



## WALES LACROSSE CONSTITUTION 2019

### GLOSSARY

In this Constitution, unless the context requires otherwise:-

“**Annual General Meeting**” means the annual meeting of the Members;

“**Byelaws**” means the regulations, agreed by the Executive, relating to the general administration of Wales Lacrosse as amended from time to time;

“**CEO**” means the chief executive for the time being of Wales Lacrosse;

“**Chair**” means the chair of the Executive for the time being;

“**Constitution**” means this constitution as amended from time to time;

“**document**” includes, unless otherwise specified, any document sent or supplied in electronic form (including but not limited to email);

“**Executive**” means the main decision making committee of Wales Lacrosse;

“**Executive Officer**” means the Chair, CEO, Treasurer, Director of Performance (Men), Director of Performance (Women), Director of Development and Director of Safeguarding of Wales Lacrosse;

“**General Meeting**” means a meeting of the Members held in accordance with the Constitution (and includes an Annual General Meeting);

“**Member**” means an individual who has agreed to become a member of Wales Lacrosse and has signed such documents as the Executive may from time to time require for that purpose and who has paid any joining fee and any annual or other membership fee specified from time to time by the Executive;

“**participate**”, in relation to a meeting, has the meaning given in clause 4.6;

“**proxy notice**” has the meaning given in clause 8.1;

“**Special Resolution**” is a resolution (i) proposed at a duly convened General Meeting at which at least 25% of the Members are present (in person or by proxy) and on which a majority of 75% of the Members present (in person or by proxy) have voted in favour, or (ii) a resolution in writing which has been signed by at least 75% of the Members;

“**writing**” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise (including but not limited to email and publication on a website);

Words importing the singular number only shall include the plural number and vice-versa and words importing the masculine gender shall include the feminine gender.



## **WALES LACROSSE**

The Association governed by this Constitution (“**Wales Lacrosse**”) shall be called Wales Lacrosse and shall be the National Governing Body (“**NGB**”) for the sport of lacrosse in Wales and shall represent Wales at outside bodies and other organisations in matters concerning lacrosse.

### **1. OBJECTS**

The purpose of Wales Lacrosse is to act as the NGB for the sport of lacrosse in Wales and in doing so:

- to promote lacrosse in Wales;
- to provide to the Members services, advice and assistance in connection with lacrosse;
- to provide and promote lacrosse related education, training and other services to Members, organisations and the general public in Wales;
- to do all other things that are related or beneficial to the attainment of the above objectives.

### **2. MEMBERS - BECOMING AND CEASING TO BE A MEMBER**

- 2.1. There shall be different categories of Member and membership with different rights and privileges as agreed by the Executive and set out in the membership regulations of Wales Lacrosse as amended by the Executive from time to time.
- 2.2. Any individual may make an application at any time to become a Member of Wales Lacrosse. Any such application shall be in writing and in such form as Wales Lacrosse may from time to time prescribe or approve.
- 2.3. Membership shall cease:-
  - 2.3.1. if an individual shall be expelled from membership by the Executive;
  - 2.3.2. if an individual resigns their membership by notice in writing;
  - 2.3.3. if an individual shall fail to pay any money due to Wales Lacrosse including without limitation any fee payable under the membership regulations and/or the Byelaws.
- 2.4. The Executive acting reasonably following its disciplinary regulations may expel any Member if it considers that it is inappropriate that membership should continue (including, but not limited to, in circumstances where it considers that the conduct of the Member has brought or could bring Wales Lacrosse into disrepute, or for material breach of the Constitution, membership regulations or the Byelaws).
- 2.5. Membership is not transferable.



### 3. ADMINISTRATION

#### The Executive

- 3.1. Subject to the Constitution, the Executive is responsible for the management of Wales Lacrosse business, for which purpose they may exercise all the powers of Wales Lacrosse.
- 3.2. The Executive may from time to time make such rules, regulations or Byelaws as it may deem necessary or appropriate for the proper conduct, management and administration of Wales Lacrosse and such rules, regulations and Byelaws shall, for so long as they shall be in force, be binding on all Members, provided that no such rules, regulations or Byelaws may conflict with the Constitution.
- 3.3. The Executive shall adopt such means as it deems appropriate to bring such rules, regulations or Byelaws to the notice of Members.
- 3.4. The Executive shall consist of a maximum of 12 members, comprising the elected Executive Officers, the appointed Executive Officers, and up to 6 skills and/or remit based members, as outlined below:
  - 3.4.1. The elected Executive Officers shall comprise:
    - 3.4.1.1. the Chair of the Executive (Chair);
    - 3.4.1.2. the Chief Executive Officer (CEO);
    - 3.4.1.3. the Treasurer;
    - 3.4.1.4. Performance Director
  - 3.4.2. The appointed Executive Officers shall be appointed by the Executive for a specific term, but no longer than three years, and shall comprise:
    - 3.4.2.1. Development Director
    - 3.4.2.2. Safeguarding Officer
  - 3.4.3. The skills and remit based members shall be appointed by the Executive for a specific term, but no longer than 2 years.
- 3.5. The Executive Officers shall deal with day to day matters on behalf of the Executive.
- 3.6. All nominations for elected Executive Officers must be made by a Member (and seconded by another Member). The nomination must be submitted (together with the nominee's written consent) on Wales Lacrosse's approved form. The nomination must be received by the CEO at least 6 weeks before the date of the Annual General Meeting at which the election is to take place (or such shorter period as the CEO may permit). The CEO will confirm receipt of valid nominations in writing to the nominator as soon as reasonably practicable after such receipt.
- 3.7. Nomination details shall be forwarded to all Members with the notice of Annual General Meeting.
- 3.8. The Chair, CEO, Treasurer and Performance Director shall hold office until the third Annual General Meeting following their appointment. Appointed Executive



Officers shall serve for three years (or such shorter term as may be specified at the time of their appointment). Subject to clause 3.10, re-election and re-appointment is allowed.

- 3.9. An Executive Officer may only serve for three complete terms of office. Any period prior to the adoption of this Constitution is not considered for the purposes of this clause.
- 3.10. In the event of a vacancy during any appointment period for any Executive Officer position, the Executive shall decide either:
  - 3.10.1. to appoint an existing Executive Officer to take on the role in addition to their usual duties until the next Annual General Meeting (when an election shall be held); or
  - 3.10.2. to appoint any other person to take on the role until the next Annual General Meeting (when an election shall be held); or
  - 3.10.3. to call an extraordinary General Meeting to elect a person to the position for the remaining period of the original appointment; or
  - 3.10.4. to leave the position vacant until the next Annual General Meeting.
- 3.11. Subject to clause 3.9 above, all elected Executive Officers shall be eligible to stand for re-election when the term of their appointment ends.
- 3.12. The Executive shall have power to invite any person they wish to attend any Executive meeting either in an advisory capacity or as an observer but without power to vote thereat.
- 3.13. All members of the Executive must be Members of Wales Lacrosse.

### **Honorary President**

- 3.14. The Executive may appoint an individual to become the Honorary President for a specific term, but no longer than 3 years, agreed by the Executive. The Honorary President may be invited to attend Executive meetings in a nonvoting capacity and receive notice and attend the Annual General Meeting and any extraordinary General Meetings.

### **Payment of Expenses**

- 3.15. Wales Lacrosse may pay any reasonable expenses as outlined in the expenses policy adopted by the Executive from time to time which are properly incurred by the Executive members in connection with:
  - 3.15.1. attendance at meetings of the Executive, Executive Officers, sub committees and General Meetings; and
  - 3.15.2. otherwise in connection with the discharge of their responsibilities in relation to Wales Lacrosse.



## **4. DECISION-MAKING BY EXECUTIVE**

### **Meetings of the Executive**

- 4.1. The Executive shall normally hold at least 3 meetings in a year.
- 4.2. The Executive Officers shall meet independently of the full Executive at least 4 times a year.
- 4.3. The Chair or the CEO (or if there is no Chair or CEO, any Executive Officer) may convene a meeting of the Executive or the Executive Officers and shall give notice to each person entitled to attend the meeting, specifying the date and time for the meeting and any arrangements for attendance by electronic means.

### **Quorum for Executive meetings**

- 4.4. At an Executive meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 4.5. The quorum for Executive meetings shall be a minimum 5 members of the Executive of which two must be elected Officers, one of whom should either be the Chair or CEO.
- 4.6. A person is deemed to be participating in a meeting when they are in a position to communicate to the other persons participating in the meeting any information or opinions which they may have concerning the business of the meeting (and, for the avoidance of doubt, this includes participation by conference call or similar electronic means).
- 4.7. The members for the time being of the Executive may act notwithstanding any vacancy in their number.

### **Chairing of Executive meetings**

- 4.8. The elected Chair will chair meetings of the Executive if participating and willing to do so.
- 4.9. If the Chair is not participating in a meeting within ten minutes of the time at which it was to start, the CEO shall chair the meeting if present and willing to do so.
- 4.10. If neither the Chair nor the CEO is participating and willing to chair the meeting, the participating Executive Officers must appoint one of themselves to chair it.

### **Conflicts of interest**

- 4.11. If a proposed decision of the Executive or any sub-committee is concerned with an actual or anticipated transaction or arrangement with Wales Lacrosse in which an Executive member or any sub-committee member is interested in a personal capacity, that person is not to be counted as eligible to participate, or as participating, in the decision-making process for quorum or voting purposes. The decision of the chair of the meeting shall be final as to whether or not a conflict exists.
- 4.12. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair of the meeting, the question is to be decided by a decision of a majority of the Executive Officers at that meeting.



### **Decision making**

- 4.13. The general rule about decision-making by the Executive is that decisions must be either a majority decision at a meeting or a decision taken in writing in accordance with clause 4.14.
- 4.14. A decision of the Executive is taken in accordance with this clause when all eligible members indicate to each other by any means that they share a common view on a matter. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Executive member or to which each eligible member has otherwise indicated agreement in writing (including by email). References in this clause to eligible members are Executive members who would have been entitled to participate and vote on the matter had it been proposed as a resolution at a meeting. A decision may not be taken in accordance with this clause if the eligible members would not have formed a quorum at such a meeting.

### **Casting vote**

- 4.15. If at a meeting of the Executive the numbers of votes for and against a proposal are equal, the chair of the meeting has a casting vote.

### **Records of decisions to be kept**

- 4.16. The Executive Officers must ensure that Wales Lacrosse keeps a record, in writing, for at least 5 of years from the date of the decision recorded, of every unanimous or majority decision taken at Executive meetings and all General Meetings.

### **Executive delegation**

- 4.17. Subject to the Constitution, the Executive may delegate any of the powers which are conferred on them under the Constitution:-
- 4.17.1. to such Executive Officer, person, sub-committee or working group;
  - 4.17.2. by such means;
  - 4.17.3. to such an extent;
  - 4.17.4. in relation to such matters; and
  - 4.17.5. on such terms and conditions as they think fit.
- 4.18. If the Executive agrees, any such delegation may authorize further delegation of the powers by any person to whom they are delegated.
- 4.19. The Executive may revoke any delegation in whole or part, or alter its terms and conditions.
- 4.20. Records of all delegations of power and amendments thereof must be retained in writing by the Executive Officers for at least 5 years.
- 4.21. The Executive should review delegated powers annually.



## **Sub Committees and Working Groups**

- 4.22. The Executive may make rules of procedure and terms of reference for all or any sub-committee or working group of Wales Lacrosse.

## **5. MEMBERS RESERVE POWER**

The Members may, by Special Resolution, direct the Executive to take, or refrain from taking, specified action. No such Special Resolution invalidates anything which the Executive Officers or Executive have done before the passing of the resolution.

## **6. GENERAL MEETINGS**

- 6.1. The Annual General Meeting shall be held on a date agreed by the Executive, usually within 9 months of the financial year end.
- 6.2. The notice of the date and place of the Annual General Meeting shall be given to Members at least 21 days prior to the meeting. The inadvertent failure to send notice of such a meeting to one or more Members shall not invalidate the meeting.
- 6.3. The agenda of the Annual General Meeting shall be sent out with the notice of the Annual General Meeting, accompanied by a copy of the annual accounts.
- 6.4. Any Member wishing to propose a resolution for consideration at an Annual General Meeting must send notice of the resolution to the CEO at least 6 weeks before the date of the Annual General Meeting (or such shorter period as the CEO may agree).

### **Attendance and speaking at General Meetings**

- 6.5. Every Member shall be entitled to attend, speak and vote at General Meetings.
- 6.6. The Executive may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.

### **Quorum for General Meetings**

- 6.7. No business other than the appointment of the chair of the meeting is to be transacted at a General Meeting if the persons participating (in person or by their proxies) do not constitute a quorum. The quorum for General Meetings shall be 10% of the Members at the end of day on the day before the meeting.

### **Chairing General Meetings**

- 6.8. The Chair shall be chair at General Meetings if present and willing to do so.
- 6.9. If the Chair is unwilling to act or is not present within ten minutes of the time at which a meeting was due to start, the CEO shall chair the meeting.
- 6.10. If neither the Chair nor the CEO is present and willing to chair the meeting, the Executive Officers present must appoint one of themselves to chair it. The person chairing a meeting is referred to as "the chair".



### **Attendance and speaking by non-members**

6.11. The chair may permit non-Members to attend and speak at a General Meeting.

### **Adjournment**

6.12. If the persons attending a General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair must adjourn or terminate it.

6.13. The chair may adjourn a General Meeting at which a quorum is present if:

6.13.1. the meeting consents to an adjournment, or

6.13.2. it appears to the chair that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

6.14. The chair must adjourn a General Meeting if directed to do so by the meeting.

6.15. When adjourning a General Meeting, the chair must:

6.15.1. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Executive, and

6.15.2. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

6.16. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Executive must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given).

6.17. No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## **7. VOTING**

### **General**

7.1. At any General Meeting, each Member shall have one vote (unless otherwise stipulated in the membership regulations regarding their category of membership) and if unable to attend the General Meeting shall have the right to appoint another Member, Executive Officer or the chair of the meeting as their proxy to vote on their behalf.

7.2. A resolution put to the vote at a General Meeting shall be decided on a show of hands unless a secret ballot is required or demanded in accordance with the Constitution.

7.3. Any resolution for the election of an Executive Officer shall be conducted by secret ballot if there shall be more than one candidate for the post.





- 7.4. With the exception of Special Resolutions, all resolutions put to the vote (whether on a show of hands or by secret ballot) shall be decided by a simple majority of the votes cast. The chair's decision concerning the outcome of any such vote shall be final.

### **Secret Ballot**

- 7.5. A secret ballot on a resolution may be demanded:
- 7.5.1. in advance of the General Meeting where it is to be put to the vote, or
  - 7.5.2. at a General Meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 7.6. A secret ballot may be demanded by:
- 7.6.1. the chair;
  - 7.6.2. any Executive Officer;
  - 7.6.3. two or more Members having the right to vote on the resolution.
- 7.7. A demand for a secret ballot may be withdrawn if:
- 7.7.1. the secret ballot has not yet been taken, and
  - 7.7.2. the chair consents to the withdrawal.
- 7.8. Secret ballots must be taken immediately and in such manner as the chair directs.

### **Errors and disputes**

- 7.9. No objection may be raised to the qualification of any person voting at a General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the chair, whose decision is final.

### **Amendments to resolutions**

- 7.10. An ordinary resolution to be proposed at a General Meeting and included in the notice of meeting may be amended by the chair.
- 7.11. A Special Resolution to be proposed at a General Meeting must be set out in full in the notice of meeting and may only be amended if:
- 7.11.1. the chair agrees; and
  - 7.11.2. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution as set out in the notice.

## **8. PROXY APPOINTMENTS**

- 8.1. Proxies may only validly be appointed by a notice in writing (a “**proxy notice**”) which:
- 8.1.1. states the name and address of the Member appointing the proxy;



- 8.1.2. identifies the person appointed to be the Member's proxy (who must be another Member, an Executive Officer or the chair of the meeting) and the General Meeting in relation to which that person is appointed;
  - 8.1.3. is signed by the Member appointing the proxy, or is authenticated in such manner as the Executive may determine; and
  - 8.1.4. is delivered to the Executive in accordance with any instructions contained in the notice of the General Meeting to which it relates.
- 8.2. The Executive may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
  - 8.3. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
  - 8.4. Unless a proxy notice indicates otherwise, it must be treated as:
    - 8.4.1. allowing the person appointed under it as a proxy discretion as to how to vote on any resolution put to the meeting, and
    - 8.4.2. appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.
  - 8.5. Proxy notices must be received at least 48 hours prior to the commencement of the meeting to which they relate (or such shorter period as the chair of the meeting may agree).
  - 8.6. A Member is entitled to attend, speak and vote (either on a show of hands or by secret ballot) at a General Meeting or any adjournment of it, even though a valid proxy notice has been delivered by or on behalf of that Member (and, in such event, the proxy appointment shall be deemed to have been revoked).
  - 8.7. An appointment under a proxy notice may be revoked by notice in writing given to the Executive by or on behalf of the Member by whom or on whose behalf the proxy notice was given.
  - 8.8. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

## **9. GENERAL MEETINGS OTHER THAN THE ANNUAL GENERAL MEETING**

- 9.1. A General Meeting of the Members (other than an Annual General Meeting):
  - 9.1.1. may be called if so agreed by the Executive; and
  - 9.1.2. shall be called if 10% of Members, at the end of day before the date of the notice, so request by notice in writing given to the CEO setting out an agenda for the matters to be considered and the text of any resolution proposed.
- 9.2. The Executive shall convene a General Meeting requested in accordance with clause 9.1.2 to be held within six weeks after receipt of the request.



9.3. The Executive shall give Members at least 21 days' notice of a General Meeting convened in accordance with this clause 9, including the agenda for the meeting.

## **10. FINANCIAL YEAR**

10.1. The Financial Year of Wales Lacrosse shall be 1 April to 31 March each year.

10.2. The Treasurer of Wales Lacrosse shall be responsible for the preparation of the accounts of Wales Lacrosse.

10.3. An appropriately qualified independent person to review the accounts shall be appointed at each Annual General Meeting following recommendation by the Executive.

## **11. ANTI-DOPING**

Wales Lacrosse accepts the UK anti-doping rules which support the requirements of the World Anti-Doping Code within the UK.

## **12. NOT FOR PROFIT**

The income and property of Wales Lacrosse however derived shall be applied solely towards the promotion of the objects of Wales Lacrosse no portion thereof shall be paid or transferred directly, by way of dividend, bonus or otherwise by way of profit, to the Members.

## **13. DISSOLUTION**

Wales Lacrosse may only be wound up by Special Resolution of the Members at a General Meeting. If Wales Lacrosse is wound up or dissolved and there is any property remaining after all its debts are settled, this will be given to some other institution or institutions that support lacrosse provided that the receiving institution(s) also prohibits the distribution of income and property among its members in the same way as Wales Lacrosse. The institutions(s) will be decided by the Executive at or before the time of dissolution.



#### 14. INSURANCE

The Executive may decide to purchase and maintain insurance, at the expense of Wales Lacrosse, for the benefit of any member of the Executive or committee member or volunteer in respect of any relevant loss.

#### 15. AMENDMENTS TO THIS CONSTITUTION

Wales Lacrosse in General Meeting may agree amendments to the Constitution by Special Resolution.

#### 16. NOTICES

Wales Lacrosse may give any notice to any Member or to any Executive Officer or any member of the Executive in writing (which includes email) sent to the last address for such person held by Wales Lacrosse for that purpose. The inadvertent failure to send any such notice, or the use of an inaccurate, incomplete or incorrect address, shall not invalidate any meeting or other purpose for which the notice was (or should have been) sent.

<b>Agreed by the Members in General Meeting</b>	5 December 2021
<b>Version Number</b>	2
<b>Next review date</b> (Review required at least every 4 years)	September 2023

Updated to reflect the approved Special Resolution to create a combined Performance Director at the AGM on 5 December 2021.

06/01/2022