
**Manitoba Soccer Referees' Association
MSRA Constitution (Revised 2005)**

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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.

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 supply qualified members to officiate the game of soccer.
- b. The MSRA shall recruit and shall assist in training and development of referees.
- c. The MSRA shall conduct any business and bargaining with Manitoba Soccer Association and their affiliated leagues.

4. Government

- a. The Executive shall consist of a Past President, President, Vice-President, Secretary, Treasurer, and Councillors. A minimum of 5 Executive Committee Councillors up to a discretionary maximum shall be appointed. The Executive shall conduct the business of the MSRA with the wishes of the voting members.
 - b. All Executive members shall have been a member in good standing for a minimum of three (3) full or part seasons, with the exception of councillors, who must have been for a minimum of two (2) full or part seasons. They 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 preside at all general, special, and executive committee meetings. He shall decide all voting and shall have a casting vote only. His powers extend to the calling of special meetings of the Executive Committee or MSRA, as he deems necessary, or at the request of a majority of either body. 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
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meetings during their term. Distribute minutes within ten (10) days of all meetings to executive 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 dealings with other associations and other affiliated leagues. They shall assist fellow referees in matters dealing strictly with proper carrying out of their duties. Shall when required, be responsible for setting up and carrying out other duties assigned to them by the Executive. All proposals must meet with the approval of the Executive.
- vi. **Past President:** The Past President may attend all meetings of the MSRA and shall have a voice and vote at such meetings. He shall also, whenever available, act in an advisory capacity to the Executive Committee.
- vii. **Executive Committee:** The affairs of the MSRA shall be managed by the Executive Committee. This committee 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.

5. Membership

- a. **Senior Active Member:** A Senior Active Member will be one in good standing with the MSRA who officiates a minimum of ten (10) Senior or Juvenile games during each season in the Province of Manitoba. Such members shall have voice and vote at all meetings. A Senior Active Member shall not accept a position as a "*Club Executive*" with any registered team or club.
- 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 officiating in general. They shall have voice and vote at all meetings. They shall be exempt from the annual membership fee. Such members will be admitted by a majority decision of voting members.
- c. **Associate/Junior Member:** Any person who has qualified as a soccer official but can not, or wishes not to referee senior games will be granted membership. Such members shall have membership at a reduced fee, have voice and vote at all meetings, but may not hold office until such time they become a Senior Active Member.

- 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 active and associate/junior members of the MSRA. The Amount of this fee shall be determined each year by the Executive to meet the needs of the MSRA. Fees to be paid on or before the date of the Semi-Annual General Meeting 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 President 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 Executive Committee 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 Executive Committee 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 Executive Committee
 - 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.
 - 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 the President or Vice-President with 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 Executive Committee. 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 Executive Committee 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 Executive Committee to be improper, unbecoming, or likely to endanger the interests or reputation of the MSRA or who wilfully commits a breach of the Constitution of the MSRA. The decision of the Executive Committee 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 Executive Committee upon such evidence as it considers satisfactory, upon payment of all arrears of fees, dues, and assessments. The Executive Committee 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 Executive Committee 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 Executive Committee 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 negotiated by the MSRA. Any official asked to officiate a game other than those assigned shall seek permission and guidance from the Manitoba Soccer Association Referee Development Committee via the MSA Central Assignor before hand.

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

As per the C.S.A. regulations.

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. Director of Referees' Report
- g. Financial Statement
- h. Reports of Committees
- i. Communication
- j. Election of Officers
- k. Financial Review Appointment
- l. New Business
- m. 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 Constitution 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 Constitution
- f. Interim Financial Report
- g. Director of Referees Report
- h. Reports of Committees
- i. Communications
- j. New Business
- k. 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 Executive Committee, 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 Executive Committee. Within ten (10) days of receipt of such written request, the Executive Committee 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 of the Executive Committee 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 section 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.

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 Constitution. Every question shall be in the first instance by a show of hands, but any member may demand 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 Chairman 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 or 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 Chairman 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 Chairman shall be responsible for the conduct of the meeting and the enforcement of the rules as set down in the Constitution.

24. Visitors

Visitors may be allowed to attend, if prior permission was asked for and granted by the Executive, any meeting of the MSRA, but they shall be required to register as such with the member of the Executive Committee appointed for that purpose prior to the commencement of the meeting. Visitors may only enter a discussion with the consent of the Chairman. Visitors shall be restricted from nominating officers, but may be invited to accept a nomination.

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 executive and subject to ratification by the membership. 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 Committee

At the first MSRA Executive Committee Meeting following the Annual General Meeting, the President shall appoint an Executive Member to chair the Discipline Committee. A minimum of two (2) Executive Committee 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.

A list of such fines or suspensions will be approved by the Executive at the first MSRA Executive Committee 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 MSRA President within 14 days of the original decision, and be accompanied by the appropriate fee.

The Appeals Committee shall consist of the MSRA President as the chair, two MSRA Executive Committee members who are not members of the MSRA Disciplinary Committee, and may include the Chair of the MSA Referee Development 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 officer 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 Executive Committee, and a person so appointed shall hold office (subject to the provisions of this Constitution) for the balance of the unexpired term of the vacating officer.

30. Vacation of Office

An office of the MSRA shall be declared vacant if the officer 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 Executive committee meetings,
- c. is suspended or expelled from the MSRA,
- d. by notice in writing to the MSRA, resigns his office.

31. Remuneration

The officers 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 Officers

The Officer 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, an Executive Committee member appointed by the President will attend.

34. MSA Referee Development Committee

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

35. Executive Committee Meetings

- a. **Time and Place of Meeting:**
Executive Committee meetings may be held at such times and at such places as the Executive Committee shall from time to time determine, but in any event, shall be held at least once per month. A meeting of the Executive Committee may be convened at any time by the President or any two officers.
- b. **Quorum:**
A majority of the Executive Committee voting members constitutes a quorum for the transaction of business.
- c. **Voting:**
Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes. The Chairman shall vote in the case of an equality of votes.
- d. **Resolutions:**
A declaration by the Chairman 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 Executive Committee

members is as valid and effectual as if it had been passed at a meeting of the Executive Committee duly called and constituted.

36. Documents

All legal documents on behalf of the MSRA shall be signed by the President or Vice-President with the Treasurer or Secretary. 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 Executive Committee shall cause all necessary books and records of the MSRA required by law and the Constitution of the MSRA to be regularly and properly kept.
- b. **Contents:** The minute books of the MSRA shall contain a copy of the Constitution of the MSRA, all extraordinary and ordinary resolutions passed, a copy of the by-laws 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 Officers and for financial review. No member (not being an officer) shall have any right to inspect any account or book or document of the MSRA except as conferred by law or authorized by the Executive Committee 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 Executive Committee may constitute such committees as it sees fit, composed of such persons as it sees fit and whether members of the Executive Committee or not. The duties of such committees shall be those from time to time designated by the Executive Committee with the exception of the Finance, Discipline, and Appeals Committees whose duties are covered by sections 7, 26, and 27 of this Constitution.
- g. **Resolutions in Writing:** A resolution or by-law signed by all of the members of the Executive Committee is as valid and effective as if passed at a meeting of the Executive Committee 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 Constitution

No changes, amendments or alterations to the Constitution of the Manitoba Soccer Referees' Association shall be made except at the Semi-Annual General Meeting. No change, amendment or alteration to the Constitution 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 Constitution 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. Constitution 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 the Canadian Soccer Association.