قرساتوان إيسوكن بروني

ESPORTS ASSOCIATION BRUNEI

**CONSTITUTION OF ESPORTS ASSOCIATION OF BRUNEI**

First Amendment: 1st December 2018
Second Amendment: 31st December 2020
Third Amendment: 13th January 2024

**PART 1**

1. **Name and Registered Office**
   a) This association shall be known as the ESPORTS ASSOCIATION OF BRUNEI, hereinafter called the Association.
   b) The registered place of business of the Association is at 1st Floor, Menglait Sports Complex, Kg Menglait, BE3919, Negara Brunei Darussalam and may be changed from time to time by the Executive Committee subject to the approval of the Registrar of Societies.

2. **Objectives**
   The objectives of the Association are:
   a) To develop and facilitate the infrastructure of esports in the local community;
   b) To nurture local talents and provide a facility for potential candidates to represent the nation to compete internationally;
   c) To liaise with other organizations of a similar nature and to foster mutual friendship.
   d) To generate positive image and educate youngsters on the benefits of healthy gaming.
   e) To promote and control local competitions and championships for esports.
   f) To promote the uniformity of rules & regulations of local esports competitions and championships.
   g) Not for profit making but for community development of the esports ecosystem in the country.

3. **Property and Business**
   a) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges for the purposes of the Association and to manage any property or assets of the association with a view solely to the promotion of its objects.
   b) To sell, let, lease, mortgage, dispose, of or turn to account all or any of the property or assets of the association with a view solely to the promotion of its objects.

4. **Organization**
   a) The supreme authority of the Association shall be vested in the Association at a General Meeting.
   b) The management of the Association shall be vested in the Executive Committee.

5. **Prohibition**
   a) The funds of the Association shall not be used to pay the fine of members who have been convicted in court;
   b) The Association shall not engage in any political or trade union activity or any other purposes incompatible with the objectives of Association;

c) Gambling of any kind through betting websites whether for stakes or not are forbidden on the Association's premises. The introduction of materials for gamming or drug taking and of bad characters into premises is prohibited.

**6. Dissolution**

a) The Association shall not be dissolved except with the consent of not less than three fifth (3/5) of the members of the Association for the time being resident in Brunei expressed, either in person or proxy at a General Meeting specially convened for the purposes.

b) In the event the Association being dissolved as provided above all debts and liabilities lawfully incurred on behalf of the Association shall be fully discharged, and the remaining funds or others assets shall be disposed of, as decided by the General Meeting.

c) Notice of dissolution shall be given to the Registrar of the Societies within seven (7) days of the resolution.

**PART II**

**7. Category and Eligibility**

a) There shall be FIVE (5) categories of membership: Executive Committee members, Normal Committee members, Ordinary members, Affiliate members and Athlete members. All membership will be affectively applied upon the establishment of Association and/or approval from the Annual General Meeting (AGM).

b) Membership of the Association shall be opened to:

**i. Executive Committee members:**

Any members who are registered with the Association and shows dedication to promote esports in the country and Association may be voted to be Executive Committee membership. Executive Committee members are responsible for the running of the association with the support from President, Vice President, General Secretary and Treasurer. There will be annual membership fees of $100.00 for this membership. Executive Committee members are entitled to voting rights during the Annual General Meeting (AGM).

**ii. Normal Committee Members:**

Any members who are registered with the Association and shows dedication to promote esports in the country may be appointed to be the Normal Committee members. Normal Committee members are sub-working committees set up by the Executive Committees to assist with the running of the association from time to time and may be terminated upon completion of task/project. Normal Committee members are eligible to stand for election to be Executive Committee in the Annual General Meeting (AGM). There will be annual membership fees of $50.00 for this membership. Normal Committee members are entitled to voting rights during the Annual General Meeting (AGM).

iii. **Ordinary members:**
Any person who are registered with the Association may be admitted to ordinary membership and shall be eligible to stand for elections to the Executive Committee member. There will be annual membership fees of $50.00 for this membership. Ordinary members are entitled to voting rights during the Annual General Meeting (AGM).

iv. **Affiliate members:**
Any person/entity who are registered with the Association may be an affiliate member. Affiliate members can be an individual, organization, entity or clubs which is in the field of esports in the country. Affiliate members are entitled to participate in all selection competitions organized by the Association. There will be no annual membership fees for this membership. Affiliate members are not entitled to voting rights during the Annual General Meeting (AGM).

v. **Athlete members:**
Any person who are selected to be part of the national team, development team, grassroot team of the Association may be an Athlete member. An athlete must be registered with the Association to be entitled to the full support from the Association. An athlete may be banned/terminated from this membership if found to go against the code and conduct, not fully cooperating and have disciplinary issues with the Association. There will be no annual membership fees for this membership. Athlete members are not entitled to voting rights during the Annual General Meeting (AGM).

c) The entrance fee and annual subscription for all categories of membership shall be decided by the Executive Committee and approved at a General Meeting.

**8. Dispute Resolution**

a) In the event of any dispute arising between members and/or any other parties in relation to the Association, or arising out of this Constitution, including the implementation, execution, interpretation, rectification, termination, or cancellation, such disputing parties shall immediately meet to attempt to settle such dispute or difference within a period of 14 (FOURTEEN) days.

**9. Admission to Membership**

a) Any person desiring to become a member of Association shall make, an application to the Executive Committee in accordance with such procedures as may be laid down by the Association.
b) The Committee may from time to time elect any persons, who shall sign a written consent to their election, to be honorary members for life or for such other period as the Committee may determine and as such honorary members agree.
c) Payment of the necessary entrance fees and subscriptions by the approved applications shall constitute admission to membership.

d) The Executive Committee may approve or reject any application without assigning any reason thereof.

**10. Cessation of Membership**

a) Membership of the Association may be discontinued through:

**i. Resignation:**

Any member may resign his or her membership by giving to the General Secretary on month's notice in writing to that effect and paying all monies due to the Association;

ii. **Arrears of subscription** as provided by Rule 17.e);

**iii. Expulsion:**

Any member may be suspended / expelled by the Executive Committee if he is convicted of a criminal offence which is of a serious nature or if he is a bankrupt;

**iv. Disciplinary Action:**

The executive committee may expel any member, or suspend his or her membership, if he or she had conducted himself, whether in the premises or elsewhere, by word or act, in a manner deemed to be contrary to the objects of the Association or detrimental to the interests of the Association and/or injurious to its reputation.

b) Any member who ceases to be a member by virtue of paragraph 10.a).iii and 10.a).iv shall be liable to pay all arrears of subscription due by him or her at the date of ceasing to be a member.

c) The Association shall, through the General Secretary notify in writing such member its decision to suspend or expel him or her from membership. The Association's decision shall be final. The name of any person who has been expelled from membership shall be removed from the Roll of Members.

d) A person whose name has been removed from the Roll of Members may apply at any time to the Association for reinstatement and such person may be reinstated conditionally as the Executive Committee may in its discretion deems in. The association shall not be bound to reinstate him or her nor assign any reason thereof.

e) In the event there is a dispute regarding membership status, such dispute shall be resolved by a majority vote of the Executive Committee.

## PART III THE EXECUTIVE COMMITTEE

### 11. Composition of the Executive Committee

a) The Executive Committee shall comprise of 10 members as follows:
   i. A President
   ii. A Vice President
   iii. A General Secretary
   iv. A Treasurer
   v. Six Executive Committee Members

b) The members of the Executive Committee shall be elected at the Annual General Meeting from among those nominated in accordance with Rule 13.
c) The officers of the Executive Committee shall be elected at the first Executive Committee Meeting.
d) Members of the Executive Committee shall hold office for four (4) years and shall be eligible for re-election.
e) In the event of death, incapacity, resignation, expulsion or long absence of a member of the Executive Committee, the Executive Committee shall have power to co-opt a member to fill the vacancy until the next election.
f) In the event a dispute arises between Executive Committee; the Executive Committee may overrule the Committee's action only by a unanimous vote of the Executive Committee.

### 12. Executive Committee Meeting

a) The Executive Committee shall not hold less than two (2) meetings per year. The General Secretary shall give seven (7) clear days' notice for the purpose of call a Committee Meeting and the quorum shall be one-third (1/3) of the members of the Committee.
b) A special meeting may be called at the request of any three members of the Executive Committee. In the case of extreme urgency, the General Secretary may submit business to the executive Committee by circular letter address to all members of the committee and a postal vote taken thereon the decision on such business shall be confirmed a recorded in the minutes of the next meeting.

### 13. Nomination of Candidates for Election to the Executive Committee

a) Nominations for election to the Executive Committee, duly signed by a proposer and a seconder, shall be submitted in writing to the General Secretary fourteen (14) days before the date of elections.
b) Where, due to the withdrawal of a candidate before election or to any other causes, there is an insufficiency of candidates to fill the numbers of seats, such nominations may be taken from the floor at the meeting.
c) With the exception of Paragraph 12.b) all nominations of candidates for election shall be notified to each member before the election.
d) An election committee consisting of 3 Members of the Association shall be appointed by the Executive Committee to settle the dispute and give verdict which shall be final.
e) A dispute candidate cannot be the member of the Committee.

### 14. Functions and Powers of the Executive Committee

a) The Executive Committee shall have general control of the business of the Association consistent with the objects of the Association.
b) The Executive Committee shall be empowered.
    i. To consider applications for membership;
    ii. To appoint sub-committee to assist in its work.
    iii. To co-opt members to attend its meetings. Such members may take part in the discussion, but shall have no voting rights;
    iv. To decide on expulsion, suspension and reinstatement of members
    v. To approve expenditure from the funds of the Association;
    vi. To raise funds for the Association;
    vii. To publish a journal or newsletter;
    viii. To appoint patrons and advisors as and when necessary;
    ix. To Co-opt members by virtues of item 10.e);
    x. To carry out resolutions passed by General Meeting;
    xi. To appoint or discharge paid employee, and decide on the salaries or wages to be paid to employees.

**15. Duties of Office Bearers**

a) The president shall chair all General and Committee Meetings of the Association, promote the development of affairs of the Association internally and represent the best interests of the Association in all matters with other external organizations.
b) The vice-president shall assist the President at all times. During the President's absence, he or she shall appoint one of the Vice-President as his or her deputy.
c) The General Secretary shall transact all the business of the Association as directed by the Executive Committee, attend to all correspondence on behalf of the Association, convene, attend and record the minutes of all meeting, and prepare the annual reports of submission to the Committee meeting. In any event the General Secretary is unable to be present, he or she shall appoint one of the Executive Committees to carry out the duties.
d) The Treasurer shall be in charge of all the finances of the Association, collects all monies on behalf of the Association and shall disburse all monies on the authority of the Executive Committee, keeps proper books of accounts and be responsible for all funds of the Association, deposit all monies with the Association's bankers and prepare annual estimates of income and expenditure for consideration by the Executive.

## PART IV FINANCE

**16. Financial Year**

The financial year of the Association shall be the period from 1st January to 31st December of the subsequent year.

**17. Entrance Fees and Subscriptions**

a) Entrance fees and annual subscriptions in respect of membership shall be as determined by the Association from time to time.
b) Entrance fees are payable on application and shall accompany by the prescribed Application for Membership Form. Such entrance fees shall not be refundable except when an application for membership is rejected.
c) Annual subscriptions are payable in advance on admission and thereafter annually. The name of the person whose application has been approved shall not be entered the Roll of Members and he shall not qualify as a member until his or her subscription is paid. Annual subscription for any year must be fully paid when due.
d) Life members do not have to pay annual subscriptions.
e) A member who has not paid his or her subscription shall be suspended after six (6) months. The rights and privileges or a member in arrears may be suspended by the Association until such arrears are made good. Failure to pay all dues for two (2) years shall result in his or her name shall be removed from the Roll of Members.

**18. Petty Cash**

The Treasurer may maintain a petty imprested account not exceeding the sum of FIVE HUNDRED BRUNEI DOLLARS (B$500.00) from which he or she is authorized to make payment for expenditure.

**19. Cheque**

All cheques shall be jointly signed by either the President, Vice President or General Secretary, and shall be prepared by the Treasurer.

**20. Auditors**

a) The Executive Committee will appoint an external auditor to audit annual accounts and to present a report to the Committee.
b) They are to audit all statements of accounts and submit a report to the Executive Committee for approval.
c) In the instance where a full set of financial statements are not feasible, a financial report consisting of all money received and spent shall be drafted and report to the Executive Committee for approval.

**21. Trustees**

a) Any immovable property acquired at any time by the Association shall be invested in Trustees subject to a declaration of trust.
b) Any trustees may at any time resign his or her trusteeship. If a trustee dies or becomes a lunatic or is of unsound mind or moves permanently or is absent from Brunei for a period of one year, he or she shall be deemed to have resigned his trusteeship. If a trustee is guilty of misconduct of such a kind as to render it undesirable that he

continues as a trustees, a General Meeting may remove him or her from his or her trusteeship.

c) Vacancies in the trusteeship may be filled at a General Meeting but the number shall not be greater than five (5) or less than two (2). Notice of any proposal to remove a trustee from his or her trusteeship or to appoint a new trustee to fill vacancy must be given at least two weeks before the meeting at which the proposal is to be discussed. The result of such meeting shall then be notified to the Registrar of Societies.

## PART V GENERAL MEETING

### 22. General Meetings

General Meetings of the Association shall be convened by the General Secretary and shall be the Annual General Meeting and the Ordinary General Meeting.

### 23. Annual General Meeting

a) The Annual Meeting of the Association shall be held in default at the Month of **DECEMBER** every year, except for unforeseen circumstances in which it shall be held at another date. Such changes to the Annual Meeting shall be communicated at least FOURTEEN (14) days in notice prior to the default month.

b) At least FOURTEEN (14) clear days' notice in writing specifying the place, date and time of the Annual General Meeting shall be given.

c) The Resolution to be put before the meeting duly signed by a proposer and a seconder, shall be posted to the General Secretary SEVEN (7) clear days before the date of the meeting.

d) The agenda for the meeting, the committee's Annual Report and the audited accounts for the preceding year shall be forwarded to the members at least SEVEN (7) clear days before the date of the meeting.

e) The business to be transacted at the Annual General Meeting shall be:

   i. To receive and approved the Annual Reports and Financial Reports for the Association of the preceding year;

   ii. To elect the Auditors and/or Executive Committee Members if it is election year;

   iii. To transact any other business listed in the agenda.

### 24. Extraordinary General Meeting

a) The Extraordinary General Meeting of the Association shall be convened by the General Secretary on the instructions of the Executive Committee, or on the written application to the General Secretary of at least one quarter (1/4) of the members together with a statement of the objects for which the meeting is desired, such a meeting shall be held within one month of the receipt of the application.

b) Notice of an Extraordinary General Meeting shall be posted to members not less than SEVEN (7) clear days before the date of meeting.

c) Only the objects for which the Extraordinary General Meeting is called shall be on the Agenda.

**25. Quorum and Voting**

a) At least FIFTEEN (15) per Centrum or THIRTY (30) in number whichever is lower of the total membership of the Association eligible to vote shall be present at the commencement of the Annual General Meeting or Extraordinary General Meeting to constitute a quorum, provided that if the required quorum is not obtained, such meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to alter, amend or make additions to any of the existing rules or regulation.

b) Every Ordinary member and Life member of the Association is allowed to be present but only pay-up members is allowed to vote at General Meetings. However, Members as hereunder specified are not entitled to be elected;

   i. Under EIGHTEN (18) years of age;
   ii. Not of a sound mind;
   iii. Non-resident of Brunei, unless exceptional reason for consideration;
   iv. Employee who is paid salary or wages by the Association.

c) No member shall vote by proxy. Only members present shall vote. Every member submitting a valid ballot paper shall ONE (1) vote.

d) Voting at all General Meetings shall be by secret ballot voting by a show of hands may be taken with the unanimous consent of all members present

e) Except as hereinafter provided motions at General Meeting of the Association shall be carried by a simple majority vote.

**26. Amendment**

a) Amendment to the Rules and Regulations shall made only at Annual General Meeting or at an Extraordinary General Meeting.

b) Proposed amendments to the Rules and Regulations shall only be made at a General Meeting. Any proposals to amend/delete or make addition to the Constitution may be made by the Executive Committee or it may be submitted in writing by one (1) member and seconded by another member present.

c) Amendments to the Rules and Regulations shall be carried by a Two-third (2/3) majority vote of the members present and shall only come into force after the approval of the Registrar of Societies has been obtained.

**27. Interpretation**

a) In the event of any question or matter arising out of any point which is not expressly provided for in the Rules, the Executive Committee shall have power to use their own discretion.

**28. Disputes**

a) In the event of a serious disagreement between the members of the Executive Committee and/or the Association regarding the interpretation of this Constitution then any TWO (2) Executive Committee or any five (5) members of the Association shall be entitled to declare a dispute. Such declaration shall be in writing, state the issue in dispute, and be addressed to the Executive Committee.

b) The Executive Committee shall consider such declaration within two (2) weeks of receiving it. Should the Executive Committee not be able to resolve the dispute to the satisfaction of the person(s) declaring it, the dispute shall be referred either to a mediator or arbitrator.

c) Should the dispute be referred to a mediator, the person(s) declaring the dispute and the Executive Committee must agree on a suitable mediator and to the cost of such mediation. A mediator may recommend an appropriate resolution of this dispute.

d) In the absence of agreement regarding a mediator or should mediation not resolve the dispute, the dispute shall be referred to arbitration. The arbitrator shall be such suitably qualified person/s as the person(s) declaring the dispute and the Management Committee may mutually agree. Alternatively, each of the parties shall be entitled to nominate one arbitrator, who shall act jointly with a third person to be nominated jointly by the respective nominees of the parties; on the basis that a majority decision of the appointed arbitrators shall be final and binding.

e) The arbitration shall be held on an informal basis, and the arbitrator shall have the power to determine the procedure to be adopted subject to principles of natural justice.

f) The arbitrator may base her/his award not only upon the applicable law but also upon the principles of equity and fairness.

g) The person(s) declaring the dispute and the Management Committee, beforehand, may agree to share the costs of the arbitration. In the absence of such agreement the arbitrator shall decide which parties shall be liable for the costs.

h) The decision of the arbitrator shall be final and binding upon all parties and capable of being made an Order of Court on application by any of them.