

MANITOBA HIGH SCHOOL ESPORTS ASSOCIATION CONSTITUTIONAL OBJECTIVES

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 MHSeA 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 inter-school competition and provincial championships.
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 fund raising 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.

By Law No. 1

Be it enacted and it is hereby enacted as a by-law of Manitoba High Schools eSports Association. (hereafter called the "association") as follows:

1. REGISTERED OFFICE

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.

2. BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of not fewer than five nor more than 10 directors. Members shall be elected for one-year terms at the Annual General Meeting and the position shall be vacated if:

- a. board member shall resign his/her 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 be removed from office, and
- c. upon death.

3. BOARD POSITIONS

The Board of Directors will consist of the following positions:

- a. President (or Co-Presidents)
- b. Vice-President(s) in charge of individual eSports (e.g. Vice-president of League of Legends)
- c. Treasurer
- d. Secretary
- e. Communications and Social Media Chair
- f. Members-at-Large

4. TERMS OF OFFICE

Elections shall occur annually. All elected members must be educators currently employed in a Manitoba High School.

5. MEETINGS OF DIRECTORS

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

Notice: A meeting of Board of Directors may be convened by the President. Notice of such meeting shall be delivered or mailed or faxed, 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 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 President in addition to his/her original vote shall have a second or casting vote for resolution of that tie vote only.

6. 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 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**

7. FOR PROTECTION OF DIRECTORS AND OFFICERS

No Director or officer for the time being of the Corporation 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 corporation through the insufficiency or deficiency of title to any property acquired by the corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation 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 corporation 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 Corporation 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 Corporation, and in connection therewith to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

8. PRESIDENT TO BE CHIEF EXECUTIVE

The President(s) shall preside at all meetings of the Association, and of the Board of Directors. He/She shall have general and active management of the business of the Association and shall see that all order and resolutions of the Board are carried into effect and he/she or one of the vice-presidents shall sign all by-laws and all other documents. If the President has resigned or must be removed from office, one of the current vice-presidents will fulfill the term as interim president, as chosen by the Board by majority vote.

9. RESPONSIBILITY OF VICE-PRESIDENTS

In the absence of the President from time to time one of the Vice Presidents shall be elected by the Board of Directors to perform the duties and exercise the powers of the

President, and the Vice-President shall from time to time perform such other duties as are delegated to them by the President or the Board of Directors.

10. 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.

11. BY-LAW AMENDMENTS

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 one-year period before it can be voted on again. Abstentions do not count as negative votes.

12. FISCAL YEAR

The Fiscal year of the Association shall end on March 31.

13. ASSOCIATION MEMBERSHIP

Schools planning to participate in Association activities are required to submit to the Board of Directors a primary contact for Association business. This contact person shall be considered a voting member at the Annual General Meeting of this Association.

14. 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 President.**

- 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 President 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.
- 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.**