CONSTITUTION

Bhutan Esports Association

2025

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Glossary of Terms

AR (Augmented Reality) - A technology that overlays digital information onto the real world using devices such as smartphones, tablets, or smart glasses.

BeSA (Bhutan Esports Association) - The national governing body responsible for the promotion, development, and regulation of esports and gaming in Bhutan.

BOC (Bhutan Olympic Committee) - The national authority for Olympic sports in Bhutan, with which BeSA is affiliated.

Competitive and Skill-Based Formats - Types of games or matches that involve structured competition requiring strategic thinking and high levels of skill.

Digital Infrastructure - The networked technological systems that support esports and gaming activities, including servers, internet platforms, and communication tools.

Esports - Organized, competitive digital gaming played professionally or semi-professionally across platforms such as PC, console, or mobile.

Gaming - The broader category of digital play, including casual, recreational, and immersive experiences across various platforms.

GNH (Gross National Happiness) - Bhutan's national development philosophy that emphasizes holistic well-being over purely economic indicators.

Phygital Games - Games that combine physical and digital elements, often requiring physical activity enhanced by digital interactivity.

Quorum - The minimum number of members required to be present at a meeting to make the proceedings valid.

Simulators - Digital platforms that replicate real-world experiences such as racing or flying for training or competitive play.

VR (Virtual Reality)
A fully immersive digital environment experienced using headsets and other sensory devices.

VR/AR Environments - Combined applications of Virtual and Augmented Reality used to enhance competitive or interactive gaming.

Preamble

Recognizing the transformative power of esports and gaming as platforms for skill, competition, innovation, and youth engagement, the Bhutan Esports Association (BeSA) was established in 2025 to foster a vibrant, inclusive, and ethically grounded competitive ecosystem in the Kingdom of Bhutan. BeSA is an affiliate member of the Bhutan Olympic Committee (BOC).

This Constitution sets forth the guiding principles and rules of BeSA. It serves to clarify all matters related to esports and gaming in Bhutan and to provide a stable, future-oriented governance framework that can evolve with the needs of the community.

Rooted in Bhutan's national philosophy of Gross National Happiness, and inspired by our cultural values of mindfulness, harmony, and social responsibility, this Constitution empowers leadership, protects the spirit of play, and supports the sustainable development of esports and gaming throughout the country.

Every member of the Association shall be bound by the rules, regulations, and by-laws of BeSA, and shall uphold this Constitution in its most recently adopted form.

Article 1 - Name, Headquarters, Language

1.1 Name

The name of the Association shall be the Bhutan Esports Association, abbreviated as BeSA. It shall function as an independent, non-profit organization uniting all stakeholders engaged in online gaming and esports activities in Bhutan.

1.2 Scope of Activities

BeSA shall represent, promote, and regulate competitive and skill-based formats across a range of platforms, including but not limited to:

- Console-based games
- Computer-based games
- Mobile games
- Simulators and VR/AR environments
- Phygital (physical-digital hybrid) games
- All other digital, electronic, and internet-connected gaming platforms

1.3 Date of Establishment

The Association was established on 9 June 2025 by the Founding Board of the Association.

1.4 Legal Duration

The Association is established for an indefinite duration.

1.5 Headquarters

The official headquarters of the Association shall be located in Thimphu, Bhutan. Additional branches may be established within Bhutan as deemed necessary by the Board of Directors, and may be situated in other regions subject to approval by the relevant national authorities.

The principles and procedures for establishing regional or local branches shall be determined by the Board of Directors.

1.6 Working Language

The official working language of the Association shall be English (hereinafter referred to as the "Working Language"). All official documents, records, and communications shall be maintained and published in English.

In the event of disputes related to the Constitution or internal rules, the officially published English version shall be considered legally binding. For interactions with third parties, the English version shall prevail.

Article 2 - Purpose and Principles

2.1 Purpose

The Bhutan Esports Association (BeSA) is established as the national body to govern, promote, and support the development of esports and gaming in Bhutan. BeSA shall:

2.1.1 Serve as the unified public representative of its members and the wider esports and gaming community in Bhutan;

2.1.2 Act as a platform and enabler for its members and the ecosystem to develop, professionalize, and commercialize esports and gaming activities;

2.1.3 Cultivate a strong sense of community, unity, and national pride among esports and gaming enthusiasts across Bhutan;

2.1.4 Facilitate, organize, invest in, and raise funds for tournaments, competitions, leagues, and player development—ensuring value for both participants and spectators;

2.1.5 Host and manage national qualifiers and selections for international and global esports and gaming platforms;

2.1.6 Support the development and investment in digital infrastructure, talent, education, and innovation to ensure long-term growth of the sector.

2.1.7 Promote the financial sustainability of the Association through strategic revenue generation, partnerships, and long-term investments in assets and infrastructure that support the development of esports and gaming in Bhutan.

2.2 Guiding Principles

The Association shall be guided by the following principles:

2.2.1 Integrity & Fair Play: Promoting ethical competition and transparent conduct in all activities;

2.2.2 Inclusivity & Equity: Ensuring equal access and opportunity regardless of gender, background, or location;

2.2.3 Mindfulness & Responsibility: Honoring Bhutan's cultural values and contributing positively to national wellbeing;

2.2.4 Innovation & Growth: Encouraging new formats, technologies, and platforms to responsibly advance the ecosystem;

2.2.5 Collaboration & Community: Strengthening partnerships and grassroots engagement across regions and disciplines.

2.3 Strategic Empowerment

The Board of Directors is entrusted to interpret and realize the objectives and principles outlined in this Article.

It shall have the authority to formulate strategies, policies, and programs that advance the mission of BeSA in alignment with its values.

The Board may issue internal codes, frameworks, and initiatives to operationalize these principles in response to changing opportunities and needs.

Article 3 – Membership

3.1 Membership Categories

The Association shall have the following categories of membership:

3.1.1 Full Members

Organizations or legal entities actively engaged in esports and gaming development in Bhutan. Full Members shall have voting rights and may stand for election to governance bodies.

3.1.2 Associate Members

Entities or groups contributing to the ecosystem, including clubs, startups, community platforms, and educational institutions. Associate Members may participate in activities but do not have voting rights.

3.1.3 Honorary Members

Individuals or organizations recognized for exceptional contributions to esports and gaming in Bhutan. Honorary Members may be invited to attend meetings and events but shall not have voting rights unless otherwise approved by the Board.

3.2 Eligibility and Admission

Membership shall be open to any entity or individual that:

- Supports the objectives and principles of BeSA;
- Submits a formal application in accordance with procedures set by the Board;
- Agrees to comply with this Constitution and internal regulations;
- Pays the relevant membership fees, if applicable.
- The Board of Directors shall assess and approve all membership applications. The General Assembly may ratify new Full Members at its next session.

3.3 Rights and Responsibilities

Members shall:

- Uphold the Constitution and values of BeSA;
- Act in good faith to support the development of esports and gaming in Bhutan;

- Pay any applicable membership fees as determined by the Board;
- Have access to BeSA programs, events, and information;
- Full Members may vote, propose agenda items, and stand for election.

3.4 Ending of Membership

Membership shall end if:

- A written resignation is submitted and accepted by the Board;
- A Member is found to have violated the Constitution, engaged in misconduct, or failed to meet obligations;
- The Member ceases to operate or is dissolved.

Article 4 – Governance Bodies

4.1 Structure

The governance of the Bhutan Esports Association (BeSA) shall be vested in the following bodies:

- The Board of Directors
- The General Assembly
- The Secretariat

These bodies shall work in alignment to fulfill the mission, vision, and strategic direction of the Association, guided by the principles outlined in this Constitution. The Secretariat

shall report to and operate under the direction of the Board of Directors, ensuring the effective implementation of policies, programs, and strategic decisions.

4.2 Empowerment to Establish Additional Bodies

The Board of Directors shall be empowered to establish, modify, or dissolve any additional committees, commissions, councils, working groups, or representative bodies as may be required to fulfill the mission and objectives of the Association.

Such bodies shall operate under terms of reference approved by the Board and shall be accountable to the Board unless otherwise specified.

4.3 Institutional Integrity

All governance bodies shall act in the spirit of transparency, collaboration, and accountability, and uphold the values of integrity, inclusivity, and innovation in all functions.

4.4 Future Status

The Board of Directors is authorized to explore, plan, and recommend structural reforms including the establishment of regional chapters or federated member bodies.

These developments shall support the long-term goal of evolving BeSA into a nationally recognized sports federation, aligned with Bhutanese laws and sporting governance norms.

Article 5 – The General Assembly

5.1 Role and Function

The General Assembly shall serve as the highest deliberative and representative body of the Association. It shall ensure the democratic legitimacy, strategic direction, and institutional accountability of BeSA.

It shall provide a forum for reflection, consultation, and alignment between members and leadership, reinforcing the mission and long-term goals of the Association.

5.2 Composition

The General Assembly shall be composed of:

- All Full Members, each represented by one accredited delegate with one vote;
- The President, who shall serve as Chair and hold voting rights regardless of delegate status;
- Members of the Board of Directors, who may participate in the General Assembly. A Board Member who is also the accredited delegate of a Full Member shall exercise that Member's vote;
- The Secretary-General, who shall attend in a non-voting capacity;
- Associate and Honorary Members, who may attend as observers unless otherwise specified.

5.3 Powers of the General Assembly

The General Assembly shall have the power to:

- Elect and, if necessary, revoke the President and members of the Board of Directors;
- Review and approve the annual report, audited financial statements, and strategic overview presented by the Board;
- Ratify the admission of new Full Members;
- Approve amendments to the Constitution;

- Decide on the dissolution or merger of the Association;

- Provide non-binding resolutions and strategic feedback to the Board.

Article 6 – The Board of Directors

6.1 Role and Authority

The Board of Directors shall be the principal executive and strategic leadership body of the Association.

It is entrusted with the responsibility to:

- Set and oversee the strategic direction of BeSA;

- Formulate and approve policies, regulations, and frameworks that guide the operations and development of the Association;

- Oversee the Secretariat and ensure proper implementation of programs and initiatives;

- Represent the Association at the national and international level as needed.

The Board is empowered to take all actions not expressly reserved to the General Assembly by this Constitution.

6.2 Composition

The Board of Directors shall be composed of:

- The President (serving as Chair);

- A minimum of three (3) and maximum of seven (7) additional Board Members.

  The Board shall seek to reflect diversity in expertise, background, and regional representation.

6.3 Appointment and Term

Board Members, including the President, shall be elected by the General Assembly for a term of three (3) years. Board Members may stand for re-election without limitation.

Vacancies may be filled by appointment of the Board, subject to confirmation at the next General Assembly.

6.4 Decision-Making

The Board shall meet at least twice per year. Additional meetings may be convened by the President or upon request of one-third of the Board Members.

A quorum shall consist of a simple majority of Board Members.

Decisions shall be taken by majority vote. In the event of a tie, the President shall cast the deciding vote.

6.5 Oversight of the Secretariat

The Board shall appoint the Secretary-General, who shall lead the Secretariat and implement the Association's operations in alignment with Board directives.

The Board shall also approve the appointment of key Secretariat staff upon recommendation of the Secretary-General.

6.6 Committees and Advisory Bodies

The Board may establish committees, task forces, or advisory bodies to support its work and advance specific initiatives.

These bodies shall operate under terms of reference approved by the Board and report directly to it.

6.7 Resignation and Removal

A Board Member may resign at any time by submitting written notice to the Board.

The General Assembly may revoke a Board Member by a two-thirds (2/3) vote, following due process and the opportunity for the Member to respond.

6.8 Role of the Secretary-General in Board Meetings

The Secretary-General shall attend meetings of the Board of Directors in a non-voting capacity and shall be responsible for:

- Recording and maintaining the official minutes of Board meetings;
- Preparing and circulating agendas and supporting documents in coordination with the President;
- Supporting the logistical and administrative organization of Board meetings.

The Secretary-General shall act in accordance with the instructions of the President and the Board and shall ensure that all records are securely archived and accessible to Board Members.

Article 7 – The President

7.1 Role and Function

The President shall serve as the highest elected officer and public representative of the Association.

The President shall:

- Chair meetings of both the General Assembly and the Board of Directors;
- Provide strategic leadership to the Association in alignment with its mission and values;
- Represent the Association nationally and internationally in official capacities;
- Act as a key link between governance, operations, and external partners;

- Work in close collaboration with the Secretary-General to ensure effective implementation of Board decisions.

7.2 Authority and Powers

- The President shall hold full voting rights in both the General Assembly and the Board of Directors.

- In the event of a voting tie in either body, the President shall cast the deciding vote.

- The President may delegate representation or specific tasks to other Board Members with Board approval.

7.3 Term and Re-election

The President shall be elected by the General Assembly for a term of three (3) years and may stand for re-election without limitation.

7.4 Vacancy or Incapacity

In the event of death, resignation, legal incapacity, or permanent inability to perform duties, the Board shall appoint an acting President from among its members until the next General Assembly.

7.5 Resignation and Removal

The President may resign at any time by submitting written notice to the Board of Directors.

The General Assembly may revoke the President by a two-thirds (2/3) vote of Full Members, following due process and providing the opportunity for the President to respond.

Article 8 – The Secretariat

8.1 Role and Function

The Secretariat shall serve as the administrative and operational body of the Association.

It shall be responsible for the implementation of the decisions and strategies of the Board of Directors and the day-to-day management of the Association's activities, programs, and communications.

The Secretariat shall operate under the supervision of the Board and shall act in accordance with the Association's Constitution, policies, and values.

8.2 Secretary-General

The Secretariat shall be headed by the Secretary-General, who shall serve as the Association's Chief Executive Officer.

The Secretary-General shall:

- Manage the staff, operations, and resources of the Secretariat;
- Support the preparation and execution of meetings of the General Assembly and Board of Directors;
- Record and maintain official minutes and documentation of those meetings;
- Execute and monitor the implementation of Board-approved policies, programs, and partnerships;
- Maintain communication with members, partners, and stakeholders on behalf of the Association;

- Provide regular updates and reports to the Board of Directors.

8.3 Appointment and Oversight

The Secretary-General shall be appointed by the Board of Directors and shall serve in accordance with the terms and conditions established by the Board.

The Secretary-General may propose the recruitment of additional staff or technical advisors, subject to approval by the Board.

8.4 Non-Voting Status

The Secretary-General shall attend meetings of the Board of Directors and General Assembly in a non-voting capacity.

8.5 Resignation or Dismissal

The Secretary-General may resign by submitting written notice to the Board.

The Board may dismiss the Secretary-General at any time, with cause, by majority vote, in accordance with the terms of appointment or service agreement.

Article 9 – Finance and Audit

9.1 Financial Year

The financial year of the Association shall coincide with the calendar year, unless otherwise determined by the Board of Directors.

9.2 Revenue Sources

The financial resources of the Association may include:

- Membership fees and contributions;

- Revenues from events, tournaments, leagues, merchandise, media, and branding initiatives;

- Grants, sponsorships, donations, and strategic partnerships;
- Sale or licensing of intellectual property and digital assets;
- Returns from investments or ventures aligned with the mission of the Association;
- Any other lawful income consistent with the objectives of the Association.

9.3 Budget and Financial Management

The Board of Directors shall be responsible for:

- Preparing and approving the annual budget;
- Developing financial strategies that support the long-term sustainability and growth of the Association;
- Authorizing investments in physical, digital, or strategic assets where aligned with the mission;
- Ensuring that all expenditures and financial decisions align with the Constitution and the broader goals of BeSA;
- Approving any significant financial commitments or contractual obligations.

Surpluses or revenues generated by the Association shall be reinvested into its programs, infrastructure, talent development, ecosystem support and any other opportunities identified by the board.

9.4 Bank Accounts and Signatories

The Association's funds shall be held in one or more bank accounts in the name of the Association.

Authorized signatories to the accounts shall include:

- The Secretary-General;
- The Finance Officer appointed by the Secretariat;
- A Treasurer appointed by the Board from among its members, excluding the President.

All payments and withdrawals shall require the signatures of any two (2) of the three authorized signatories to ensure transparency and accountability.

9.5 Financial Reporting and Audit

The Secretariat shall prepare quarterly and annual financial statements for the review of the Board.

The Board of Directors or the President may request updated financial statements at any time for the purpose of oversight or review.

An independent external audit shall be conducted annually by a certified auditor appointed by the Board and presented to the General Assembly for approval.

The audited financial statements shall be made available to all Full Members.

9.6 Financial Transparency

The Association shall uphold the highest standards of financial transparency and accountability.

Financial policies and procedures may be adopted by the Board to support internal controls, risk management, and responsible use of funds.

Article 10 – Amendments and Dissolution

10.1 Constitutional Amendments

Proposals to amend this Constitution may be submitted by:

- The Board of Directors, or
- At least one-third (1/3) of Full Members in good standing.

All proposals for amendment shall be submitted to the President through the Secretariat at least thirty (30) days before the General Assembly session at which they are to be discussed.

Amendments shall require the approval of at least two-thirds (2/3) of votes cast by Full Members present at a duly convened General Assembly.

10.2 Dissolution of the Association

A decision to dissolve the Bhutan Esports Association may only be taken at a Special General Assembly convened exclusively for this purpose.

A proposal for dissolution may be initiated by:

- A resolution of the Board of Directors, or
- A joint proposal by at least one-half (1/2) of Full Members in good standing.

The Special General Assembly must provide at least thirty (30) days' notice to all members, along with a detailed rationale and the proposed plan for dissolution.

A decision to dissolve the Association shall require a vote of at least three-fourths (3/4) of Full Members present.

10.3 Allocation of Assets

In the event of dissolution, the assets of the Association shall first be used to settle any outstanding obligations.

Any remaining assets shall be transferred to the Bhutan Olympic Committee, as the recognized apex body for sport in Bhutan.

No member or Board Director shall derive personal financial benefit from the dissolution

Article 11 – Interpretation and Jurisdiction

11.1 Interpretation

In the event of ambiguity or dispute regarding the interpretation of this Constitution or any rules, policies, or decisions arising from it, the matter shall be resolved by the Board of Directors in good faith and in alignment with the principles and objectives of the Association.

The Board may consult legal advisors or relevant stakeholders in making its determination.

11.2 Applicable Law and Jurisdiction

This Constitution shall be governed by the laws of the Kingdom of Bhutan.

Any legal disputes involving the Association shall be subject to the jurisdiction of the Royal Court of Justice of Bhutan.

Internal disputes may first be addressed through mediation or arbitration as recommended by the Board before escalation to formal legal proceedings.