



*Namibian Electronic Sports Association*

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**CONSTITUTION**

**2018**

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**PREAMBLE**

We, the members of Namibian Electronic Sports Association, do hereby establish this Constitution in order that our purpose is realized to its fullest extent.

**ARTICLE 1. NAME AND PURPOSE**

**Section A. NAME**

1. The official name for this organization is the Namibian Electronic Sports Association.
2. This organization will use the name or its acronym, **NESA**, in all publicity materials and correspondence.

**Section B. PURPOSE**

1. The purpose of this organization is to improve and promote electronic sports (eSports) in Namibia on a national and international level.
2. To provide opportunities and facilities for the public to get involved, practise and partake professionally in eSports.
3. To promote and control events, competitions and championships in eSports on a national and international level.
4. To increase exposure of the public to eSports and to broaden the horizons of Namibian residents by affiliation to relevant international eSports Federations or Organizations.
5. To ensure uniformity of rules, regulations and by-laws and to ensure compliance with national and international legislation and to deal with any infringement thereof.
6. All activities of this organization must be directed toward this purpose.

## Section C. LEGAL PERSONALITY

1. NESA shall have perpetual succession and shall continue to exist notwithstanding changes in membership and office-bearers.
2. NESA is a non-profit organization registered as a national sports body with the Namibia Sports Commission in terms of Act 12 of 2003.
3. NESA shall own property and other possessions separate from its members.
4. NESA shall be able to be sued in its own name and shall exist in its own right separate from its members.
5. Only persons, clubs, societies, and associations as domiciled within the Republic of Namibia may be admitted as members.

## Section D. APPLICATION OF FUNDS

The income and property of NESA from whatever source obtained, shall be devoted exclusively towards the promotion of its objectives, and no portion thereof may either directly or indirectly be paid or transferred by way or dividend, bonus or in any other manner whatsoever in the form of profit to members: provided that nothing herein contained shall prevent the payment of any reward made in good faith to any officer or staff member of NESA or any member thereof in return for services actually rendered to NESA or any prize awarded for an achievement.

## Section E. DEFINITIONS

1. For the purpose of the present Constitution and its related legal instruments, the terms herein used have the following meaning, depending on the context or where otherwise stipulated in the text:
  - 1.1. **"By-Laws/Regulations/Policy"** The documents setting out certain rules, regulations and procedures governing NESA, its governing and supporting institutions and the members thereof. Including, but not limited to, the NESA Constitution, By-Laws and Code of Ethics and Conduct.
  - 1.2. **"Chairperson"** The person who presides over a meeting, committee, board, etc.
  - 1.3. **"Club/Clan"** Any independent sports club, or the eSports sub-section of a general sports club, institution or organization affiliated to the Namibian Electronic Sports Association. The term Club is interchangeable with the term Clan.
  - 1.4. **"Constitution"** This Constitution of the Namibian Electronic Sports Association which contains the fundamental principles which governs its operations.
  - 1.5. **"Day"** Any calendar day, including Saturdays, Sundays and Public Holidays.



- 1.6. **“Electronic Sports” “eSports”** Electronic Sports or eSports comprises of the competitive play of video games, including competitive gaming, professional gaming, cyber sports, played in all parts of the world at all levels of competition by male and female players, whether played online via the internet or at events.
- 1.7. **“Platforms and Genres”** The practice of eSports that falls under NESA’s regulation includes various platforms, including but not limited to, personal computers, consoles and mobile devices. The variety of games played on these devices are categorised according to different genres such as Strategy, Sport, First Person Shooters (FPS), etc.
- 1.8. **“ESRB Ratings”** NESA undertakes to adhere to the appropriate age restrictions set on games as is determined by the Entertainment Software Rating Board (ESRB).
- 1.9. **“Executive Committee”** The Executive Committee of NESA that is the governing body responsible for the administration and management of NESA.
- 1.10. **“IeSF”** The International Electronic Sports Federation, an international non-governmental non-profit organization, composed of its affiliated national associations which have freely and voluntarily joined it in order to administer and govern worldwide the sport of eSports and all its disciplines for male and female players.
- 1.11. **“Member”** Any club or individual affiliated to NESA at payment of the prescribed annual fee.
- 1.12. **“National Association (NA)”** The national body legally recognized in its country or territory as the sole national body authorized to administer and govern all forms of eSports, structured and organized according to the spirit and provision of the IeSF Constitution.
- 1.13. **“Sports Commission/NSC”** The Namibia Sports Commission is the commission established in accordance with the Namibia Sports Act 12 of 2003, Part II, Section 2, to have juristic powers over sports bodies.
- 1.14. **“Regional Associations”** A supporting institution, affiliated to NESA, which governs the development of eSports in a specific region in Namibia.
- 1.15. **“Sub-Committee”** Permanent or temporary working group of specialists appointed by the Executive Committee with the responsibility of fulfilling operational duties as defined by the Regulations and decisive competence within their area of authority and subject to the guidelines and decisions of the Executive Committee.
- 1.16. **“Written notice”** A notice in writing, either hand delivered or sent via email or another electronic platform.
2. The singular form of words will have the same meaning as the plural form and *vice versa*.
3. Reference to one gender will include all other genders.
4. The words “will”, “shall” and “must” all have the same meaning.

## **ARTICLE 2. MEMBERSHIP**

### **Section A: TYPES OF MEMBERS**

1. Individual Members: These are members that are considered active in that they have filled in and submitted the required application form as well as paid the membership fees due as stipulated in Article 2, Section B. These members have the right to participate in any event hosted by NESA. They may also vote at any meeting where a vote is required as well as become part of the Executive Committee should they apply to do so.
2. Member Clubs/Clans: To be recognised as a club by NESA, each club shall submit an application form to the Executive Committee as stipulated in Article 2, Section B. Each club member must be registered as an Individual Member and pay the prescribed fee as specified in Article 2, Section B to be eligible to compete in any NESA events.
3. Honorary Members: This membership title cannot be applied for and will only be extended to individuals that have made great contributions to the advancement of eSports in Namibia, and any person serving on the NESA Executive Committee for a consecutive period of more than five years. Honorary Members will be nominated and voted for at NESA AGMs only and will be provided with a certificate or other relevant proof of such membership.

### **Section B. REQUIREMENTS**

1. Membership is open to all persons from Namibia and those residing in Namibia, not limited to citizenship and permanent residency, subject to the restriction on members who wishes to qualify for National Colours.
2. All members or clubs are required to register with the Executive Committee by completing the prescribed form.
3. All members are required to pay the annual membership fee as prescribed by the Executive Committee at or after the AGM into the bank account of NESA. Such payment must precede or be made at the same time as completion of the aforesaid form to be a valid registration.
4. Any person under the age of 18 seeking to join NESA shall submit a Parental Consent Form together with their application form to NESA.
5. All members joining NESA shall be deemed to accept the terms of this Constitution and any By-Laws adopted by NESA and undertake to conduct themselves in accordance with NESA's ethical framework and disciplines.
6. NESA openly admits all persons to its membership and does not discriminate on the basis of race, colour, national origin, age, marital status, sex, sexual orientation, gender identity, gender expression, disability, religion, height, weight, or veteran status.
7. Membership shall be renewed as of the 1<sup>st</sup> day of April each year. NESA shall maintain a register of members at its registered office, or at an office where the work is done.



## **Section C. RIGHTS**

1. All registered members are eligible to attend all meetings of this organization and to vote at the Annual General Meeting or any General Meeting.
2. All registered members may participate in any tournament or event hosted by NESA.

## **Section D. WITHDRAWAL OF MEMBERSHIP**

1. Members may have their membership withdrawn for failure to renew their membership annually. Failure to complete the prescribed form and pay the prescribed fee by the specified time will cause membership to expire until the requirements in Article 2 Section B are complied with.
2. Membership of an individual or club may be revoked by the Executive Committee due to such member or club's non-compliance with the Constitution's rules and regulation of NESA or the rules of any specific event hosted by NESA or affiliate of NESA.
3. Membership may be revoked by the Executive Committee on the grounds that such person or club is causing harm to the image of NESA or that their behaviour is detrimental to the aims of NESA. Membership will then only be reinstated at the discretion of the Executive Committee. Membership fees paid to NESA will not be refunded.
4. A member or club may withdraw his/her/its membership from NESA by notifying the Executive Committee in writing of their decision. In no circumstances will the Membership fees paid to NESA be refunded to such member or club.

## **ARTICLE 3. EXECUTIVE COMMITTEE**

### **Section A. POWERS**

1. The affairs of NESA shall be conducted by an Executive Committee which shall consist of a minimum of 7 appointed persons.
2. The Executive Committee is responsible for the overall and day-to-day administration and management of NESA within the framework of the Constitution, By-Laws and Code of Ethics and Conduct of NESA. It shall deal with urgent and exponential matters in the spirit of this Constitution and in the general interest of NESA.
3. The Executive Committee is competent to adopt any By-Laws, Policies and Regulations derived from this Constitution.
4. The Executive Committee is competent to create Sub-Committees and to appoint officials to, or discharge them from, such committees. The Executive Committee shall establish the powers, responsibilities and functions of each Sub-Committee.

5. The decisions of The Executive Committee, derived from the powers vested in it by the Constitution, are binding on all NESA members affected by such decisions.
6. The Executive Committee may appoint other professionals or experts and remunerate such professionals, experts or staff members for services actually rendered to NESA.
7. The Executive Committee may grant annual awards.
8. The Executive Committee is empowered to apply the following sanctions for members of clubs that transgress the Constitution, any By-Law, Regulation or the Code of Ethics and Conduct of NESA, including any legislative provision of an affiliated body to which a member may be subject at any time:
  - 8.1. Simple admonition;
  - 8.2. Severe admonition;
  - 8.3. Final Warning;
  - 8.4. Fine;
  - 8.5. Disqualification from competitions;
  - 8.6. Loss of match or reversal of results;
  - 8.7. Modification of competition results;
  - 8.8. Discharge from official position;
  - 8.9. Suspension and Expulsion.
9. The Executive Committee may approve expenditure associated with the Purpose of NESA and purchase assets to be the property of NESA.
10. The Executive Committee may enter into any necessary insurance, lease, sponsorship, membership or other applicable agreements to achieve the purposes of NESA.

## **Section B. OBLIGATIONS**

1. The Executive Committee will constantly evaluate the local and international Electronic Sports scene, determine the requirements for improving local Electronic Sports, and take all measures necessary to promote and improve the standard of Electronic Sports at all levels within Namibia.
2. The Executive Committee must rule on the suspension of individual members or clubs.
3. In the event that a ticket levy is payable for making use of registered sports facilities, the Executive Committee is responsible to complete the prescribed return form within two days of the event and submit the form and payment to the Sports Commission.
4. The Executive Committee must submit all reports and financial statements to the Sports Commission as required by Section 27 of Act 12 of 2003.
5. The Executive Committee may be charged with clarifying the interpretation of the Constitution, By-Laws or Code of Ethics and Conduct and is obliged to submit any amendments thereof to the Sports Commission.
6. The Executive Committee shall submit the prescribed application to the Sports Commission for any of its members that qualifies to be awarded national colours to participate in an international eSports event.



7. In the event that NESA acquires or owns sports facilities, the Executive Committee shall apply to the Sports Commission for registration of those sports facilities.
8. The Executive Committee shall submit an application in the prescribed matter to the Sports Commission, 60 days before the hosting of or participating in any international eSports event.
9. The Executive Committee shall submit an application in the prescribed matter to the Sports Commission before any of its members or clubs participates in an eSports event as a representative of Namibia.
10. The Executive Committee shall deliver to the Sport Commission by hand, on or before the last day of each month, a monthly return in the prescribed form, a return that shows the activities or events organized by NESA during that month and activities or events NESA assisted with to organize during that month.
11. In the event that additional funding is needed for an eSports event the Executive Committee will do the application for such funding at least 90 days before the event, provided that the Executive Committee could not secure the funds on its own.
12. The Executive Committee must ensure that entry into a registered sports facility is not obstructed to a person to whom free entry has been authorised by the Sports Commission.
13. The Executive Committee may hold a Vote of Confidence every six months amongst its members. The Vote of Confidence is a secret ballot drawn up for all the positions of the Executive Committee. Should any member be voted out of confidence, the President shall issue a letter of dismissal from the Executive Committee to such member(s). All members voted for in confidence will proceed with their duties as usual.

## **Section C. EXECUTIVE COMMITTEE TITLES**

### **1. The President**

- 1.1. The position of President can only be filled by a person who has served a minimum of 2 years on the NESA Executive Committee in another position. This is to safeguard the federation and ensure good governance through experienced leadership enforcement.
- 1.2. In the performance of his/her executive duties, the President shall assign specific responsibilities to each individual member of the Executive Committee apart from their regular duties. The President should also ensure that the other Executive Committee Members complete their tasks and perform their duties and assist them where needed.
- 1.3. Should the President be temporarily unable to carry out his/her official functions, he/she shall be replaced by the Vice-President.
- 1.4. The President shall be responsible for the on-going administration and management of NESA. He/she shall be the only person authorized to sign all contracts and other documents legally binding on NESA. The President may delegate a power of attorney on behalf of NESA.

- 1.5. Subject to prior approval of the Executive Committee and within the parameters established nationally and internationally for non-profit organizations, the President may undertake negotiations on behalf of NESA with a view to ownership by NESA.
- 1.6. When the Executive Committee is not in session, the President shall have the competence to take all actions and/or decisions, including disciplinary sanctions in the general interest of NESA. These decisions must be notified and motivated to the Executive Committee within one month and ratified at its next meeting. This also applies in giving his/her approval to a member of the Executive Committee that needs to do something important urgently
- 1.7. The President shall have full legal powers to represent NESA.
- 1.8. The President shall serve as an example for the community and the rest of the Executive Committee.
- 1.9. The President will also act as NESA's International Coordinator and will primarily be responsible for NESA's activities abroad, which includes all foreign correspondence and events. It is the duty of the International Coordinator to:
  - 1.9.1. Work in conjunction with the Secretary and Public Relations Officer;
  - 1.9.2. Execute international decisions taken by the Executive Committee;
  - 1.9.3. Correspond and register NESA with relevant international bodies as decided and approved by the Executive Committee;
  - 1.9.4. Should NESA players be sent abroad, ensure organisation of such trips and communicate all relevant information to the players and other Executive Committee Members;
  - 1.9.5. Review all international layouts containing Namibian content before it gets published in the media;
  - 1.9.6. Review all international editions after publication; and
  - 1.9.7. Handle all matters concerned with the WCA, IeSF, WeSCO and any other national association or international organisation which NESA deals or affiliates with.

## 2. The Vice-President

It is the duty of the Vice-President to:

- 2.1. Preside at all meetings and functions that the President is unable to attend;
- 2.2. Execute duties delegated by the President;
- 2.3. Take responsibility in any situation should the President not be available;
- 2.4. Have up-to-date information on all projects, negotiations and member activities concerning or connected to NESA; and
- 2.5. Assist with departments requesting assistance with the approval of the President.



### 3. The Secretary

It is the duty of the Secretary to:

- 3.1. Work with the Treasurer with regard to the NES A membership database;
- 3.2. Coordinate the NES A Executive Committee meetings, and inform all about upcoming meetings;
- 3.3. Take down minutes at Executive Committee meetings;
- 3.4. Retype minutes after meetings and send them to all members of the Executive Committee and additional parties concerned;
- 3.5. Take attendance at meetings;
- 3.6. Type all formal letters and documents such as contracts or documents containing agreements;
- 3.7. Keep and maintain all NES A records and paperwork;
- 3.8. Have accurate and up to date information on all NES A workings to be able to help and inform the other Executive Committee Members at meetings if queries arise;
- 3.9. Review outgoing documents or letters from other members to outside parties to ensure they are of a professional quality, also to add them to NES A records;
- 3.10. Make appointments for Executive Committee Members;
- 3.11. Assist the President and the Public Relations Officer in dealing with the press; and
- 3.12. Keep records of all publications.

### 4. The Treasurer

- 4.1. The Treasurer is primarily responsible for all finances of NES A and to effectively communicate finance reports and proposals with the Executive Committee.
- 4.2. The Treasurer should keep neat and accurate records and pay attention to detail.
- 4.3. He/she should be available so as to handle transactions on a timely basis.
- 4.4. It is the duty of the Treasurer to:
  - 4.4.1. Understand financial accounting for non-profit organisations;
  - 4.4.2. With the input from other Executive Committee Members, devise the annual budget and draw up budgets for each event;
  - 4.4.3. Monitor the budget;
  - 4.4.4. Be present where funding or expenses concerning NES A are discussed or required;
  - 4.4.5. Do research to be able to point out sponsors for particular events and/or when to approach specific entities for sponsorships;
  - 4.4.6. Ensure that NES A's financial policies are being followed;
  - 4.4.7. Report to the Executive Committee on finances;
  - 4.4.8. Prepare any required financial reports and documents;

- 4.4.9. Maintain the administration and finances of membership fees in conjunction with the Secretary;
- 4.4.10. Maintain the bank account; and
- 4.4.11. Oversee all financial transactions.

## **5. The Public Relations Officer**

It is the duty of the Public Relations Officer to:

- 5.1. Decide which information can be published in conjunction with the Executive Committee;
- 5.2. Relay information to the public which includes:
  - 5.2.1. NESA announcements
  - 5.2.2. Decisions made by the Executive Committee during Committee meetings
  - 5.2.3. Answer queries by outside parties and NESA members
- 5.3. Serve as an open and honest channel between the Executive Committee, community and the public;
- 5.4. Handle communication with the press or at various events in conjunction with the President and the Secretary;
- 5.5. Keep order on any internet pages related to NESA;
- 5.6. Resolve public issues towards NESA as far as possible;
- 5.7. Take care of all advertising as far as possible; and
- 5.8. Make NESA's name grow - positively and legally. With concern to press releases, if anyone wants to mention NESA in any publication, they have to get approval from the Public Relations Officer first.

## **6. The Technical Officer**

It is the duty of the Technical Officer to:

- 6.1. Coordinate and ensure the proper working order of any equipment and hardware used for all NESA events;
- 6.2. Ensure the proper setup and maintenance of all NESA equipment;
- 6.3. Offer stand-by assistance with any technical difficulties during any NESA events;
- 6.4. Provide input, advice and expertise related to any equipment discussions and requirements presented by the Executive Committee or any of its members;
- 6.5. Have sufficient knowledge on the workings and specifications of all NESA owned and used equipment related to eSports; and
- 6.6. Keep track of the latest developments in Information Technology and hardware related to eSports.



## **7. The Multimedia Officer**

The Multimedia Officer should have knowledge and experience using programs such as Photoshop, In Design and After Effects to perform his/her duties which include:

- 7.1. Creating multimedia designs and products for NESA as may be required by the Executive Committee or any of its members for publications, documents, posters, flyers, websites, videos, etc.;
- 7.2. Maintain internet pages owned by NESA and implement changes, additions and updates to such pages as directed by the Executive Committee / Public Relations Officer / Secretary.

## **Section D. REQUIREMENTS FOR RUNNING FOR EXECUTIVE COMMITTEE**

The following persons shall not be eligible to hold office in the Executive Committee if the person:

1. Is not a Namibian citizen;
2. Is a juristic person;
3. Is not an emancipated minor, or is under a similar legal disability;
4. Is a rehabilitated insolvent;
5. Has been removed from a position of trust, on the grounds of misconduct or on the grounds of dishonesty;
6. Has been convicted and imprisoned without the option of a fine, or fined for more than the prescribed amount as set out by the Minister in the Government Gazette under the regulations of the Sports Act of 2003, for theft, fraud, forgery, or perjury;
7. Is not a registered and paid member of NESA.

## **Section E. NOMINATIONS AND ELECTIONS**

1. Appointment of members to the Executive Committee shall be done provisionally by the Executive Committee itself by nomination, interview and a majority vote of the current members of the Executive Committee;
2. Any person provisionally appointed will serve on a 3-month probation period after which permanent appointment will be confirmed with a majority vote by the Executive Committee.
3. Members of the Executive Committee who resign shall be replaced by the Executive Committee as soon as practically possible.
4. Any registered member may nominate any other registered member, including himself or herself.

## **Section F. REMOVAL FROM OFFICE**

1. Officers may be removed from office for failure to perform duties or for violation of any provision of this constitution, or any Regulation or By-Law adopted by NESA.
2. Officers to be voted upon in this regard will be notified of the intention of the Executive Committee to do so in writing at least one week prior to the meeting at which the vote will be taken.
3. A two-thirds majority of quorum present at a regularly scheduled meeting of the Executive Committee shall be sufficient for removal of an officer from office.
4. Any officer may resign by submitting a letter to the President. The President may resign by submitting a letter to the Vice President.

## **Section G. TERMS OF OFFICE AND VACANCIES**

1. An Executive Committee Member shall hold his/her position on the committee for a period not exceeding 10 years in aggregate as stipulated in the Namibia Sports Act of 2003, Part V, Section 25, Subsection (1) (a).
2. Should a vacancy in office occur, there will be another nomination procedure and election for the vacant office as stipulated in Article 3, Section E of this Constitution.
3. In the meantime, the Vice President will assume the duties of the President, the Secretary/Treasurer will assume the duties of the Vice President, and the Public Relations Officer will assume the duties of the Secretary/Treasurer should those offices be vacant.

## **Section H. SUB-COMMITTEES**

1. The Executive Committee may create standing or temporary sub-committees from time to time to assist the Executive Committee with any specific task that promotes the duties, purpose or aims of NESA.
2. Such sub-committees and their members will be recorded by the Executive Committee and such sub-committees will report to the Executive Committee at regular intervals.
3. In appointing such sub-committees, the Executive Committee members must specify the purpose and chair or co-chair of that committee and establish its duration and duties. The Executive committee may create regulations to govern each sub-committee.
4. The sub-committees shall be composed of a minimum of three (3) members and one (1) Chairperson. The Chairperson will be appointed by the President and must be an Executive Committee Member; the Chairperson will then appoint the other three (3) members. Such composition may vary according to the discretion of the President of NESA.



5. Members of sub-committees will be appointed by nomination and acceptance of such nomination, or by such member volunteering for the position, provided that a person may only be appointed if he/she is a registered member of NESA. Appointments will be official once the Executive Committee confirms same in writing to such appointed member.
6. A member may be removed from a sub-committee by handing in a letter of resignation to the Executive Committee, or the Executive Committee may remove such a member in writing for failing to comply with the purpose and duties of the specific sub-committee or for failing to comply with any of NESA's By-Laws, Regulations or Policies.
7. A sub-committee may be dissolved by the Executive Committee on written notice once such sub-committee has achieved its purpose or once it becomes clear to the Executive Committee that the said sub-committee is failing to achieve the purpose for which it was created.

## **ARTICLE 4. MEETINGS**

### **Section A. SCHEDULING OF EXECUTIVE COMMITTEE MEETINGS**

1. The Executive Committee shall meet at least every three weeks interchanging between a physical and an online meeting when possible;
2. The agenda for such meetings shall be determined by the President and furnished to the members of the Executive Committee with all other relevant documents provided by the Secretary seven (7) days prior to the meeting.
3. The President shall be the Chairperson. Should the President not be able to attend the meeting, this position shall go to the Vice-President. Should both not be able to attend, a Chairperson will be chosen by the Members present from among their number.
4. A quorum at a meeting will be 51% and the Chairperson will have a casting vote.
5. The President may convene the Executive Committee for additional meetings if he/she deems it necessary.
6. An Executive Committee Member who misses two (2) consecutive meetings without an acceptable apology will be considered a justifiable reason for the other Members of the Executive Committee to remove such member from the Executive Committee.
7. Minutes shall be kept of every meeting by the Secretary. Upon approval of the minutes by the members of the Executive Committee, it shall be signed by the Chairperson.

### **Section B. ANNUAL GENERAL MEETING**

1. NESA shall convene an Annual General Meeting (AGM) in the month of April each year.
2. The President shall prepare the agenda for each AGM. In all cases, this agenda shall include amongst others, the following items:
  - 2.1. The NESA President's address;
  - 2.2. Attendance register by the Secretary of all members and clubs present;

- 2.3. Approval of the minutes of the preceding AGM;
  - 2.4. Discussion of any matters arising from these minutes;
  - 2.5. Presentation of the President's report;
  - 2.6. Presentation and approval of the financial report, financial statements and auditor's report;
  - 2.7. *Presentation and approval of activity reports for the period under review;*
  - 2.8. Fix the Membership Fees for the ensuing year;
  - 2.9. Adoption of the budget;
  - 2.10. Appoint someone responsible for certifying NESA's accounts;
  - 2.11. Approve amendments to the Constitution, if any;
  - 2.12. Consideration of any motions and discussion of any other competent business for which notice was given 7 days prior to the AGM;
  - 2.13. Determination of the date of the next AGM;
  - 2.14. Closing of the AGM.
3. All NESA members will be notified in writing of the date, time and venue of the AGM at least 14 days in advance. Such notification shall include the agenda and any supporting documentation.
  4. All motions and proposals that any member wishes to add for consideration at the AGM shall be submitted to the Secretary no later than seven (7) days before the date set for the AGM.
  5. The NESA President shall preside at all AGMs of NESA, and, in his/her absence, the Vice-President. Should both the President and the Vice-President be absent, a Chairperson will be chosen by all the members present, from the Members of the Executive Committee that are present.
  6. The quorum at the AGMs shall be 50% of all NESA members eligible to vote either by person or by proxy, including the members from the Executive Committee.

The use of electronic communication (fax or e-mail) shall be considered as written notice.

## **Section C. GENERAL MEETING**

1. All other meetings of the members shall be called "General Meetings" (GM) and such meetings may be called by the Executive Committee whenever they think fit, by decision of a simple majority vote.
2. A General Meeting (GM) can also be called by the members, by an application in writing to the Secretary supported by at least 33% of the members of NESA.
3. Such meeting shall take place within one (1) month of application or notification thereof, be it from the members of NESA or the Executive Committee.
4. The notice and agenda will be restricted to the specific topic for which the GM has been called and will be distributed to the members at least seven (7) days before the date of the General Meeting. In case of an emergency and on the recommendation of the Executive Committee, items may be added to the agenda, provided that at least two-thirds ( $\frac{2}{3}$ ) of the members eligible to vote at that meeting agrees to the addition of that item.



5. At a GM a quorum will consist of at least 50% of the registered NESA members, either by person or by proxy.
6. The NESA President shall preside at all GMs of NESA, and, in his/her absence, the Vice-President. Should both the President and the Vice-President be absent, a Chairperson will be chosen by all the members present, from the Members of the Executive Committee that are present.

## **Section D. VOTING**

1. Each registered member is entitled to one vote, either by person or by proxy, at any AGM or GM, and each Executive Committee Member is entitled to one vote in person at any Executive Committee meeting.
2. Voting shall be done by a show of hands, unless a secret ballot is demanded, in which case the ballots are to be collected and tabulated by the Secretary and the Treasurer. The demand for a secret ballot may be withdrawn.
3. Decisions put to a vote shall be resolved by simple majority at all meetings.
4. The President of NESA shall hold a casting vote at all meetings.

## **Section E. PROXIES**

1. The instrument appointing a proxy shall be in writing and shall be sent to the Secretary of NESA at least 3 days before the AGM or GM.
2. A proxy so received by the Secretary shall be valid only at the meeting for which it was given or for any adjournment of that meeting but will not be valid for a period longer than 6 months.
3. A proxy can be either a general or a special proxy, both entitling the holder to attend the meeting, but the special proxy predetermines how the holder is to vote with regards to each motion on the agenda and the general proxy leaves it to the holder to decide how to vote on each motion.
4. A proxy need not be a member of NESA.
5. A member may not appoint more than one proxy.
6. The instrument appointing a proxy shall be in the following form or as near thereto as circumstances permit:

## **NESA ANNUAL GENERAL MEETING**

I, ..... (name) of ..... (address) being a member of NESA, hereby appoint .....(name) as my proxy to vote for me and on my behalf at the Annual General Meeting / General Meeting (as the case may be) of NESA, to be held on the ..... day of ..... and at any adjournment thereof as follows:

	In favour	Against	Abstain
Motion 1:			
Motion 2:			
Motion 3:			

(Indicate instruction to proxy by way of a cross in space provided above.)

Unless otherwise instructed, my proxy may vote as he/she thinks fit.

Signed this ..... day of ..... 20....

.....

Signature



## **Section F. DECISIONS AND MINUTES**

1. Except as otherwise provided in this Constitution or in a specific decision of the General Meeting to fix an earlier or later date for entry into force, the decisions of the General Meeting shall enter into force immediately after the closing of the General Meeting.
2. Minutes and an attendance register shall be taken at every meeting and such minutes shall be distributed to all members who were present by person or by proxy at that specific meeting. Such minutes shall also be available to any registered member upon request.

## **Section G. ADJOURNMENTS**

1. Where any meeting has been adjourned, the Executive Committee shall, upon a date not later than three (3) days after the adjournment, send a written notice to each member stating:
  - 1.1. The date, time and place to which the meeting has been adjourned;
  - 1.2. The ground for the adjournment.
2. The President may, with the consent of the majority of members at any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

## **ARTICLE 5. AFFILIATIONS**

### **Section A. NATIONAL AFFILIATION**

NESA is officially affiliated with the Namibia Sports Commission. All other affiliations will be kept record of in a separate document called The Affiliations of NESA and be updated on a regular basis.

### **Section B. REGIONAL ASSOCIATIONS**

1. A group of affiliated clubs, with approval of the Executive Committee, may create a Regional Association. A Regional Association shall at all times consist of a minimum of three (3) affiliated clubs.
2. The Executive Committee shall submit the grouping of affiliated clubs into Regional Associations on the basis of the geographical proximity for approval at the AGM.
3. Clubs affiliated to a Regional Association has to be affiliated with NESA as well.

4. The Statutes, Regulations and decisions of any Regional Association shall follow the general principles and provisions of the NESA Constitution and be approved by the Executive Committee.
5. The Regional Association shall consist of a minimum of three (3) members and one (1) Chairperson. The Chairperson will be appointed by the President; the Chairperson will then appoint the other three (3) members. They must all be registered NESA members.
6. Powers:
  - 6.1. After the Executive Committee of NESA, the Regional Associations are the most representative institutions of NESA in their respective geographical areas.
  - 6.2. The Regional Associations shall have broad autonomy within NESA, provided that they respect the NESA Constitution, Code of Ethics and Conduct, By-Laws and decisions.
  - 6.3. The competence of NESA institutions should apply *mutatis mutandis* to the equivalent institutions of the Regional Associations. The decisions of the Regional Associations should not conflict with those of NESA.
  - 6.4. The Regional Associations shall be responsible, in their geographical area, for:
    - 6.4.1. Ensuring the respect of the NESA Constitution, Code of Ethics and Conduct, By-Laws, official rules and decisions;
    - 6.4.2. Providing technical support and expertise to their affiliated clubs by all available means for the implementation of Regional and NESA programs;
    - 6.4.3. Organizing Regional competitions and other tournaments or activities relating to Electronic Sports;
    - 6.4.4. Approving Regional competitions, calendars and regulations;
    - 6.4.5. Spreading the practice of Local and Regional eSports competitions;
    - 6.4.6. Encouraging the creation of eSports clubs and their affiliation to NESA.
7. The Executive Committee may revise all or part of a decision taken by Regional Associations if, in its judgment, such decisions is contrary to the Constitution, Code of Ethics and Conduct, By-Laws, general rules, NESA decisions and the general interest of NESA.
8. The Regional Associations are empowered to apply sanctions in connection with the competitions under their authority and as provided in the NESA Code of Ethics and Conduct.

## Section C. INTERNATIONAL AFFILIATIONS

NESA will keep an accurate record of all its international affiliations and such information as well as the nature of each relationship will be advertised to the members and any interested members of the public.



## **ARTICLE 6. BY-LAWS AND AMENDMENTS**

### **Section A. BY-LAWS/REGULATIONS/POLICIES**

1. By-Laws, Policies or Regulations and a Code of Conduct can be created by the Executive Committee or any members, committees, events or necessary circumstance provided such By-Laws, Policies or Regulations does not contradict the provisions of this Constitution.
2. Such By-Laws, Policies or Regulations will be brought into force by a simple majority vote of the entire Executive Committee at a regular Executive Committee meeting.
3. This Constitution takes precedence over any and all By-Laws, Policies or Regulations.
4. The Namibia Sports Act 12 of 2003 and its regulations take precedence over this Constitution and all By-Laws, Policies or Regulations.
5. Questions concerning the interpretation of the Constitution, By-Laws, Policies or Regulations will be decided by the Executive Committee.

### **Section B. AMENDMENTS**

1. This Constitution can be amended by a two-thirds ( $\frac{2}{3}$ ) vote at an AGM of NESA and notification of such meeting must be done in accordance with the provisions regarding Annual General Meetings.
2. In the event that amendments to the Constitution is necessitated to bring the Constitution in line with the legal provisions of a national or international affiliate, such amendments may be moved for and adopted by a two-thirds ( $\frac{2}{3}$ ) vote at a General Meeting, which meeting will be conducted in accordance with the provisions on General Meetings.
3. Amendments to Regulations and By-Laws can be made by the Executive Committee by a majority vote of all the members of the Executive Committee.
4. All amendments shall be effective upon adoption of or, in the case of the Constitution, upon registrations of same by the Namibia Sports Commission.
5. Proposal for amendments can be made by any two (2) or more registered NESA members to the Executive Committee in writing, who will then discuss the proposed amendments at an Executive Committee meeting and decide if the proposed amendments should be added to the agenda of the next AGM or GM.

## **ARTICLE 7. FINANCIAL MATTERS**

### **Section A. FINANCIAL STATEMENTS**

1. The financial year shall run from 1 April to 31 March each year.
2. The Treasurer shall be responsible for the preparation of the Annual Accounts of NESA.
3. An auditor shall be appointed annually at the AGM.

4. All transactions made against NESA's funds shall be executed by the Treasurer and one additional Executive Committee Member.
5. After adoption thereof at the AGM, Audited balance sheets and income and expenditure accounts will be submitted to the Sports Commission within 90 days of the financial year end of NESA, together with an auditor's report and a report on NESA's activities during that financial year.
6. Before the end of each financial year NESA will submit its estimate of income and expenditure for the next financial year to the Namibia Sports Commission. This budget report will be presented to the members at the AGM for adoption.

## **Section B. FINANCIAL RESOURCES**

NESA's financial resources shall consist of:

1. Annual membership fees from Individual Members;
2. Funds collected from ticket sales at any sports event;
3. Sponsorships;
4. Contributions from members of the Executive Committee;
5. Government grants from the Sports Development Fund; and
6. Any other sources of funding approved by the Executive Committee.

## **ARTICLE 8: INDEMNITY**

1. All office-bearers of NESA are hereby indemnified from and against all losses, claims, costs, compensations and other costs and obligations which they may incur or meet with regard to or in relation to the execution of their various obligations as office-bearers of NESA, and none of them shall be held responsible for any action of neglect on the side of any one of them or for a shortage or inadequacy of any proprietary right or security, and they are also not held responsible for any loss that may be caused, accident that may occur or damage that may be done or that may arise in the execution of their various official duties or as a consequence thereof: provided, however, that any such loss, accident or damage was not caused by action in bad faith or by deliberate negligence of such office-bearer.
2. No liability whatsoever shall attach to NESA for any damages sustained as a result of injury or in any other manner, by any person whether a member of an affiliated body or not, whilst competing in any event or competition held by or on behalf of NESA or whilst participating in any of the affairs or business of NESA.



**ARTICLE 9: DISPUTE RESOLUTION**

1. Any dispute arising out of or in connection with the enforceability of this Constitution, the Regulations, By-Laws or Code of Ethics and Conduct, or the application, and interpretation of the provisions hereof, or any dispute between any members or clubs of NESA or between a member or club and an elected office bearer of NESA itself, shall be referred to mediation or expedited arbitration in terms of the Regulations issued by NESA for that purpose.
2. Any member who is aggrieved by a decision of a club may appeal to NESA in terms of the Regulations issued by NESA for that purpose.


**ARTICLE 10: DISSOLUTION**

1. Should the need arise, NESA may be dissolved if this be supported by a two-thirds ( $\frac{2}{3}$ ) majority of those eligible to vote at a General Meeting, provided that a quorum is present.
2. Notice of the proposed dissolution must be in writing, in accordance with the provision on General Meetings and circularised to all affiliated members.
3. Assets are to be realised by members of the Executive Committee.
4. Funds and assets remaining after the settlement of any debts shall be donated to an association, club or society that agrees to pursue NESA's objectives.
5. A statement detailing assets realised and donated, and how the proceeds of realised assets were disposed of shall be submitted to members and to the Sports Commission.
6. No profit or surplus will be distributed other than to another non-profit making body on the winding-up or dissolution of NESA.
7. If, upon the winding up or dissolution of NESA, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be transferred to some other organisation or organisations having similar purposes to the purposes of NESA. Such organisation or organisations are to be determined by the members of NESA by Resolution passed at a General Meeting or in the absence of such a Resolution (or that the extent to which it cannot be given effect) to the Association to which NESA is affiliated.

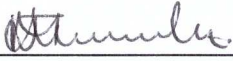
**ARTICLE 11: ABROGATION OF PREVIOUS TEXTS**

This Constitution supersedes all previous constitutions and amendments thereof, which are hereby abrogated. This amended Constitution was adopted on 14 April 2018 in Windhoek during the Annual General Meeting.

Signed by:

  
\_\_\_\_\_  
NESA President

Witnesses:

  
\_\_\_\_\_

  
\_\_\_\_\_