



Game Designer Association

Spiele-Autoren-Zunft e.V.

Bylaws

▶ § 1 Name, Registered Office, Fiscal Year

1. The association shall be known as "Spiele-Autoren-Zunft" (Game Designer Association). It shall be entered into the register of associations. From registration on, the official name shall be "Spiele-Autoren-Zunft e.V."
2. The association has its registered office in Göttingen.
3. The fiscal year of the association is the period from April 1st to March 31st.

▶ § 2 Purpose of the Association

1. The SAZ represents the rights and interests of game designers. It promotes new game designers and advocates the strengthening of the cultural assets of games in society.
2. Resources of the association may be used only in accordance with the bylaws of the association. No person may be favored through expenditures exceeding the purposes of the association, or through disproportionately high compensation.

▶ § 3 Attainment of Membership

1. Membership is open to any individual person.
2. The requisite for attaining membership is a written application, addressed to the Executive Board. An application by fax or email is also deemed written.
3. The Executive Board decides on the application for membership at its own free discretion. A refusal of the application can occur only with the approval of the Administrative Board. If admission is refused, the association has no obligation to inform the applicant of the reasons for this.
4. On the recommendation of the Executive Board, the General Assembly can appoint honorary members. Honorary members always have voting rights.

▶ § 4 Voting Rights

1. Only those members who have published at least one game have voting rights. The game can be published through a game company, or self-published, or published in a book or public newspaper / magazine. Games released solely for the purpose of documenting the work are not deemed published.
2. Each member of the association has to provide proof to the Executive Board, on request, regarding the game publication. If there are any doubts about the publication, the decision on the member's voting rights resides with the Executive Board.
3. A member without a publication can also be granted voting rights by resolution. The requisite is that the applicant's membership has been in existence for at least one year. The application has to be made in writing. The request is decided upon by the General Assembly.

▶ § 5 Termination of Membership

1. Membership can end through death, expulsion, deletion from the members' register, or the member's resignation from the association.
2. The resignation is effected through a written statement to the Executive Board. The resignation becomes effective upon receipt of the statement. If a resignation occurs prior to the end of the fiscal year, the member of the association is not entitled to a proportionate refund of membership fees, paid according to § 6.
3. Any member who falls into arrears on the payment of membership fees can, by decision of the Administrative Board, be deleted from the members' register if he/she does not pay the arrears after having been notified twice in written form. The first reminder can also be sent by email. The requisite for the deletion is the passing of two months following the sending of the second reminder, and that the second reminder contained a warning about the possible deletion. The member must be notified of the decision of the Administrative Board regarding the deletion.
4. If a member culpably infringes on the interests of the association, he/she can be expelled from the association by decision of the Administrative Board. The Administrative Board has to have given him/her the opportunity to give his/her account prior to this. The decision of the Administrative Board needs to be in writing and has to be sent to the member by mail. The member can appeal the decision to the

Administrative Board within one month after receipt of the decision. If the appeal has been filed in due time, the General Assembly, on its next meeting following the expulsion, makes the final ruling on the expulsion.

▶ § 6 Membership Fees

1. Members are required to pay an annual fee. In special circumstances, assessments may be levied on each member.
2. The amount of the annual fees and assessments is set by the General Assembly.
3. The fees have to be paid by the members yearly in advance.
4. Honorary members are exempt from the obligation to pay the fees and assessments.
5. The Executive Board can, on request, grant a member of the association complete or partial exemption from the fees or assessments, or defer payment.
6. If the decision is made to levy assessments, any member of the association can summarily cancel membership in the association within two weeks after having been informed of the levying of the assessment. Anyone who exercises the right to cancel in the prescribed time does not have to pay the assessment stipulated.

▶ § 7 Branches of the Association

1. The branches of the association are the Executive Board, the Administrative Board, and the General Assembly.
2. The Executive Board can appoint and dissolve working committees. Working groups are appointed and dissolved by the General Assembly. Working groups are permanent commissions for recurring or long-term tasks; working committees are formed to carry out temporary projects. The full particulars are set out in rules of procedure that are enacted by the Executive Board.

▶ § 8 Executive Board

1. The Executive Board consists of the first chairperson, the second chairperson and the treasurer. The Executive Board can, by unanimous vote, appoint up to two more board members from the circle of the chairpersons of the working groups who must meet the requirements of eligibility for membership on the Executive Board (§ 10). The term of office of the additionally appointed members of the Executive Board concludes with the next election of the Executive Board.
2. The association is represented by a member of the Executive Board judicially and extra-judicially. The power of representation of the Executive Board is limited insofar as the Executive Board requires the approval of the Advisory Council for legal transactions with a commercial value of more than 1,250 Euro, and the approval of the General Assembly for legal transactions with a commercial value of more than 2,500 Euro.

▶ § 9 Responsibility of the Executive Board

1. The Executive Board is responsible for all matters of the association unless they have been assigned to the Administrative Board or the General Assembly by these bylaws. In particular, the Executive Board has the following duties:
 - a) Preparing the general meeting
 - b) Convening the general meeting
 - c) Establishing the agenda of the general meeting
 - d) Executing decisions of the Administrative Board and of the General Assembly
 - e) Accounting
 - f) Generating the annual report
 - g) Making decisions on the admission of members
 - h) Appointing the Advisory Council
2. In all matters of particular importance, the Executive Board has to call for a decision by the Administrative Board.

▶ § 10 Election and Term of Office of the Executive Board

1. The Executive Board is elected by the General Assembly. The election is in force for a period of two years, calculated from the date of the election. However, the current Executive Board remains in office until the election of the new Executive Board, in any case. Each member of the Executive Board has to be elected individually. The office of a member of the Executive Board automatically ends in the case of the member's termination of membership in the association.

2. Only members with voting rights who have published at least three games can be elected to the Executive Board. A game is deemed published if it has been published through a game company, or self-published, or published in a book or public newspaper/magazine.
3. If a member of the Executive Board resigns early, the Executive Board elects a successor for the remainder of the resigned member's term of office. The successor must be approved by the General Assembly at the next general meeting. If this approval is not accomplished, the entire Executive Board has to be elected anew. In this case, the term of office of the current Advisory Council ends as well. The new Advisory Council is appointed by the Executive Board that has to be elected anew. This subsection does not apply to members of the Executive Board who have been appointed according to § 8 subsection 1 sentence 2.
4. The Executive Board can be voted out by the General Assembly at a general meeting by a two-thirds majority of the members present who have voting rights (excluding members of the Executive Board). In this case, the entire Executive Board has to be elected anew. The term of office of the Advisory Council ends as well. The new Advisory Council is chosen by the new Executive Board.

▶ **§ 11 Meetings and Resolutions of the Executive Board**

1. The Executive Board makes resolutions at meetings or by written procedure. These meetings are convened by the first chairperson or, if he/she is unavailable, by the second chairperson. The agenda does not have to be announced. A period of not less than one day between convening and holding the meeting shall be observed.
2. The Executive Board constitutes a quorum if at least half of its members are present. Decisions are made by the majority of the valid votes that have been cast.
3. If more than half of the members of the Executive Board agree, the Executive Board can also make decisions by email or telephone. The first chairperson has to document, in writing, the decisions made.

▶ **§ 12 Administrative Board**

1. The Administrative Board consists of the members of the Executive Board and the Advisory Council. The Advisory Council consists of four members. The Advisory Council is appointed by the Executive Board. Furthermore, § 10 subsection 1 sentences 2 to 5 and subsection 3 sentence 1 apply to the Advisory Council accordingly. Only members of the association can be appointed to the Advisory Council. For each additional member of the Executive Board according to § 8 subsection 1 sentence 2 and 3, an additional member of the Advisory Council must be appointed.
2. The Administrative Board constitutes a quorum if at least half of its members are present, of which at least two need to be members of the Executive Board. Resolutions are passed by a majority of votes. In the event of a tie, the first chairperson has the deciding vote. If the first chairperson is absent, the second chairperson has the deciding vote; otherwise, the treasurer has the deciding vote. With regard to the meetings and decisions of the Administrative Board, § 11 subsections 1 and 3 apply accordingly; subsection 3 applies with the proviso that the Administrative Board can make decisions also by email or telephone if more than half of its members agree, of which at least two need to be members of the Executive Board.

▶ **§ 13 Responsibility of the Administrative Board**

The Administrative Board has to discuss and decide on important matters of the association; in particular, it is responsible for the following tasks:

1. Making decisions on legal transactions with a commercial value from 1,250 Euro to 2,500 Euro
2. Making decisions on the deletion and expulsion of members
3. Making decisions in other matters that have been presented by the Executive Board
4. Making the final ruling on the refusal of an application for membership

▶ **§ 14 General Assembly**

1. In the General Assembly, each member with voting rights has one vote.
2. The General Assembly is responsible for the following matters:
 - a) Accepting the annual report of the Executive Board
 - b) Releasing the Executive Board
 - c) Setting the amount of membership fees and assessments
 - d) Electing and recalling members of the Executive Board
 - e) Making decisions on amendments of the bylaws and the dissolution of the association
 - f) Making the final ruling on the appeal of a decision of expulsion made by the Administrative Board
 - g) Appointing honorary members

- h) Making decisions on legal transactions with a commercial value of more than 2,500 Euro.
- i) Making decisions on members' applications for voting rights

▶ § 15 Convening of the General Meeting

1. A regular general meeting shall be held at least once per year, and must be held every two years at the minimum. The members need to be informed about the exact time, place and agenda, in written form or by email, no later than four weeks prior to the general meeting.
2. Any member can request of the Executive Board an addition to the agenda, in written form or by email, no later than two weeks prior to the general meeting.
3. The chairperson of the meeting has to give notice of the addition at the beginning of the general meeting. If requests for additions to the agenda are made during the general meeting, the General Assembly decides on whether the addition is put on the agenda.

▶ § 16 Extraordinary General Meeting

If the association's interest requires it or if one quarter of the members with voting rights apply to the Executive Board in writing for the holding of an extraordinary general meeting, citing purpose and reasons, the Executive Board must convene an extraordinary general meeting.

▶ § 17 Passing of Resolutions by the General Assembly

1. The general meeting is chaired by the first chairperson of the Executive Board, or, in the event that the first chairperson is unable to attend, by the second chairperson or by the treasurer. If no member of the Executive Board is present, the General Assembly determines the chairperson of the meeting by simple majority. During voting, the chair of the meeting can be assigned to an electoral committee for the duration of the ballot.
2. The chairperson of the meeting determines the form of voting. If one third of the members present who have voting rights apply for a written ballot, this must be complied with.
3. The General Assembly constitutes a quorum regardless of the number of members present.
4. The General Assembly passes resolutions by simple majority of the valid votes cast. Abstentions do not count. For voting on an amendment of the statutes or dissolution of the association, a three-quarter majority of the valid votes cast is required.
5. At the end of a voting procedure, the individual who has received more than half of the valid votes cast and accepts the result of the voting is elected. If no person has received more than half of the valid votes cast, a run-off vote takes place between the two candidates who got the most votes. The individual who then gets the most votes is elected. In case of a tie, both candidates roll the dice; the candidate with the higher number is elected. The acceptance of the election is done orally immediately after the vote if the elected persons are present. Persons who are absent can be elected only if they have notified the Executive Board in written form, prior to the voting procedure, of their willingness to accept. The acceptance of the election of absentees is then done by written declaration that has to be given to the Executive Board by the elected persons after the voting procedure.
6. Resolutions passed by the General Assembly must be recorded. The minutes have to be signed by the chosen recording secretary. At the beginning of the general meeting, the recording secretary has to be voted on by the General Assembly by simple majority.

▶ § 18 Dissolution of the Association

1. The dissolution of the association can be decided upon only by the General Assembly with a three-quarter majority of the valid votes cast. In the event of dissolution, cancellation or abolition of the purpose of the association, the assets of the association are conferred to the municipality of Göttingen, with the stipulation that it be used directly and exclusively for charitable purposes.
2. The first and the second chairperson together act as liquidators and are authorized to represent the association, unless the General Assembly decides otherwise.
3. The regulations above apply accordingly if the association is dissolved for any other reason or loses its legal capacity.

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