

**CONSTITUTION #1<sup>1</sup>**  
**of the**  
**TEWAARATON LACROSSE LEAGUE**

**1. NAME & GOVERNING LEGISLATION**

- a) The organization shall be known as the **Tewaaraton Lacrosse League** hereafter called, ("the TLL"). The TLL is governed by the provisions laws of Ontario as it will be registered under the NOT-FOR-PROFIT CORPORATIONS ACT (Ontario).
- b) The following terms have these meetings in this Constitution:
- i. **Act** - The *Ontario's Not-for-Profit Corporations Act, 2010 (ONCA)*.
  - ii. **Accountant** - A professional services firm that is registered with CPA Ontario.
  - iii. **Active Member** - An Active Member lacrosse club that has been approved by the Board after the TLL's inception.
  - iv. **Board** - the Board of Directors/Governors appointed by the Voting Members pursuant to this Constitution.
  - v. **Commissioner** - the Commissioner of the TLL appointed from time to time by the Board pursuant to Article 6 below.
  - vi. **Constitution** - this Constitution as amended from time to time in force and effect.
  - vii. **Executive** - The President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President and any other executive position established by the Board.
  - viii. **Founding Member** - A founding lacrosse club of the TLL upon its inception by being signatory to its Original Charter.
  - ix. **Junior-aged** - the age of limitation for participation in the TLL that is defined in the league's Rules and Regulations.
  - x. **Member** - All Founding Members and Active Members are deemed to be Members.
  - xi. **Member in Good Standing** - any TLL Member that:
    - a. Owes no outstanding initiation fees, annual membership dues, fines or other debts to the TLL;
    - b. Has not been suspended, expelled or ceased to be a Voting Member; and
    - c. Has complied with the Constitution, policies and rules of the TLL.
  - xii. **Voting Member** - the appointed representatives of the Members.

---

<sup>1</sup> This Constitution #1 of the Tewaaraton Lacrosse League was approved by the Voting Members on March 10, 2021.



- c) Unless required by the Act, the TLL elects to operate in English as the preferred primary language.

## **2. HEAD OFFICE AND OTHER OFFICES**

### **2.1 Head Office**

The head office of the TLL shall be in the town/city of Ohsweken in the Province of Ontario, and at such place therein as the Directors/Governors may from time to time determine.

### **2.2 Other Offices**

The TLL may establish such other offices and agencies at other locations as it deems appropriate.

## **3. PURPOSE/MANDATE**

The **Tewaaraton Lacrosse League's** mandate is to continue to grow the game of lacrosse, celebrating the game's rich heritage, and provide an equal opportunity league for junior-aged lacrosse players. The league is built on the pillars of collaboration, education, and inclusion.

## **4. MEMBERSHIP**

### **4.1 Qualifications and Membership Dues:**

- a) The membership of the TLL shall be determined by the Board of Directors/Governors and shall be limited to those lacrosse clubs who are interested in the Purpose/Mandate of the TLL.
- b) All new Active Members (except the Founding Members) wanting acceptance to the TLL will be reviewed and approved by a majority vote of the Voting Members.
- c) All new Active Members will be required to pay an "initiation fee" upon acceptance of their application for membership, the sum of which shall be determined by the Directors/Governors.
- d) Membership Dues:
- i. Unless otherwise determined by the Board, the membership year of the TLL shall be its fiscal year, ending December 31.
  - ii. The continuing dues for membership in the TLL, for each class of Voting Member (as hereinafter provided for), shall be such sum per annum as may be fixed from time to time by the Board. The membership dues shall be separate from the initiation fee described in Article 4.1.3.



- e) A list of Members in Good Standing shall be maintained, at all times, at the head office of the TLL.

#### **4.2 Classes of Membership:**

The TLL has the following classes of Voting Members ("Members" or "Voting Members"):

- a) **Founding Members.** The Founding Members of the Tewaaraton Lacrosse League are the lacrosse clubs that have committed to the Purpose/Mandate of the TLL by being signatory to the TLL's Original Charter which shall be maintained at its head office.
- b) **Active Members.** Active Members include all other members of the TLL who have been accepted and approved by the Board/Governors after the TLL's inception and who are considered Members in Good Standing.

#### **4.3 Withdrawal and Termination of Membership:**

- a) A Member may resign from the TLL by giving written notice to the TLL at its head office.
- b) A Member may not resign from the TLL when the Member is subject to a disciplinary investigation or action of TLL.
- c) Membership in the TLL may be terminated for failure to pay membership dues by the deadline date.
- d) Notwithstanding withdrawal or termination of membership, the Member remains liable for any debts owing to the TLL at the time of withdrawal or termination.
- e) Membership in the TLL is not transferable.

#### **4.4 Voting Rights of Members**

- a) All Founding Members and Active Members that are deemed Members in Good Standing have the right to appoint one (1) Voting Member to the Board of the TLL. Each Director/Governor shall carry one (1) vote at any meeting convened by the TLL Board on behalf of the Voting Member.
- b) Each Voting Member is entitled to authorize one delegate to represent the Voting Member at meetings or vote by proxy.
- c) The elected President does not carry a vote, unless required to break a tie on any manner in which the Voting Members cast a vote.



- d) Votes may be cast in person or by proxy. Proxyholders must be appointed in writing, in the form and in conformance with the policies and timelines prescribed by the Board.

#### **4.5 Meetings of the Members**

- a) Meetings of the Voting Members may be held at any time and place to be determined by the Voting Members provided that 48-hours' notice, written or electronic, of such meeting shall be given, other than by mail, to each Voting Member. Notice by mail require 14-days' notice. No error or omission in giving notice of any meeting of the Voting Members or any adjourned meeting of the Voting Members of the TLL shall invalidate such meeting or make void any proceedings taken thereat, and any Voting Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- b) A majority of Voting Members, 50% plus one (1) of the Members in Good Standing, shall constitute a quorum for meetings of the Voting Members. Any meeting of the Voting Members at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the constitution of the TLL.
- c) There shall be at least one (1) general meeting per year of all Voting Members of the TLL. The following business shall be conducted at the annual general meeting:
- i. The presentation of the financial statements;
  - ii. Ratify the appointed Directors/Governors,
  - iii. The election of the Executive;
  - iv. The appointment of the President; and
  - v. The appointment of the Accountant.

#### **5. BOARD OF DIRECTORS/GOVERNORS**

- a) The TLL shall conduct business pursuant to this Constitution and any future bylaws that may be adopted by the TLL for that purpose and approved by the Board of Directors/Governors.
- b) The Board of Directors/Governors shall be comprised of a minimum of three (3) individuals and a maximum of twenty (20).
- c) If the number of Members in Good Standing is less than three (3),



each of the Members in Good Standing shall elect an additional Voting Member to the Board to ensure that the minimum number of Directors/Governors exceeds three (3) to satisfy the Act.

- d) From that time and going forward the TLL Board of Directors/Governors shall be comprised of all Voting Members of league as described in Section 4.4, subject to each Voting Member agreeing in writing to accepting his/her role as Director/Governor.
- e) The Directors/Governors terms shall be one (1) year, commencing at the annual general meeting of the Voting Members which they are appointed, and shall hold office until their successors have been appointed in accordance with this Constitution, unless they resign, are removed, or vacate their office.
- f) There is no maximum on the successive number of one (1) year terms that a Director/Governor may be re-appointed by his/her Member lacrosse club.
- g) An appointed Director/Governors may resign at any time by presenting their notice of resignation to the Board. The resignation shall become effective on the date on which the resignation is received by the Board or the date specified in the resignation, whichever is later. The Voting Member of the Director/Governor who has resigned, shall have 30 days to reappoint a replacement, through written or electronic notice, for the Voting Member's appointed Director/Governor position.
- h) The office of any Director/Governor shall be vacated automatically:
  - i. If the Director/Governor ceases to be a Voting Member lacrosse club;
  - ii. If the Director/Governor is declared incapable by a court in Canada or in another country or is imprisoned for any reason;
  - iii. If the Director/Governor's represented Voting Member lacrosse club becomes bankrupt; or
  - iv. If the Director/Governor, without reasonable excuse, fails to attend two consecutive meetings of the Board.
- i) A Director/Governor may be removed in accordance with the Act.

#### **6. POWERS OF THE BOARD OF DIRECTORS/GOVERNORS**

- a) The Board shall administer the affairs of the TLL in all things and make or cause to be made, in its name, any kind of contract



which the TLL may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the TLL is by its constitution or otherwise authorized to exercise and do.

- b) The Board's key responsibilities include:
- i. Recruiting a Commissioner for the TLL (as noted in Article 10), review the performance of the Commissioner, and delegate certain responsibilities to the Commissioner.
  - ii. Assessing the risks and opportunities facing the TLL and implement systems and policies to manage these risks and opportunities;
  - iii. Ensure the development, approval and implementation of strategic plans, including external stakeholder relationships;
  - iv. Ensure effective corporate governance;
  - v. Evaluate the Board's effectiveness;
  - vi. Establish the TLL's league Rules and Regulations (Article 18), eligibility, awards, structure, penalties and fines, and schedule composition.
- c) The Board shall have power to authorize expenditures on behalf of the TLL from time to time and may by resolution have the right to employ and pay salaries to employees, including the Commissioner.
- d) The Board on behalf of the TLL shall take such steps as they may deem requisite to enable the league to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the TLL.
- e) The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
- f) Remuneration for all Directors/Officers, Executives, agents and employees shall be fixed by the Board by resolution.

## **7. INDEMNIFICATION**

### **7.1 Indemnification of Directors:**

Every Director/Governor of the TLL and his or her heirs, executors and administrators, and estate and effects, respectively, shall always from time to time and, be indemnified and saved harmless, out of the funds of the TLL, from and against:



- a) All costs, charges, and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against such person or in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by such person or in or about the execution of the duties of his or her office; and
- b) all other costs, charges, and expenses which such person sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

### **7.2 Insurance:**

The TLL shall purchase and maintain the insurance for the benefit of its Directors/Governors, as the Board, in their sole discretion, shall determine from time to time.

### **8. EXECUTIVE**

- a) The Executive of the TLL shall be comprised of:
  - i. a President,
  - ii. a 1<sup>st</sup> Vice-President;
  - iii. a 2<sup>nd</sup> Vice-President; and
  - iv. and any such other Executive as the Voting Members may determine.
- b) The Executive positions must be filled by Members in Good Standing and the President position must be filled from a Founding Member lacrosse club representative. The Founding Member whose Voting Member appointment has been elected President, shall appoint one (1) additional Voting Member to the Board of Directors/Governors of the TLL to represent that Founding Member's votes at any meeting convened by the TLL Board.
- c) The Executive shall be elected at an annual general meeting of Voting Members.
- d) The Executive shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead except for the President who will hold office for two (2) years.
- e) Executive shall be subject to removal by resolution of the Voting Members at any time.



## **9. DUTIES OF THE EXECUTIVE**

- a) The President of the TLL shall preside at all meetings of the TLL and of the Voting Members. He/she shall have the general and active management of the affairs of the TLL. He/she shall see that all orders and resolutions of the Voting Members are carried into effect.
- b) The 1<sup>st</sup> Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him/her by the Voting Members.
- c) The 2<sup>nd</sup> Vice-President may be empowered by the Voting Members, upon resolution of the Voting Members, to carry out his/her affairs of the TLL generally under the supervision of the Executive thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/she shall give or cause to be given notice of all meetings of the members and of the Executive and shall perform such other duties as may be prescribed by the Executive, under whose supervision he/she shall be.
- d) The duties of any other Directors/Governors of the TLL shall be such as the terms of their engagement call for or the Executive requires of them.

## **10. Commissioner of the TLL**

There is hereby established the position **Commissioner of the Tewaaraton Lacrosse League** who shall be the KEY employee of the TLL. The Commissioner shall be hired and supervised by the TLL Board and shall serve as the chief staff person to the TLL. The duties and responsibilities of the Commissioner (and other TLL staff) and the terms and conditions of the Commissioner's employment by the TLL shall be determined by the TLL Board, led by the Executive.

## **11. COMMITTEES**

The Voting Members may establish committees whose members will hold their offices at the will of the TLL. The TLL members shall determine the duties of such committees.





## **12. EXECUTION OF DOCUMENTS**

Contracts, documents or any instruments in writing requiring the signature of the TLL, shall be signed by any two (2) members of the Executive and all contracts, documents and instruments in writing so signed shall be binding upon the TLL without any further authorization or formality. The Voting Members shall have power from time to time by resolution to appoint a Director/Governor on behalf of the TLL to sign specific contracts, documents and instruments in writing.

## **13. MINUTES OF MEMBERS (AND EXECUTIVE)**

The minutes of the Voting Members (or the minutes of the Executive) shall be available to the Voting Members of the TLL, each of whom, upon their request, shall receive a copy of such minutes.

## **14. FISCAL YEAR**

Unless otherwise amended by this Constitution, the fiscal year end of the TLL shall be December 31<sup>st</sup>.

## **15. AMENDMENT OF CONSTITUTION**

This Constitution may be amended by a majority of the Voting Members at a meeting of the Voting members and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Voting members at a meeting duly called for the purpose of considering the said amendment.

## **16. ACCOUNTANT**

The Board will be responsible for the appointment of an Accountant to perform an annual review engagement, if permitted by the Act, otherwise the Accountant will perform an audit.

## **17. BOOKS AND RECORDS**

The Executive shall see that all necessary books and records of the TLL required by the constitution of the TLL are regularly and properly kept and maintained at the head office.

## **18. RULES AND REGULATIONS**



The Executive may prescribe such rules and regulations not inconsistent with this constitution relating to the operation of the TLL as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the Voting Members of the TLL when they shall be confirmed and failing such confirmation at such annual meeting of Voting Members, shall at and from that time cease to have any force and effect.

#### **19. CONFLICT OF INTEREST**

A Director/Governor who has an interest in, or who may be perceived as having an interest in, a proposed contract or transaction with the TLL shall fully and promptly disclose the nature and extent of such to the Board or Voting Members, as the case may be; shall refrain from voting or speaking in debate on such contract or transaction; shall refrain from influencing the decision on such contract or transaction; and shall otherwise comply with the requirements of the Act regarding conflict of interest. This disclosure shall be reduced to writing or recorded in the minutes of the meeting.

#### **20. DISSOLUTION**

In the event of liquidation, dissolution or winding-up of TLL, all its remaining assets after payment of its liabilities shall be distributed to one or more charitable or not-for-profit organizations which carry on similar activities to those of TLL or whom have a similar purpose/mandate to the TLL, as determined by the Board.

#### **21. INTERPRETATION**

In this constitution and in all other documentation of the TLL hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

#### **22. CERTIFICATION**

WE, the undersigned, as first Board of Directors/Governors of the Tewaaraton Lacrosse League, hereby certify that this Constitution



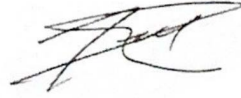
was adopted by a resolution of the TLL Board and accepted as its operating framework.

**DATED: MARCH 10, 2021**

Mr. Vince Hunt (Burlington)



Mr. Jeff Snyder (Tri-City)



Mr. Lewis Staats (Six Nations)

