the By-laws, policies, and rules of the Corporation;

2.12.5 Is 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; and

2.12.6 Has paid all required membership dues.

2.13 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board (or designate) or a disciplinary panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

2.14 Every Member Association must have an appeal process in place to deal with events in their jurisdiction. The appeal process must contain language making the appeal fair, impartial and timely.

Article 3 MEETINGS OF MEMBERS

- 3.1 Meetings of Members will include Annual Meetings, semi-annual meetings and Special Meetings.
- 3.2 Meetings of Members may be held at any place within Canada as the Board may determine or outside Canada if all the Members entitled to vote at such a meeting so agree.
- 3.3 The Annual Meeting will be held within 15 months of the last annual meeting but not later than six months after the end of the Corporation's preceding financial year. The semi-annual meeting will be held at such time as the Board determines.
- 3.4 The business at the Annual Meeting will include those items required by the Act, Articles and Bylaws, including Auditor's report, presentation of financial statements, appointment of auditors for the coming year, elections and as necessary, amendments of bylaws accordingly to process set out below.
- 3.5 A Special Meeting of the Members may be called at any time by the President or upon the written requisition of Members holding five percent of the total Members' votes. The agenda of Special Meetings will be limited to the subject matter for which the meeting was duly called.
- 3.6 A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.
- 3.7 Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, or an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.
- 3.8 Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member by the following means:
- 3.8.1 By mail, courier or personal delivery to each Member entitled to vote at the meeting, at least 30 days before the day on which the meeting is to be held; or
- 3.8.2 By telephone, electronic or other communication facility to each Member entitled to vote at the meeting, at least 21 days before the day on which the meeting is to be held.

- 3.9 Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members may be required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.
- 3.10 Persons entitled to be present at a meeting of Members are those representatives of Members entitled to vote, the Directors, the Auditor and such other persons who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only at the invitation of the chair of the meeting or by Ordinary Resolution of the Members at the Meeting.
- 3.11 Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.
- 3.12 Quorum for a Meeting of Members will be a majority of Members as represented by their representative. If quorum is met at the start of the meeting, but thereafter Members depart the meeting such that quorum is not maintained, the meeting is nonetheless a valid meeting and may continue.
- 3.13 Each Member that has paid all membership dues or other fees or monies which have been assessed against or are payable by such Member to the Corporation, and which has not been suspended or expelled, will be deemed "in good standing" and will be entitled to vote at meetings of Members.
- 3.14 Members will have the following votes at meetings of Members:
- 3.14.1 Registered Players per Sector per Category and Number of Votes
 - 3.14.2 Less than 30 - 0 vote
 - 3.14.3 31 to 250 - 1 vote
 - 3.14.4 251 to 500 - 2 votes
 - 3.14.5 501 to 1000 - 3 votes
 - 3.14.6 Over 1000 - 4 votes
 - 3.14.7 Sectors are: Men's Field, Women's Field. and Box
 - 3.14.8 Categories are: Minor, Intermediate/Junior and Senior.
- 3.15 Members will appoint in writing (inclusive of electronic notice) to the Corporation, seven (7) days prior to the meeting of Members, the name of the Delegate and alternate delegates to represent the Member. Delegates must be at least eighteen years of age, of

sound mind, and be acting as the Member's representative.

- 3.16 No other item of business will be included in the notice of the Meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice of the Meeting.
- 3.17 Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.
- 3.18 Except as otherwise provided in these By-laws, the majority of votes present in person or represented by proxy at a Meeting shall decide each issue. In the case of a tie, the issue is defeated.

Article 4 MEMBER COUNCIL

- 4.1 There will be a Member Council composed of one representative appointed by each Member plus one Executive Director of a Member who is appointed by the Member Council. The Member Council is responsible for maintaining effective communication between Members and the Corporation and for advising the Board of Directors of the Corporation on matters of importance to the development of the sport of lacrosse at the local and provincial level. The Member Council is an advisory body and its decisions and recommendations are not binding upon Members, the Board or upon the Corporation.
- 4.2 Terms of reference governing the full authority of the Member Council, selection of its members, meetings, resources, and reporting will be determined by the Board of Directors, based on recommendations of the Member Council.

Article 5 BOARD OF DIRECTORS

- 5.1 The Corporation will have ten (10) Directors, as follows:
- 5.1.1 Eight (8) Directors-at-Large
 - 5.1.2 One (1) Athlete Director
 - 5.1.3 One (1) Indigenous Director
- 5.2 The Athlete Director will be nominated by the National Team athletes, meet the definition of Athlete, and be elected by the Members. The Indigenous Director will be nominated by the First Nations Lacrosse Association and appointed by the Board for a one (1) year term by way of Ordinary Resolution. The eight (8) Directors-at-Large will be nominated by the Nominations Committee and elected by the Members.
- 5.3 Any person, who is 18 years of age or older, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, who fulfills the requirements of the *Income Tax Act* related to serving as a director of a registered charity, who does not have the status of bankrupt, may be nominated for election as a Director. Persons who are employees of Members are not eligible to be elected as Directors.
- 5.4 No individual currently serving as an employee or contractor of the Corporation may be a Director. No Director may become the Executive Director or interim Executive Director of the Corporation during their term as a Director or for twelve months thereafter.
- 5.5 Not more than sixty percent (60%) of the Directors shall be of the same gender
- 5.6 At least forty percent (40%) of the Directors must be Independent.
- 5.7 The term of office for Directors other than the Indigenous Director will be three (3) years in the following rotation:

5.7.1 Three (3) Directors-at-Large

5.7.2 Two (2) Directors-at-Large and one (1) Athlete Director

5.7.3 Three (3) Directors-at-Large

5.8 The Indigenous Director will hold office for a term of one (1) year subject to reappointment for more than nine (9) consecutive terms.

5.9 No Director may hold office for more than nine (9) years.

5.10 A Nominations Committee, appointed by the Board, will endeavour to ensure that candidates for election consist of a diverse selection of individuals; including athletes, visible minorities, geographic residence, and gender identity.

5.11 Any nomination of an individual for election must include the written consent of the nominee, be submitted to the registered office of the Corporation 30 days prior to the Annual Meeting. The nomination will also include a statement describing how they are Independent (or how they will become Independent within thirty (30) days following their election).

5.12 Nominations will be circulated to the Members 21 days prior to the Annual Meeting, and elections will take place at the Annual Meeting. In the event there are no nominations for a position for which an election is to occur submitted within the timelines, an individual may be nominated from the floor of the Annual Meeting.

5.13 To ensure that the gender standard is met, in years where the gender requirement is not assured, a gender specific election will be held first to elect Director(s) sufficient to meet the standard.

5.14 In years where the requirement that at least 40% of the Directors on the Board are Independent is not assured, an election of candidates who are Independent will be held to elect Directors sufficient to meet that standard, but after any election required to meet the gender standard.

5.15 Thereafter, Directors may be elected without reference to either gender or Independence.

5.16 Elections – Elections will be decided in accordance with the following:

5.16.1 One Valid Nomination – Winner declared by Ordinary Resolution.

5.17 Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes and an Ordinary Resolution will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the

appropriate number of nominees for the position(s) or until a winner is declared

- 5.18 A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the President (or designate) 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.
- 5.19 The office of any Director will be vacated automatically if the Director:
- 5.19.1 Becomes disqualified, per the Act;
 - 5.19.2 Upon the Director's death.
- 5.20 A Director may be removed by Ordinary Resolution of the Members at a meeting of Members, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, Director will automatically and simultaneously be removed from the position as an Officer.
- 5.21 Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term.
- 5.22 The President or any three (3) Directors may call a meeting of the Board.
- 5.23 Notice of meetings of the Board will be given to all Directors at least seven days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice.
- 5.24 Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 5.24.1 The chairperson of the Member Council may attend meetings of the board as an ex-officio, non-voting participant provided an invitation has been granted by the Chair of the Board.
- 5.25 At any meeting of the Board, quorum will be a majority of Directors holding office but never less than the minimum number of Directors prescribed in the Articles.
- 5.26 All Directors will have the opportunity to vote at meetings of the Board. In the event of a tie, the motion will fail.
- 5.27 A meeting of the Board may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. The Board must meet a minimum of 6 meetings a year.

5.28 Every Director will:

5.28.1 Act honestly and in good faith with a view to the best interests of the Corporation;
and

5.28.2 Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

5.29 Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions. More specifically, the Board will:

5.29.1 Approve the vision, mission, values and strategic direction of the Corporation;

5.29.2 Approve policies, procedures, rules and regulations to deliver the programs and services of the Corporation;

5.29.3 Provide continuity for the Corporation by ensuring its financial health;

5.29.4 Engage under employment contract an Executive Director to manage and oversee the operations of the Corporation;

5.29.5 Ensure positive relationships with stakeholders; and

5.29.6 Perform any other duties from time to time as may be in the best interests of the Corporation.

Article 6 OFFICERS

- 6.1 The Officers of the Corporation are the President, Treasurer, and Executive Director, who will also serve as Corporate Secretary.
- 6.2 The Officers, excluding the Executive Director who is appointed by the Board, will be elected by the Board for a two-year term provided that their specified term length does not exceed their term as a Director.
- 6.3 Directors may nominate themselves for any Officer position. Elections will begin with the election for President. Once a Director is elected to an Officer position, they may not nominate themselves for another Officer position. Elections will be decided by majority vote of the Directors in accordance with the following:
- 6.3.1 One Valid Nominee for an Office – Winner declared by acclamation.
- 6.3.2 Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the most number of votes will appear on the runoff ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required
- 6.4 The *President* will be responsible for the general supervision of the affairs of the Corporation, will preside at meetings of Members and at meetings of the Board, will be responsible for the operation of the Board, will be the official spokesperson of the Corporation, will oversee an annual Board review process, and will perform such other duties as may from time to time be established by the Board.
- 6.5 The *Treasurer* will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.
- 6.6 The *Executive Director*, who is not a Director but may attend meetings of the Board by standing invitation in a non-voting capacity, will be charged with the duties of the Corporate Secretary and will perform such duties as are required by the Act, other government agencies, and the Corporation through its Governance Policies. If required, third party consultants and legal counsel may be contracted by the Corporation to aid the Executive Director if the Director Administration so approves. The Executive Director will be responsible for the management and supervision of the operations of the Corporation.

Article 7 COMMITTEES AND SECTORS

- 7.1 The Board shall appoint such Committees as it deems necessary for managing the affairs of the Corporation and shall appoint members and chairs of any such Committees. The Board shall prescribe the duties and terms of reference of such Committees and shall delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act, the Articles or these Bylaws.
- 7.2 The Board will establish, at minimum, the following standing committees:
- 7.2.1 Nominations,
 - 7.2.2 Governance and Ethics, and
 - 7.2.3 Audit and Finance.
- 7.3 Lacrosse Canada will establish Sectors in Box Lacrosse, Men's and Women's Field Lacrosse and Sixes which oversee over the activities and development of the disciplines, in accordance with the Corporation's mission, strategic direction, priorities and policy framework, as outlined in the Sectors' respective term of reference. The Sectors will provide recommendations to the Board for amendments to the policies, procedures, rules and regulations of their respective discipline.
- 7.4 The Board will establish the terms of reference for all Committees and Sectors.
- 7.5 No Committee or Sector will have the authority to incur debts in the name of the Corporation.
- 7.6 The Board may appoint a qualified individual to fill any vacancy on a Committee or Sector, and the Board may remove any member of any Committee or Sector at their discretion.
- 7.7 The President will be an ex-officio and non-voting member of all Committees and Sectors of the Corporation, unless stated otherwise in the Committee's Terms of Reference.

Article 8 CONFLICT OF INTEREST

- 8.1 In accordance with the Act, a Director, Officer, or member of a Committee or Sector who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and the Corporation's Conflict of Interest and Governance Policies and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, 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 regarding conflict of interest.

Article 9 FINANCE

- 9.1 The fiscal year of the Corporation will be July 1 to June 30, or such other period as the Board may from time to time determine.
- 9.2 The banking business of the Corporation will be conducted at such financial institutions as the Board may designate.
- 9.3 The Corporation will send to the Members a copy of the annual financial statements at least 21 days before the annual meeting.
- 9.4 The Board of Directors will ensure that all necessary books and records of the Corporation required by these Bylaws or by applicable law are regularly and properly kept. Minutes from meetings of the Board will be available to the Board, each of whom will receive a copy of such minutes. All other books and records may be available for viewing at the registered office of the Corporation in accordance with the Act.
- 9.5 The Executive Director and any Officer will have authority to sign for and on behalf of the Corporation all instruments and contracts. The Board may establish different signing authorities for cheques and other banking documents as it deems appropriate. From time to time the Board may, by resolution, appoint a Director or Officer to sign a specific instrument or contract on behalf of the Corporation. Any instruments or contracts so signed will be binding upon the Corporation without any further authorization or formality.
- 9.6 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.
- 9.7 The Corporation may invest and may borrow funds upon such terms and conditions as the Board may determine.
- 9.8 All Directors, Officers who are not employed by the Corporation, and members of Sectors and Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or members of Sectors and Committees may be paid reasonable expenses incurred by them in the performance of their duties.

Article 10 AMENDMENT OF BYLAWS

- 10.1 Except for the items set out in s. 197 of the Act (Fundamental Changes), these bylaws may be amended, revised, repealed or added by Ordinary Resolution of the Directors at a meeting of the Board of Directors and will have full force and effect until such time as they are sanctioned by Ordinary Resolution of the voting Members present at the next meeting of members, or defeated. Upon affirmative vote of the voting Members, any amendments, revisions, additions or deletions will be effective upon the conclusion of the meeting which the voting Members voted.
- 10.2 Except for the items set out in s. 197 of the Act (Fundamental Changes), these bylaws may be amended, revised, repealed or added by member proposal, as described in Section 163 of the Act. Amendments by member proposal must be approved by Ordinary Resolution of the Members at any meeting of the Members. Amendments by member proposal that are approved by the Members take effect immediately.

Article 11 FUNDAMENTAL CHANGES

- 11.1 In accordance with the Act, a Special Resolution of the Members is required to make the following fundamental changes to the Articles or Bylaws of the Corporation:
- 11.1.1 Change the Corporation's name;
 - 11.1.2 Change the province in which the Corporation's registered office is situated;
 - 11.1.3 Add, change or remove any restriction on the activities that the Corporation may carry on;
 - 11.1.4 Create a new Class or group of Members;
 - 11.1.5 Change a condition required for being a Member;
 - 11.1.6 Change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
 - 11.1.7 Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
 - 11.1.8 Add, change or remove a provision respecting the transfer of a membership;
 - 11.1.9 Increase or decrease the number of — or the minimum or maximum number of directors;
 - 11.1.10 Change the statement of the purpose of the Corporation;
 - 11.1.11 Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;

- 11.1.12 Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- 11.1.13 Change the method of voting by Members not in attendance at a meeting of Members; or
- 11.1.14 Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

Article 12 NOTICE

- 12.1 In these Bylaws, written notice will mean notice which is provided by mail, courier, personal delivery, telephone, electronic or other communication facility to the address of record of the Director or Member, as the case may be.
- 12.2 Date of notice will be the date on which notice is given by personal delivery, one day after the date on which the notice is delivered by telephone, electronic or other communication facility, two days after the date that notice is couriered, or five days after the date that notice is mailed.
- 12.3 The accidental omission to give any notice to any Member, Director, Officer, member of a Sector or Committee or the Auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the Bylaws, or any error in any notice not affecting its substance will not invalidate any action taken at any meeting to which the notice pertained.

Article 13 INDEMNIFICATION

- 13.1 The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, her heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
- 13.2 The Corporation will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

Article 14 ADOPTION OF THESE BYLAWS

- 14.1 These Bylaws were ratified by the Members of the Corporation at a meeting of Members duly called and held on May 9, 2025.
- 14.2 In ratifying these Bylaws, the Members of the Corporation repeal all prior Bylaws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.
- 14.3 The Corporation will maintain in force Directors and Officers liability insurance at all times.

Article 15 BOARD DECISIONS – FINAL AND BINDING

- 15.1 All Members, Lacrosse Teams, Players, Coaches, Managers, Trainers and Officials, by virtue and because of their status as such, shall accept as final and binding the decisions of the Board of Directors, including, without limiting the generality of the foregoing, the Board's interpretation or construction of the Articles, Bylaws and Regulations, subject to any lawful right of appeal.

Article 16 COURT ACTIONS

- 16.1 All Members, Lacrosse Teams, Players, Coaches, Managers, Trainers and Officials, by virtue and because of their status as such, agree that any recourse to any court of law of any jurisdiction prior to all rights and available remedies as provided by these regulations, have been exhausted, is prohibited. Further all Members, Lacrosse Teams, Players, Coaches, Managers, Trainers and Officials, agree and consent, by virtue of the privileges that attach to each respective position to have any such action stricken if the available remedies have not been exhausted.

Article 17 TRANSPARENCY

17.1 Transparency Policy – The Board shall enact and maintain a transparency policy to ensure that the Corporation publishes on its website and has publicly accessible:

17.1.1 the Articles;

17.1.2 the By-laws;

17.1.3 Annual Financial Statements;

17.1.4 Minutes of meetings of Members;

17.1.5 the Board mandate;

17.1.6 terms of reference for all committees;

17.1.7 the annual report on Board diversity;

17.1.8 all policies enacted by the Board; and

17.1.9 any other document as may be required by these By-laws or the Act.

Article 18 DISSOLUTION

18.1 Dissolution – Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.