



# **Manitoba School Esports Association**

## **Constitution & By-Laws**

### **Article 1: Organization**

1. The name of this body shall be the Manitoba School Esports Association (hereinafter referred to as the “Association”)
2. The registered office of MSEA shall be in the City of Winnipeg in the Province of Manitoba and at such place therein as the directors of MSEA may from time to time decide.

### **Article 2: Aims and Objectives**

1. The aims and objectives of MSEA shall be to:
  - a. Encourage, promote, and support educational and extracurricular esports programming that fosters digital literacy, global competencies, and holistic student development across Manitoba schools;
  - b. Support and promote the goals and initiatives of member schools and educators in delivering inclusive, student-centered esports opportunities;
  - c. Promote the exchange of best practices, research, and experiences among members, partners, and stakeholders in the field of scholastic esports;
  - d. Advance professional development and capacity-building for educators through training, curriculum resources, and collaboration with provincial, national, and industry partners;
  - e. Advocate for equitable access to technology and inclusive participation in esports for all students, with a commitment to diversity, representation, and systemic change;
  - f. Foster safe, welcoming, and inclusive environments that reflect and respect the diverse identities of students, including but not limited to Indigenous, racialized, minority, LGBTQ2S+, neurodiverse, and differently-abled communities.



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## Article 3: Board of Directors

1. The affairs of the Association shall be managed by an elected Board of Directors
2. The Board of Directors shall consist of the following positions:
  - a. Chair (or Co-Chair);
  - b. Vice-Chair;
  - c. Director of Early Years;
  - d. Director of Middle Years;
  - e. Director of Senior Years;
  - f. Director of Equity, Diversity, Inclusion, and Accessibility (EDIA);
  - g. Director of Finance;
  - h. Director of Media.
3. Members of the Board shall be elected for two-year terms at the Annual General Meeting, with positions coming up for election being staggered such that no more than 60% of positions come up for election in a single year, except in the case of a vacated position.
4. The Board will strive for diverse representation, intentionally seeking to include women, LGBTQ+, French, and Indigenous peoples.
5. The Board will aim to maintain an approximate ratio of 3:2 for Senior Years to Middle/Elementary School representatives, with no more than 5:2 representation by either group in one term.
6. All elected members must be licensed educators currently working in a school or in a position related to education in Manitoba, with the exception of the Director of Finance.
  - a. If no eligible educator puts their name forward for nomination to a Board position, the Board of Directors may appoint a qualified educator or non-educator to fill the role until such time as a qualified educator can be duly elected.
7. The following positions shall be elected on a bi-annual basis:
  - a. Chair, Vice-Chair, and Director of Finance;





- b. Director of Senior Years, Director of Early Years, Director of Middle Years, Director of EDIA, and Director of Media.
8. Following the inaugural elections, the positions of Chair, Vice-Chair, Director of Senior Years, and Director of Middle Years should, when possible, be filled by individuals with prior experience in a role within the Association.
9. A position shall be vacated if:
  - a. A board member resigns by delivering a written resignation to the Executive Director;
  - b. A resolution is passed by two-thirds of those present at a special general meeting or a special meeting of the Directors that the member be removed from office;
  - c. Upon death.
10. In the event of a position being vacated, a replacement director may be confirmed at a special general meeting of the members or a special meeting of the Directors, by a two-thirds vote of those present. This cannot occur within seven (7) days of the position being vacated.
11. A Director may take a leave of absence by submitting a written notice to the Chair and Vice-Chair.
  - a. The leave may last for the remainder of the director's term.
  - b. A board member cannot be removed from their position while on a leave of absence.
  - c. Duties may be temporarily reassigned to another director until the original director returns or an interim director is appointed.
  - d. An interim director will be appointed at the next meeting of directors until the position is vacated or the original director returns.
12. In the event that an active board member steps into a new position on the Board before completing their term, the resulting vacancy shall be filled by an appointed member designated by the Board of Directors.





## Article 4: Duties of the Board of Directors

1. The duties of the Board of Directors shall include:
  - a. Managing the affairs of the Association in accordance with its bylaws and strategic goals;
  - b. Establishing and maintaining partnerships and professional relationships;
  - c. Supporting the development and implementation of esports programming across Manitoba schools;
  - d. Ensuring compliance with legal, financial, and organizational obligations; and
  - e. Undertaking additional duties and responsibilities as required.
2. The Chair shall:
  - a. Call and preside over Board meetings;
  - b. Exercise general and active management of the Association's business;
  - c. Lobby government for recognition and status;
  - d. Create and maintain professional partnerships, with a focus on Manitoba-based organizations;
  - e. Maintain vision statements for 1-, 5-, and 10-year intervals;
  - f. Ensure organizational compliance with laws, guidelines, and bylaws;
  - g. Be an authorized signing authority for MSEA
  - h. Submit an annual report to the Board summarizing actions, successes, struggles, and long-term goals; and
  - i. Be the official spokesperson for the Association or designate another Board member as appropriate. This includes representing the Association in all public communications, including but not limited to social media, news media, public statements, and official correspondence.
3. The Vice-Chair shall:
  - a. Assist the Chair and assume their duties in their absence;
  - b. Support the Director of Middle Years and Director of Senior Years;
  - c. Develop materials for game rules, schedules, and onboarding new schools;





- d. Organize public showings at provincial events, including MTS PD Day sessions and LAN events;
- e. Be an authorized signing authority for the Association.
- f. Support the planning and organizing of one major Senior Years and one major Middle Years event annually; and
- g. Submit an annual report to the Board summarizing actions, successes, struggles, and events.

4. The Director of Early Years, Director of Middle Years, and Director of Senior Years shall:

- a. Represent their respective educational levels and communicate group needs;
- b. Promote programs and liaise with school administration and IT teams;
- c. Organize partnerships and communicate budget needs;
- d. Vote on bylaws;
- e. Submit an annual report including actions, successes, struggles, financial/budget updates, and goals.
- f. The Director of Early Years shall also:
  - 1. Support the development of esports resources and training for early years education;
  - 2. Oversee age-appropriate competitions and promote holistic development through esports.

5. The Director of Equity, Diversity, Inclusion, and Accessibility (EDIA) shall:

- g. Advocate for equity-deserving and under-represented communities;
- h. Develop inclusive policies, programs, and accessibility strategies;
- i. Support training and resource development on EDIA topics;
- j. Monitor and report on the effectiveness of EDIA initiatives; and
- k. Foster a welcoming and inclusive community culture within the Association.

6. The Director of Media shall:





- a. Oversee all media and marketing efforts, including social media and the website;
- b. Promote the Association and maintain partnerships;
- c. Research and apply for grants;
- d. Submit an annual report including actions, successes, struggles, finalized grant applications, and a financial budget report; and
- e. Vote on bylaws.

7. The Director of Finance shall:

- f. Oversee financial operations and group treasurers;
- g. Hold signing authority on the bank account with the Chair and Vice-Chair;
- h. Disburse funds based on Board decisions;
- i. Maintain non-profit status and related applications;
- j. Be an authorized signing authority for the Association
- k. Submit an annual report including actions, successes, struggles, finalized government correspondence, and a financial budget report; and
- l. Vote on bylaws.

8. In the event that a board position cannot be filled, a person may be appointed to the position by the Board of Directors until such time as a qualified candidate is elected at the next Annual General Meeting or a Special Meeting of the Association.

## **Article 5: Meetings of the Board of Directors**

1. Board meetings shall be called by the authority of the Chair.
2. Members of the Board of Directors shall be given at least two (2) days' notice of Board meetings.
3. Board meetings may take place in person or virtually, as agreed upon by the Board of Directors.
4. Board meetings shall take place during the school calendar year.





- a. The first meeting of the Board of Directors shall be held immediately following the Annual General Meeting. No notice shall be required for this meeting, provided a quorum is present.
- b. Quorum at Board meetings shall be fifty percent plus one (50% + 1) of the authorized Directors.
- c. If quorum is not met, the meeting may continue on an informational basis, but no votes on business matters shall be conducted.
- d. Voting at Board meetings shall be decided by a majority of votes.
  1. In the event of a tie, the Chair shall have a second or casting vote in addition to their original vote.
- e. Special Board Meetings may be called by:
  1. the Chair; or
  2. any member of the Board of Directors, if a written request is submitted to the Chair stating the reason for the meeting and supported by at least three (3) Directors.
- f. Special Board Meetings shall be scheduled with as much notice as is reasonably possible. The agenda for a Special Board Meeting shall be limited to the business for which it was called.
- g. A Special Board Meeting shall take place in an online format.
- h. Quorum at a Special Board Meeting shall be two-thirds (2/3) of the members of the Board of Directors. If quorum is not met, the meeting shall not be called to order.

## Article 6: Powers of Directors

1. The Directors shall have the authority to:
  - a. Exercise all powers of the Association as set out by the Corporations Act of Manitoba and these by-laws.
  - b. Authorize expenditures on behalf of the Association
  - c. Delegate, by resolution, authority to Officers to:





1. Hire and employ staff to perform tasks deemed necessary by the Board
2. Pay salaries to employees.
- d. Take necessary steps to enable the Association to receive donations and benefits in support of its objectives.
- e. Establish and amend rules and regulations governing membership, eligibility, operations, competitions, and governance to support the effective and equitable functioning of the Association.

2. Signing Authority

- a. The Chair, Vice-Chair, and Director of Finance have signing authority for the Association.
- b. Two (2) of three (3) signing authorities must approve and sign any cheques, withdrawals, or payments using the Association's financial accounts.
- c. Any member of the executive with signing authority may make deposits to the Association's financial accounts.

## **Article 7: Protection of Directors and Officers**

1. No Director or Officer of the Association shall be liable for:
  - a. The acts, receipts, defaults, or neglects of any other Director, Officer, or Employee.
  - b. Joining in any receipt or act for conformity.
  - c. Any loss, damage, or expense resulting from:
    1. Insufficiency or deficiency of title to any property acquired by or on behalf of the Association.
    2. Insufficiency or deficiency of any security in or upon which the Association's monies are invested.





3. Bankruptcy, insolvency, or tortious acts of any person, firm, or Association with whom the Association's assets are lodged or deposited.
4. Loss, conversion, misapplication, or misappropriation of the Association's assets.
5. Any other loss, damage, or misfortune occurring in the execution of their duties.

2. Directors and Officers are protected from liability unless:
  - a. They fail to exercise their powers and discharge their duties honestly, in good faith, and in the best interests of the Association.
  - b. They fail to exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

## **Article 8: Association Membership**

1. Schools planning to participate in Association events must:
  - a. Submit a membership request form to the Board of Directors.
2. Each school is entitled to:
  - a. One membership.
  - b. A designated primary contact for that participating school.
3. Each school shall:
  - a. Appoint one representative to act as their voting member.
  - b. Be allowed to change their voting representative upon request.
4. The designated voting member shall:
  - a. Attend the Annual General Meeting of the Association.
  - b. Represent their school in all official voting matters.
5. Member schools must:
  - a. Remain in good financial standing with the Association in order to maintain active membership and voting privileges.





## Article 9: Annual General Meeting

1. The Annual General Meeting (AGM) of the Association shall:
  - a. Be held once per year at a time and place determined by the Board of Directors.
  - b. Require that all members be notified at least four (4) weeks in advance.
2. Voting Procedures:
  - a. Abstentions: Each motion shall require a majority of the votes cast. Abstentions shall not count as negative votes.
  - b. Motions from the Floor:
    1. A motion from the floor may be considered only if 75% of eligible voters agree to its consideration. In this case, abstentions do count.
  - c. Notices of Motion:
    1. All motions must be submitted to the Chair at least four (4) weeks prior to the AGM or by the circulated deadline.
    2. Each motion must include a proposed date of implementation.
    3. Any motion passed at the AGM shall remain in force for a minimum of one (1) year before it can be reconsidered.
    4. Reconsideration of a motion requires a two-thirds (2/3) majority vote.

## Article 10: Election Procedures

1. Nominations a. Nominations for Board positions must be submitted to the Board of Directors no later than one (1) week prior to the Annual General Meeting (AGM).
  - a. Self-nominations are not permitted.
  - b. The individual being nominated must be informed and must consent to the nomination prior to submission.
  - c. Any member school in good standing may submit a nomination.
2. Returning Officer





- a. The Board of Directors shall appoint a Returning Officer to oversee the election process.
- b. The Returning Officer must be a current Board member who is not up for election during that cycle.
- c. The Returning Officer is responsible for administering the election in a fair, transparent, and impartial manner.

3. Eligibility of Nominees
  - a. Nominees must meet the eligibility criteria outlined in the bylaws (e.g., being a licensed educator in Manitoba, unless otherwise specified for certain roles).
  - b. Nominees must be in good standing with the Association.
4. Voting Process
  - a. Elections shall be conducted during the Annual General Meeting.
  - b. Each member school in good standing is entitled to one (1) vote.
  - c. Voting may be conducted by secret ballot, show of hands, or electronic means, as determined by the Returning Officer.
  - d. In the event of a tie, the Returning Officer shall call for a second vote. If the tie persists, the Board of Directors shall determine the outcome by majority vote.
5. Term Commencement
  - a. Newly elected Board members shall assume their roles immediately following the conclusion of the Annual General Meeting.

## **Article 11: By-law Amendments**

1. Proposed changes or amendments to the by-laws or regulations must:
  - a. Be submitted in writing to the Board of Directors.
  - b. Be received at least four (4) weeks prior to the Annual General Meeting (AGM).
2. Voting on by-law or regulation amendments:



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- a. May occur at the AGM.
- b. Requires a majority vote of the delegates present.
- c. Each member of the Board of Directors is entitled to one (1) vote.
- d. Proxy voting is not permitted.

3. Submission of motions:
  - a. Only members of the Board of Directors may submit notices of motion or motions to amend the by-laws or regulations.
4. Implementation and reconsideration:
  - a. Any motion passed at the AGM shall remain in force for a minimum of one (1) year.
  - b. A motion may not be reconsidered within that year.
  - c. Abstentions do not count as negative votes.

## Article 12: Fiscal Year

1. The fiscal year of the Association shall end on June 30, or as otherwise determined by a resolution of the Board of Directors.

Approved at AGM, June 17<sup>th</sup>, 2025



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