

Hamilton Lacrosse Association

Constitution

Lacrosse is our game Good citizens our
aim

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INDEX

<u>ARTICLE A - NAME</u>	1
<u>ARTICLE B - AIMS AND OBJECTIVES</u>	1
<u>ARTICLE C - HEAD OFFICE</u>	1
<u>ARTICLE D - AFFILIATION</u>	1
<u>ARTICLE E - MEMBERSHIP</u>	2
<u>ARTICLE F - SUSPENSION OR TERMINATION OF MEMBERSHIP</u>	3
<u>ARTICLE G - DIRECTORS AND OFFICERS</u>	5
<u>ARTICLE H - STANDING COMMITTEES</u>	8
<u>ARTICLE I - SUB COMMITTEES</u>	8
<u>ARTICLE J - ANNUAL GENERAL MEETING</u>	9
<u>ARTICLE K - SPECIAL GENERAL MEETINGS</u>	9
<u>ARTICLE L - NOTICE</u>	10
<u>ARTICLE M - FINANCES</u>	10
<u>ARTICLE N - GENERAL</u>	11

ARTICLE A - NAME

- A.1** The name of the organization shall be the Hamilton Lacrosse Association (hereinafter "H.L.A. ").

ARTICLE B - AIMS AND OBJECTIVES

- B.1** To teach, promote and perpetuate amateur Lacrosse in the City of Hamilton and throughout the Regional Municipality of Hamilton-Wentworth and to provide maximum opportunity for all eligible individuals to participate in Lacrosse as a form of recreation.
- B.2** To give players as individuals first consideration, to develop community spirit and to encourage sportsmanship and fellowship among all participants to the betterment of their physical, mental and social well-being.
- B.3** To develop, organize and control team competition to the maximum of playing accommodation and financial resources, all to be administered by volunteers elected at the Annual General Meeting of the H.L.A or appointed by its duly elected Board of Directors.
- B.4** To sponsor and promote such athletic, social or other activity as may contribute to the finances or general welfare of the organization without the purpose of gain for any individual member.

ARTICLE C - HEAD OFFICE

- C.1** The head office of H.L.A. shall be situated in the City of Hamilton at such place therein as the Board of Directors may from time to time determine.
- C.2** The Board of Directors shall maintain at all times a postal box office within the City of Hamilton which shall be used as the mailing address for all written communications directed to or issued by the H.L.A. In the event that H.L.A. establishes a formal office for the H.L.A., then, after written notice to the membership of the H.L.A., the said established office shall then be used as the mailing address for all written communications directed to or issued by the H.L.A.

ARTICLE D - AFFILIATION

- D.1** H.L.A. shall be a member of the Ontario Lacrosse Association. Should H.L.A. fail to function for a normal season, all assets of H.L.A. shall be held in trust by the Ontario Lacrosse Association.
- D.2** H.L.A. recognizes the Ontario Lacrosse Association as the governing lacrosse body in Ontario and will abide by their constitution in the event that a matter is not covered by this Constitution.

ARTICLE E - MEMBERSHIP

- E.1** Membership of the H.L.A. shall be limited to Voting Members, Playing Members, and Life Members, all as hereinafter defined.
- E.2** Those persons having membership **(in good standing)** in H.L.A. and entitled to vote at the Annual General Meeting or at a Special General Meeting (the "Voting Members") shall be defined as:
- (a)** A player over the age of 18 years; or
 - (b)** The parent(s) or guardian(s) of a player under the age of 18 years who is registered with the H.L.A.;
 - (c)** All members of the Board of Directors, any Standing Committees or Sub-Committees;
 - (d)** All coaches who have been carded in their respective playing leagues; and
 - (e)** Life members as hereinafter defined.
- E.3**
- (a)** Each Voting Member of H.L.A. shall have one vote per player registered with the H.L.A. at any Annual General Meeting or Special General Meeting. For greater clarification, a Voting Member with, for example, three children from that family registered with the H.L.A., would entitle that Voting Member a total of three votes. Provided that this provision shall not prevent a registered player over the age of 18 years from exercising his or her right to vote at an Annual General Meeting or Special General Meeting independent of any vote otherwise held by his family.
 - (b)** Every Voting Member shall be entitled to vote for the office of President, Vice-President of Operation, Vice-President in charge of Technical, and Director in charge of Public Relations.
 - g)** In addition to being entitled to vote for the offices set out in Paragraph E.3(b), a Voting Member shall be entitled to one vote per player registered in House League, for the executive office of Director, House League Operations.
 - (d)** In addition to being entitled to vote for the offices set out in Paragraph E.3(b), a Voting Member shall be entitled to one vote per player registered in the "Bengal" program, for the executive office of Director, Bengal Operations.
 - (e)** In addition to being entitled to vote for the offices set out in Paragraph E.3(b), a Voting Member shall be entitled to one vote per player registered in the Field Lacrosse program, for the executive office of Director, Field Lacrosse Operations.
 - (f)** For further clarification, in the event a player shall play both houseleague and "Bengal" during the same season, the grouping division the said player shall be registered in, or purposes of voting as contemplated by this section, shall be the division the said player is registered in as of July 1st

of that playing season. No Voting Member shall be entitled to a vote for both Director of Houseleague Operation and Director of Bengal Operations, with respect to the same player. In the event a player is registered with Houseleague, but shall play on a "call-up" basis with Bengal team, that player is still considered a "Houseleague" player for purposes of this section.

- E.4** All registered players under the age of 18 years shall have membership in the H.L.A. ("Player Members") but shall not be entitled to vote at the Annual General Meeting or a Special General Meeting nor to stand for elected office.
- E.5** The Board of Directors by unanimous vote may from time to time present to the Annual General Meeting a candidate for life membership (a "Life Member"). In order to qualify for life membership, a member shall:
- (a) Have been associated with H.L.A. or with an affiliated member organization of the Ontario Lacrosse Association for a cumulative period or not less than ten (10) years;
 - (b) Shall have made a substantial and sustaining contribution in furtherance of the aims and objectives of H.L.A.;
 - (c) Be qualified for another reason set out and specified by the Board of Directors.
- E.6** A candidate for membership shall be presented to the Voting Members at an Annual General Meeting and may be elected by a 2/3 majority vote cast by the Voting Members present at such meeting.
- E.7** A life member shall be exempt from payment of all H.L.A. membership and registration fees and shall be entitled for life to all privileges of membership of the H.L.A. including the right to vote and the right to stand for office.

ARTICLE F - SUSPENSION OR TERMINATION OF MEMBERSHIP

- F.1** All Members of H.L.A. may be suspended or may have his or her membership terminated only in accordance with the provisions of this Article F.
- F.2 (a)** In the event a Member is found:
- (a) To have materially breached any substantive provision of this Constitution, the By-Laws, or the Rules and Regulations, and has failed to remedy or cure such breach within seven (7) days after having received written notice thereof from the Board of Directors;
 - (b) To have done any act which is calculated or which has the effect of materially damaging the reputation and status of H.L.A. within the community;

- h) To have committed any criminal offence involving violence to another person
or any offence involving a minor;
 - i) To have committed any offence resulting in disciplinary action by the OLA or
the Zone; then
 - (e) To be in arrears from moneys due for more than 90 days, unless suitable arrangements have been agreed to by the Finance Committee)
- (b)** In every case, the following provisions shall apply:
- j) The offending Member shall be given seven (7) days written notice of the alleged violation or offence to attend a meeting with the Board of Directors for the purpose of addressing the alleged violation or offence.
 - k) The Offending Member may attend in person and shall be allowed to be represented by counsel who shall be a member in good standing of The Law Society of Upper Canada.
 - l) The Board of Directors shall to the best of their ability hear all evidence respecting the alleged offence or violation and based on such evidence shall make a determination as to whether or not the offence or violation warrants the suspension or termination of membership rights of the Offending Member.
 - m) Any member of the Board of Directors with a direct involvement with the offending member, or a conflict of interest, will be asked to excuse themselves from the voting process. Said Director may be asked to offer their observations and provide input.
 - (e) Any decision of the Board of Directors rendered hereunder shall be by special majority of not less than 2/3rds of the Members of the Board of Directors entitled to vote and present.
 - (f) In respect of any hearing held under this Article F. the Board of Directors may:
 - a. Suspend the membership of the Offending Member for such period or period of time as the Board of Directors in its sole discretion deems appropriate;
 - b. Terminate the membership of the Offending Member;
 - c. Limit or partially suspend the membership rights of the offending as in the sole discretion of the Board of Directors it deems appropriate.
 - (g) An Offending Member whose rights are suspended in whole or in part as a result of a hearing under this Article F, shall not have the right to vote, to nominate for office or to stand for office until the period of suspension has expired.
 - (h) An Offending Member whose membership rights is terminated as a result of a hearing held under this Article F, may only re-acquire membership rights in H.L.A. upon application to the Board of Directors showing cause why the rights of such Member should be reinstated.

- n) Any decision of the Board of Directors rendered hereunder shall be final without right of appeal notwithstanding anything contained herein, in the event a Member is charged with a criminal offence involving violence to another person or involving minors, the right of such Member to actively participate in the activities of H.L.A. as a coach, assistant coach or general manager of any team shall immediately be suspended pending final determination by a court of competent jurisdiction of all issues respecting the alleged criminal offence. In all other respects, the Member shall retain membership rights in H.L.A. until such time as a discipline hearing has determined otherwise.

ARTICLE G - DIRECTORS AND OFFICERS

G.1 The affairs of H.L.A. shall be managed by a Board of thirteen (13) directors, who shall be known as the Board of Directors, consisting of the past-President and twelve other members who shall be either elected by the Voting Members or appointed to the following offices:

(a) Elected Officers

- (i) President;
- (ii) Vice-President, Finance and Administration;
- (iii) Vice-President, Technical;
- (iv) Director, Media / Social;
- (v) Director, House League Operations;
- (vi) Director, Field Lacrosse Operations;
- (vii) Director, Bengal Operations;
- (viii) Director at Large;

(b) Appointed Officers (the following positions may be filled either by the above elected officers, or by a person or committee appointed after the AGM)

- (ix) Registrar;
- (x) Secretary;
- (xi) Treasurer;
- (xii) Referee-in-Chief;

(c) Other positions that may be appointed in a non-voting capacity

- Convenors
- Equipment Manager
- Bingo Co-ordinator
- Referee Scheduler
- Floor Scheduler
- Picture Co-ordinator
- VIP Co-ordinator

G.2 The Board of Directors may make regulations and rules and shall be authorized to pass by-laws from time to time respecting any aspect of the operations of H.L.A., including without limitation, equipment co-ordination tournament organization,

- publicity, community relations, liaison with referees, scheduling and sponsorship co-ordination and may, in addition, establish and amend from time to time the authority and mandate of Officers, Standing Committees, and Sub Committees established hereunder.
- G.3** A quorum of all meetings of the Board shall be a majority of not less than 2/3rds of the Officers of the Board.
- G.4** Meetings of the Board of Directors shall be held at such times and places as may be determined by the Board of Directors from time to time. At least one week's notice in writing shall be given to all directors of all meetings of the Board or Directors unless the requirement for notice is waived unanimously by the directors. In lieu of giving notice, the Board of Directors may from time to time fix a time and place for regularly scheduled meetings of the Board of Directors and no written notice shall be required in respect of such regularly scheduled meetings.
- G.5** No error or omission in giving notice of a meeting of the Board of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.
- G.6** At all meetings, each director present shall have one vote. The President of H.L.A. shall act as Chairman of all meetings and in his absence a Vice-President designated to act as such during the period in question shall occupy the chair. In the event of a tie vote, the Chairman shall not have a second or casting vote.
- G.7** Unless otherwise specified herein, all decisions of the Board of Directors shall be by simple majority of directors present and entitled to vote.
- G.8** The Board of Directors shall administer the affairs of H.L.A. in all things and may do all such acts and things which H.L.A. is authorized to exercise and do pursuant to the provisions of this Constitution.
- G.9** The directors shall receive no remuneration or benefit for acting as a director. The Board of Directors shall, however, have the right to hire employees of H.L.A. as required. An employee shall not be a member of H.L.A. unless otherwise qualified as a member and shall enjoy no privileges or benefits of membership by virtue of the office of employment.
- G.10** Each director other than the Past-President shall be elected by the Voting Members at the Annual General Meeting. Nominations for the position of director and the office which the director is nominated to hold shall be in writing and shall be forwarded to the Secretary of H.L.A. in any manner provided for in this Constitution and shall have been received or deemed to have been received by the

Secretary not later than seven (7) days prior to the Annual General Meeting accompanied by the consent of the nominated director to stand for the office indicated. Nominations from the floor will be accepted, providing the nominator, the seconder, and the nominated are all present.

- G.11** The office of President shall be open only to Voting Members who have served on the Board of Directors of H.L.A. during the immediately preceding fiscal year and who are otherwise Members in good standing of H.L.A.

All other Directors positions shall be open to those being 18 years or older, nominated by a member in good standing and meeting one of the following criteria;

- 1) Must be a carded coach, manager, member of a standing committee or Director from the immediately preceding year;
- 2) Must be a life member;
- 3) May be a “non-member” but has made a substantial contribution in past H.L.A. endeavours, and is a “past member” in good standing at the time of leaving;
- 4) A member in good standing from the preceding year.

- G.12** All positions on the Board of Directors, excluding the position of immediate Past President shall be voted on annually at the Annual General Meeting.

- G.13** Any Member holding any office on the Board of Directors may be removed from office and from the Board for just cause by the Voting Members at a Special General Meeting called for such purpose on not less than twenty-one (21) days written notice. The resolution for removal must be carried by not less than 2/3 of the votes cast by the Voting Members present. The Voting Members at such Special General Meeting shall elect a replacement for any person so removed.

- G.14** If any position on the Board of Directors of H.L.A. becomes vacant, a successor may be appointed by the remaining members of the Board of Directors to hold office until the next Annual General Meeting.

- G.15** Duties of the officers, directors and employees of H.L.A. shall be designated by the Board of Directors and all job descriptions shall be ratified by the Voting Members at the next regularly scheduled Annual General Meeting.

- G.16** The Board of Directors shall have sole authority to make decisions arising out of the interpretation of this Constitution or the By-laws of H.L.A.

- G.17** Any two or more members of the Board of Directors may requisition a Special Meeting of the Board of Directors at any time on not less than 48 hours written or electronic notice to be provided to each member of the Board of Directors, excluding Saturdays, Sundays and statutory holidays.

- G.18** Any Member in good standing of H.L.A. shall have the right to attend and to request the opportunity to make representations to the Board of Directors at any regularly or specially scheduled meeting of the Board but shall not have the right to vote at such meeting. The Board of Directors shall have the sole authority to limit or otherwise regulate the number of Members present at any one meeting and the length or nature of representations to be made.
- G.19** Any Member in good standing of H.L.A. shall have the right to request and receive, at their own expense, copies of minutes of any meeting of the Board of Directors and shall, in addition, have the right to inspect all membership lists and other records pertaining to H.L.A. which are under the control or direction of the Board of Directors.
- G.20** Subject to the provisions of Article F, when a matter concerning any Member of H.L.A. is on the agenda of the Board or Directors, or any sub-committee thereof, the Member and any other concerned party must be provided with not less than seven (7) days written notice and shall have the right to be present in person or to be represented by an agent for the purpose of making representations respecting such matter.

ARTICLE H - STANDING COMMITTEES

- H.1** The Board of Directors may establish annually, the following Standing Committees:
- (a) Bingo Committee;
 - (b) Fund Raising Committee;
 - (c) Community Affairs Committee;
 - (d) Technical Committee;
 - (e) Discipline and Appeals Committee;
 - (f) Audit and Nominations Committee.
- H.2** The Board of Directors shall at its first regular meeting following the Annual General Meeting appoint to each Standing Committee not less than three (3) members of the Board of Directors together with such other Members in good standing of H.L.A. as in the sole discretion of the Board of Directors is desirable or necessary in order for the Standing Committee to perform its obligations and functions.
- H.3** In determining membership of Standing Committees, the Board of Directors shall use its best efforts to ensure that those Members of H.L.A. most qualified for the position shall be encouraged to participate and sit as members of designated Standing Committee.
- H.4** The Board of Directors shall from time to time establish and may amend by regulation and/or by-law the scope of authority and mandate of each Standing Committee.

H.5 Each Standing Committee shall nominate a chair who shall be able to report to the Board of Directors as the representative of the Standing Committee. All proposals in writing adopted by a Standing Committee shall be submitted to the Board of Directors for ratification and shall be ratified by the Board of Directors unless the Board of Directors by unanimous vote decide otherwise.

H.6 All Standing Committees shall be deemed to have been disbanded immediately prior to each Annual General Meeting and shall be reconstituted at the first meeting of the new Board of Directors following the Annual General Meeting.

ARTICLE I - SUB COMMITTEES

I.1 In addition to Standing Committees, the Board of Directors shall have the right to appoint Sub Committees and may delegate to such Sub Committees specific authority to deal with any issue arising under this Constitution or arising in connection with the business and affairs of H.L.A. Each Sub Committee shall consist of not less than one (1) Member in good standing of the Board of Directors and may include any other Member in good standing of H.L.A. Each Sub Committee shall be responsible to the Board of Directors and shall report to the Board of Directors as required by it from time to time. All Sub Committees shall be deemed to have been disbanded immediately prior to each Annual General Meeting unless otherwise provided for herein.

ARTICLE J - ANNUAL GENERAL MEETING

J.1 The Annual General Meeting of the H.L.A. shall be held no later than one week prior to the O.L.A. Annual General Meeting at any place selected by the Board of Directors within the City of Hamilton. The Annual General Meeting shall be governed by the provisions of Roberts Rules of Order and shall be chaired by the President or in his absence by any other person selected by a majority of the Board of Directors.

J.2 The membership of the H.L.A. shall be given a minimum of 21 days notice of the Annual General Meeting as per Article L.1. Notification shall include the following:

- (a) Access to any proposed amendment to this constitution or to the by-laws of H.L.A. (via website or by request);
- (b) Access to a nomination and consent form for nomination of members to the Board of Directors (via website or by request);
- (c) Such other material as the Board of Directors in its sole discretion deems necessary or desirable to be included.

J.3 A quorum for any Annual General Meeting shall be twenty (20) Voting Members,

in good standing. If a quorum is present at the commencement of business at the Annual General Meeting, all proceedings of such meeting shall be valid, notwithstanding that a quorum may not be present at the time any vote is taken.

- J.4** All voting at the Annual General Meeting shall be by show of hands unless a ballot is requested by not less than 2/3rds of the Voting Members then present, in which event voting shall be written ballot. No proxy votes shall be recognized and only those Voting Members present at the time the vote is called shall be entitled to vote on any matter.
- J.5** Other than changes to this Constitution or to the by-laws of H.L.A., all matters presented to the Annual General Meeting, shall be decided by a simple majority of votes cast. Changes to this Constitution or to the by-laws of H.L.A. must be passed by a majority of not less than 2/3rds of votes cast.

ARTICLE K - SPECIAL GENERAL MEETINGS

- K.1** A Special General Meeting of H.L.A. may be called at any time by:
- p) A resolution of the Board of Directors passed by not less than 2/3rds of the directors; or
 - (b) On requisition signed by not less than 15 Voting Members in good standing of H.L.A.
- K.2** In the event of a requisition by Voting Members of H.L.A. for a Special General Meeting, the Board of Directors shall give notice of the time and date of the Special General Meeting within 10 days of receipt of such requisition.
- K.3** Notice of a Special General Meeting shall be given to all Voting Members of H.L.A. not less than 21 days prior to the scheduled date of such meeting and shall be given in the manner prescribed for in paragraph L.1 below.
- K.4** The notice of Special General Meeting shall include particulars of the purpose for the meeting, shall indicate whether the meeting has been called by the Board of Directors or on requisition of the Voting Members of H.L.A. and shall include particulars of any proposed amendment to the Constitution or to the by-laws together with an explanation as to why such proposed changes are requested.

ARTICLE L - NOTICE

- L.1** Whenever under the provision of this Constitution, notice is required to be given to a Voting Member, such notice will be given by any of the following methods:
- q) E-mail
 - r) Publication in local media (i.e. newspaper, local cable television, etc.)
 - s) Signs posted in local arenas

- t) Via H.L.A. newsletter or handout
- u) Via H.L.A. website
- v) Via H.L.A. telephone line
- w) Mailed at request of member

ARTICLE M - FINANCES

- M.1** A Treasurer shall be appointed by the Board of Directors and shall be responsible for all financial matters of H.L.A. (this position / responsibilities may be fulfilled by the VP-Finance and Admisistration)
- M.2** The Treasurer before receiving possession of the funds of H.L.A. shall file with the President proof of being bondable.
- M.3** All cheques of H.L.A. shall be signed by two (2) Executive Members. The Treasurer and two (2) Elected Officers will be designated as signing authorities at the first regular meeting of the Board of Directors following the Annual General Meeting. No two (2) signers may reside at the same address.
- M.4** A detailed summary of revenues and expenditures of H.L.A. shall be prepared by the Treasurer. At the Annual General Meeting, the Treasurer shall present to the membership detailed summaries of the financial matters of H.L.A. and all such reports shall be available for inspection by any Voting Member in good standing.
- M.5** The fiscal year of H.L.A. shall terminate on the 30th day of September in each year.
- M.6** No director may make any financial decision or authorize any single expenditure in excess of \$400.00 or any series of expenditures involving one matter or transaction totalling in excess of \$400.00 or enter into any commitment on behalf of H.L.A. without prior approval from the Board of Directors.

ARTICLE N - GENERAL

- N.1** Any matter not specifically provided for herein in the by-laws or the regulations of H.L.A. shall be governed by the Constitution and the Rules and Regulations established from time to time of the Ontario Lacrosse Association.
- N.2** The Board of Directors may make regulations from time to time governing the activities of H.L.A. as provided for under this Constitution and all such regulations shall be presented for ratification by the members at the next scheduled Annual General Meeting and shall be passed by a bare majority of Voting Members present.
- N.3** Any use of the H.L.A. logo(s) must be first approved by the Board of Directors.