

OTHER BOARD PROPOSED CHANGES TO THE WL CONSTITUTION AND BYLAWS

1. OVERVIEW

- 1.1. The purpose of this paper is to present to the General Assembly (GA) the background to the Board of Directors proposed votes being taken on changes to the World Lacrosse (WL) Constitution and Bylaws at the WL GA in October 2021.

2. BACKGROUND

- 2.1. In addition to the changes being proposed in agenda items 2.1 – 2.4 and the editorial, clarification and structural changes being included in the WL Handbook at agenda item 3.1, the WL Board is proposing the following additional changes to the WL Constitution and Bylaws:

- 2.1.1 Financial – proposed changes will ensure members receive more regular information on WL finances.
 - 2.1.2 Responsibilities between the GA and the Board – this is to move some of the GA responsibilities to the Board, as they deal with them on a daily basis and ensure WL is nimble enough to operate efficiently and effectively.
 - 2.1.3 Approval of Policies – organizational Policies are usually an operational responsibility and we are proposing their approval is carried out by the Board in future. However, we recognize that some policies will affect the Membership and so we are proposing that the newly established Governance Committee will play a role in deciding where responsibility for approval will lie and how Members are engaged for feedback during the process.
 - 2.1.4 The timescales for holding the GA - the Board would like to have the flexibility to hold the GA either at an event or virtually. In addition, by removing the timeframe of June – August it would allow the GA to be held at a future Sixes World Championship.
 - 2.1.5 Sector voting – addition of World Lacrosse Sixes.
 - 2.1.6 Auditors – to allow the organization to appoint a qualified and independent auditor for more than one year to provide continuity. The Board will review the auditor at least every five (5) years and any changes in auditor would require GA approval. This also helps streamline GA meetings to key discussion issues.
 - 2.1.7 Termination of Directors/Board Members – at last year’s GA, the issue was raised of removal of Board Directors. This has been addressed in these amendments.
 - 2.1.8 Electronic voting – removal of ‘in person’ to allow for electronic voting.
- 2.2 The changes in 2.1.1 to 2.1.6 have been discussed by GWG, with Members during the webinars and some were raised at the GWG Roadshows and, as highlighted above, 2.1.7 was a matter arising from last year’s GA. The Board

discussed and approved these changes at their meeting on 3rd August 2021.

3. LEGISLATION CHANGES

3.1 The following clauses of the Constitution and Bylaws will need to be edited if the recommendations are accepted:

3.1.1 Redline Constitution 2021 GA (attached) – 5.2.2, 5.2.3, 5.2.8, 5.2.9, 5.2.10, 5.2.13, 5.2.14, 5.3.1, 5.7.1, 5.8.4, 5.9.1, 6.1.1, 6.2.2c, 6.2.2d, 7.6, 8.1, 9.1, 11.2, 14.2, 15.1.

3.1.2 Redline Bylaws 2021 GA (attached) – 9.1, 9.2, 13.4.

4. VOTE TO THE GA

4.1. The motions at the GA in relation to the above changes are:

4.1.1 “to accept the Board of Directors proposed Constitutional changes as highlighted in the attached redline Constitution (2/3 majority)”

4.1.2 “to accept the Board of Directors proposed Bylaws changes as highlighted in the attached redline Constitution (2/3 majority)”

4.2. If any Members wish to bring forward for separate discussion and vote any specific part of this legislation, they need to write to the Finance and Governance Director and include the wording of the vote accompanied by a proposer and seconder. This should be received by close of play on 6th September so that we can prepare the information for final GA papers going out on 9th September.



Constitution

World Lacrosse

October 2021

THIS DOCUMENT CONTAINS ALL THE PROPOSED CHANGES TO THE CONSTITUTION AS PROPOSED BY THE BOARD OF DIRECTORS AND AS IS DETAILED IN BOARD PAPER 2.5.

WORLD LACROSSE (WL)

CONSTITUTION

DEFINITIONS:

The following definitions are used in this Constitution:

- **Board:** reference to Board in this document is to the World Lacrosse Board of Directors unless otherwise stated.
- **Continental Federations.** Generic term for the Continental / Regional bodies that represent a specific geography and are Allied Continental Federation Members of WL.
- **Federation:** All references to Federation in this document should be taken to mean World Lacrosse.
- **Lacrosse:** Lacrosse shall include all disciplines, forms and formats of the sport approved by the General Assembly (GA) of the Federation.
- **Member:** The generic term “member” is used to denote the collective of Full Member, Associate Member, Allied Organization and Inactive Member.
- **National Governing Body (NGB):** The organization controlling lacrosse within the member nation
- **Sector voting (sector functioning program):** An established structure (Either Club, University, College and/or School teams playing in a competitive format acceptable to the Board)
- **World Events:** Generic term used to cover the WL World Championships, some of which were previously known as “World Cup”.
- **Rule clarification:** minor changes to wording to improve understanding of intent of rule
- **Equipment Modification:** changes to equipment specifications which are measurable.

1. NAME.

- 1.1** **The name of the Federation** shall be the World Lacrosse (WL) and is referred to in this Constitution and associated Bylaws as "the Federation".

2. LANGUAGE, GOVERNING LAW and INTERPRETATION.

- 2.1 **Where appropriate** the masculine gender shall include the feminine, and the singular shall include the plural.
- 2.2 **Language.** The official language of the Federation shall be English. In documentation US English will be used.
- 2.3 **Governing Law.** This Constitution shall be governed by and construed in accordance with New York State, United States of America Law.
- 2.4 **All meetings** of the Federation and its committees shall be conducted according to latest version of Robert's Rules of Order, unless specifically defined in this Constitution or Bylaws.
- 2.5 **Lacrosse shall include** all disciplines, forms and formats of the sport approved by the General Assembly (GA) of the Federation.
- 2.6 **Full Members** must be present at a meeting of the GA to exercise their privilege of voting, except as outlined in 2.7 for postal votes. Proxy votes are not permitted.
- 2.7 **Any vote** or ballot may be conducted at a meeting of the Federation or by postal / electronic ballot as outlined in the Bylaws associated with this Constitution. This applies to both the General Assembly and the Board.

3. OBJECTIVES.

- 3.1 **The objectives** of the Federation shall be to:
 - 3.1.1 coordinate the development of lacrosse throughout the world
 - 3.1.2 promote lacrosse (as defined in 2.5) through specific initiatives
 - 3.1.3 establish and maintain rules and regulations governing international competition
 - 3.1.4 establish and maintain playing rules for lacrosse
 - 3.1.5 establish policies for the operation of international competition and sanction events
 - 3.1.6 represent lacrosse on / to other international sports bodies (e.g. GAISF / Sport Accord, International World Games Association, International Olympic Committee, Association of Recognized International Sports Federations,

etc.)

- 3.1.7** maintain alliances with lacrosse organizations including Continental Federations, Professional Leagues and organizations representing particular forms of lacrosse.
- 3.1.8** preserve the integrity of all disciplines of lacrosse
- 3.1.9** deter alcohol, drug and tobacco abuse in lacrosse
- 3.1.10** acquire such property, assets and rights as the Federation believes fit and conducive to the attainment of its objects in such manner and upon such terms as it thinks appropriate
- 3.1.11** dispose of the Federation’s property, assets and rights in such manner and upon such terms as the Federation may believe conducive to the attainment of its objects
- 3.1.12** undertake such obligations and incur such liabilities as the Federation may believe conducive to the attainment of its objects
- 3.1.13** do all such things as in the opinion of the Federation are or may be conducive or incidental to the attainment of the above objects
- 3.1.14** apply the income and property of the Federation in furtherance of its objects and ensure it shall not be paid or transferred in any manner to any Member of the Federation save pursuant to related to dissolution.

4 MEMBERSHIP.

- 4.1** **The National Governing Body (NGB)** for lacrosse in any country or nation shall be eligible for membership of the Federation. Only one Association from each country or nation may be a member, and such member shall be recognized by the Federation as the only national governing body for all lacrosse in such country or nation.
- 4.2** **Membership may be conferred** by the membership following the policy and criteria set by the General Assembly.
- 4.3** **Membership categories** shall be:
 - 4.3.1** Full Member
 - 4.3.2** Associate Member
 - 4.3.3** Continental Federation (**CF**) (*principle at this stage*)
 - 4.3.4** Allied Organization
 - 4.3.5** Inactive Members

- 4.4** Any member may resign from membership of the Federation by giving notice in writing to the President or Finance and Governance Director but such member shall remain liable for all monies due by the member to the Federation at the time of ceasing to be a member.
- 4.5** The Federation may place any condition to or refuse to continue the membership of a member by a resolution passed by a majority of at least two thirds of votes cast. Such motion shall only be considered provided that a minimum of two (2) months' notice of motion has been provided to all members, and the Board, and that the member has the opportunity to make written representation to all members, and the Board, and personal representation at a meeting of the GA to consider the motion.
- 4.6** Failure of a Full Member to meet their membership obligations, as set out in the WL Bylaws, without reasonable cause, and following due process, shall cause the GA to consider a resolution to refuse to continue the membership of that Full Member, to place any condition deemed necessary or to place that member in the Inactive Member category.
- 4.7** There is an expectation, but not a specific requirement, that an Associate Member or Allied Organization will attend General Assemblies. Likely new Associate Members or new Allied Organizations will be invited as guests in the year of considering joining. Associate Members who do not meet their membership obligations may also be considered for and be placed in the Inactive Member category.

5 GENERAL ASSEMBLY

5.1 Structure

- 5.1.1** The General Assembly (GA) consists of the Membership, the Board and the Athletes Commission. The President shall act as the chair of the GA.

5.2 Role

- 5.2.1** Elect the Directors of the Board that have been nominated for Elected Board positions.
- 5.2.2** Vote on Constitution and Bylaw changes (including Rule changes which will be subject to Sector voting).
- 5.2.3** Membership will have the opportunity to comment on relevant Policies through the Governance Committee, before they are approved and implemented by the Board.
- 5.2.4** Approve the Strategic Plan
- 5.2.5** Approve the forward (generally 2-4 year period) budget and authorize the

Board to oversee the annual budget

5.2.6 Delegate day-to-day operations to staff through the Board

5.2.7 Oversee Board activity and performance

5.2.8 Receive and review reports from the Board

5.2.9 Delegate to the Board the responsibility of determining the structure of the Committees, Commissions, Sub-Committees and Working Groups needed to effectively govern World Lacrosse.

5.2.10 Set policies and criteria for acceptance of new members

5.2.11 Agree acceptance of new members

5.2.12 Agree the conditions and responsibilities of membership

5.2.13 Review **audited financial statements** quarterly financials and receive a copy of the annual audited financial statements when the reports are issued.

5.2.14 Approve the Auditors when proposed by the Board of Directors. The Federation will review the auditors at least every five (5) years.

5.3 Meetings

5.3.1 The General Assembly (GA) shall meet annually or as determined by the membership and the meetings should preferably be aligned to an international event **in the June – August time frame.**

5.4 Attendance

5.4.1 All full members are entitled to appoint one delegate and may have one observer in attendance at a GA. Associate and Allied members are encouraged to attend.

5.4.2 The name of the delegate and any observer must be submitted to WL at least 30 days before a meeting of the GA.

5.5 Quorum

5.5.1 The Quorum shall be 1/3 rounded up of the eligible voting members.

5.6 Voting

Those entitled to vote are:

5.6.1 Full Members (one vote per Full Member) in good standing.

5.6.2 The Board will have one collective vote. The Chair [most likely the President] will have a casting vote in the event of a tie.

5.6.3 The previously named delegate must cast the Full Member vote.

5.7 Constraints

- 5.7.1** A Board member may not also represent their country within the General Assembly.
- 5.7.2** A person can only exercise one vote.
- 5.7.3** A Board member may “step down” from their position to speak against a Board recommendation but may not vote as a Full Member delegate.
- 5.7.4** A Full Member placed into the Inactive Member category shall not be entitled to vote.

5.8 Sector Voting

- 5.8.1** On specific matters covering Rules, Officiating and Competition, only those Full Members who have a functioning program in that specific version of lacrosse will be entitled to vote.
- 5.8.2** Proposals for sector specific voting must be submitted to the Board for approval to ensure they do not conflict with other sectors or conflict with risk management or finances of the Federation otherwise a full GA consideration will be appropriate.
- 5.8.3** For a sector specific vote, the quorum will be 1/3 rounded up of the eligible (for that sector) Full Members.
- 5.8.4** Currently there are ~~four~~ **five** sectors:
- Men’s Field
 - Women’s Field
 - Men’s Box
 - Women’s Box
 - Sixes

5.8.5 Criteria for Sector Voting

To be eligible to vote in the relevant sector the member must meet the following criteria:

Administration – a dedicated person (e.g. committee chair / director) or sector / division / chapter for women’s / men’s / box lacrosse, formally identified to receive correspondence via the member advised primary contact point.

Playing - A minimum of 18 players

Coaching - A minimum of 2 coaches

A pathway for coaches from junior to national coaching

Officiating - A minimum of 2 officials

A pathway for officials from junior to national representation.

Competition - A structured domestic competition e.g. school, youth, university or club teams

At least 2 of the following 3 met:

1. Competed in 1 WL or a WL recognized event
2. Competed against a WL member in at least 2 organized matches
3. Hosted a WL or WL recognized event

5.9 Voting Majority

5.9.1 On all matters related to the Constitution, the Bylaws, Membership and the Rules, the majority must be at least 2/3 of those present at a quorate meeting, who are eligible to and cast a vote, recording a vote in favor.

5.9.2 For clarity it should be noted that an abstention is not considered as a cast vote.

5.9.3 For all other matters, at a quorate meeting, a simple majority (of the eligible voters who cast a vote) is sufficient.

5.9.4 In the event of a tie or deadlock the chair shall have a casting vote.

6 BOARD

Except as otherwise provided in this Constitution all corporate powers and authority to conduct business affairs shall be exercised by, or under the authority of the WL Board.

6.1 Structure

6.1.1 The Board of the Federation shall be comprised of positions as **determined** by the Board of Directors. The Board structure will be such that the number of elected voting members will be greater than that of the appointed / otherwise selected voting members.

6.1.2 Currently those elected by the membership at a GA are:

- a) President
- b) Vice President
- c) Finance and Governance Director

- d) Development Director
- e) Competition Director
- f) Technical Director
- g) Diversity and Inclusion Officer

6.1.3 Appointed Board Member positions with specific portfolio:

- a) Legal Counsel (without Board voting privileges)
- b) Chief Executive Officer (CEO) with voting privileges

Terms of office for appointed Board members are determined by the Board according to the specific needs of the positions.

6.1.4 Two Athletes Commission representatives and this would usually be the Chair and Vice-Chair.

6.1.5 Up to two Independent Board members with the specific skill sets to assist the Board in implementing the WL Strategic Plan.

6.1.6 Independent Directors once appointed are voting Board members and subject to the same terms and conditions as all other Board members including declaration of any conflicts of interest and acceptance of the code of conduct. Terms of office will be decided by the Board.

6.1.7 The GA will be advised of all appointed Board members and their terms of office.

6.1.8 Members of staff may also participate in Board meetings with voice but no voting privileges.

6.1.9 Note: specific roles and role descriptions/titles of Board Members going forward may change, under Board direction, to suit identified needs.

6.2 **Role**

6.2.1 The Board shall have and may exercise all of the powers and authority of the GA, in between meetings of the GA, in the management of the Federation. The WL Board shall represent the interests of the WL membership by providing strategic direction, guidance and management oversight. The Board shall also select, manage and evaluate the performance of a CEO who will be empowered to engage and manage additional staff subject to Board approval.

6.2.2 The role of the Board is to:

- a) Report on the activities that have occurred since the last GA and to keep the membership informed of significant matters.

- b) Prepare, seek approval and implement, the Strategic and Operational plans and monitor progress.
- c) Provide the fiduciary responsibility of oversight of a forward budget ~~that includes but is not limited to, annual preparation, seeking approvals and budget management.~~
- d) Develop policies in consultation with the WL Governance Committee, for approval by the GA, where appropriate, and with relevant input from the membership, and approve and implement ~~such those~~ policies.
- e) Manage communications with members and external stakeholders
- f) Appoint Chairs of the Committees and review the Committees work
- g) Select and approve Hosts for International Events
- h) Determine whether an applicant country meets the criteria and policies set by the GA and then propose acceptance to the membership
- i) Prepare audited accounts on an annual basis and review with the membership.
- j) Exercise due diligence-Risk management, including ensuring compliance with statutory and legal obligations (e.g. employment and tax law and general and Directors and Officers Liability)
- k) Review and recommend auditor appointments
- l) Approve contractual agreements in compliance with approved delegated authorities.
- m) Implement and monitor the agreed anti-doping policies
- n) Ensure that the Code of Ethics is met at all times
- o) Record and manage any "conflicts of interest" on a regular basis.

6.3 Meetings

6.3.1 The Board Meetings will normally have two face to face meetings annually supplemented by electronic meetings which will normally be monthly and with additional calls as needed.

6.3.2 The Board will be chaired by the President or in their absence by the Vice President. If neither is present then the Board will decide.

6.4 Quorum

6.4.1 The Quorum shall be 50% plus one (1) of the Board Members.

6.5 Voting

6.5.1 Each Board Member, except Legal Counsel, may vote.

- 6.5.2 Resolutions will be decided by simple majority.
- 6.5.3 In the event of a tie or deadlock the Chair shall have an additional (casting) vote.

7 FINANCIAL

- 7.1 **The financial year** of the Federation shall commence on January 1 and end on December 31, in each year.
- 7.2 **The Finance and Governance Director:**
 - 7.2.1 shall serve as the representative of the Board in the supervision of staff who are responsible for the keeping of accounting records sufficient to show and explain the Federation's transactions and to disclose at any time the financial position of the Federation.
 - 7.2.2 shall supervise the preparation and presentation by staff of financial documents including Income & Expenditure / Balance Sheet / Actuals to Budget to be presented to WL Board and the GA.
- 7.3 **All sums payable** to the Federation shall be received by the nominated staff members and deposited in a bank account approved by the Board.
- 7.4 **All members shall pay** such subscription and other fees as may from time to time be prescribed by the Federation. Such subscriptions and fees shall be listed as an Appendix to the Bylaws of the Federation. Any Member who has not paid in full all subscriptions and fees within ninety (90) days from notification of the subscription or fee shall not be entitled to participate in any of the Federation events or vote at the Federation meetings. This may result in loss of membership.
- 7.5 **The travel and accommodation costs for delegates** to the GA shall be the responsibility of the member.
- 7.6 An annual examination of the accounts of the Federation shall be undertaken by ~~by one (1) or more~~ qualified and independent auditors who shall ~~report~~ annually publish their findings to the Members. The auditors will be recommended by the Board to the membership for approval at least every five (5) years.

8 CONSTITUTION, RULES AND BYLAWS

8.1 Amendments.

Proposed amendments to the Constitution, Bylaws, and Playing Rules must be advised in writing to the Finance and Governance Director at least ninety (90) days prior to any meeting of the GA. Those proposed amendments shall be circulated to Board and members at least sixty (60) days before the date of the meeting.

8.2 Amendments require a majority vote of at least two thirds of votes cast at a quorate meeting. Proposed amendments for which proper notice has not been given, but which have been discussed and agreed at a meeting of the GA, may be determined by postal/electronic ballot as outlined in this Constitution and Bylaws. In addition, any other GA business may be determined by postal/electronic ballot.

8.3 Playing Rules.

The Rules of the Games of Lacrosse as amended from time to time by the GA shall be an Appendix to the Federation Bylaws. See Policies regarding the types of rule changes and the timing of rule changes.

8.4 Bylaws.

The GA may make, repeal and amend Bylaws for the furtherance of the objects of the Federation and for the conduct of its business providing such Bylaws are not inconsistent with this Constitution.

8.5 The GA shall establish and maintain Bylaws that govern the conduct of all World Events. Management (staff) will be responsible for managing the specific activities of all WL World Events, bidding process (recommendation of event hosts to the Board), sponsorship / broadcasting rights and all contract negotiations in liaison with the Competition Director and relevant committees.

9 ANTI DOPING

9.1 The Board of Directors may, specify, amend, add to or revoke such procedures and policies as it thinks fit from time to time regarding to the prevention of and discipline in relation to drug abuse within lacrosse. Such resolutions may not put the Federation in violation or conflict with the WADA Anti-Doping Code.

9.2 The Federation adopts the protocols prescribed by the World Anti-Doping Agency (WADA).

10 DISPUTES BETWEEN MEMBERS

- 10.1** Member dispute resolution is currently within the remit of the Vice President (VP) and as such all communication on these matters is with the VP
- Disputes between members, excluding disputes regarding anti-doping matters, which are governed by the WL Anti-Doping policy, defined in Appendix D of the WL Bylaws, may be referred to the WL Board for resolution by submitting written notification of a dispute to the VP. If the VP is from one of the countries involved then the President shall take on this responsibility.
- 10.2** The VP will contact the parties involved to confirm the allegations and / or circumstances of the dispute. If the VP determines that allegations and / or circumstances warrant WL facilitation, the VP will attempt to broker a solution to the dispute
- 10.3** If the VP cannot resolve the dispute, the VP shall notify the Board of the request for dispute resolution and refer the matter within four (4) weeks to a hearing panel of three (3) Board members who do not originate from the Member countries involved in the dispute. The hearing panel shall be endorsed by the full Board and may include the VP.
- 10.4** The hearing panel shall consider the matter, conduct an investigation that will include testimony from the parties involved in the dispute and provide, within a period of four (4) weeks, a decision that is consistent with the WL Constitution, Bylaws and Rules of the respective Games of Lacrosse.
- 10.5** The VP shall then advise the Board and the parties involved in the dispute of the hearing panel's decision which shall be binding on all parties and not subject to appeal.
- 10.6** Any costs required to facilitate the solution to the dispute between Members shall be borne by the Member filing the dispute.

11 DISPUTES BETWEEN A MEMBER AND THE WL BOARD

- 11.1** As noted in Section 6.1 of the WL Bylaws, The Board shall have and may exercise all the powers and authority of the GA, in between meetings of the GA, in the management of the Federation except for the areas enumerated in Section 6.4 of the WL Bylaws.

- 11.2** Decisions of the Board that follow or enforce the WL Constitution, Bylaws, and Rules of the respective Games of Lacrosse currently in place shall not be eligible for appeal to either the Board or the Membership.
- 11.3** Decisions by the Board that do not follow or enforce the WL Constitution, Bylaws, Policies and Rules of the respective Games of Lacrosse currently in place are eligible for appeal and may be referred to the WL Board for consideration by submitting a written request for appeal to the VP. The written request for the appeal must include a detailed basis upon which the appeal is being made.
- 11.4** Upon receiving a written request for appeal, the VP shall notify the Board and refer the matter within four (4) weeks to a hearing panel comprised of three (3) representatives from different WL member countries who are not members of the Board and who do not originate from the Member country involved in the appeal. The hearing panel shall be endorsed by the full Board.
- 11.5** The VP shall not be a member of the hearing panel but shall facilitate an appeal hearing, which shall include testimony from no more than two (2) representatives from the Member country that filed the appeal and no more than two (2) members of the Board. Following the appeal hearing, panel will issue a written decision within four (4) weeks, and the VP shall then advise the Member country and the Board of the result of the appeal, which shall be final within the WL.
- 11.6** Any such appeal must be accompanied by a fee of \$250(US) which is returnable if the appeal is successful.

12 MEMBER FINANCIAL LOSS

- 12.1** The board of the WL can determine that in the event that a member organization is caused to suffer the loss of financial support due to a WL decision that inadvertently results in such loss, the WL can submit to the membership for vote the waiver of participation fees for a member country for up to two (2) full cycles of championship events. (Full cycle is defined as men's, women's, seniors & U20 and box)

13 COURT OF ARBITRATION FOR SPORT– (CAS)

- 13.1** Members who disagree with the results of an appeal conducted according to the procedures defined in Section 11 may contact the Court of Arbitration for Sport in Lausanne, Switzerland (www.tas-cas.org).

13.2 Any costs associated with the engagement of the Court of Arbitration for Sport shall be the responsibility of the Member country taking such action.

14 DISCIPLINARY ACTION

14.1 Suspension in Exceptional Circumstances

In addition to the rights of suspension and expulsion under the Constitution, the Board may in its discretion suspend a Member from WL in exceptional circumstances pending determination of a resolution under this clause. For the purposes of this clause "exceptional circumstances" means circumstances in which, after reasonably inquiry, it is considered that WL or any of the Members may suffer damage or detriment as a result of the actions or inactions by the Member who is being considered for suspension under this clause. See Appendix A.

14.2 Termination of a Director / Board Member's appointment

Without prejudice to any provision of the prevailing New York State regulations a person shall cease to be a director of the Company as soon as:

that person ceases to be a director by virtue of any New York State regulation or is otherwise prohibited from being a director by law;

a bankruptcy order is made against that person;

a statement is made by that person's creditors in relation to that person's debts;

a registered medical practitioner who is treating that person gives a written opinion to the WL stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

unless the Board resolves otherwise, that person shall without sufficient reason for more than three consecutive Board meetings have been absent without permission of the Board;

~~that person-an appointed Board member~~ is requested to resign by a majority of all the other Board members; ~~of the Board acting together (which may be~~

~~Board members initiative or following request from the membership) for such consideration and this may be achieved by resolution at a General Assembly;~~

notification in writing is received by the Board from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

the General Assembly votes, by a two-thirds majority, to remove an elected Board member. Where the Board wishes to recommend termination of an elected Board member, a rationale for that recommendation will be made by the Board to the General Assembly.

15 DISSOLUTION and/or MERGER.

- 15.1** **The Federation shall not be merged**, amalgamated or dissolved except by at least a two-thirds majority resolution of all Full Members ~~in-person~~ voting on a resolution at a meeting of the General Assembly of the Federation.
- 15.2** **Any merger**, amalgamation, dissolution, re-organization or reconstitution shall take effect from the conclusion of the meeting of the General Assembly at which the relevant Resolution is passed or such later date as is specified in the Resolution.
- 15.3** **Any property**, assets and rights of the Federation remaining after discharge of its liabilities shall be applied in such manner as the GA (acting by Resolution) shall think fit for the promotion or development or protection of the interests of the lacrosse or any other sport.

DISCIPLINE OF MEMBERS

1 Suspension in Exceptional Circumstances

In addition to the rights of suspension and expulsion under the Constitution, the Board may in its discretion suspend a Member from WL in exceptional circumstances pending determination of a resolution under this clause. For the purposes of this clause "exceptional circumstances" means circumstances in which, after reasonable inquiry, it is considered that WL or any of the Members may suffer damage or detriment as a result of the actions or inactions by the Member who is being considered for suspension under this clause.

This is sometimes referred to as being "Not in good standing."

If any action is imposed under this clause, the WL Designated Board Member shall notify the Member concerned of the action in writing and copy this notification to the Board.

2 Board Resolution

Subject to the Constitution, the Board may by resolution:

- 1)** as a last step, and with membership approval, expel a Member from WL; or
- 2)** suspend a Member from membership of WL for a specified period; or
- 3)** impose a fine on a Member;
- 4)** impose such other penalty, action or educative process as it sees fit,

If the Board considers that the Member has:

- a)** breached, failed, refused or neglected to comply with a provision of the WL Constitution, the WL Bylaws or any WL Policy, resolution or determination of the Board;
- b)** acted in a manner unbecoming of a Member or prejudicial to the objects and interests of WL, or another Member; or the sport of lacrosse; or
- c)** brought WL, or another Member, or the sport of lacrosse into disrepute.

3 Notice of Alleged Breach

Where the Board considers that a Member may have satisfied one or more of the grounds in clause 2(a), (b) or (c), the Designated Board Member, shall, as soon as practicable, serve on the Member a notice in writing:

- 1) setting out the alleged breach of the Member and the grounds on which it is based;
- 2) stating that the Member (personally or by its representative) may address the Board at a meeting to be held not earlier than 7 days and not later than 28 days after service of the notice;
- 3) stating the date, place and time of that meeting;
- 4) informing the Member that they may do one or more of the following: -
 - a) attend that meeting;
 - b) provide WL, before the date of that meeting a written statement regarding the alleged breach.

4 Determination of Board

At a meeting of the Board held in accordance with clause 3, the Board shall:

- 1) give to the Member every opportunity to be heard;
- 2) give due consideration to any written statement submitted by the Member; and
- 3) by resolution determine whether the alleged breach occurred.

5 Appeal to the Appeals Tribunal

- 1) If the Board passes a resolution at the meeting held in accordance with this clause, the Member has a right to appeal the decision to the Appeals Tribunal.
- 2) The Member must lodge the appeal with the Designated Board Member within 14 days of the date the resolution is passed. The appeal must specify the grounds of the appeal and be accompanied by an Appeal Fee of \$250.

- 3) Where the Designated Board Member receives an appeal under clause 5(2), the Board shall convene a meeting of the Appeals Tribunal to be held within 30 days of the date on which the Designated Board Member received the appeal.
- 4) Where the Member lodges an appeal to the Appeals Tribunal under this clause, the resolution of the Board does not take effect unless the Appeals Tribunal confirms the resolution in accordance with the clause below.

APPEALS TRIBUNAL

1 Composition of Appeals Tribunal

- 1) An Appeals Tribunal of 5 persons shall be appointed by the Board for the purpose of adjudication of appeals from Members under the clause above.
- 2) No member of the Appeals Tribunal shall be permitted to hold any office on the Board or its appointed sub-committees.
- 3) A minimum of 3 Members of the Appeals Tribunal shall constitute a quorum.
- 4) A casual vacancy on the Appeals Tribunal shall be filled by the Board appointing a replacement as it sees fit.
- 5) A legal counsel may act as a consultant to the Appeals Tribunal

2 Proceedings before Appeals Tribunal

Proceedings before the Appeals Tribunal shall be conducted as follows:

- a) The Chairperson of the Appeals Tribunal shall announce the opening of the proceedings, stating the Tribunal's authority, jurisdiction, composition and the nature and purpose(s) of the proceedings.
- b) The procedure to be followed at proceedings shall be clearly explained by the Appeals Tribunal Chairperson. The Appeal Tribunal Chairperson shall state who is entitled to be present throughout proceedings during evidence and submissions.
- c) The matter(s) which is/are the subject of proceedings shall then be read to the person(s) concerned. The body or person reporting the matter(s) and the subjects of the proceeding shall be given the opportunity to report the circumstances of those matter(s). The person(s)

concerned will be given the opportunity to respond to this report and present evidence/submissions as to their view of the circumstances of those matter(s). Any witnesses called by either the reporting body or the person(s) concerned will be given the opportunity to give evidence or make submissions. Witnesses may be questioned on their evidence. Evidence and/or submissions may be tendered in writing.

d) The Appeal Tribunal will consider the evidence presented. It may adjourn the hearing if considered necessary. No other person shall be present or partake in any discussion with the Appeals Tribunal at this time. If the Appeals Tribunal finds the decision of the Board is not proved it will uphold the appeal accordingly. The Appeal fee of \$100 will be refunded.

e) If the Appeal Tribunal finds the decision of the Board to be proved, it may impose, in its discretion, an appropriate penalty or penalties (which may confirm, increase or decrease the original penalty), or it may report its findings to the Board with such recommendations as it considers appropriate. The Appeals Tribunal Chairperson will declare the proceedings closed.

f) If a decision cannot be given immediately after proceedings, the relevant party or parties must be advised of the time and place at which the decision will be given. The decision, any penalty and the reasons for the decision shall be given in writing and signed by the Appeals Tribunal Chairperson. Every decision of the Appeals Tribunal shall be conveyed in writing to the parties concerned.

3 Decisions Binding

Decisions of the Appeals Tribunal will be binding and final upon the Board and the Member.

Note: In all instances above the meetings may be held using Skype (or similar) or by audio conference.



Bylaws

World Lacrosse

October 2021

THIS DOCUMENT CONTAINS ALL THE PROPOSED CHANGES TO THE BYLAWS AS PROPOSED BY THE BOARD OF DIRECTORS AND AS IS DETAILED IN BOARD PAPER 2.5.



WORLD LACROSSE (WL)

BYLAWS

Note all references in this document to federation should be taken to mean World Lacrosse.

1. Membership Approval

- 1.1 The criteria for Full Associate Provisional Members and Allied Organization status are outlined in Appendix A to these Bylaws.
- 1.2 The Development Committee will review membership applications, and any proposed change of membership category, and present to the Board for consideration. The Board will determine whether an applicant country meets the criteria and policies set by the General Assembly (GA) and then submit to the membership for consideration.
- 1.3 The Board may approve a change of status of an existing member.

2. Membership Subscriptions

- 2.1 These shall be agreed at the GA and detailed as Appendix C to these Bylaws.
- 2.2 For a new Member, Associate Member or Allied Organization the subscription will be applicable from January 1st following membership acceptance or change of status. Benefits will be applicable from date of membership.

3. Member's Management Obligations

- 3.1 Every Full Member, Associate Member and Allied Organization may be asked to provide a report when requested by the WL Board. Member obligations are shown at Appendix B.

4. Awards

- 4.1 Recognition of individuals, at different levels, will be considered by and presented to the Board or the GA, by the Nominations Committee.



5. Board Composition

- 5.1** Members of the Board are elected by the GA and for specialist positions appointed by the Board.
- 5.2** Members of the Board are responsible for attending up to two 'Face to Face' Board meetings generally held each year, audio / video / electronic conferences and attending each GA. Board meetings will generally be scheduled twice each year, the specific date to be determined by the President.
- 5.3** Board nominees, for election, must be a National of or reside within a Full Member nation in order to be considered for Board positions. If nominated by a different Member (not the country of residence), then the nomination must be supported by the home country Member (written confirmation being required). Board members may nominate for positions that fall vacant at GAs or otherwise.
- 5.4** The Nominations Committee is responsible for publicizing any Board and Committee Chair vacancy to the Board and delegates of the GA, identifying nominees and distributing to the Member nominated contact point, at least 30 days prior to all GA meetings, a list of nominees for any Board positions for which an election is required.
- 5.5** Board terms will be four (4) years, and elected Board members may serve up to three (3) consecutive four-year terms, before they must cycle off the Board for at least one year.
- 5.6** Appointed Board members will serve at the will of the Board and will be defined at the time of appointment. Appointment durations will be advised to members at each General Assembly.

6. Board Responsibilities

- 6.1** The Board shall have the ultimate authority to manage the Federation's budget once it is approved by the GA.
- 6.2** The Board shall serve as the Federation's Strategic Planning Committee, with up to four (4) other people, and is charged with leading efforts to prepare, present for GA approval and implement the Federation's strategic plan. The Board will also monitor and evaluate the plan, and provide regular progress reports to the GA.
- 6.3** The President shall establish the agenda and timing for Board meetings and the GA, and preside over these meetings. The President, subject to Board approval, shall have the power to temporarily fill Board vacancies until the next meeting of the GA, at which a formal election for the vacancy will be conducted.



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- 6.4** The Board shall have and may exercise all of the powers and authority of the GA, in between meetings of the GA, in the management and governance of the Federation except for the following:
- 6.4.1** The adoption, amendment or repeal of the Bylaws and Constitution.
 - 6.4.2** The amendment or revocation of any resolution of the GA that by its terms is amendable or revocable only by the GA.
 - 6.4.3** Action that is in conflict with the Bylaws or a GA resolution pertaining to a committee of the Federation.
 - 6.4.4** Playing rule changes.
 - 6.4.5** Eligibility requirements.
 - 6.4.6** Increases in member dues.
 - 6.4.7** Decisions on proposed new WL championship events.
 - 6.4.8** Changes in the GA meetings or world event calendar.
 - 6.4.9** Acceptance of new members
- 6.5** General Assembly meeting minutes and financial reports, along with all accompanying reports, shall be circulated to the delegates of all members within 60 days following a meeting.
- 6.6** The Board shall have the responsibility to evaluate the performance of each committee of the Federation and approve and/or replace committee chairs as needed or in the best interest of the Federation.

7. Committees

- 7.1** WL shall have a number of standing committees and Commissions, that shall convene regularly either in conjunction with the GA of members, WL international events or independently (electronically or via conference call).
- 7.2** A committee Chair is responsible for communicating committee activity to the Board and members through the relevant Board member. The Board provides oversight of and direction to each committee based on the strategic priorities of the Board and GA. Committee Chairs are also responsible for participating in the budget process and effectively managing budget allocations.

7.3 Committees

The Board will have in place a number of standing committees / commissions covering:

Athletes



Competition
Development
Ethics
Finance and Audit
Nominations
Officiating
Technical
Women in Sport

This may change from time to time to meet the strategic needs of the organization

7.4 The Board will approve the formation of sub-committees and ad-hoc working groups as needed.

7.5 The Committee structure will be advised to the GA and be listed on the WL web site.

7.6 WL Committee member costs shall be funded by World Lacrosse upon approval of the specific costs by WL Management.

Further detail regarding the Committees is at Appendix E.

8. Finance

8.1 Broadcast Rights

8.1.1 The rights for television and radio for all WL events belong to WL.

8.1.2 Written permission to broadcast such events must be obtained from WL.

8.1.3 For television a license fee of a minimum of \$100US (negotiable) per game per station, plus an archival copy at cost, is payable to WL for the transfer of broadcast rights for any WL event.

8.2 World Event Revenues

8.2.1 A minimum of fifteen percent (15%), or as subsequently increased by the GA, of the revenue from all entry ticketed sales, excluding government taxes included in ticket prices, of all games would be due to WL from the host country. This will be subject to contractual agreement.

Note: the increase to 15% would not be applicable until 2024

8.2.2 Fifty percent (50%) of the amount due must be paid within three (3) months of the date of the final game and the balance must be paid within six (6)



months of the final game, this will be subject to the contractual agreement between WL and the NGB of the host country.

8.2.3 A failure to meet deadlines could result in consideration of future event participation.

8.2.4 WL may order an audit or examination of financial records for World events by independent auditors at FIL expense.

9. Licenses

9.1 WL retains all rights in and to its intellectual property. The Board of Directors, may, authorize any member or other organization or individual to manage, organize or conduct any activities under license from WL containing such terms and conditions as the Board may determine. This includes any license fees with respect to merchandise sold displaying the WL logo.

9.2 ~~A license fee of 15% of the retail price is payable for any merchandise sold displaying the WL logo.~~

10. International Visits

10.1 An application for a National team/squad visit to another country must be approved by the member National Governing Body (NGB) of the team intending to tour.

10.2 The application must be approved by the host member NGB who must be kept fully informed of the visiting team program.

10.3 Visits should be encouraged and applications should not be unreasonably denied.

11. International Competition

11.1 WL Men's World Events (Senior, Under 20 Field and Box) shall be conducted according to the Men's existing Championship Handbook.

11.2 WL Women's World Events (Senior and Under 20) shall be conducted according to the Women's existing World event Guidelines. Note: the Women's senior event was previously called a World Cup.

11.3 WL World Box Events (Men) shall be played according to the WL agreed Rules for Box Lacrosse as adopted by the General Assembly and the Men's Championship Handbook.



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- 11.4** WL may approve specific competitions to be conducted as WL events including Regional Qualifiers for World Events.
 - 11.5** WL may add additional lacrosse disciplines and related world events as agreed by the membership.
 - 11.6** For the Senior Events, participants must be Full Members by the start of that Event.

12. Anti-Doping

- 12.1** Policies and procedures regarding doping shall be as prescribed by the International Olympic Committee (IOC) and the World Anti-Doping Agency (WADA) from time to time and banned drugs shall be as outlined by the IOC / WADA. See attached document for details entitled WL WADA Rules at Appendix D.
- 12.2** For World Events the number of athletes and officials to be randomly selected for testing shall be agreed by the Board in conjunction with WADA.
- 12.3** Anti-Doping offence penalties
See Appendix D.

13. POSTAL / ELECTRONIC (e-mail) VOTING

- 13.1** The Board may from time to time call for a postal / electronic vote (as referred to in the Constitution). When this occurs for Members the communication will be sent to the contact point as nominated by the Member. A response will be required within 30 days of the request.
- 13.2** For clarity it should be noted that declared abstentions are not considered as “cast votes” and only “cast votes” count in the tally.
- 13.3** The required response for a postal vote to be valid shall be 1/3, rounded up, of the eligible voting members.
- 13.4** As per the Constitution (5.9) on matters relating to Constitution, Bylaws, , Membership and the Rules, a majority of 2/3 of cast votes is required. For all other matters a simple majority. In the event of a tie the President will have a casting vote.



13.5 For postal / electronic votes within the Board the response period will be 15 days however this may be reduced to a shorter period if a matter of critical urgency.



1. MEMBERSHIP CRITERIA

1. Guidelines

Note: These guidelines are for the purpose of eliciting information about the interested country and are not to be construed as an application form. It is expected that further information will be required as a result of the preliminary analysis of the data received.

- 1.1. A proposal for membership of WL should include information from the following areas of interest:
 - 1.1.1 The name and/or geographical description of the applicant country;
 - 1.1.2 The name of the governing body for lacrosse within the applicant country together with a documentation confirming their status as a governing body;
 - 1.1.3 The names of the Board of Directors or appointed persons who are in direct control of, and fiscally responsible for, lacrosse activities in the applicant country.
- 1.2. A summary of the reasons for the application together with a brief history of lacrosse in the applicant country including any international involvement.
- 1.3. A timetable which will outline the proposed integration of the applicant country or territory into the WL program of world events and other international competition.
- 1.4. A commitment to the human and financial resources necessary to maintain membership in WL, including the attendance at international competitions and/or meetings.
- 1.5 The membership application must include:

- A copy of the Articles or Constitution of the applicant
- Listing of Board / Committee members
- Status of the Organization (e.g. set up as Not for Profit)
- A set of the most current minutes to confirm that a meeting has been held
- A copy of the Operational Plan /Proposals for development of lacrosse within the country



2. Full Membership

2.1 Criteria for Member status

- 2.1.1** National Governing Body (NGB) established.
- 2.1.2** Must have sent a delegate to at least one General Assembly (following invitation).
- 2.1.3** Must have a recommendation from the Development Committee that the applicant is ready to fully participate as a member of WL.
- 2.1.4** Must have participated in a WL approved event.

2.2 Criteria for establishing Full membership by participation at recognized (but not necessarily sponsored) WL Tournaments

- 2.2.1** WL dues must be current for all WL members participating
- 2.2.2** At least 3 WL member nations must participate in the event
- 2.2.3** Must have attended a WL General Assembly meeting
- 2.2.4** Must give 6 months notification
- 2.2.5** Event must be played by WL rules
- 2.2.6** in person evaluation by a WL representative before granting WL Membership

2.3 Benefits:

- 2.3.1** Right to participate in all relevant WL events.
- 2.3.2** One voting delegate at General Assembly meetings
- 2.3.3** Can nominate nationals / residents for Board positions
- 2.3.4** Can nominate nationals / residents for Committee Chair positions.

3. Associate Membership

3.1 An organization may be accepted as an Associate provided that the WL Development Committee:

- 3.1.1** Is satisfied there is no other lacrosse organization active in that country
- 3.1.2** Is satisfied that the organization is committed to the development of lacrosse in that country and



3.1.3 Recommends that the organization be accepted as an Associate.

3.2 Benefits:

3.2.1 Invitation to participate in relevant WL events (but not able to compete for World Champion titles).

For Senior Events Full Membership status must be obtained prior to Event commencement.

3.2.2 One non-voting delegate should attend General Assembly meetings.

4. Membership Rights, Obligations and Expectations

4.1 Participation in WL meetings

4.2 Participation in relevant World Events subject to pre-qualification from the previous event, being the host, or through Regional Qualifiers.

4.3 Payment of all financial obligations established by WL, including:

4.3.1 Membership Subscriptions

4.3.2 Event participation and hosting fees

4.3.3 Other fees as agreed by the GA

4.4 Further detail is at Appendix B.

5. Allied Organization

5.1 The Board may assign the category of Allied Organization to any organization, other than NGBs for Lacrosse.

5.2 Allied Organizations have no voting rights.

5.3 There is no requirement for an Allied Organization to attend GA meetings but they may do so if they wish

5.4 Allied Organizations may speak at GA's at the discretion of the President (or the Chair of the GA at that time).

5.5 Allied Organizations will be charged an annual subscription fee, which must be paid within the requisite period of time, to retain Allied Organization status



5.6 Allied Organizations do not attain playing rights in WL world events; this is only granted to National Governing Bodies.

6. Membership review

6.1 The Development Committee shall regularly review the status of member NGBs and make recommendations on any status change as necessary or on benefit limitation as a Member considering their attendance at WL meetings and WL Events and also their domestic play situation as necessary.



WL Member Rights, Obligations and Expectations

Rights

Members have the following rights:

- To take part in the General Assembly
- To submit proposals for inclusion in the agenda of the General Assembly
- To nominate candidates for WL Board and Committee Chair positions
- To participate in WL World events subject to pre-qualification from the previous event, being the host, or through Regional Qualifiers. For Senior Events members must be Full Members before event commencement.
- To participate in relevant development programs
- To exercise all other rights arising from the WL Governing documents

The exercise of these rights is subject to other provisions in this Constitution and other applicable governing documents.

Obligations

Members have the following obligations:

- To comply with the WL Constitution, Bylaws, Policies and Rules of the respective games
- To comply with directives and decisions made by the General Assembly



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- To pay membership subscriptions and other fees as invoiced in accord with the Constitution, Bylaws and Policies
 - To provide a timely response to all communications including requests for information and responses to postal votes
 - To abide by the agreed Anti-Doping regulations and ensure that the domestic regulations are consistent with the World Anti-Doping Code and WL Anti-Doping Bylaws
 - To ensure that members own regulations (Constitution, Articles, and Statutes etc.) are complied with.
 - To respect the Rules of the Games

Expectations

- To determine its own office- holders by democratic elections, ensuring at all times an adequate minimum representation of each gender within its governance structure.
- Must be solvent
- To manage its own affairs autonomously and without interference from bodies outside of the Olympic movement.



MEMBERSHIP SUBSCRIPTIONS

See separate document which lists the subscriptions for each member.

WL WADA Rules

See separate document which covers the WL WADA Rules



WL COMMITTEE / COMMISSION COMPOSITION

1. Standing Committee Chairs – nominations may be made by members, Board members and individuals and the relevant Board member will make a recommendation to the Board for appointment.
2. Ad-hoc Working Group Chairs and Commission Chairs will be nominated and set up as required by Board Members who will advise the Board of the Working Group remit and timescales.
3. Committees, Commissions and Working Groups will normally meet electronically or in association with another event and will not incur travel expenses unless agreed by the Board as part of the annual budget.
4. The Board will approve the numbers involved in each Committee, Commissions and Working Group.
5. Regional diversity on Committees, Commissions and Working Groups is strongly encouraged wherever possible.
6. Committee, Commission and Working Group membership must take into consideration the need for gender diversity.
7. No more than 50% of Committee / Commission members, including the Chair, may be from the same member
8. Rules Sub-Committees must include non-Officiating representation
9. Members of each Committee and Commission will be agreed by the Board
10. Membership of Committees and Commissions (but not Working Groups) will be between 4 – 6 people and calls will be made to the membership for nominations.
11. Terms of Office will normally be for two (2) x four (4) year consecutive appointments with a requirement to stand down for one year.
12. Membership of Working Groups which are much more of an ad-hoc nature and task / project based will be determined by the Board along with the term of office.
13. From time to time the Board may agree that any Committee, Commission or Working Group may benefit from external advice and membership and agree appointments to those groups for specific terms of office and role.