

2 SECTION 2 – BYLAWS

GENERAL

1. These Bylaws relate to the general conduct of the affairs of the Lacrosse Canada (LC), a Canadian Corporation.
2. The following terms have these meanings in these Bylaws:
 - a) *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;
 - b) *Articles* – the restated articles of continuance of the Corporation;
 - c) *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.
 - d) *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;
 - e) *Board* – the Board of Directors of the Corporation;
 - f) *Corporation* – Lacrosse Canada;
 - g) *Days* – total days including weekends and holidays;
 - h) *Director* – an individual elected to serve on the Board pursuant to these Bylaws;
 - i) *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.
 - j) *Member* – those organizations meeting the definition of member pursuant to these Bylaws;
 - k) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these Bylaws;
 - l) *Ordinary Resolution* – a resolution passed by the majority of votes cast on that resolution; and
 - m) *Special Resolution* – a resolution passed by not less than two thirds of the votes cast on that resolution.
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.
4. Except as provided in the Act, the Board will have the authority to interpret any

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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.

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