

Manitoba Soccer Referees' Association By-Laws

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* In all cases in this text, the male gender shall refer to both male and female.

* References to "mail" shall also include electronic mail.

MSRA By-Laws

1. Name

The name of this Association shall be "Manitoba Soccer Referees' Association", (hereinafter call the "MSRA").

2. Head Office

The head office of the MSRA shall be in the City of Winnipeg, the Province of Manitoba, at the home of the Secretary or such place in Manitoba as the Executive Committee of the Association may from time to time decide.

3. Objectives

- a. The MSRA shall support members to officiate the game of soccer.
- b. The MSRA shall assist with recruitment and the overall development of referees.
- c. The MSRA shall conduct, on behalf of its members, any business with Manitoba Soccer Association and their affiliated leagues.
- d. The MSRA shall promote and market refereeing to the soccer community and its members.
- e. The MSRA shall provide information sharing and network opportunities.
- f. The MSRA shall provide Referee special events.
- g. The MSRA shall act as a representative for its members on issues of concern.

4. Government

- a. The MSRA Board shall consist of 11 members who shall conduct the business of the MSRA with the wishes of the voting members. The Board shall consist of the Past President, President, Vice President, Secretary, Treasurer and 6 councillors.
- b. The President, Vice-President, Secretary and Treasurer shall have been a Senior member in good standing for a minimum of four (4) years. Councillors must have been a Senior Member for a minimum of three (3) years. The Board Members shall be elected by secret ballot by the voting members of the MSRA at the Annual General Meeting. In order to provide continuity in office, the President, Vice-President, Secretary and Treasurer shall be elected for two (2) year terms. The Councillor(s) shall be elected for a one (1) year term. The President and Treasurer shall be elected on even numbered years, Vice-President and Secretary shall be elected on odd numbered years.
- c. The duties of the officers shall be as follows:
 - i. **President:** Shall chair all general, special, board and Executive Committee meetings. He shall decide all voting and shall have a casting vote only. The President is an ex-officio member of all committees with

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voice but no vote and shall be charged with the supervision of the operations of the Association. These powers extend to the calling of special meetings of the Board of the MSRA, as he deems necessary, or at the request of a majority of the Board. He shall prepare an Annual Report to be presented at the Annual General Meeting.

- ii. **Vice-President:** Shall, in the absence of the President, act as chairman, assuming his duties and powers.
- iii. **Secretary:** Shall give notice of all meetings and information to all current members in good standing. Shall keep records and minutes of all meetings. Distribute minutes within ten (10) days of all meetings to Board Members. Keep all original correspondence from any source and issue a copy to the President. Any financial correspondence shall also be copied for the Treasurer.
- iv. **Treasurer:** Shall deposit all monies to the credit of the MSRA and shall keep a true and accurate record of all receipts and disbursements. He shall present an interim report at the Semi-Annual General Meeting, and the complete financial statement at the Annual General Meeting for the previous fiscal year.
- v. **Councillors:** Shall assist in the administration of the MSRA's general business and carry out other duties as assigned by the Board. They shall assist fellow referees in matters dealing strictly with proper carrying out of their duties.
- vi. **Past President:** The Past President may attend all meetings of the MSRA and shall have a voice but no vote at such meetings. He shall also, whenever available, act in an advisory capacity to the Board.
- vii. **Board of Directors:** The affairs of the MSRA shall be managed by the the Board of Directors. The Board shall have full power and authority to set policy, review, approve or veto the administration and management of the MSRA, which responsibilities may be delegated to Committees of Officers to administer and manage the business affairs of the MSRA.

d. Standing Committees

The Association shall have standing committees, the purpose of which will be to make recommendations in the committee's defined area of responsibility to the Board of the Association and to undertake such actions and activities as may from time to time be delegated to them by the Board.

Chairs of individual standing committees shall be appointed by the Board at the first Board meeting after the Annual General Meeting, unless otherwise designated, and shall have voice and vote at meetings of their respective committees. Only elected Members on the Board may chair standing committees.

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The standing committees of the Association shall include:

- i) "Nominating Committee"
- ii) "Appeals Committee"
- iii) "Discipline Committee"
- iv) "Finance Committee"
- v) "Membership Committee"
- vi) "Marketing and Promotions Committee"
- vii) "Recruitment and Retention Committee"
- viii) "Special Events Committee"
- ix) "Communications Committee"

The Board may establish other standing committees, as required, in order to efficiently manage the Association.

e. Nominations

- i. Nominations for Board positions can only be made by Senior Members in good standing with the Association and each nomination shall be submitted to the Nominating Committee no less than thirty days prior to the Annual General Meeting at which the nomination is to be considered.
- ii. The Nominating Committee shall forward a copy of all nominations to the Members at least fifteen days before the Annual General Meeting.
- iii. Nominations from the floor for Board positions may only be made during the Annual General Meeting by Members in good standing with the Association, in the event that no nominations are received in accordance with Article 4.e.i.
- iv. In the event that an individual is nominated and is not present at the meeting and wishes to accept nomination; a signed and witnessed document confirming his or her acceptance must be presented to the Chair of the nominating committee at the time of nomination.

5. Membership

- a. **Senior Member:** A Senior Member will be one in good standing with the MSRA who qualifies to be eligible on the MSA Official List of Referees, and completes the Registration procedure for the MSRA and MSA. Such members shall have voice and vote at all meetings, and may hold office. Senior Members must attend one of the General meetings per year (the Semi-Annual General Meeting or the Annual General Meeting). A fine may be levied for non-attendance.
- b. **Honorary Life Member:** May be granted to any person(s) who has shown dedication and outstanding contribution to the MSRA and/or towards soccer

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- officiating in general. They shall have voice and vote at all general meetings. They shall be exempt from the annual membership fee. Such members will be admitted by a majority decision of voting members of the Board.
- c. **Associate Member:** Any person who has qualified as a District soccer official but is not on the MSA Official List of Referees will be granted membership. Such members shall have membership at a reduced fee, have voice and vote at all general meetings, but may not hold office until such time they become a Senior Member as per the requirements of 4b.
 - d. Any official joining any other soccer referees' association registered within the province of Manitoba will be deemed to have relinquished their membership with the MSRA.

6. Membership Fees

An annual membership fee shall be paid by all Senior and Associate members of the MSRA. The Amount of this fee shall be determined each year by the Board to meet the needs of the MSRA. Fees must be paid on or before April 1st of each year.

7. Finance

- a. The financial year of the MSRA shall be from April 1 to March 31.
- b. The MSRA Finance Committee shall be appointed by the Board and chaired by the MSRA Treasurer. It shall review all proposed expenditures and report its recommendations to the next regular meeting of the MSRA.
 - i. The committee shall review month end statements, operating budgets, and financial records for the fiscal year with the Treasurer at least once per quarter,
 - ii. The committee shall be responsible for preparing an annual draft budget for MSRA Board approval one month prior to the MSRA Semi Annual General Meeting for the following fiscal year.
 - iii. The budget process will include the input of MSRA Board revenue and expense requirements, the objective of which shall be a break even budget.
 - iv. Changes to approved budgeted income and expenditures need prior approval from the MSRA Board.
 - v. The Treasurer shall submit completed fiscal year financial records to the associations financial reviewer by no later than April 30 (one month after fiscal year end) with the objective to complete the review by the following July 31.
 - vi. The MSRA Treasurer shall meet with the financial reviewer and submit the results to the MSRA Finance Committee for approval, who shall then in turn submit the results to the MSRA Executive Committee for approval by no later than the following September 15.

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- vii. The MSRA Treasurer will then present the results to the MSRA Membership for approval at the following MSRA Annual General Meeting.
- c. All disbursements in excess of ten (10) dollars shall be made by cheque.
- d. The MSRA shall maintain an account with a financial institution. The signing authorities shall be any 2 of the President, Vice-President, Secretary or Treasurer.

8. Discontinuation of Membership

- a. The interest of a member in the MSRA shall lapse or cease to exist upon its dissolution.
- b. A member may resign by notification in writing, and the resignation shall become effective upon acceptance thereof by the Board. A member remains liable for payment of any assessment or other sum levied or which became payable by him to the MSRA before acceptance of his resignation.
- c. The Board may, by a vote of three-fourths of those present and voting at a meeting of the members duly called for that purpose, expel or suspend any member whose conduct has been determined by the Board to be improper, unbecoming, or likely to endanger the interests or reputation of the MSRA or who wilfully commits a breach of the MSRA By-Laws. The decision of the Board shall be final, provided, however, that the member to be expelled or suspended shall be given at least five (5) days written notice of such meeting and the charge or complaint lodged against him and shall be entitled to be present at such meeting and to make representations. The vote on the expulsion or suspension of the member shall be by secret ballot.
- d. If any member fails to pay his dues, fees, or assessments within fifteen (15) days of the demand therefore by the office of the MSRA, he thereupon automatically ceases to be a member in good standing of the MSRA, but such a member may be reinstated by the Board upon such evidence as it considers satisfactory, upon payment of all arrears of fees, dues, and assessments. The Board shall have the right to obtain all arrears and fines outstanding by any member from money payable by the MSRA to them.

9. Fees

The Board may from time to time establish membership fees and application fees and any other fees in such amounts as it deems advisable; provided however, that any changes be brought before the next meeting of members and notice of such consideration shall be given. Any such action of the Board unless rescinded at the meeting of members, shall continue to be valid.

10. Appointments

No member of the MSRA shall seek, or negotiate in any way officiating appointments, or charge a fee for any game other than those already set.

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11. C.S.A. Referees' Grading and Standards

As per the C.S.A. Regulations for the Registration and Control of Referees.

12. Meetings and Voting Powers

Meetings of the MSRA shall be called by the President. Except in the case of an emergency, at least ten (10) days notice shall be given to all members. To conduct the business of the MSRA, a quorum must be present.

13. Annual General Meeting

The Annual General Meeting of the MSRA shall be held once per year. The order of business shall be:

- a. Roll Call
- b. Minutes
- c. Business Arising out of Minutes
- d. Unfinished Business
- e. President's Address
- f. Financial Statement
- g. Reports of Committees
- h. Secretary's Report
- i. Election of Officers
- j. Financial Review Appointment
- k. New Business
- l. Adjournment

14. Semi-Annual General Meeting

The Semi-Annual General Meeting of the members of the MSRA, called for the purpose of accepting membership, amendments to the By-Laws and transacting such other business as may properly come before a Semi-Annual General Meeting, shall be held not later than April 30th. The order of business shall be:

- a. Roll Call
- b. Minutes
- c. Business Arising out of Minutes
- d. Unfinished Business
- e. Amendments to the By-Laws
- f. Interim Financial Report
- g. Reports of Committees
- h. Secretary Report
- i. New Business
- j. Adjournment

15. Special General Meeting

Special meetings of the members of the MSRA may be held at any time and place on the call of the President, or at the request of the majority of the Board, or upon the written request of not less than twenty-five percent of the members specifying the object of the meeting and addressed to the Board. Within ten (10) days of receipt of such written request, the Board shall call and hold a Special General Meeting. Notice of such meeting shall be given to each member in the manner provided hereinafter, and such notice shall specify the nature of the business to be transacted and no business shall be transacted other than that specified in the request.

16. Notice of Meetings

Notice of the time and place of every General or Special Meeting shall be given to each member by mail or phone, at least ten (10) days before the holding of such meeting to the member's last address as recorded on the books of the MSRA. No accidental error or omission in given notice of any meeting or any such adjourned meeting shall invalidate such or make void any proceedings taken thereat.

17. Waiver of Notice

A member may at any time waive notice of any meeting and may at any time ratify, approve and confirm any of the proceedings taken thereat.

18. Adjournments

Any meetings of the MSRA, or the Board may be adjourned to any time or from time to time such business may be transacted at such adjourned meeting as might have been transacted at the original meeting before such adjournment took place. Notice of an adjourned meeting is required per article 16, Notice of Meetings.

19. The Chairing

At every general or special meeting of members, the chair will be taken by the President, if present, or in his absence, the Vice-President.

20. Quorum

The members present constitute a quorum at any general meeting of the MSRA.

21. Voting

Each member in good standing shall have equal voting rights, namely, they shall be entitled to one vote at all meetings of members of the MSRA. The MSRA member must be present to vote.

22. Voting Procedure

At all meetings of the MSRA every question shall be decided by a majority of the votes of the members present unless otherwise required by the By-Laws. Every question shall be in the first instance by a show of hands, but any member may motion that any vote be by secret ballot, and, if carried, this motion shall take precedence over all other questions and, if carried the vote shall then be determined by secret ballot. Unless a poll is demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes shall be sufficient evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against such resolution. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair-is entitled to a casting vote.

23. Procedure at Meetings

Parliamentary procedure shall be followed at all meetings of the MSRA; that is, debate must be directed through the chair and the said Chair shall be responsible for the conduct of the meeting and the enforcement of the rules as set down in the By-Laws.

24. Visitors

Visitors may be allowed to attend any meeting of the MSRA, if prior permission was asked for and granted by the Board. Visitors may only enter a discussion with the consent of the Chair.

25. New Membership

Application for new membership may be accepted at any time providing that all requirements are met. All applications to become a new member of the MSRA will be subject to approval by the Board. A new member is one who has never been a member of the MSRA or who has not held continuous membership with the MSRA.

26. Discipline Hearing Process

At the first MSRA Board Meeting following the Annual General Meeting, the Board shall appoint a Board Member to chair the Discipline Committee. A minimum of two (2) Board Members, which shall include the MSRA Discipline Chair and may include one (1) MSRA member at large, shall be allowed to conduct any discipline hearing.

The MSRA Discipline Committee may fine or suspend an MSRA member whose conduct in performing their administrative duties has endangered the interests or reputation of the MSRA.

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A list of such fines or suspensions will be approved by the Board at the first MSRA Board Meeting following the AGM. The list will be made available to any member upon request.

27. Discipline Appeal Process

Any MSRA member may appeal a decision made by the MSRA Disciplinary Committee in the event further evidence is available following the decision rendered or should the member view the punishment to be harsh or unreasonable. The appeal must be submitted in writing to the Board within 14 days of the receipt of the original decision, and be accompanied by the appropriate fee.

The Appeals Committee shall consist of the MSRA Past President as the chair, and two Board members who are not members of the MSRA Disciplinary Committee.

28. Removal

The members of the MSRA may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Board Member before the expiration of his term of office, and may, by a majority of votes cast at that meeting, elect any qualified person in his stead for the remainder of his term.

29. Vacancies

Any office left vacant, for whatever reason, may be filled by appointment by the Board, and a person so appointed shall hold office (subject to the provisions of these By-Laws) for the balance of the unexpired term of the vacating officer.

30. Vacation of Office

A position on the Board of the MSRA shall be declared vacant if the Board Member holding said office:

- a. is found to be incompetent or found to be incapable of performing his duties,
- b. without reasonable excuse, absents himself from three (3) consecutive Board meetings,
- c. is suspended or expelled from the MSRA,
- d. by notice in writing to the MSRA, resigns his office.

31. Remuneration

Board Members as such shall not be entitled to remuneration, with the exception of the Secretary and/or Treasurer who may be given an honorarium but in all cases they shall be entitled to be paid their travelling and other expenses properly incurred by them in connection with the affairs of the MSRA.

32. For the Protection of Board Members

The Board Members for the time being of the MSRA and every one of them and every one of their heirs, executors and administrators, shall be indemnified and saved harmless out of the assets and profits of the MSRA from and against all actions, costs, charges, losses, damages, and expenses which they or any of them, their or any of their heirs, executors, and administrators shall or may incur or sustain by or by reason of act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices except such (if any) as they shall incur or sustain by or through their own wilful neglect of default respectively.

33. Referees Delegate

The President will attend all meetings at all levels of soccer where a representative is required. In the President's absence, a Board member appointed by the President will attend. A member of the MSRA will be nominated by the MSRA Board to sit on the Manitoba Soccer Association Board of Directors.

34. MSA Referee Development Committee

The Board will give full cooperation to the members of the MSA Referee Development Committee who are duly appointed by the Manitoba Soccer Association.

35. Board Meetings

- a. **Time and Place of Meeting:**
Board meetings may be held at such times and at such places as the Board shall from time to time determine, but in any event, shall be held at least once per month. A meeting of the Board may be convened at any time by the President or any two Board Members.
- b. **Quorum:**
A majority of the Board voting members constitutes a quorum for the transaction of business.
- c. **Voting:**
Questions arising at any meeting of the Board shall be decided by a majority of votes. The Chair shall vote in the case of an equality of votes.
- d. **Resolutions:**
A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. A resolution in writing signed by all of the Board members is as valid and effectual as if it had been passed at a meeting of the Board Committee duly called and constituted.

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36. Documents

All legal documents on behalf of the MSRA shall be signed by any two of the President, Vice-President, Secretary, or Treasurer. All correspondence must be made known to the President or Vice-President in his absence before being signed.

37. Books and Records

- a. **Books:** The Board shall cause all necessary books and records of the MSRA required by law and the By-Laws of the MSRA to be regularly and properly kept.
- b. **Contents:** The minute books of the MSRA shall contain a copy of the By-Laws of the MSRA, all extraordinary and ordinary resolutions passed, a copy of the Rules and Regulations of the MSRA, and copies or originals of all documents, registers, and resolutions as required by law. The books of the MSRA shall record all money received and expended by the MSRA and the matters in respect of which the receipt and expenditures take place, all revenues and purchases and all assets and liabilities of the MSRA as well as other transactions affecting the financial position of the MSRA.
- c. **Inspection:** All minute books and books of account shall at all times be open to inspection by the Board and for financial review. No member (not being a Board Member) shall have any right to inspect any account or book or document of the MSRA except as conferred by law or authorized by the Board or by resolution of the members, whether previous notice thereof has been given or not.
- d. **Financial Year:** The financial year of the MSRA shall terminate on the last day of March.
- e. **Financial Review:** An Interim report shall be sent to all members with notice of the Semi-Annual General Meeting and a complete financial report shall be sent to all members with the notice of the Annual General Meeting.
- f. **Committees:** The Board may constitute such committees as it sees fit, composed of such persons as it sees fit and whether members of the Board or not. The duties of such committees shall be those from time to time designated by the Board with the exception of the Finance Committee whose duties are covered by article 7.
- g. **Resolutions in Writing:** A resolution or rule signed by all of the members of the Board Members is as valid and effective as if passed at a meeting of the Board Members duly called, constituted and held.

38. Notices

Signatures to Notices: The signature to any notice to be given by the MSRA may be written, stamped, typewritten, or printed; or partly written, stamped, typewritten, or printed.

39. Amendments to the By-Laws

No changes, amendments or alterations to the By-Laws of the Manitoba Soccer Referees' Association shall be made except at the Semi-Annual General Meeting. No change, amendment or alteration to the By-Laws shall be considered unless notice thereof has been duly given in writing to the office of the MSRA at least thirty (30) days before the date set for the Semi-Annual Meeting. A copy of every change, amendment or alteration made strictly in compliance with rules is to be forwarded by the office of the MSRA to all affiliated members within ten (10) days after receipt of same.

- a. All proposed changes, amendments and alterations shall be effective immediately after they are passed.
- b. The By-Laws of the MSRA shall not be altered, deleted or added to except by amendment passed by two-thirds of members entitled to vote and present in person at a general meeting of which notice specifying the intention to propose the amendment has been duly given.

40. Interpretation

Where no specific guidance is contained herein, the C.S.A. and/or M.S.A. By-Laws and C.S.A. / M.S.A. / M.S.R.A. Rules and Regulations shall apply.

41. Dissolution

Upon dissolution of the MSRA, after the payment of all debts and liabilities, the remaining property of the MSRA shall be turned over to one or more similar non-profit organizations.