



MSEA
Manitoba School Esports Association
P.O. Box 40067 Lagimodiere PO
Winnipeg, MB R2C 493
Canada

Manitoba School Esports Association

Constitution & By-Laws

1. STATEMENT OF PURPOSE

The Manitoba Schools Esports Association (est. 2022) is a provincial not-for-profit organization founded upon the trailblazing work of the Manitoba High School eSports Association (est. 2018), Middle Years Esport Manitoba (est. 2019) and the predecessor grassroots organizations led by educators within these communities. Driven by the strengths of our respective communities and experiences, we are committed to a student-centered approach to esports that values the learning and holistic development that gaming provides for our students.

Built upon our core values, we strive to bring together communities across Manitoba to support the growth and development of digital literacy, global competencies, social emotional learning, sportsmanship, and excellence in our students. We aim to provide opportunities for them to compete, play, and explore career possibilities in partnership with leading industry experts that support local economy and future development.

Our Mission: To foster the growth of esports programs in Manitoba schools through collaboration, curriculum, and competition with diverse communities provincially, nationally, and internationally.

Our Vision: To provide opportunities for students to develop holistically as learners, community members, gamers, and competitors equipped with future ready skills through esports programming.

Core Values:



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a. Education & Resources

- MSEA is committed to developing training and resources to support educators in providing quality esports instruction for curricular, competitive, and community/club-based programming.

b. Advocacy & Collaboration

- MSEA will continue to advocate for esports in schools and equitable access to technology for students across the province while collaborating with local stakeholders to support career and learning opportunities for students.

c. Diversity & Inclusion

- MSEA recognizes that all students are gamers and we are committed to fostering safe and inclusive spaces for our students to play, compete, learn, and belong, but we also recognize that change starts with us. We are committed to systemic change through policies, representation, and ongoing learning with Indigenous, racialized, minority, LGBTQ2S+, varied physical and mental abilities, and religious/belief communities.

d. Community & Competition

- MSEA is committed to fostering a community of gamers who demonstrate sportsmanship, leadership, accountability, commitment, teamwork, and global citizenship both on and offline. These characteristics lead to a stronger sense of belonging that supports our students' well-being and serves the greater community as a whole.

By Law No. 1



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Be it enacted and it is hereby enacted as a by-law of Manitoba Schools Esports Association be recognized as the "Association" as follows.

2. Guidelines

Whereas the school-based programs must in fact as well as in theory never lose sight of values that are basic to a sound educational program, be it resolved that the following guidelines express the intent of the MSEA Constitutional Objectives:

1. To provide all member schools with a medium for discussion of problems of common interest.
2. To encourage and/or co-ordinate school and inter-school competition, with a focus both on casual and competitive play in electronic sports (esports).
3. To encourage, reflect and interpret to the public the achievement of the highest possible ethical standards of sportsmanship.
4. To publish and disseminate information concerning zone and provincial esports activity.
5. To enter into agreement with other bodies, and government agencies, in cases where it may be deemed desirable.
6. To encourage member schools to provide leadership in the development of esports in the community.
7. To set eligibility regulations under which all provincial and regional competitions leading to provincial championships are conducted.
8. To approve such playing rules and codes as may be deemed suitable to govern inter-school competition, while taking into consideration the rules and regulations of other esports governing bodies and the norms of professional competition.
9. To develop fundraising mechanisms to support the activities of the Association.
10. To exercise such powers and responsibilities as may be vested in the Association from time to time.

3. Registered office



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The Registered office of the Association shall be in the City of Winnipeg in the Province of Manitoba and at such place therein as the directors of the association may from time to time decide.

4. Board of Directors

The affairs of the Association shall be managed by a Board of not fewer than five nor more than ten directors. Members of the board shall be elected for two-year terms at the Annual General Meeting, with positions coming up for election being staggered with no more than 60% of positions coming up for election in one single year, except for a position being vacated.

The position shall be vacated if:

- a. board member shall resign his/her/their office by delivering a written resignation to the Executive Director
- b. at a special general meeting of the members or at a special meeting of the Directors called for that purpose a resolution is passed by two-thirds for those who are present at the meeting that he/she/they be removed from office, and
- c. upon death.

In the event of a position being vacated, a replacement director can be confirmed with a special general meeting of the members or at a special meeting of the Directors called for that purpose a resolution is passed by two-thirds for those who are present at the meeting that he/she/they complete the term of the office. This cannot be done within 7 days of a position being vacated.

During the nomination process for election to the MSEA Board of Directors, confirmation of the nominee's intent to let the nomination stand and qualification for the position must be obtained prior to election.



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5. Board positions

The Board of Directors will consist of the following positions:

- a. Chair (or Co-Chair)
- b. Vice-Chair
- c. Early Years Director
- d. Middle Years Director
- e. High School Director
- f. Director of Equity, Diversity, Inclusion, and Accessibility (EDIA)
- g. Finance Director
- h. Media Director.

The board will strive for diverse representation, intentionally look for positions to be held by women, LGBTQ+, French, and Indigenous peoples.

The board will strive to maintain an approximate ratio of 3:2 for High school: Middle/Elementary school representatives, with no more than 5:2 representation by either high school or middle school educators in one term.

6. Terms of Office

Elections shall occur annually. All elected members must be a licensed educator currently working in a school, or currently working in a position related to education in Manitoba, with the exception of the Director of Finance position.

All elected terms will be 2-years in length.

Any interim positions, elected or appointed, will last at the maximum of the remaining term of the originally elected position.

The terms that will run the following positions alongside one-another bi-annually.





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- a. Chair, Vice-Chair, and Finance Director.
- b. High school director, early/middle school director, director of northern and rural regions, and media director.

Following the inaugural elections, the positions of Chair, Vice-Chair, High school director, Early/Middle school director should have prior experience in a role within the Association, when possible.

7. Leave of absence

A Director can take a leave of absence by submitting a notice in writing to the Chair and Vice-Chair.

The leave of absence may have a maximum of the remainder of the director's term. A board member cannot be removed from their position while on a leave of absence. In the event of a board member taking a leave of absence, the board of directors will appoint duties to a director for a temporary basis, until the director returns, or an interim director is appointed, whichever occurs first.

An interim director will be appointed at the next meeting of directors, until the position is vacated, or the board member has returned.

In the event of an active board member stepping into a new position on the MSEA board of directors before completing their two-year term, the vacancy shall be filled by an appointed member designated by the board of directors.

8. Meetings of Directors

- a. Place of Meeting: Board meetings may be held either at the head office, elsewhere within Manitoba, or virtually as the Directors may from time to time determine.



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Notice: A meeting of the Board of Directors may be convened by the Chair. Notice of such meeting shall be delivered or mailed, telephoned, or e-mailed to each Director not less than two days (exclusive of the day on which the notice is delivered or telephoned, but inclusive of the day for which notice is given,) before the meeting is to take place. Provided always that meetings of the Board of Directors may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meeting or irregularity in any meeting or notice thereof may be waived by any Director. After the election of the Board of Directors at the Annual General Meeting, the first meeting of the Board of Directors shall be held immediately following such meeting. No notice of such meeting shall be necessary to the newly elected Director or Directors in order to legally constitute the meeting, provided that quorum of Directors be present.

- b. Quorum — A majority of number (50% + 1) of authorized Directors shall form a quorum for the transaction of business.
- c. Voting — Questions arising at any meeting of Directors shall be decided by a majority of votes. In cases of an equality of votes on any question the Chair in addition to his/her original vote shall have a second or casting vote for resolution of that tie vote only.

9. Powers of Directors

The Directors may exercise all such powers of the Association as set out by the Corporations act of the Province of Manitoba or by these by-laws. They shall have the power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an Officer or Officers of the Association, the authority to hire, employ and pay salaries to employees and shall also take such steps as they may deem requisite to enable the Association to receive donations and benefits for the



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purpose of furthering the objectives of the Association. In addition, the Directors shall set rules and regulations, (subject to approval and amendment) as follows:

- a. Membership
- b. Age
- c. Eligibility
- d. Activities
- e. Awards
- f. Sanctioning
- g. Fees
- h. Travel and Accommodation
- i. Financial Operation
- j. Intent to Participate
- k. Penalties and Protests
- l. Sportsmanship Policy
- m. Classification
- n. Zone structure
- o. Starting time of Competition
- p. Organization of Championship Tournaments and Meets
- q. Location of Championship Tournaments or Meets
- r. Voting Procedures for Elections of Directors
- s. Such other rules and regulations as may be required by the Association

10. **Signing Authority**

- a. The Chair, Vice-Chair, and Director of Finance have signing authority for the MSEA.
- b. The Chair, Vice-Chair, and Director of Finance must all be present and sign to open/close any accounts for MSEA at any financial institution.



- c. Two (2) of three (3) signing authorities must approve and sign any cheques, withdrawals, or payments using the MSEA financial account.
- d. Any member of the executive with signing authority may make deposits to MSEA financial accounts.

11. For protection of Directors and Officers

No Director or officer for the time being of the Association shall be liable for the acts, receipts, defaults, or neglects, of any other Director or Officer or Employee or for joining in any receipt of act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or Association with whom or which any monies, securities or effects shall be lodged or deposited for any loss conversion misapplication or misappropriation of or any danger resulting from any dealings with any moneys, securities or other assets belonging to the Association or for any other loss damage or misfortune whatever which may happen in the execution of the duties of this respective office or trust or in relation thereto, unless the same shall happen by or through his failure to exercise the powers and to discharge the duties of his office honestly, in good faith and in the best interests of the Association, and in connection therewith to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

12. Chair to be Chief Executive

The Chair(s) shall preside at all meetings of the Association, and of the Board of Directors. They shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board are carried into effect and they or one of the vice-chair shall sign all by-laws and all other documents. If



the chair has resigned or must be removed from office, the current vice-chair will fulfill the term as interim chair, as chosen by the Board by majority vote. The role of vice-chair will follow the governing rules as established in the Board of Directors section.

13. Responsibilities of the Director Positions

a. Chair

In charge of calling board meetings, lobbying government for recognition and status, creating, and maintaining professional partnerships, maintaining vision statements for organization for 1-5-10 year intervals, creating partnerships with a focus on local/Manitoba to help promote events and work with the individual directors to ensure that organizations are following law/guidelines/bylaws. This role requires one annual report submitted to the board members that highlights the actions of the individual group, the successes, struggles, includes 1-5-10 year goals for the organization. Votes on bylaws. When a Chair leaves their position, they are strongly encouraged to follow through with roles as Past Chair.

b. Vice-Chair

Assist the Chair in carrying out important tasks, standing in place of chair when they are absent. Working specifically with supporting and overseeing Middle School and High School Directors with an emphasis on developing materials around common game rules, schedules, expectations, materials for helping new schools enter the esports space, connecting schools and admin with the correct groups. This role is responsible for organizing public showings in major provincial events, including SAGE sessions, LAN events, and planning and organizing one major high school and one major middle years position annually. This role requires one annual report submitted to the board members that highlights the actions of the individual group, the successes, struggles, and overview of events done. Votes on bylaws.

c. Director of Early/Middle Years and Senior Years





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Director of the individual groups. In this role they oversee communicating budget needs / requests, voting on passing bylaws and organizing partnerships. Involved with promoting their respective programs, engaging, and liaising with school administration and divisional IT teams. This role requires one annual report submitted to the board members that highlights the actions of the individual group, the successes, struggles, includes a financial/budget report, and outlines goals for the next year. They are representing the current groups' interests and communicating Organizing Committee wants and needs. The Director of Early Years is responsible for supporting the development of resources and training to assist and aid the implementation of esports in early years education. This role involves overseeing competitions, advocating for safe and inclusive gaming opportunities, and ensuring age-appropriate activities that allow students to develop transferable skills and global competencies through esports. The Director of Early Years fosters an environment where young learners can engage in esports in a way that promotes their holistic development and prepares them for future academic and personal success.

d. Director of Equity, Diversity, Inclusion, and Accessibility (EDIA)

The Director of Equity, Diversity, Inclusion, and Accessibility (EDIA) is dedicated to advocating for and supporting equity-deserving and under-represented communities within school esports across Manitoba. This role involves developing and implementing strategies to engage these communities, developing inclusive policies and programs, and ensuring accessibility in all MSEA events and platforms. The Director of EDIA supports training and the development of resources on equity, diversity, and inclusion within esports, monitors the effectiveness of initiatives, and reports progress to the MSEA board. They actively foster a supportive and inclusive community culture to ensure that MSEA remains a welcoming and equitable space for all participants.

e. Director of Media

Oversees and organizes all media/marketing of the Association. Social Media accounts, website, promotion, maintaining partnerships, generating funds, researching, and applying for grants. This role requires one annual report submitted to the board



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members that highlights the actions of the Association, the successes, struggles, includes finalized copies of all grant applications completed that year and a financial budget report, and outlines goals for the next year. Votes on bylaws.

f. Director of Finance

Oversees and organizes individual group treasurers, has signing authority on the bank account along with the Chair and Vice-Chair, disperse money to individual organizations based on board decisions, and is responsible for maintaining non-profit organization status applications. This person should have a financial background and possibly may want to consider a paid position in the future. Can be held by a current group's treasurer. This role requires one annual report submitted to the board members that highlights the actions of the individual group, the successes, struggles, includes finalized copies of all applications and correspondence with the government completed that year and a financial budget report, and outlines goals for the next year. Votes on bylaws.

g. Past Chair

The Past Chair is not a board position. The role of the Past Chair is to ensure continuity during governance transitions and organizational change, to help ensure the appropriate succession of Officers and Directors, to support the Chair in their role, and to provide continuity to the organization by providing historical context for issues.

14. Employees and Agents

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 duties as shall be prescribed by the Board at the time of such appointment.

15. By-law amendments





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Proposed changes or amendments to by-laws or regulations must be presented to the Association Board of Directors in writing at least four weeks prior to an Annual General Meeting.

By-laws or regulation amendments may be passed by a majority vote of those delegates attending the Annual General Meeting. Each member of the Board of Directors shall be entitled to one vote. Notices of motions and motions regarding change in the by-laws or regulations may be submitted only by members of the Board of Directors.

There shall be no voting by Proxy.

Any motion passed at an Annual General Meeting will be in force for a minimum of one-year period before it can be voted on again. Abstentions do not count as negative votes.

The Advisory Council to the Manitoba School Esports Association (MSEA) is a collaborative body comprised of key stakeholders whose strategic interests align with the advancement of scholastic esports. This diverse council includes representatives from educational institutions, technology companies, gaming industry leaders, mental/physical/performance professionals, community organizations and other fields of industry and/or research that may intersect to the benefit of MSEA. Its primary role is to provide expert guidance and support, leveraging the unique insights and resources of its members to foster a holistic and inclusive environment for esports within Manitoba's schools, positioning students for success in both their academic and personal endeavors.

16. Fiscal Year

The Fiscal year of the Association shall end on June 30.

17. Association Membership



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Schools planning to participate in Association events may submit a membership request form to the board of directors. Each school is allowed one membership and will include a primary contact for that participating school. Each school will choose a person to represent them, and act as their voting member, and can change at the school's request. They will attend the Annual General Meeting of this Association and act as a voting member to represent that school.

18. Annual General Meeting

- a. There shall be an Annual General Meeting of this Association. The exact time and place of the meeting is to be set by the Board of Directors and all members are to be notified at least four weeks prior to the date set.
- b. Special meetings of the Association may be called by the Board of Directors.
- c. The Board of Directors will meet at such times and places as required and these meetings will be called at the discretion of the Chair.
- d. **ABSTENTIONS:** Each motion will require a majority of the votes cast, that is to say abstentions will not count as negative votes.
- e. **MOTIONS FROM THE FLOOR:** In order for a motion to be accepted from the floor 75% of all those who are eligible to vote, must vote for consideration of the motion. In this case abstentions do count.
- f. **NOTICES OF MOTION:** All motions must be submitted to the Chair at least four weeks prior to the AGM or by the deadline date circulated. Each motion must have a date of implementation included. Any motion passed at the AGM meeting will be enforced for a minimum one-year period and in order to be reconsidered and brought back to the general assembly requires a 2/3 majority.



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- g. Motions regarding Provincial Championship formats, or regulations, will not be considered with By-Law changes, however they may be brought up under new business, and discussed at that time.

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