BYLAWS

Milton Minor Lacrosse Association
Last modified September 16, 2025

This document serves as record of Milton Minor Lacrosse Association (Mavericks) Bylaws. Bylaw amendments may be made by membership submission and subsequent passing ballots annually at the MMLA AGM. Any changes will be made within 10 days of carried amendments.

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1 Identification

The name of the corporation is Milton Minor Lacrosse Association (the "Corporation"). The Corporation is a non-profit corporation incorporated under the Ontario Not-for-Profit Corporations Act, 2010 (the "Act") and shall operate as a volunteer-based organization. The Corporation serves as the governing body for minor lacrosse within the geographic area of Milton, Ontario, and is incorporated as a member of the Ontario Lacrosse Association ("OLA") and the Canadian Lacrosse Association (the "CLA").

The affairs of the Corporation shall be managed by a Board of Directors (the "Board") in accordance with the Act and these By-laws.

1.1 Registered Office

The registered office of the Corporation shall be located in the Town of Milton, Ontario, or in such other municipalities within Ontario as the Board of Directors may determine from time to time by resolution.

2 Mission Statement

Our mission is to provide a non-profit, volunteer-driven minor lacrosse program that fosters learning, teamwork, and fair play. We create a positive environment where children and youth develop leadership skills, build physical fitness, and experience the enjoyment of the sport, helping them grow as future contributors and leaders in our community.

The Corporation is committed to equity, diversity and inclusion in all programs and governance. The Corporation shall take active steps to reduce barriers to participation in lacrosse for underrepresented groups.

3 Objectives

The purposes of the Corporation are:

a) Promotion of Lacrosse – To promote, develop, and foster the sport of lacrosse in all its forms for participants of every race, sex, sexual orientation, creed, age, and economic status.
b) Amateur Sport Development – To provide and support amateur lacrosse opportunities for children and youth from approximately three (3) to twenty-one (21) years of age.
c) Sportsmanship and Fair Play – To encourage participation in the sport, emphasize fair play, and cultivate a positive attitude of sportsmanship and respect toward teammates, opponents, referees, and spectators.

4 Membership

4.1 Composition of Membership

Membership in the Association shall be open to all residents of the Town of Milton and to all people outside of the Town of Milton, and their parents or legal guardians, who are authorized by the OLA Rules and Regulations to play lacrosse in the Town of Milton.

4.2 Types of Members

a) Playing members shall be all members who have properly registered to participate in the activities of the Association.

b) Adult (Voting) Member - An Adult Member shall be an individual who:
   i. is at least eighteen (18) years of age; and
   ii. is one of the following:
      a. a parent or legal guardian of a registered playing member; or
      b. registered bench personnel or a registered referee with the Association; or a current member of the Corporation's Board of Directors.

   Each Adult Member in good standing is entitled to one (1) vote at meetings of members.

c) Affiliated Members are individuals who are not playing members and who have properly registered with the Corporation to participate in its on-floor or off-floor operations, including but not limited to coaching, officiating, or administrative support.

   Affiliated Members constitute a separate class of non-voting members as permitted under the Act. They:
   i. are entitled to attend meetings of members by invitation of the Board of Directors; and
   ii. shall have no right to vote at any meeting of members.

4.3 Membership Obligations

4.3.1 Good Standing

A member is considered to be in good standing when the member:

a) has been duly admitted to membership in accordance with these By-laws; and
b) has paid all applicable membership or registration fees and any other assessments approved by the Board when due; and
c) continues to meet all other requirements of membership set out in these By-laws or in any policies adopted by the Corporation.

4.3.2 Arrears and Suspension

A member whose fees are in arrears for thirty (30) days after the start of the playing season shall be automatically not in good standing and the rights of membership; including the right to vote at meetings and to participate in programs are suspended until all outstanding amounts are paid in full.

The Treasurer shall provide written notice of the suspension to the member and shall copy the President and Vice President Representative, Vice President Field or Vice President House league, respectively.

If payment is not received within a further thirty (30) days after notice, the member may be removed from the register of members by resolution of the Board.

4.3.3 Compliance with Governing Documents

Each member must comply with:

a) these By-laws and any policies, rules and regulations of the Corporation; and
b) the rules of the applicable Zone; and
c) the By-laws and code of conduct of the OLA; and
d) all additional codes of conduct or ethical standards adopted by the Corporation.

4.3.4 Disciplinary Action

Failure to maintain good standing or to comply with the requirements above may result in suspension or termination of membership in accordance with the procedures set out in these By-laws and the Act.

4.4 Membership/Registration Fees

Membership/registration fees payable by members are passed by a majority vote of the Board of Directors. These fees are effective only until the next annual meeting of the members unless confirmed otherwise.

4.5 Member Suspension or Termination

The Board of Directors may suspend or terminate the membership of any member for one or more of the following reasons:

a) a serious or repeated breach of the Corporation's by-laws, policies, or code of conduct; or
b) a violation of the OLA, by-laws, or code of conduct; or
c) conduct that is grossly negligent, unlawful, or detrimental to the reputation or interests of the Corporation; or
d) failure to remain in good standing, including prolonged non-payment of required fees.

4.5.1 Notice and Opportunity to be Heard

Before imposing a suspension or termination, the Corporation shall give the member at least fifteen (15) days' written notice of the proposed action and the reasons for it.

The notice shall inform the member of their right to respond in writing and/or to make a statement to the Board before the decision is made.

4.5.2 Decision

After considering any response from the member, the Board may pass a resolution, by at least a two-thirds (2/3) majority of the Directors present, to suspend the member for a defined period or to terminate the membership.

The decision of the Board shall be final and binding, subject to any rights of appeal provided in these by-laws or under the Act.

4.5.3 Notice of Decision

Written notice of the Board's decision shall be delivered to the member by email or other means of electronic communication permitted by the Act.

4.5.4 Right to Appeal Suspension or Termination

A member who has been suspended or whose membership has been terminated by resolution of the Board may appeal the decision.

4.5.5 Notice of Appeal

The member must give written notice of appeal to the President and/or Vice President(s) within fifteen (15) days of receiving the Board's written decision. The notice must briefly state the reasons for the appeal.

4.5.6 Appeal Body and Hearing

The Board shall refer to the appeal to an Appeals Committee composed of at least three (3) Directors who were not involved in the original decision.

The Appeals Committee shall provide the member with an opportunity to submit written materials and/or to be heard, either in person or by electronic means, within thirty (30) days of the notice of appeal.

4.5.7 Decision

After considering the appeal, the Appeals Committee shall make a written recommendation to the Board.

The Board, by ordinary resolution at a duly called meeting, shall make the final decision, which shall be binding and communicated in writing to the member.

4.6 Right to Resign

A member may resign from the Corporation at any time by giving written notice to the President or Vice President(s) respectively of the Corporation.

4.6.1 Effective Date

The resignation becomes effective on the date the notice is received by the President or Vice President(s) or on a later date specified in the notice.

4.6.2 Obligations on Resignation
The member remains liable for any fees or assessments that became due to the Corporation prior to the effective date of resignation.

The member must promptly return any property, records, equipment, or funds of the Corporation in the member's possession or control.

4.6.3 No Refund
Membership or registration fees are non-refundable unless the Board of Directors decides otherwise.

5 Governing Structure
The Board of Directors shall govern the Association using the following for guidance in the decision making process: OLA By-laws, OLA Rules & Regulations, MMLA By-laws and MMLA Mission Statement.

5.1 Composition and Authority
5.1.1 Number of Directors
The Board shall consist of a minimum of three (3) and a maximum of fifteen (15) Directors, as fixed from time to time by ordinary resolution of the Members.

5.1.2 Classes of Directors
The Board shall include the Executive Officers listed below and such Directors-at-Large as the Members may elect.

The Members may also elect or appoint non-voting ex-officio directors (for example, representatives of partner lacrosse organizations), who are entitled to receive notice of and attend meetings of the Board but shall not have a vote.

5.1.2.1 Executive Officers (Voting Directors)
The following officers are Directors by virtue of their election and shall have full voting rights.

a) President
b) Vice-President, Representative League
c) Vice-President, House League
d) Girls Field & Box Coordinator
e) Treasurer (Financial Officer)
f) Registrar
g) Secretary
h) Head Official / Official-in-Charge
i) Development Coordinator
j) Past President

5.1.2.2 Directors-at-Large (Voting Directors)
Up to six (6) additional Directors-at-Large may be elected by the Members to fulfill portfolios such as equipment, apparel, publicity, fundraising, tournaments, sponsorships, technology, safety, or other functions determined by the Board.

5.1.2.3 Ex-Officio (Non-Voting Participants)
The immediate Past President and up to three (3) representatives of the Milton Lacrosse Club may be invited to serve as ex-officio, non-voting members of the Board. Ex-officio members may participate in discussions but are not counted toward quorum and have no vote.

5.2 Eligibility
Every voting Director must be:
a) at least eighteen (18) years of age; and
b) an individual (not a corporation), and
c) not disqualified under the Act from serving as a director.

5.3 Election and Term
Directors shall be elected by the Members at the Annual General Meeting for terms and on a rotational schedule as set out in Section 5.5 Election, Term of Office, Vacancy, Resignation, and Removal of Directors of these By-laws.

5.4 Vacancies and Removal
Vacancies and removal of Directors shall be handled in accordance with the procedures set out in Section 5.5 Election, Term of Office, Vacancy, Resignation, and Removal of Directors of these By-laws.

5.5 Duties of Executive Officers and Directors
General Standard of Care - all Directors and Officers shall:
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, these By-laws, and all policies of the Corporation, the OLA, and the CLA.

5.5.1 President
a) Provides leadership and general supervision of the affairs of the Corporation.
b) Calls and chairs all meetings of the Board and of the Members, including the Annual General Meeting, or delegates this duty when necessary.
c) Appoints, subject to Board approval, additional Executive members or committee chairs as required and may recommend the replacement of any elected member who is failing to perform required duties.
d) Serves as an authorized signing officer.
e) Represents the Corporation at official public functions and at all OLA or CLA general meetings and acts as the official contact for the Corporation.

f) Reviews and approves monthly financial statements in coordination with the Treasurer.

5.5.2 Vice-President(s) – Representative Programs

a) Assists the President and assumes the President’s duties when the President is absent or unable to act.
b) Serves as the Corporation’s designate to OLA Representative and Field Lacrosse meetings.
c) Chairs the Representative Program Coaching Selection Committee and the Representative Discipline Committee, ensuring conflict-of-interest safeguards.
d) Oversee recruitment of coaches, managers and convenors for the Representative league and recommend coaching staff for Board approval.
e) Oversee representative team registration, exhibition game approvals, rule dissemination, and resolution of minor disputes.

5.5.3 Vice-President – House League

a) Assists the President and assumes the President’s duties when the President is absent or unable to act.
b) Oversee recruitment of coaches, managers and convenors for the House League and recommend coaching staff for Board approval.
c) Coordinates player placement, league scheduling, house-league tournaments, and skill-development clinics.
d) Chairs the House League Discipline Committee.

5.5.4 Girls Field & Box Director

a) Directs the girls’ field and box lacrosse programs and represents the Corporation at OWFLA and OLA meetings.
b) Chairs coaching selection and discipline committees for the girls’ programs, following the same conflict-of-interest and reporting standards as the representative program.

5.5.5 Treasurer / Financial Officer

a) Maintains complete and accurate records of all receipts and disbursements and retains records for at least seven (7) years.
b) Oversees banking prepares monthly financial statements, quarterly budgets, and the annual audited (or review-engagement) financial statements for presentation to the Members.
c) Collection of fees.
d) Serves as an authorized signing officer.

5.5.6 Registrar

a) Manages initial player registration and maintenance of player records for at least five (5) years.
b) Ensure that all players, bench staff and referee registrations meet OLA and CLA requirements.

c) Provides current player lists to program coordinators and maintains OLA membership certificates.

5.5.7 Secretary

a) Records and distributes minutes of all Board and Members' meetings.
b) Maintains the official records and correspondence of the Corporation.
c) Issues required notices of meetings and serves as an authorized signing officer.

5.5.8 Head Official / Official-in-Charge

a) Oversees recruitment, instruction, scheduling and supervision of referees.
b) Chairs the Referee Supervision Committee.
c) Participates in the House League Discipline Committee.

5.5.9 Development Director

a) Plans and delivers player and coach development programs, clinics and certification opportunities in consultation with the OLA and CLA.
b) Updates the Corporation's Player/Team Development Guide and chairs the Lacrosse Development Committee.

5.5.10 Past President (Ex-Officio, Non-Voting)

Provides advice and continuity to the Board for one year following service as President. May be re-appointed by Board resolution if the sitting President is re-elected.

5.6 Directors and Coordinators

Each of the following Directors oversees their respective portfolio, chairs related committees when established, and reports to the Board at its meetings:

5.6.1 Equipment Director

Procurement, maintenance and inventory of all equipment and first-aid resources.

5.6.2 Apparel Director

Selection, procurement, marketing and sales of Corporation apparel and merchandise.

5.6.3 Social Media Director

Publicity, marketing, and community outreach, working with Sponsorship and Fundraising.

5.6.4 Fundraising & Sponsorship Director

Organization and approval of all fundraising activities. Solicitation and management of team and corporate sponsorships and recognition programs.

5.6.5 Tournament Director

Planning and administration of all Corporation tournaments.

5.6.6 Webmaster Director

Website, domain and electronic communication systems, and IT support.

5.6.7 Safety Director
Player safety programs, injury management protocols, and compliance with OLA safety standards.

5.6.8 Scheduler & Timekeeper Director
Negotiation of facility permits and scheduling of all practices and games. Recruitment, training, and scheduling of timekeepers.

5.6.9 Directors-at-Large
Assist with events, community activities, and other duties assigned by the Board.

5.7 Election, Term of Office, Vacancy, Resignation, and Removal of Directors
For the purposes of this section, “Directors” includes all voting members of the Board, whether serving as Executive Officers or as Directors-at-Large. Executive Officers are elected or appointed in the same manner as other Directors unless otherwise provided in these By-laws, and are subject to the same eligibility, term, resignation, suspension, and removal provisions set out below.

5.7.1 Election
The voting Members shall elect the Directors of the Corporation at each Annual General Meeting (“AGM”) in accordance with these By-laws and the Act. Each Director shall hold office until the close of the next AGM or until a successor is elected, unless earlier removed or the office is otherwise vacated.

5.7.2 Term of Office
Directors shall be elected for a two-year term, with approximately one-half of the Board elected in alternating years to promote continuity.

a) Even Years - The terms of the office each of the President; Past President; Vice President House League; and Treasurer.
b) Odd Years - The terms of the office each of the Vice President Representative (box and/or field); Registrar; and Secretary.

Directors are eligible for re-election without limit, provided they remain qualified under the Act and these By-laws.

The term of office begins immediately after the close of the meeting at which the Director is elected and ends at the close of the AGM at which a successor is elected or the Director resigns, is removed, or otherwise ceases to hold office.

5.7.3 Vacancies and Interim Appointments
The Board may fill any vacancy by appointing an eligible individual to serve until the next AGM, at which time the Members may elect a Director to complete the unexpired term.

Recognizing the volunteer nature of the Corporation, the Board may engage or contract personnel to perform essential administrative duties when no qualified volunteers are available and have authority to hire, contract, and, if necessary, terminate such personnel.

5.7.4 Attendance and Automatic Resignation

Unless otherwise determined by Board resolution, a Director who is absent from three (3) consecutive regular Board meetings without reasonable cause is deemed to have submitted a resignation, subject to Board review and confirmation.

5.7.5 Resignation

A Director may resign by delivering written notice (including email) to the President or Secretary, effective on the date received or on a later date specified in the notice. All corporate property and records must be returned promptly.

5.7.6 Suspension or Disciplinary Action

The Board may suspend a Director for just cause, including breach of these By-laws, the OLA or CLA codes of conduct, or conduct detrimental to the Corporation.

Before suspension, the Director shall receive at least fifteen (15) business days' written notice of the proposed action and the reasons for it and shall be given an opportunity to respond in writing or in person.

A resolution to suspend requires an affirmative vote of at least two-thirds (2/3) of the Directors present at a duly called meeting.

5.7.7 Appeal of Suspension

A suspended Director may appeal by giving written notice to the President and Secretary within seven (7) business days of receiving the suspension notice.

The President shall convene a Grievance Committee of at least three (3) Directors uninvolved in the original decision. The committee shall provide a written recommendation to the Board within fourteen (14) business days.

The Board shall make a final decision within seven (7) business days of receiving the recommendation. The decision is final and binding.

5.7.8 Eligibility for Re-Election After Suspension or Resignation

A Director who has resigned or been suspended may not hold a Board or volunteer position for two (2) years from the effective date of resignation or suspension, unless the Board, by ordinary resolution, shortens this period. Any such individual seeking to return must be approved either:

a) by majority vote of the newly elected Board; or
b) by a simple majority of the Members at an AGM.

5.7.9 Removal by Members

The Members may remove any Director before the expiration of that Director's term by ordinary resolution passed by a majority of votes cast at a meeting of Members called for that purpose, in accordance with section 63 of the Act. The notice of meeting must state the proposed removal. A successor may be elected at the same meeting to serve for the remainder of the term.

5.8 Meetings of the Board of Directors

5.8.1 Authority and Frequency

The Board of Directors shall meet at least once each month, and additionally:

a) whenever called by the President; or
b) when requested in writing by at least one-half (½) of the voting Directors.

5.8.2 Notice

At least seven (7) business days' notice of the time and place of a regular meeting shall be given to each Director by email or other electronic means permitted under the Act. In urgent circumstances, a special meeting may be called on forty-eight (48) hours' notice, provided the purpose of the meeting is stated in the notice.

5.8.3 Quorum

A quorum for the transaction of business is five (5) voting Directors, which must include at least one of the following officers:

a) President; or
b) Vice-President – Representative Programs; or
c) Vice-President – House League

Directors participating by telephonic or electronic means that permit all participants to communicate adequately with each other are deemed present.

5.8.4 Order of Business

Unless otherwise determined by the Chair, the agenda for regular meetings shall generally include:

a) Approval of minutes of the previous meeting
b) Correspondence
c) Unfinished business
d) Treasurer's report
e) Other reports
f) President's report
g) New business

5.8.5 Minutes

The Secretary, or another person designated by the Board, shall record minutes of each meeting.

Minutes are subject to approval at the next regular meeting and must be retained in the Corporation's records in accordance with the Act.

5.8.6 Motions and Voting

New business shall be introduced by motion.

A motion requires a seconder and is decided by a majority of votes cast by the Directors present once quorum is established.

The Chair may vote only to break a tie.

Directors with a personal or professional conflict of interest on a matter shall declare the conflict and abstain from discussion and voting. If a potential conflict is disputed, the remaining Directors shall decide the matter by majority vote, and that decision is final.

5.8.7 Attendance of Members and Public

Corporation members and the public may attend regular meetings of the Board as observers but shall have no right to vote.

Anyone wishing to speak must submit a written request to the President before the scheduled meeting.

The Board may move into closed session when discussing confidential or sensitive matters.

5.9 Remuneration and Expense Reimbursement

5.9.1 Volunteer Service

Directors and Officers shall serve without remuneration.

No Director or Officer shall, directly or indirectly receive any salary, fee, or other profit from the Corporation for serving as a Director or Officer or for services rendered in that capacity.

5.9.2 Reimbursement of Expenses

The Corporation shall reimburse Directors and Officers for reasonable, pre-approved out-of-pocket expenses incurred in carrying out their official duties.

Requests for reimbursement must be supported by appropriate receipts or mileage records.

The Board may, by resolution, decline or adjust any claim it deems unjustified or excessive.

5.9.3 Mileage Allowance

When a Director’s duties require travel outside the Town of Milton on official Board business (for example, Zone or OLA meetings or appeal hearings), the Corporation will reimburse mileage at a rate of $0.30 per kilometer, calculated from the Director’s home address to the destination and return.

The Board may, by resolution, amend the per-kilometer rate from time to time.

The Board retains discretion to deny or limit reimbursement if a claim is not warranted.

5.10 Code of Ethics and Conduct

5.10.1 General Duty of Conduct

All Directors, Officers, committee members, coaches, officials, volunteers, and other members of the Corporation shall represent the Corporation in a professional, respectful, and dignified manner in every lacrosse-related activity, whether acting as an official delegate or in an unofficial capacity (e.g., coach, assistant coach, manager, official, or spectator).

This requirement reflects the duty of care and good faith owed under section 43 of the Act.

5.10.2 Primary Duty of Directors

While Directors may also serve as coaches, officials, or in other roles, their first responsibility is to the Board and to the overall best interests of the Corporation. Directors must consider the long-term interests of the entire program from U5 through U22, across house league and representative divisions; above any team or personal interest.

5.10.3 Decision-Making and Collegiality

Open discussion and respectful disagreement are encouraged during Board and committee deliberations.

After a decision is duly adopted by the Board, every Director shall:

a) support the policy publicly; and
b) remain silent on personal disagreement; or
c) resign from the Board.

Directors must not publicly undermine, contradict, or disparage decisions of the Board.

6 Confidentiality

To promote candid discussion, deliberations of the Board and its committees are confidential unless the Board decides otherwise.

While general policy decisions may be communicated, specific statements, positions, or quotations of individual Directors or committee members shall not be disclosed outside the meeting.

All Directors and Officers shall comply with any confidentiality policies adopted by the Board.

6.1 Conflict of Interest

Directors must disclose any actual or potential conflict of interest and comply with the conflict-of-interest provisions of the Act and these By-laws. Directors with a conflict shall refrain from voting or influencing the discussion on the matter.

6.2 Compliance and Enforcement

Violation of this Code may result in disciplinary action, including suspension or removal from the Board, in accordance with the procedures set out in these By-laws and section 51 of the Act, which provides for written notice and an opportunity to be heard.

6.3 Conflict of Interest

Every Director or Officer who, directly or indirectly, has an interest in a material contract or transaction, or a proposed material contract or transaction, with the Corporation shall disclose the nature and extent of that interest in accordance with sections 41–43 of the Act.

After making such disclosure, the Director shall not vote on or attempt to influence the decision on the matter and shall absent themselves from the discussion unless asked to provide information.

7 Annual General Meeting (the "AGM")

7.1 Timing and Call of Meeting

The Corporation shall hold an AGM each year no later than fifteen (15) months after the previous AGM and within six (6) months of the Corporation's fiscal year end, as required by the Act.

The precise date, time, and location (or electronic platform) shall be set by the Board of Directors.

7.2 Notice

At least fourteen (14) days' written notice of the AGM shall be given to all voting Members by email and by posting on the Corporation's website.

The notice shall state the date, time, place or electronic access details, and all business to be transacted, including any proposed amendments to the By-laws or Rules & Regulations.

7.3 Attendance and Voting Eligibility

The AGM is open to all interested people.

Only Members in good standing, aged eighteen (18) or older and with all fees and fines paid, may vote.

7.4 Chair

The President shall preside as Chair or, if absent, another Director appointed by the Board shall act as Chair.

7.5 Order of Business

Unless otherwise determined by the Chair, the agenda shall include:

a) Approval of the minutes of the previous AGM

b) President's report
c) Treasurer's report, including presentation of the annual financial statements
d) Consideration of proposed By-law amendments and changes to the Rules & Regulations
e) Other business specified in the notice of meeting
f) Election of Directors
g) Adjournment

7.6 Amendments to By-laws

The By-laws may be amended, repealed, or enacted by:

a) a resolution of the Board, which takes effect immediately but must be confirmed by ordinary resolution of the Members at the next meeting of Members; or
b) a proposal submitted by Members in accordance with the Act.

Confirmation by the Members requires a two-thirds (⅔) majority of votes cast at a meeting of Members called for that purpose.

Notice of the proposed amendment, including the text or a summary of changes, must be provided with the meeting notice.

7.7 Amendments to Rules & Regulations or Policies

The Board may adopt, amend, or repeal the Corporation's Rules & Regulations, policies, and playing regulations by ordinary resolution at any duly called Board meeting.

Such changes must be reported to the Members at the next AGM and posted on the Corporation's website within thirty (30) days of approval.

Any Rule or Regulation inconsistent with the By-laws or the Act is void to the extent of the inconsistency.

7.8 Voting Procedure at the AGM

Each voting Member present (in person or electronically, if permitted) is entitled to one (1) vote.

Unless the Act or these By-laws require a greater majority, a simple majority of votes cast decides every question except By-law amendments, which require a two-thirds (⅔) majority.

Voting is by a show of hand unless a secret ballot is requested by the Chair or any two (2) voting Members.

The Chair votes only in the event of a tie.

7.9 Vacancies

If any Director position remains vacant following the AGM, the Board may appoint a qualified individual to serve until the next AGM, in accordance with these By-laws and the Act.

7.10 Special Meetings

The Board may call a special meeting of the Members at any time.

The Board shall call a special meeting upon receiving a written requisition of at least ten percent (10%) of the Members entitled to vote, in accordance with section 60 of the Act.

The notice of a special meeting shall state the business to be transacted, and no other business may be considered.

8 Finances

8.1 Banking and Deposits

All funds of the Corporation shall be deposited in the name of the Corporation in a Canadian chartered bank, credit union, or other financial institution legally authorized to accept deposits and selected by resolution of the Board.

The Corporation's accounts shall be maintained for the sole benefit of the Corporation.

8.2 Signing Officers

All cheques, electronic transfers, or other instruments for the payment of money shall be signed or approved by any two (2) authorized signing officers appointed annually by resolution of the Board.

The President may be a signing officer only as a second signature when required but shall review and sign the monthly bank reconciliation report.

The Board shall review the list of signing officers at its first meeting following each AGM and may change the list by resolution at any time.

8.3 Fiscal Year

The fiscal year of the Corporation ends on September 30 of each year, or on such other date as the Board may determine in accordance with the Income Tax Act (Canada) and the Act.

8.4 Financial Statements and Public Accountant

The Board shall approve annual financial statements for presentation to the Members at the AGM in accordance with Part 9 of the Act.

The Members shall, at each AGM, appoint a public accountant and determine—based on the Corporation's revenue and the Act's thresholds—whether an audit or a review engagement will be conducted for that fiscal year.

The approved financial statements and the public accountants' report (if any) shall be made available to the Members at least 21 days before the AGM, either by electronic delivery or by posting on the Corporation's website, as permitted by the Act.

8.5 Records and Inspection Rights

Complete and accurate books and records of account shall be kept at the Corporation's registered office or another place in Ontario designated by the Board.

A Member of the Corporation may, upon giving reasonable notice and in accordance with the Act, inspect the financial records during normal business hours.

9 Indemnification & Insurance Clause

9.1 Indemnification of Directors, Officers and Others

The Corporation shall indemnify each Director and Officer of the Corporation, each former Director or Officer, and each individual who acts or has acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity (including an affiliate, partnership or other unincorporated organization), and their heirs and legal representatives, from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in any civil, criminal, administrative, investigative or other proceeding to which they are made a party by reason of being or having been such a Director or Officer, if:

a) they acted honestly and in good faith with a view to the best interests of the Corporation; and
b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing their conduct was lawful.

The Corporation may advance money to a person described above for the costs, charges and expenses of a proceeding, provided the individual agrees in writing to repay the money if the conditions in paragraphs above are not met.

The right to indemnification applies to actions arising from the individual's duties with the Corporation and to duties carried out at the request of the Corporation in connection with the OLA, CLA, or any affiliated lacrosse governing body.

9.2 Insurance

The Corporation shall purchase and maintain insurance for the benefit of the individuals referred to in section 8.1 against any liability incurred by them as a Director, Officer, or in a similar capacity with another entity at the Corporation's request, to the fullest extent permitted by the Act.

The amount and terms of such insurance, including Directors' and Officers' Liability (D&O) coverage, shall be reviewed annually and approved by resolution of the Board of Directors.

The Corporation shall ensure that the insurance maintained satisfies the minimum coverage standards recommended or required by the OLA and the CLA for affiliated member associations.

9.3 Non-Exclusivity

The indemnification provided by this Article is in addition to and not in substitution for any rights to which any person may be entitled under the Act or otherwise. No repeal or amendment of this By-law shall reduce or impair the protection of any Director or Officer for acts or omissions occurring before the date of such repeal or amendment.