

Company Limited by Share Capital not for profit u/s 8 of the Companies Act, 2013

Articles of Association of Skillhub Online Games (SOG) Federation of India

Preliminary:

1. The Regulations contained in Table “F” in Schedule “I” to the Companies Act, 2013 (herein after referred to as the Act) to the extent applicable to section 8 registered companies shall apply to the Company except that such regulations as are embodied in these Articles of Association shall exclude corresponding provision in table “F” aforesaid.
2. The words and expressions shall have the same meaning as in the Companies Act, 2013, as amended from time to time.
3. Shall be the representative body of the international federation either existing or to be set up by following their statutes.

Article I: Name and Purpose

- 1.1 The name of the company “**Skillhub Online Games Federation of India**” (SOG) shall be known as the federation for all online games and skill based online games etc., The organization is a Govt. of India recognized 80G, 12A compliant Non-Profit Organization set up as per the provisions of the Companies Act, 2013 of Government of India.
- 1.2 The Registered Office address of SOGF is 511, Naurang House, Kasturba Gandhi Marg, New Delhi-110001.
- 1.3 **Purpose:**

The purpose of the SOG Federation is to:

- a. Promote inclusivity in the entire online gaming landscape in India by advocating for equal opportunities and representation for all individuals, irrespective of background or identity.
- b. Reduce inequality through prosperity. By enhancing cognitive ability of the Indians, SOG Federation will work to create employment, knowledge economy, wealth and social development.
- c. Promote and advocate for ethical gaming practices among players, developers, stakeholders, including but not limited to fair competition, integrity, and transparency.
- d. Foster the development of rightful digital infrastructure to support the growth and innovation of the gaming space in India, including cyber security measures, data privacy, and to keep with pace with technological advancements.
- e. Uphold principles of fair play, diversity, and responsible gaming within the online gaming community, with a focus on safeguarding the well-being of players and fostering not only a positive gaming environment but also developing a progressive and affordable eco system in online gaming.
- f. Provide a platform for collaboration, education, and advocacy to advance the interests of online gamers and industry stakeholders, including facilitating partnerships, knowledge-sharing, and capacity-building initiatives.

Article II: OBJECTS

2.1. To foster the development, promotion, and protection of the online gaming sector in India, in accordance with the principles and guidelines established by the SOG Federation and relevant, sports federation, institutions, governmental authorities etc.

2.2. To ensure the growth and vitality of the online gaming sector by fostering collaboration and cooperation among International Gaming Federation, various international sports, sports federation, Global Gaming Federations, and other relevant

stakeholders, including IOC, IPC and regional sports/para-sports federations.

2.3. To serve as the responsible regulatory authority for online gaming activities, including the organization and oversight of different gaming championships and events.

2.4. To promote inclusivity and diversity within the online gaming community, ensuring equal opportunities for participation regardless of race, background, disability, gender or sexual orientation.

2.5. To support educational, cultural, and research initiatives that contribute to the advancement and promotion of the online gaming sector.

2.6. To enhance the global visibility and recognition of the Indian online gaming fraternity through strategic marketing and media campaigns.

2.7. To uphold the principles of fair play, integrity, and sportsmanship in all online gaming activities, while ensuring the safety and well-being of gamers.

2.8. To represent and oversee India's participation in international gaming competitions and events recognized by the International Online Games Federation and other relevant authorities, including IOC, IPC and Continental & Regional sports/para-sports federations.

2.9. To adhere to governance standards and operational protocols in line with international best practices, as prescribed by the SOG Federation and its regulatory bodies.

2.10. To uphold ethical standards and codes of conduct established by the SOG Federation, promoting respect, integrity, and professionalism within the online gaming community.

2.11. To collaborate with government bodies and regulatory authorities to fulfil the responsibilities and obligations outlined by the SOG Federation and relevant regulations.

2.12. To promote and provide gaming education programs aimed at the holistic development of population at large with special

focus on the youth and persons with special needs thereby fostering physical, mental, and social well-being.

2.13. To engage with educational institutions, corporations, and other stakeholders to promote the fundamental and ethical values of online gaming at the national level, integrating gaming skills and principles into educational curricula and programs.

2.14. To enforce all rules and regulations set forth by the SOG Federation and its other regulatory/governing bodies including the international bodies and ensuring compliance with industry standards and codes of conduct.

2.15. To seek approval from relevant authorities, including the SOG Federation, for the adoption of flags, emblems, anthems, and other symbolic representations.

2.16. To safeguard and enforce gaming rules in collaboration with National Sports Federations, State Gaming Associations, institutions and other relevant bodies.

2.17. To prioritize and uphold the principles outlined by the SOG Federation and regulatory bodies, while assisting in the selection, training, and coaching of gaming teams representing India at various competitions and championships.

2.18. To facilitate the establishment of gaming academies, training centres, creation of a large pool of skilled trainers/coaches and competition venues to support the growth and development of the online gaming sector in India.

2.19. To collaborate with gaming federations, associations, and other bodies to train technical officials and gaming classifiers, enhancing the professionalism and efficiency of gaming management in India.

2.20 To allow ethical use of Artificial Intelligence (AI) in keeping with international practices and in order to optimise and enhance the skills of athletes.

2.21. To exercise full jurisdiction over matters pertaining to the selection of cities, venues, and locations for organizing national,

regional, and sub-continental gaming competitions and events related to SOG Federation.

2.22. The SOG Federation shall operate as a non-profit association, dedicated to the altruistic advancement of the online gaming sector in India, without primarily aiming at commercial gain.

2.23. Members of the SOG Federation shall not have any proprietary interest in the association's assets or surpluses, nor shall they receive any financial benefits from the association's resources, except as permitted by the Constitution and governing regulations.

2.24. All members of the SOG Federation Governing Board shall serve on a voluntary basis, in accordance with the guidelines established by relevant authorities. However, reimbursement of expenses incurred for official duties is permissible.

2.25 Adherence to Government of India IT Laws: The Skillhub Online Games Federation (SOG) hereby declares its commitment to compliance with the Government of India IT Laws 2023, as and when amended, particularly with regards to its role as a Self-Regulatory Body in the Online Gaming space. SOG shall operate in accordance with the provisions set forth by these laws, ensuring transparency, accountability, and ethical conduct in all its activities and initiatives.

2.26 To Promote ethical and responsible gaming with a yearly calendar, consisting of online gaming events (Olympiad/Premier League) scheduled (for the initial period of 10 years, subject to further extension by the SOG Board). Through these gaming events, the federation would promote responsible, fairplay and ethical gaming practices.

Skillhub Online Games Federation (SOGF) aligns with Olympic and Paralympics Vision and Mission:

1. To Promote the Values of Online Gaming:

- Advocate for the core values of excellence, inclusivity, and integrity within the online gaming community.
 - Encourage the balanced development of skills, strategy, and teamwork.
- 2. To Ensure the Regular Organization of Gaming Tournaments:**
- Organize and oversee competitive online gaming tournaments, ensuring they are conducted in accordance with the principles of fair play and sportsmanship.
- 3. To Encourage the Development of Gaming for All:**
- Promote mass participation in online gaming, making it accessible to people of all ages, genders, and abilities.
- 4. To Act Against Any Form of Discrimination:**
- Oppose any discrimination based on gender, race, ethnicity, or socio-economic status within the online gaming community.
- 5. To Lead the Fight Against Cheating and Exploitation:**
- Develop and implement policies to combat cheating, hacking, and the use of unauthorized software to ensure fair competition.
- 6. To Promote Gender Equality in Gaming:**
- Encourage and support the participation of women in online gaming at all levels.
- 7. To Protect and Support Gamers:**
- Ensure the health, safety, and well-being of gamers, providing support for their physical and mental health.
- 8. To Promote Sustainable Development in Gaming:**
- Encourage environmentally responsible practices within the gaming industry and promote sustainable development.

9. To promote and develop Olympic and Paralympic movement

- To develop and promote inclusive Society with barrier free accessible infrastructure useable for all without any discrimination.
- To promote, develop and encourage dope free and healthy society.

Objectives of the Skillhub Online Games Federation (SOGF):

1. To Promote Ethical Standards:

- Uphold the highest standards of ethics, fair play, and integrity in all online gaming activities.
- Eliminate all forms of cheating and corruption in online gaming.

2. To Foster Collaboration:

- Encourage cooperation among gaming organizations, developers, governments, and educational institutions to promote the values of online gaming.

3. To Encourage Peace and Understanding Through Gaming:

- Use online gaming as a means to promote peace, understanding, and dialogue among diverse communities and nations.

4. To Educate Youth Through Gaming:

- Use online gaming as a tool for education and personal development, fostering values such as teamwork, respect, and strategic thinking.

5. To Preserve the Digital Environment:

- Promote sustainable and environmentally friendly practices within the online gaming industry.

6. To Uphold the Rights of Gamers:

- Advocate for the rights and welfare of gamers, ensuring they have the opportunity to compete fairly and safely.

7. To Develop the Spirit of Competitive Excellence:

- Foster the development of a competitive spirit, encouraging gamers to strive for excellence and personal growth.

8. To Maintain Autonomy and Good Governance:

- Ensure the independence and self-governance of the Skillhub Online Games Federation, free from external interference.

9. To Enhance the Cognitive and Social Benefits of Gaming:

- Promote the cognitive, social, and emotional benefits of online gaming, recognizing its potential to enhance strategic thinking, problem-solving skills, and social connections.

Core Values:

1. Excellence:

- Striving for the best in gaming performance and setting high standards for skill and sportsmanship.

2. Inclusivity:

- Building an inclusive and diverse gaming community where everyone feels welcome and valued.

3. Integrity:

- Ensuring honesty, fairness, and transparency in all aspects of online gaming.

These aims and objectives are designed to guide the Skillhub Online Games Federation in fostering a competitive, inclusive,

and ethically sound online gaming environment, promoting the positive impact of gaming on society and individual development.

Article III: Marketing Rights, Intellectual Property, and Broadcast:

a. Acknowledge the authority of the SOG Federation to engage in International Marketing Programs (IMPs) in collaboration with partners and agencies, subject to consultation with relevant stakeholders and adherence to established intellectual property guidelines.

b. Uphold and safeguard the marketing rights of all sponsors associated with the SOG Federation's International and Nationwide Partnership Programs.

c. Respect and enforce the intellectual property guidelines established by the SOG Federation, ensuring the lawful and appropriate use of intellectual property within the online gaming sector.

d. Register the approved logos and symbols of the SOG Federation as trademarks to prevent unauthorized or unlawful usage, thereby protecting the integrity and reputation of the organization within the online gaming community.

e. Develop and implement comprehensive marketing strategies to promote online gaming activities, events, and competitions organized or endorsed by the SOG Federation.

f. Facilitate partnerships and collaborations with corporate sponsors, media agencies, and other relevant entities to enhance the visibility and reach of online gaming initiatives supported by the SOG Federation.

g. Ensure the fair and ethical use of marketing materials and promotional content related to online gaming, adhering to industry standards and regulations.

- h. Monitor and regulate the broadcast and distribution of online gaming events, ensuring compliance with broadcasting rights and intellectual property regulations.
- i. Explore innovative marketing channels, including digital platforms, social media, and influencer partnerships, to engage with diverse audiences and promote the online gaming sector effectively.
- j. Conduct market research and analysis to identify trends, opportunities, and challenges within the online gaming industry, informing strategic marketing decisions and initiatives.
- k. Provide guidance and support to online gaming stakeholders, including developers, publishers, and tournament organizers, to enhance their marketing capabilities and strategies.
- l. Collaborate with government bodies and regulatory authorities to advocate for policies and initiatives that support the growth and development of the online gaming sector, including marketing and promotional activities.

Article IV: Membership

4.1 Eligibility: Membership in the SOG Federation shall be open to organizations, institutions, National Sports federations, State / UT Sports Associations, independent Sport Boards and Govt Sports entities, clubs involved or interested in the online gaming, former International and National Sports Champions, Athletes' Commission representatives but not limited to gamers, developers, publishers, esports organizations, streaming platforms, and related industries.

4.2. Categories: Membership categories shall include but not be limited to:

- a. Individual Gamers: Any individual actively engaged in online gaming activities.

b. Game Developers: Companies or individuals involved in the creation and development of online games.

c. Esports Organizations: Organizations focused on organizing and promoting esports tournaments and events.

d. Gaming Platforms: Platforms providing online gaming services, including streaming, distribution, and community-building. The Gaming Platforms shall pay annual membership fees, as decided by the SOG Board, to participate in different SOG Federation initiatives and meetings.

e. Industry Professionals: Professionals working in various sectors of the online gaming industry, including marketing, legal, technology, and finance.

f. Affiliated Organizations: Non-profit organizations, academic institutions, and other entities with an interest in the development and promotion of the online gaming industry.

g. National and International Federations: International, National and State Sports Federations, International, National and State Paralympic bodies, including Sports federations of different national institutions, namely, Indian Army, Indian Railways etc.

4.3: There shall be two categories of Members viz. Full Members and Associate Members.

4.3.1. Full Members: (with voting rights)

SOG Federation shall include as Full Members with voting rights to those organizations that meet the following criteria:

4.3.1.1. Recognized State and Union Territory E-Gaming Associations and Esports Associations recognized by the SOG Federation, actively engaged in promoting and organizing esports events and activities.

4.3.1.2. National and State Sports Federations of India, including those for the differently abled athletes such as Paralympic Committee of India, Special Olympic Bharat, Indian Blind Sports

Association, All India Sports Council for Deaf etc.

4.3.2: Associated Members: (with no voting rights)

4.3.2.1 Various Government supported Agencies such as Sports Control Boards associated with promotion and development of sports which may include the online gaming sector.

4.3.2.2 Online Gaming Platforms and Developers contributing to the growth and development of the online gaming industry in India.

4.3.2.3 Professional Esports Teams and Organizations competing in national and international esports tournaments.

4.3.2.4 Individual Gamers with exceptional achievements and contributions to the esports community, as determined by the SOG Federation, with voting rights.

4.3.2.5 National Esports Leagues and Academies recognized by the SOG Federation and contributing to the professionalization of esports in India.

4.3.2.6. Online Gaming sports Clubs contributing to the growth and development of the online gaming industry in India.

4.3.2.6. All Associate Members, including and not limited to, online gaming platforms, game developers, academies, online gaming sports clubs, shall pay a one-time membership joining fees of Rs. 10,00,000 (Ten Lakh), followed by an annual membership fee of Rs. 5,00,000 (Five Lakh), that has to be renewed every successive year.

4.4: Rights of Members:

4.4.1 Full Members shall have the right to:

4.4.1.1 Vote and express their opinions at the General Assembly.

4.4.1.2 Nominate candidates for positions within the appropriate SOG Federation bodies.

4.4.1.3 Submit motions and proposals for consideration at the General Assembly.

4.4.1.4 Participate in all SOG Federation activities, provided they meet the eligibility criteria for the respective activity.

4.4.2 Associate Members shall have the right to:

4.4.2.1 Express their opinions at the General Assembly, except for the election to the Executive Committee.

4.4.2.2 Submit motions and proposals for consideration at the General Assembly.

4.4.2.3 Participate in all SOG Federation activities, provided they meet the eligibility criteria for the respective activity.

4.4.2.4 Nominate a representative to the Leadership Committee to ensure your company has a voice in the decision-making process of the federation.

4.4.2.5 Facilitate consultation with our advisory board experts to gain insights and advice from industry leaders.

4.4.2.6 Joint consultation with our legal partners on industry-wide litigation and opinions to navigate complex legal landscapes effectively.

4.4.2.7 Nominate a representative to the Standards Committee and other committees to influence industry standards and gain eligibility for our Seal and Certification Program, ensuring adherence to high-quality benchmarks.

4.4.2.8 Participate in member meetings to connect with other industry professionals and foster valuable relationships.

4.4.2.9 Contribute to and participate in policy advocacy, receiving regular updates on the policy landscape regarding online skill games to stay ahead of regulatory changes.

4.4.2.10 Access our comprehensive knowledge base and receive periodic updates on the industry and gaming landscape in India. Engage in knowledge-sharing workshops, initiate industry-

specific research projects, and contribute to our newsletter to stay informed and influential.

4.4.2.11 Gain a membership certificate and logo display on our website, and benefit from brand mentions in our public relations materials to enhance your company's visibility and reputation.

4.4.2.12 Undergo annual audits and reviews to ensure adherence to industry standards, maintaining high-quality operations.

4.4.2.13 Participate in collaborative events and competitions to showcase your innovations and connect with peers.

4.4.2.14 Access training programs and workshops for skill enhancement, ensuring your team stays ahead of industry trends.

4.4.2.15 Receive support for implementing indigenous technology interventions to enhance your gaming solutions.

4.4.2.16 Exclusive access to specialized certification programs for various aspects of game development and operation, adding credibility to your services.

4.4.2.17 Gain access to detailed market analysis and industry reports to inform your strategic decisions.

4.4.2.18 Become eligible for innovation grants and funding opportunities to support your company's growth and development.

4.4.2.19 Engage and collaborate with other industry players, fostering a strong, supportive gaming community.

4.4.2.20 Participate in game showcases and expos to highlight new developments and gain exposure for your latest innovations.

4.5 Rights and Responsibilities: Members shall have the right to participate in Federation activities, access resources, and vote in elections. Members shall also abide by the Federation's Code of Conduct and support its mission and objectives. Additionally, members may be required to pay dues or fees as determined by the Board of Directors or the Governing Body of the SOG

Federation.

NOTES:

1. No person against whom criminal charges have been framed by a competent court under any law of the Central or State Government which entail imprisonment of 2 years or more shall be admitted as a member.
2. No member against whom criminal charges have been framed by a competent court under any law of the Central or State Government which entail imprisonment of 2 years or more shall be deemed to be suspended from the membership and will continue to remain suspended till he is cleared of the charges and shall not be permitted to participate in any activity of SOG Federation or its member units during the period of his/her suspension.

4.6. Obligations of the Members: Members of the SOG Federation shall have the obligations to:

- 4.6.1 Advance, promote, and uphold the vision and mission as delineated in the “Objectives” of the SOG Federation in accordance with its By-Laws, Codes, Rules, and Regulations, and comply with all decisions made by the SOG Federation.
- 4.6.2. Recognize and respect the authority of the SOG Federation in selecting and registering esports athletes and officials for national and international competitions and events.
- 4.6.3. Fulfil the obligation to pay the annual membership fee as determined by the SOG Federation's policy, as approved by the General Assembly.

4.7 TERMINATION / SUSPENSION OF MEMBERSHIP:

4.7.1 Suspension of Membership:

The Governing Board of the SOG Federation shall have the authority to suspend the Membership for any of the following reasons:

a- Failure to fulfil obligations, including no-payment of the Annual Membership Fee, as determined by the General Assembly.

b-non-compliance with the criteria for Membership as outlined in the SOG Federation's Constitution.

c- Breach of the obligations of Members, as defined in the SOG Federation's Constitution (Article of Association).

d- Engagement in activities detrimental to the SOG Federation's interests, leading to defamation or displaying indiscipline behaviour towards any SOG Federation Office Bearer.

e- Prior to suspension, the Member shall be afforded the opportunity to present their case, either in person or in writing, to the Governing Board or its authorized representative.

f- The Governing Board shall report all suspension of membership to the General Assembly for ratification.

4.7.2 Termination of Membership:

A Member may be terminated under the following circumstances:

a- If a suspension is expected to extend beyond two (2) to four (4) consecutive years. The Governing Board shall propose to the General Assembly either continued suspension or termination of Membership.

b- Automatically upon the dissolution of the Member's organization.

c- If a member voluntarily withdraws Membership by submitting a written notice of resignation. The resignation takes effect upon delivery unless a later date is specified.

d- Automatically if the General Assembly determines, by a simple majority vote, that a member no longer meets the requirements for Membership as outlined above.

e- Automatically upon passing a resolution at a General Assembly meeting, supported by at least two-thirds (2/3) of the votes, to terminate the Member's membership. Termination requires good cause, including prejudice to the interests of the Organization or breach of the SOG Federation's Constitution, By-Laws, Codes, Rules, and Regulations.

f- Prior to any vote on termination, the Member shall have the right to be heard.

Article V: GENERAL ASSEMBLY:

a. The General Assembly serves as the official gathering of SOG Federation Members, capable of passing resolutions with the presence of at least one-third (1/3) of members with voting rights, constituting a quorum.

b- The General Assembly consists of the governing board, the CEO, honorary members from industry, and honorary members of different sports federations in India.

b. In the absence of a quorum at the start of a meeting:

- The Chairperson will declare the meeting postponed and reschedule it at a time and place agreed upon by those present.

- Decisions made without a quorum must be ratified at the next General Assembly.

- A postponed meeting may proceed with decisions made by present members, adhering to all notice and timeline requirements.

c. An Annual General Meeting shall occur yearly, determined by the Board in consultation with the President.

d. Only full members meeting criteria possess voting rights.

e. Additional members (e.g., Honorary, Recognized Federations) hold speaking rights at the General Assembly.

f. The General Assembly has authority to:

- Receive reports from the Governing Board.
- Approve minutes from previous Assemblies.

- Approve budget and Membership Fee policies.
- Consider and approve Nomination and Election procedures for Governing Board Members.
- Admit new Members to the SOG Federation.
- Approve auditing regulations and financial reports.
- Approve Bye Laws outlining Members' rights and obligations.
- Ratify amendments to the SOG Federation Constitution with a two-thirds (2/3) majority vote.
- Address any other pertinent business brought before the Assembly.

5.1: GENERAL ASSEMBLY PROCEDURE:

- a. Notice of a General Assembly must be provided at least 21 days prior to the meeting, with the agenda distributed alongside. Any amendments to the agenda can be made up to 10 days before the meeting.
- b. Motions must be submitted in writing to the Secretary General/President at least 12 days before the Assembly for inclusion in the supplementary Agenda.

5.2: SPECIAL ASSEMBLY PROCEDURE:

- a. Special Assembly meeting may be summoned at any time by the President of SOG Federation either by himself or through the CEO or by a simple majority of the Executive Body.
- b. Special Assembly meeting may shall be convened on written request by the President and Secretaries of the units entitled to vote, within one month from the date of receipt of such requisitions. If the President or the CEO of SOG Federation fails to convene the meeting, the requisitionists can convene the meeting under their own arrangement. In that meeting only the agenda mentioned in the original request shall only be discussed. summoned at any time by Motions must be submitted in writing

to the Secretary General/President at least 12 days before the Assembly for inclusion in the supplementary Agenda.

c. Minutes shall be drafted for each Assembly and signed by the Chairman and recording assistant.

d. Motions require a simple majority to pass, except for amendments to the SOG Federation Constitution or revocation of Membership, which need a two-thirds majority. A No-Confidence Motion against a Governing Board Member requires a three-fourths majority.

e. Meetings are chaired by the SOG Federation President or a designated Vice President.

f. The Board may suggest recommendations to the General Assembly on motions submitted by SOG Federation Councils.

g. Minutes of each Assembly are sent to the IOGF and available upon request.

h. Observers may attend the Assembly without voting or speaking rights.

i. Voting is conducted through secret ballot exclusively.

5.3: GOVERNING BOARD:

a. The governance of SOG Federation shall be entrusted to an elected Governing Board, comprising members chosen from the General Assembly through established nomination and election procedures, aligning with the National Sports Development Code, Government of India.

The Governing Board shall consist of the following positions:

Position	Number of Positions
Directors	
Managing Directors	

b. There shall be an Executive Committee which will directly

report to the Governing Board. The Executive Committee shall consist of the following positions:

Position	Number of Positions
President	
Vice-Presidents	
Secretary General	
CEO	
COO	
Joint Secretaries	
Treasurer	
Advisors	
Committee Members	
Online Gaming Representatives (Nominated)	10 (Including at least 4 female athletes without voting right)

Online Gaming Representatives: 10 (Including at least 4 female online gaming athlete), without voting rights. Selection of these athletes will be thorough consultations.

c. The term of office for Executive Committee Member will normally for a period of 4 years.

d. Elections for various positions in the Executive Council shall be conducted during the Annual General Meeting (AGM) or Special General Meeting (SGM) through secret ballot, with no provision for proxy voting.

e. The President may serve a maximum of twelve years in office, with or without a break.

f. The Secretary General and Treasurer can hold office for a maximum of two successive terms, each lasting four years, after which they must observe a minimum cooling-off period of four years before seeking re-election.

g. The President, Secretary General, and Treasurer will be considered Office Bearers of the SOG Federation and must retire from their positions upon reaching the age of 70.

- h. No Office Bearers of the SOG Federation may concurrently hold the post of Office Bearer in any other National Sports Federation.
- i. If the President, Secretary General, or Treasurer seek re-election for a second term, they must secure a 2/3rd majority of valid polled votes. Failure to obtain such majority results in loss of election, and the post will be filled through the normal election process.
- j. Government/MYAS orders shall apply to all employees of the Union and State, as well as employees of Government Undertakings/Autonomous Bodies, regarding holding elective office in the Federation, requiring prior NOC from their employers.
- k. All Executive Committee meetings shall be chaired by the President or a designated Vice President.
- l. In the absence of the President, or as necessary, one of the Vice Presidents, as determined by the Executive Committee, shall assume the President's duties.
- m. Governing Board Meeting will be held with a minimum 7-day prior notice with a pre-defined agenda of the meeting.

5.4: Responsibilities of the Governing Board:

All Office Bearers of the Governing Board shall serve on an honorary basis without receiving any remuneration.

The Governing Board shall possess full power and authority to represent the SOG Federation. In exercising this authority, the responsibilities of Governing Board Members shall include:

- a. Ensuring effective governance of the organization.
- b. Interpreting the vision set by the General Assembly.
- c. Approving SOG Federation policies.
- d. Ensuring the implementation of directions set by the Membership at the General Assembly.
- e. Setting the broad goals of the Strategic Plan and approving it.

- f. Monitoring the performance in delivering the goals.
- g. Deciding the SOG Federation's budget subject to approval by the General Assembly.
- h. Appointing a Chartered Accountant/CA Firm for auditing.

5.4.1 The President or two members of the Governing Board acting jointly, of whom one must be the Secretary General, legally represent the SOG Federation.

5.4.2 The President, the Secretary General, or the Governing Board may co-opt Eminent Members for a High-Powered Advisory Committee (HPAC) for a fixed period, not exceeding the normal electoral cycle. Up to ten (10) individuals may serve as part of the Non-elected HPAC without voting rights to promote and develop the online gaming sector. Such co-opted members ensure:

- a. The Governing Board appoints a HPAC with members possessing the necessary skills, expertise, and capabilities for effective fulfilment of SOG Federation objectives.
- b. Representation of diverse regions, disabilities, and gender balance within the Board is considered.

5.5: Online Gamer's Representation:

The SOG Federation will ensure representation of online gamers in its decision-making bodies as outlined below:

- a. Representatives of the Gamers Commission will constitute a minimum of 25% of the Governing Board. Gamers representation within the Governing Board will hold voting rights.
- b. The SOG Federation will establish a Gamers' Council. The primary role of the Gamers' Council is to provide feedback, advice, and advocate on behalf of gamers in all SOG Federation matters. Once established, the following procedures will be implemented:
 - i. Nomination procedures will align as closely as possible with the guidelines set as per Olympic Charter and/or with that of the National Olympic Committee/ National Olympic Committee.

ii. The Gamers' Council is empowered to submit motions to the General Assembly through the Governing Board.

iii. The SOG Federation's Gamers Council will establish connections with the IPC's or relevant region's Gamers Council if available.

Article VI: Governance

6.1 Board of Directors: The governance of the SOG Federation shall be overseen by a Board of Directors comprised of elected members from diverse sectors of the online gaming industry, including representatives from different membership categories.

6.2 Executive Committee: The Board shall elect office bearers of the Executive Committee to oversee the day-to-day operations of the Federation. These officers shall serve defined terms and may be re-elected or replaced as per the Federation's electoral procedures.

6.3 Committees: The Board may establish committees, sub-committees and working groups as may be necessary to address specific issues or initiatives within the online gaming industry, such as regulatory compliance, esports development, diversity and inclusion, and technological innovation. These committees shall be composed of members with relevant expertise and shall report to the Board on their activities and recommendations.

There shall be committees under the board to deal with various emerging issues, which namely are:

a. Working Committee

Chairperson: To be decided by the SOG Board.

Responsibilities:

- Oversee day-to-day operations of the SOG federation.
- Coordinate activities among different departments and committees.
- Monitor progress towards organizational goals.
- Address any urgent matters that require immediate attention.

b. Judicial Committee

Chairperson: To be decided by the SOG Board.

Responsibilities:

- Resolve disputes among members or between members and the federation.
- Enforce disciplinary actions when necessary.
- Hear appeals from decisions made by other committees.

c. Financial Committee

Chairperson: To be decided by the SOG Board.

Responsibilities:

- Oversee financial matters of the federation.
- Develop and monitor budgets.
- Ensure transparency and accountability in financial transactions.
- Provide financial reports to the federation's members.

d-Legal and Ethics Committee

Chairperson: To be decided by the SOG Board.

Responsibilities:

- Develop and enforce ethical standards for the federation and its members.
- Investigate any allegations of ethical misconduct.
- Provide guidance on ethical dilemmas.

e- Anti-Doping Committee

Chairperson: To be decided by the SOG Board.

Responsibilities:

- Implement anti-doping policies based on instructions from NADA and WADA.

- Conduct doping tests on athletes.
- Educate athletes and coaches about the dangers and consequences of doping.
- Enforce penalties for doping violations.

f- Sexual Harassment Committee

Chairperson: To be decided by the SOG Board.

Responsibilities:

- Address complaints of sexual harassment within the federation.
- Provide support and resources to victims of harassment.
- Conduct investigations into allegations of harassment.
- Recommend disciplinary actions as necessary.

g- Online Gaming Athletes Commission

Chairperson: To be decided by the SOG Board.

6.4 Decision-Making: Decisions of the Board of Directors shall be made by majority vote, with each member having one vote. In the event of a tie, the presiding officer shall cast the deciding vote. The Board shall strive to reach decisions through consensus whenever possible, prioritizing the best interests of the Federation and its members.

Article VII: Code of Conduct

7.1 Ethical Gaming: Members of the SOG Federation shall uphold principles of fair play, integrity, and sportsmanship in all gaming activities, including but not limited to online competitions, tournaments, and events. This includes refraining from cheating, hacking, or engaging in any form of unfair advantage-seeking behavior.

7.2 Respect and Inclusivity: Members shall treat all individuals with respect and dignity, regardless of race, ethnicity, gender, sexual orientation, religion, or ability. Discrimination,

harassment, or bullying of any kind shall not be tolerated within the Federation, and members found in violation of this principle may face disciplinary action.

7.3 Responsible Gaming: Members shall promote responsible gaming practices and work to mitigate the risks of gaming addiction and harmful behaviour. This includes providing resources and support for individuals struggling with gaming-related issues and advocating for policies and initiatives aimed at promoting mental health and well-being within the gaming community.

7.4 Transparency and Accountability: Members shall conduct themselves with transparency and honesty in all their dealings within the Federation, including financial transactions, decision-making processes, and communication with stakeholders. Any conflicts of interest shall be disclosed and managed appropriately to ensure the integrity and credibility of the Federation.

Article VIII: Advocacy and Education

8.1 Policy Advocacy:

c. Engage with relevant government bodies, regulatory agencies, and policymakers to advocate for policies and regulations that support the growth, innovation, and inclusivity of the online gaming industry in India.

d. Address key issues such as taxation, licensing, consumer protection, and esports development to create a conducive environment for the sustainable development of the industry.

e. Solicit input and feedback from Federation members and stakeholders to inform advocacy efforts and ensure alignment with industry needs and priorities.

f. Collaborate with industry associations, academic institutions, and other stakeholders to leverage collective expertise and influence in shaping regulatory frameworks and policies.

8.2 Education and Outreach:

- c. Develop and implement educational resources and training programs tailored to the needs of Federation members and the wider gaming community.
- d. Offer workshops, seminars, webinars, publications, and online resources covering various topics such as game design, esports management, legal and regulatory compliance, and player health and safety.
- e. foster awareness and understanding of online gaming principles and best practices among stakeholders through targeted outreach initiatives and community engagement efforts.
- f. Promote responsible gaming practices and ethical conduct among players, developers, and other industry stakeholders through educational campaigns and awareness-raising activities.
- g. Collaborate with schools, universities, and other educational institutions to integrate gaming-related curriculum and training programs that support skill development and career opportunities in the gaming industry.

Article IX: Amendments

9.1 Amendments: These by-laws may be amended by a two-thirds majority vote of the membership, provided that notice of the proposed amendment has been given to all members at least thirty days in advance. Proposed amendments shall be reviewed and approved by the Board of Directors before being presented to the membership for consideration.

9.1.1 FINANCES

Management of Funds:

- a. The Treasurer of the SOG Federation shall assume responsibility as the custodian for managing the committee's

finances. They are tasked with ensuring proper maintenance of the accounts and regular auditing.

b. Preparing the Monthly/Annual Budget of the SOG Federation falls under the Treasurer's purview. They must present it in the meetings of the Governing Board / General Assembly for approval as required. Moreover, adherence to government tax policies including TDS, VAT, GST, Service Tax, Income Tax, etc., must be ensured.

c. The SOG Federation must maintain a bank account registered in its name, accessible exclusively by the Treasurer. Access may be granted to other authorized signatories as per the resolution of the Governing Board.

d. Sources of revenue may include government funding (Grant in Aid), sponsorships, donations, CSR funds, and membership fees/subscriptions.

e. Funds are allocated towards various expenses, such as gamers/team participation in competitions (e.g., travel, equipment, competition fees), coach and classifier training, national promotion of the online gaming sector, and administrative costs.

f. The SOG Federation must submit audited accounts and financial reports to the Board annually. These reports shall be available upon request by the IPC and other relevant authorities in compliance with international and national legislation.

g. To facilitate international fund transfers, the SOG Federation's bank account is designated to receive and transfer funds globally.

h. An independent Chartered Accountant or recognized auditor appointed by the Board conducts an annual audit of the SOG Federation's accounts to ensure compliance and transparency.

i. Full compliance with government financial regulations and transparency laws is imperative for the SOG Federation.

j. Upon the Treasurer's request, the Governing Board may establish a Finance Committee comprising finance experts to

offer recommendations and advice on financial matters, provided it aligns with existing guidelines.

k. The financial liability of SOG Federation members is generally limited to their total membership fee. The discharge of financial liabilities of the Governing Board occurs following the approval of Annual Audited Accounts by the Annual General Body Meeting (AGM) / General Body Meetings.

Article X: Dissolution

Dissolution Process:

10.1. The dissolution of the SOG Federation and online gaming may be initiated by:

10.1.1 An Extraordinary General Assembly convened explicitly for this purpose. A two-thirds (2/3) majority vote of the total members present is required to pass the dissolution resolution. The Assembly will also determine the liquidation procedure and the allocation of remaining assets.

10.1.2 Automatic dissolution upon termination by the IPC, as recommended by the IPC General Assembly, in accordance with the prevailing Laws of the Land.

10.2. Utilization of Assets:

10.2.1. In the event of the SOG Federation and online gaming's dissolution and the cessation of its current objectives, its assets shall be transferred to either a legal entity of public law or another tax-privileged incorporated body. These assets must be utilized to further promote and support online sports initiatives. Post-dissolution, the assets of the SOG Federation and online gaming must be dedicated to tax-privileged purposes. Any decisions regarding the future utilization of assets require approval from the tax office, Registrar of Societies, or as directed by the court.

Article XI: Adoption

11.1 Adoption: These by-laws shall be adopted upon approval by a majority vote of the founding members of the SOG Federation. Subsequent amendments or revisions to the by-laws shall also require approval by the membership as outlined in Article VI.

Article XII: Effective Date

12.1 Effective Date: These by-laws shall take effect immediately upon adoption by the founding members of the SOG Federation.

Approved and Adopted by the Board of Directors on [Date]