



ESPORTS INTEGRITY COALITION

**THE RULES FOR THE MEMBERS OF
THE ESPORTS INTEGRITY
COALITION LIMITED**

Title and Definitions

1.1. The Esports Integrity Coalition Limited a company limited by guarantee governed by its Articles of Association (“the Articles”) available at www.esportsintegrity.com and its members form a coalition of stakeholders in esports. It is called “The Esports Integrity Coalition” and is hereinafter referred to as “ESIC”.

1.2. In these Rules, the following terms shall have the following meanings:

“**Bookmaker**” means a betting operator offering markets on any Match.

“**Chair of the ESIC Board or Chair**” means the person elected in accordance with the Articles.

“**Director/s**” means any director of ESIC appointed in accordance with the Articles and including the Integrity Commissioner;

“**ESIC**” means The Esports Integrity Coalition Limited;

“**ESIC Programme**” means the collection of rules, regulations, codes, policies and procedures that apply to participants in esports and are voluntarily adopted by Members of ESIC from time to time being, specifically, at the time of acceptance of these Rules, the Code of Conduct, the Anti-Corruption Code, the Anti-Doping Policy and the Disciplinary Procedure; but may, in future, include other elements as agreed by the Members;

“**Game**”: means a software title played electronically by Players in an Esports context.

“**General Meeting**”: means the annual general meeting or a special general meeting called in accordance with the Articles.

“**Integrity Commissioner**” means the person fulfilling those functions as assigned and delegated to them under the ESIC Programme and fulfilling the role for ESIC normally associated with a chief executive or managing director and being a Director of ESIC;

“**Match**” means a game in which two or more players or teams compete against each other in any Game;

“**Member**” means any body corporate that from time to time is eligible for Membership status, which membership sub-categories are more fully described in Rule 5.2 and Rule 5.3 respectively;

“**Participants**” means a person with the ability to influence the outcome of a Match as more fully defined in the Definitions in the ESIC Programme as published on the ESIC website from time to time;

“**Principles**” means the 6 principles accepted by the Members as forming the foundation of ESIC and set out in the Programme as published on the ESIC website from time to time;

“**Promoter**” means any body corporate promoting or providing a platform for a Match or League in any Game upon which any Bookmaker does or may offer market/s;

“**Publisher**” means any body corporate that develops and publishes a Game.

- 1.3 In the interpretation of these Rules:
- 1.3.1 references to the singular shall include the plural, and where applicable the masculine shall include the feminine;
- 1.3.2 where there is reference in these Rules to the expiry of any given period of time, the period shall be calculated on a calendar basis and shall include Saturdays, Sundays and Public Holidays in Switzerland;
- 1.3.3. where an act is required to be done within a specified period after or from a specified date, the period begins immediately after that date;
- 1.3.4 where an act is required to be done within or not less than a specified period before a specified date, the period ends immediately before that date;
- 1.3.5. any reference in the Rules or Articles to communication in writing shall include communication by email, or such other form of communication as the Director/s shall determine.

Status

- 2.1. ESIC is registered as a company limited by guarantee in England and Wales.
- 2.2. Unless ESIC decides otherwise in general meeting, this registration shall be maintained.

Objects

- 3.1. The objects of ESIC shall be:
- 3.1.1. to promote and protect the interests of Members by taking responsibility for disruption, prevention, investigation and prosecution of all forms of cheating, including, but not limited to, match manipulation and doping;
- 3.1.2. to provide Members with such advice and/or assistance as ESIC may in its absolute discretion decide to give in relation to incorporation of the ESIC Programme into the terms and conditions of participation and contracts of employment or engagement of the Member as they relate to Participants to ensure implementation of the Programme;
- 3.1.3. to uphold and promote amongst Members and Participants the Principles on which ESIC is founded;
- 3.1.4. to implement and enforce the Code of Ethics to regulate the relationship between the Members and to provide a mechanism for dispute resolution between the Members;
- 3.1.5. to endeavour to promote the interests of the Members by any other means that may seem appropriate in matters including, but not restricted to, regulatory issues not already covered in the Programme and esports matters;
- 3.1.6 to foster good relationships with Participants and other esports stakeholders and, where appropriate, recruit new members into ESIC to increase the effectiveness of the Programme and the fight for integrity in esports; and

- 3.1.7 to deploy the resources of ESIC in the most effective manner as determined by the Members from time to time.

Registered Office

- 4.1. The registered office of ESIC shall be at such address as the Members shall from time to time in their absolute discretion determine.
- 4.2. At the date of the adoption of these Rules the registered office of ESIC is at 1 Brassey Road, Old Potts Way, Shrewsbury.

Members

- 5.1. Membership of ESIC shall be divided into two categories depending on the potential member's place in the esports community:
- 5.2. Esports Membership: Any body corporate shall be eligible for Esports Membership of ESIC if that body corporate is a Promoter or Publisher or another esports stakeholder accepted as a Member at the entire discretion of the Director/s at any time.
- 5.3. Betting and Regulator Membership: Any body corporate offering esports markets for wagering or associated forms of betting or wagering shall be eligible for Membership of ESIC.
- 5.4. On becoming a Member, the Member will become entitled to all benefits and privileges of Membership (as determined by the Director/s from time to time) that accompany their respective category of Membership and shall be deemed to have agreed to be bound by the Articles and these Rules and the ESIC Code of Ethics.
- 5.6. Any Member who for whatever reason ceases to be a Member of ESIC shall, upon the termination of Membership, no longer be entitled to the privileges and benefits of Membership. Such former Member shall not be entitled to the return of any subscription paid by the Member prior to the effective date of termination of Membership and, if the Member has not paid a subscription fee that was due for the year in which notice of termination is given, such payment will still be due and payable.

Subscription

- 6.1. The annual subscription for each class of Membership shall be such amount as the Members in Annual or Extraordinary General Meeting shall from time to time determine. At the time of first publication of these Rules, the annual subscriptions for Standard Membership shall, in the entire discretion of the Director/s, be 10% of that organisation's highest single tournament prize pool from the previous calendar year and variable at the discretion of the Director/s for Members that do not or have not offered Matches or tournaments. Betting or Regulator Membership is available to Bookmakers for an annual subscription of \$5,000.00 and such Betting Member subscription shall be ringfenced in a fund dedicated to the education of Participants in esports.
- 6.2. All Members subscriptions shall be payable to ESIC by no later than 31st January in each year.

Censure

- 7.1. The Members in General Meeting acting by simple majority shall have the power to censure any Member who may be guilty of unethical behaviour or misconduct, but shall not be entitled to impose any other penalty upon the Member. Formal action beyond censure under this Rule against a Member may only occur as a result of a breach of the Code of Ethics.

The Duties of the Members in General Meeting

- 8.1. The policy and strategy of ESIC shall be deputed to the Members in General Meeting.
- 8.2. The duties of the Members in General Meeting shall include without limitation:
 - 8.2.1. the ratification of the Chair and such other Directors or other officers as may have been appointed by the Director/s, and the appointment and terms of appointment/engagement/employment of the Integrity Commissioner and the approval of budgets presented by the Director/s; and
 - 8.2.2. The Director/s may comprise such appointments as the Members may ratify in General Meeting and may include independent Directors as well as such executive Directors as are required, on the recommendation of the Integrity Commissioner, for ESIC to operate effectively.
- 8.3. Notwithstanding the terms of Rule 8.2.2, the Members in General Meeting retains at all times the absolute power and discretion to scrutinise and challenge the activities of the Director/s and retains the absolute right to amend or remove the delegated powers and duties as they see fit through voting in General Meeting.

Members in General Meeting

- 9.1. At any Annual or Special General Meeting, the Members shall be represented by and exercise votes through one delegate from each Member.
- 9.2. Each Member representative shall be appointed at the entire discretion of the Member so long as such appointment is notified to the Integrity Commissioner in writing no later than 30 days before the relevant General Meeting.
- 9.3. Esports Members may vote on any issue, but Betting and Regulator Members may only vote on matters relating to the budget for and use of the ringfenced education fund.
- 9.4. General Meetings shall be chaired by the Chair.
- 9.5. Only fully-paid up Members shall be eligible to vote.
- 9.6. The Chair, and any other Directors shall be entitled to attend and speak at any General Meeting ex officio except where a clear conflict of interest, in the absolute discretion of the Members, exists in which circumstances that Director must absent themselves from the Meeting whilst the matter in question is under discussion.

Officers of ESIC

- 10.1. The Chair and any other Director shall hold office for three years from the date of appointment provided always that the Members in General Meeting shall have power if no less than three-quarters of the Members so decide to remove the Director from office prior to the date on which his/her tenure of office would otherwise have expired. Such Director may seek re-appointment for a second and third three-year term, but may serve no more than nine years in total in any one appointed office.
- 10.2. Holders of honorary positions, created and approved in the entire discretion of the Members in General Meeting (eg President, Vice-Presidents, Patrons and Vice-Patrons) shall hold such position for so long as the Members shall think fit.
- 10.3. The Members shall have power to fill any vacancy from time to time in any of the offices.

The Board of Directors (“the Board”)

- 11.1. The Members in General Meeting shall have the right to delegate to the Board such powers and duties relating to the management of the governance and the affairs of ESIC as it may determine from time to time in accordance with Rule 8.2.2.
- 11.2. The Director/s will recommend the appointment of an Integrity Commissioner, and the terms of his/her contract of employment, for approval by the Members in General Meeting.
- 11.8. The Members shall retain the power, if no less than three-quarters of them so decide, to remove the Integrity Commissioner from office, subject only (where appropriate) to the serving of any notice period specified in his/her contract of engagement/employment.
- 11.9. Without prejudice to the provisions of Rule 8.3, it is envisaged that the Board shall comprise the following:
 - 11.9.1: the Chair;
 - 11.9.2: two or more other skills based independent non-Executive Directors;
 - 11.9.4: the Integrity Commissioner;
 - 11.9.5: one or more Executive Directors, appointed from time to time by the Members following recommendation by the Board.
- 11.10. The Board shall:
 - 11.10.1: ensure ESIC is (subject at all times to the applicable fiduciary and legal responsibilities of the relevant Directors) run in the interests of the Members and in accordance with these Rules and that the Integrity Commissioner, any employees, executives or volunteers are well supported;
 - 11.10.2: observe good corporate governance, including, but not limited to exercising such powers and duties as are delegated to them by the Members with diligence, professionalism and accountability;
 - 11.10.3: set and deliver a strategy for the advancement of ESIC to be agreed by the Members in General Meeting;
 - 11.10.4: set and manage budgets and report annually to the Members at each annual general meeting of ESIC;

- 11.10.5: ensure that ESIC's annual accounts are audited, and returns submitted to the appropriate authorities as required by law;
- 11.10.6: meet at least four times annually unless otherwise determined by the Members in General Meeting in their absolute discretion; and
- 11.10.7 carry out such additional tasks in furtherance of the requirements of ESIC as may be determined from time to time by the Members.

Bank Account

- 12.1. ESIC shall hold such bank accounts as are deemed necessary.
- 12.2. Unless ESIC shall otherwise resolve in General Meeting, all payments made by ESIC shall be made according to processes and authority limits set by the Board.

Annual General Meeting

- 13.1. Not later than nine months after the end of ESIC's financial year (the calendar year), and not longer than 15 months after the previous AGM, the annual general meeting of ESIC shall be held.
- 13.2. The business of the annual general meeting shall include the following:-
 - 13.2.1: approving the minutes of the previous annual general meeting;
 - 13.2.2: receiving the annual report of the Board, including a report on the financial performance and balance sheet of ESIC;
 - 13.2.3: approving the audited accounts of ESIC;
 - 13.2.4: considering any alteration to the Rules of which notice shall have been given and/or consider any Rules and/or any alteration thereto; and
 - 13.2.5: any other business.

Special General Meetings

- 14.1. The Members shall have power from time to time, and on no less than 66% of the Members voting in favour of doing so, to summon a special general meeting of ESIC for the consideration of business to be specified in the notice summoning such meeting at such time and place as the Members shall in their absolute discretion appoint.
- 14.2. The Board shall on a Members' Requisition (as defined in Rule 14.3 below) convene a special general meeting of ESIC.
- 14.3. A "Members' Requisition" shall mean a requisition (served either in writing or via email) by not less than 66% of the fully paid-up Members stating the objects of the special general meeting requisitioned and signed by the requisitionists and notified in writing to the Chair or Integrity Commissioner, and may consist of several documents in like form each signed by one or more requisitionists.

Standing Orders

- 15.1. The Management Board shall have the power from time to time to set before a General Meeting of ESIC Standing Orders for ratification by such general meeting which shall regulate (without limitation):
 - 15.1.1: the calling of an annual general meeting or any special general meeting, and the conduct of business at the said meetings; and
 - 15.1.2: the calling of meetings of the Board, and the conduct of business at such meetings.

- 15.2 All points of procedure not directly specified in the Rules or Standing Orders shall as and when they arise be decided by the Members by simple majority in their absolute discretion.
- 15.3 All Standing Orders shall, until altered amended or rescinded by ESIC in general meeting, be binding on the Members.
- 15.4 Without prejudice to the generality of the foregoing, no Standing Order shall be inconsistent with these Rules, and in the event of any conflict or dispute, the Rules shall take precedence over the Standing Orders.

Auditors

- 16.1 The accounts of ESIC shall be audited annually prior to the annual general meeting by the auditors to ESIC. The auditors shall be practising professional accountants holding no office under ESIC, and shall be appointed by the Board, subject to the final approval of the Members.

Inspection of Books

- 17.1 Any fully paid-up Member may, subject to the payment of a nominal administrative charge, request copies of the annual accounts, and minutes of the Board's board meetings, whereupon such copies shall be provided to such Member subject to the redaction of any content which the Management Board considers to be of a confidential nature.
- 17.2 The Integrity Commissioner shall make himself available to any Member on reasonable notice to discuss any matter relating to ESIC.

Contact Details

- 18.1 It is the responsibility of each Member to ensure that ESIC has their up-to-date address, email and telephone contact details.

Application of Monies

- 19.1 All monies received on account of ESIC shall be applied towards the carrying out the objects of ESIC according to the Rules, such use to include building ESIC's financial reserves.

Borrowing Powers

- 20.1 If the Board decides to borrow money, it shall obtain the approval of the Members before doing so.

Financial Year

- 21.1 The financial year of ESIC shall end on whichever date shall be determined by the Board, subject only to final approval by the Members. As at the date of the writing of these Rules, ESIC's financial year ends on December 31st.

Disputes

- 22.1. Any dispute or difference which may arise as to the meaning or interpretation of these Rules or as to the powers of the officers or the Members or the validity of any election, appointment or proceedings of the Members in General Meeting shall, if the Members cannot unanimously agree how such dispute or difference shall be resolved, be determined by a general vote of the Esports Members (unless the issue in question relates to the education fund or education programme, in which case the Betting Members may vote) at any annual general meeting or special general meeting, with more than fifty per cent (50%) of the Members present (in person or, if permitted in accordance with these Rules, by proxy) required to agree how such dispute should be resolved for such vote to be passed. If such vote is passed, the determination regarding such dispute shall be final and binding on all the Members of ESIC.

Alteration of the Rules

- 23.1. These Rules may be altered amended or rescinded by a resolution of ESIC in general meeting.
- 23.2. Subject to these Rules the Members shall have power to make rules to regulate all matters not provided for by these Rules.
- 23.3. No alteration, amendment or rescission shall be effected in the Rules unless at least two-thirds of the Members present and eligible to vote shall vote for the resolution.

Dissolution

- 24.1. Any resolution to dissolve ESIC may be proposed only at a special general meeting of ESIC summoned for the express purpose of dissolving ESIC.
- 24.2. Any such resolution shall be carried by the vote of 75% or more of the Members present and entitled to vote.
- 24.3. In the event of dissolution, after discharging all debts and other liabilities legally incurred, the remaining funds shall be distributed to such charity or charities as that special general meeting shall determine subject always to any conditions or restrictions attaching to the use and disposition of the monies and the said remaining funds.

Interpretation

- 25.1. If at any time it is necessary to determine whether any Member of ESIC is a fully paid-up Member, they shall be deemed to be fully paid-up if at the date of determination they shall have paid all subscriptions which are due to ESIC at that time.
- 25.2. Headings in these Rules are for ease of reference only and shall not to be taken into account in their interpretation.

**The Standing Orders
of The Esports Integrity Coalition Limited**

PART I: GENERAL MEETINGS

Attendance at General Meetings

- 1.1. Attendance at general meetings of ESIC shall be limited to Members, Members of the Board, and Employees of ESIC. Invitees are allowed to attend only if more than 60% of the Members present agree to allow such attendance.
- 1.2. Only Members are eligible to vote as set out in the Rules.

Notice of Annual General Meeting

- 2.1. Every Member shall be given at least fourteen days' notice in writing of each annual general meeting. The notice shall specify the business to be transacted and may be served by email or by correspondence.

Notices of Resolution for the Annual General Meeting

- 3.1. Notices of resolution/s desired by any Member for the annual general meeting must be received by the Integrity Commissioner at least 60 days before the date set for the meeting.
- 3.2. Without prejudice to the particularity of the foregoing the Board shall have an absolute discretion to extend time for the acceptance of any notice of resolution if it so wishes.

Special General Meetings

- 4.1. A special general meeting of ESIC may be convened in accordance with the provisions contained in Rule 14 of ESIC's Rules.

Notice of Special General Meeting

- 5.1. Every Member shall be given not less than fourteen days' notice of the meeting. The notice shall specify the business to be transacted.

Time and Place of Meeting

- 6.1. Subject to the restrictions set out above, the annual general meeting and any special general meeting shall be held at such time and at such place as the Board in the exercise of its absolute discretion shall consider appropriate, but without prejudice to the generality of the foregoing a special general meeting convened by a Members' requisition must be held within sixty days from the date when the Members' requisition was notified to ESIC. A meeting can be held by correspondence, video or phone conference if at least 50% of all members agree that it may so be held.

Quorum

- 7.1. No business shall be transacted at any general meeting unless more than 40% of fully paid-up Members are represented either in person, or by proxy, according to the procedure set out in clause 8.3 and clauses 9.1 to 9.5 below.

Voting

- 8.1. Every fully paid-up Esports Member shall be entitled to one vote on every resolution which shall be put to the vote at a general meeting of ESIC and every Betting Member shall be entitled to one vote on matters relating to the education fund and/or programme.
- 8.2. Unless some other manner of voting is prescribed by relevant statute or statutory provision or alternatively by special direction of the Chair of the meeting in the exercise of his absolute

discretion, voting at general meetings on every resolution put to the vote shall be conducted by a show of hands.

- 8.3. The Director/s shall have absolute discretion to determine whether proxy and/or postal voting is to be permitted at any meeting of ESIC, and notification to Members regarding the convening of each meeting will include notice as to whether proxy and/or postal voting will be permitted.
- 8.4. The Chair of the general meeting shall have a casting vote where there is deadlock amongst the voting Members and a majority is required to pass a vote.
- 8.5. If any Member or the Chair has any actual or potential conflict of interest in relation to any matter in respect of which a vote is being taken at any meeting of ESIC, that Member shall notify the Director/s in advance. The Director/s shall determine whether or not such Member or the Chair shall be entitled to vote in respect of such matter or whether they shall be prohibited from voting on such matter.

Voting by Proxy

- 9.1. Where voting by proxy is allowed a proxy shall be appointed in writing under the hand of the appointer.
- 9.2. The instrument appointing a proxy shall be deposited with the Chair or the Integrity Commissioner not less than seventy-two hours before the time of holding the meeting at which the person named in such instrument proposes to vote.
- 9.3. Any instrument appointing a proxy shall be in the following form:
“The Esports Integrity Coalition”.
I, of, acting with the full authority of a fully paid-up Member of the above-named Association appoint of as my proxy to vote in my name and on my behalf at the general meeting to be held on the day of..... Dated the day of.....
Signature
- 9.4. No proxy shall be given other than to a fully paid-up Member who is entitled in his own right to vote at the said meeting.
- 9.5. No proxy vote will be accepted by the Chair unless the appointment of the proxy complies strictly with these provisions.

Chair

- 10.1. The Chair shall preside at all general meetings of ESIC.
- 10.2. In the absence of the Chair or where the Chair is determined to have a conflict of interest and cannot participate, the Members shall appoint an ad hoc chairman for such meeting.
- 10.3. If the Members fail to appoint a chairman for the meeting, those present and entitled to vote at such meeting shall appoint a chairman for the meeting from amongst their number, so long as a quorum is present.

Rights of Address

- 11.1. Unless the chairman of the meeting shall otherwise direct, only fully paid-up Members and Officers (to include Director/s) shall be entitled to speak at a general meeting of ESIC.

Decisions

- 12.1. Unless expressly provided otherwise by the Rules or by Standing Orders, no resolution put to the vote at a general meeting of ESIC shall be deemed to be passed unless more than one-half of the votes cast by fully paid-up Members present or for whom a valid proxy or postal vote is held shall be in favour of the resolution which has been put.

Finality of Chair's Decision

- 13.1. The Chair's decision as to the result of the voting on any resolution shall be final and minutes signed and distributed by the Chair of the meeting to those present shall be conclusive of the terms of any resolution and of its having been passed.

Minutes

- 14.1. The Integrity Commissioner shall ensure the minutes of general meetings are recorded and published to those present.

Omissions

- 15.1. The accidental omission to give notice of any meeting to any Member or Members entitled to receive notice shall not invalidate the proceedings of that meeting.

PART II: ELECTION/APPOINTMENT OF OFFICERS BY MEMBERS

- 16.1. Candidates for election to the position of Chair, and any other elected position the Members choose to fill, must be proposed and seconded by a voting Member.
- 16.2. The name of every candidate with the names of his proposer and seconder must be sent in writing to the Integrity Commissioner at least fourteen days before the date when the election is due to take place.
- 16.3. If the number of candidates proposed and seconded exceeds the number to be elected, voting shall be by secret ballot.
- 16.4. Subject to any relevant statute or statutory provision the election process and voting paper shall be in such form as the Board shall in its absolute discretion decide from time to time.

PART III: MEETINGS OF THE BOARD

Meetings

- 17.1. Meetings of the Board shall be called by the Integrity Commissioner a minimum of four and, whenever possible, eight times each year. The annual general meeting shall count as one such meeting.
- 17.2. Additional meetings may be called by the Integrity Commissioner and shall be called by him if requested by the Chair or any three Members.
- 17.3. Meetings shall be held at such times and places as the Chair or Integrity Commissioner shall determine and may be held by correspondence, video or telephone conference as long as a majority of the Directors agree.

Notice

- 18.1. All Directors shall be given notice of meetings by at least seven days' notice in writing, or such other method of communication as shall be agreed by the Board.
- 18.2. In circumstances of urgency, if two-thirds or more of the Board agree, twenty-four hours oral notice may be substituted for the minimum period of seven days' notice in writing.

Quorum

- 19.1. The quorum for meetings of the Board shall be 50% of the Directors who are entitled to attend and vote at the meeting.

Voting

- 20.1. Every Director shall have one vote on every question.
- 20.3. In the case of equality, the Chair other member presiding at the meeting shall have a casting vote.

Minutes

- 21.1. The Integrity Commissioner shall ensure that minutes of the proceedings of each meeting are made, which shall be distributed to those present following the meeting.

Expenses

- 22.1. Directors shall be entitled to receive reasonable expenses incurred in attending meetings of the Board.

Omissions

- 23.1. In the event of any situation arising which is not governed by the Rules or Standing Orders, the Board shall have full power to resolve or decide what action should be taken.
- 23.2. The accidental omission to give notice of any meeting to any Director/s entitled to receive such notice shall not invalidate the proceedings of that meeting.

PART V: ALTERATION OF RULES OR STANDING ORDERS

- 24.1. In cases where any alteration, amendment or rescission of the Rules of ESIC or its Standing Orders is proposed a copy of such proposed change shall be sent with the notice of the annual or special general meeting at which the same is to be put.

26.2. No alteration, amendment or rescission shall be effected unless at least 66% of the Members present and eligible to vote shall vote for the resolution.