Spiele-Autoren-Zunft e.V.
Game Designers Association

BYLAWS

§ 1 Name, Registered Office, Fiscal Year

1. The association shall be known as "Spiele-Autoren-Zunft" (Game Designers Association), abbreviated "SAZ".
2. The association has its registered office in Göttingen and has been registered at the Göttingen local court under number VR 1965.
3. The fiscal year of the association is the period from April 1st to March 31st.

§ 2 Purpose of the Association

1. The Game Designers Association (SAZ) is an interest and professional organisation that represents the rights of game designers in public and in dealings with publishers and other users of their work. It promotes aspiring game designers and is committed to strengthening the cultural asset of games in society.
2. The association undertakes the following for the purpose of the organization:
   a) The SAZ furthers the exchange of information and experiences among its members, as well as their advanced education. In this context, it promotes the formation of regional groups and also uses digital information services, such as e-mail, to inform its members.
   b) The SAZ provides advice to its members on all matters of their activities as game designers, especially regarding contracts and royalties – also with the help of a legal professional.
   c) In its capacity as an association of originators, the SAZ represents the interests of its members towards users of the work and their organizations and can make common remuneration arrangements with them according to § 36 of the German Copyright Act.
   d) The SAZ can become a member of other national and international organizations and collaborate with them.
   e) The SAZ is committed to promoting analog gaming culture and upholding the principles of democracy, tolerance, and respect for human dignity.

§ 3 Attainment of Membership

1. Regular membership is open to any game designer. Only regular members have active voting rights in the General Assembly.
2. A game designer is, by definition, somebody who has published one or more games or has developed them as unpublished prototypes. Proof must be provided on joining or on change of status.
3. Sponsoring membership is open to any individual or corporate entity that seeks to support the association and its goals. Sponsoring members have no voting rights but may participate in the General Assembly. General restrictions on services and information shall be established in writing by the Executive Board.
4. The application for membership has to be submitted in written form. The Executive Board decides on the application. A refusal of the application can occur only with the agreement of the Extended Board.
5. On the recommendation of the Executive Board, the General Assembly can appoint honorary members. Honorary members have the same active voting rights as regular members.
6. The membership runs for an indefinite time and is automatically extended for another year, unless it is canceled by March 31, at the latest, of the current fiscal year.

§ 4 Termination of Membership

1. Membership can end through the member's resignation from the association, her/his expulsion or death.
2. Resignation shall be made by written declaration to the Executive Board. The resignation is effective – unless otherwise stated ¬– at the end of the fiscal year. If a resignation is made with immediate effect before the end of the fiscal year, the member of the Association shall not be entitled to a pro rata refund of any membership fee paid in accordance with § 5.
3. Any member who falls into arrears on the payment of membership fees can, by decision of the Executive Board, be excluded from the members' register if he/she does not pay the arrears after having been notified twice in written form. The member has to be notified of the decision regarding the exclusion.
4. If a member culpably infringes on the interests of the association, he/she can be expelled from the association by decision of the Extended Board. Prior to this, he/she has to be given the opportunity to give his/her account. The decision needs to be explained in writing and has to be sent to the member by mail. Among other things, a behavior considered detrimental to the association is any injury to the reputation of the association or of individual members in the scope of their activities in the association, as well as disregard for the bylaws and decisions of the association.
5. In case of expulsion because of an infringement of the interests of the association, the member can appeal the decision to the Extended 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.

§ 5 Membership Fees

1. Members are required to pay an annual fee; the amount of the annual fee is set by the General Assembly and has to be paid in advance at the beginning of the fiscal year.
2. Honorary members are exempt from the obligation to pay the fees.
3. On request, the Executive Board can defer payment for a member of the association.

§ 6 Branches of the Association

1. The branches of the association are the Executive Board, the Extended Board, and the General Assembly.
2. The activities of the association take place in the regional groups and the project groups, as well as in the Internet forum. The strength of the association grows from the commitment and actions of all members.

§ 7 Executive Board

1. The Executive Board consists of three persons: The Chairman and two Vice-Chairmen.
2. The association is represented by one member of the Executive Board judicially and extra-judicially; it can also be represented by the Manager as a special representative according to § 30 BGB (German Civil Code). The scope of action set forth in the financial regulations applies to legal transactions.
3. The Executive Board can establish project groups for specific tasks. In addition, it fosters the development of regional groups in Germany and other countries. The Executive Board regularly keeps in contact with the regional groups and project groups.
4. To strengthen the international presence of the SAZ, the Executive Board can arrange cooperation with regional groups of game designers in other countries that are not part of the SAZ. The General Assembly decides on the status of such groups and the forms of collaboration and their representation in the bodies of the association.
5. The Executive Board sees to the cooperation with other organizations and institutions within the game business as well as at the social and political level.
6. For the management of the association, the Executive Board can conclude contracts with suitable persons. These persons can, but do not have to be members of the association or of the Board. The management is bound by instructions from the elected Executive Board.

§ 8 Responsibility of the Executive Board

1. The Executive Board is responsible for all matters of the association, the current operations and all decisions unless they have been assigned to the Extended Board or the General Assembly by these bylaws. In all matters of particular importance, the Executive Board consults with the Extended Board. In particular, the Executive Board has the following duties:
   a) Preparing and convening the general meeting in written form, including an agenda
   b) Executing decisions of the Extended Board and of the General Assembly
   c) Overseeing the accounting by the registered office
   d) Generating the annual report
   e) Making decisions on the admission and exclusion of members according to § 4 subsection 3
   f) Appointing the Advisory Council
   g) Installation of project groups

§ 9 Election and Term of Office of the Executive Board

1. The Executive Board is elected by the General Assembly. Whoever receives the most votes is elected. Each board member must be elected individually; however, the General Assembly may decide that a block election is permissible. The results of the election are in force for a period of two years, calculated from the date of the election. However, the current Executive Board remains in place until the election of the new Executive Board, in any case. The position of a member of the Executive Board automatically ends in the case of the member's termination of membership in the association.
2. Only regular members who have published at least three games and do not work at the same time as publishers of other game designers' works or as employees of game companies 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 a 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.
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).

§ 10 Meetings and Resolutions of the Executive Board

1. The Executive Board makes resolutions at meetings, through telephone and video conferences or emails, or by written procedure. These meetings or conferences are held regularly or convened as needed, with an announced agenda, by a member of the Executive Board in due time.
2. The Executive Board constitutes a quorum if at least two of its members take part. Decisions are made by the majority of the valid votes that have been cast. One of the members of the Executive Board has to document, in writing, the decisions made.

§ 11 Extended Board

1. The Extended Board consists of the members of the Executive Board, the Advisory Council and the representatives of other countries.
2. The Advisory Council consists of at least four members and also the representatives of groups in other countries specified in § 11.3. The members of the Advisory Council are appointed by the Executive Board for the term the Executive Board is in office. The members of the Advisory Council have to be regular members of the association who do not work at the same time as publishers of other game designers' works or as employees in game companies.
3. Members from other countries who have formed a SAZ regional group of at least 20 members can send one of their elected representatives to the Extended Board.
4. The Extended Board constitutes a quorum if at least half of its members take part, of which at least two need to be members of the Executive Board. Resolutions are passed by a majority of votes which must be carried by at least two members of the Executive Board. With regard to the meetings and decisions of the Extended Board, § 10 applies accordingly.
5. The term of office of the Advisory Board shall end automatically upon the election of a new Executive Board or upon its dismissal.

§ 12 Responsibility of the Extended Board

The Extended Board discusses and decides on important matters of the association; in particular, the Extended Board is responsible for the following tasks:

a) Making decisions on any legal transaction that requires approval according to the financial regulations
b) Making decisions on the expulsion of members
c) Making the final ruling on the refusal of an application for membership
d) Appointing members to negotiating and arbitration committees according to § 2 subsection 2c
e) Decision, in which form a General Assembly takes place

§ 13 General Assembly

1. In the General Assembly, each regular member has one vote.
2. The General Assembly can take place as a physical, virtual or hybrid (partly virtual) event. The decision on this is made by the Extended Board.
3. Every regular member can authorize another regular member to execute his voting rights – on condition that the authorized member can vote personally and not virtually. The proxy statement has to be granted separately for every general meeting; one member may be an authorized proxy for no more than two other members. The proxy statement is only effective if it is not restricted as to content and has been granted in written form for all votes and all elections during one general meeting.
4. The General Assembly is responsible for the following matters:
   a) Accepting the annual report of the Executive Board and releasing the Executive Board
   b) Setting the amount of membership fees and the financial and management regulations
   c) Making decisions on the budget for the respective fiscal year
   d) Electing and recalling members of the Executive Board
   e) Electing a reviser (auditor)
   f) Making the final ruling on the appeal of a decision of expulsion made by the Extended Board
   g) Appointing honorary members
   h) Making decisions on legal transactions that require the approval of the General Assembly according to the financial regulations
   i) Making decisions on the acceptance of negotiation results according to § 2 subsection 2c

§ 14 Convening of the General Meeting

1. A regular general meeting should 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 or the medium 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 and can submit proposals, in written form or by email, no later than two weeks prior to the general meeting. This period is mandatory for motions regarding an amendment of the statutes and for the dissolution of the association.

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.

§ 15 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.

§ 16 Passing of Resolutions by the General Assembly

1. The general meeting is chaired by one of the members 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 or electoral chairperson for the duration of the ballot.
2. The General Assembly constitutes a quorum regardless of the number of members present.
3. 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-quarters majority of the valid votes cast is required. If one third of the members present who have voting rights request a secret, written ballot, this must be complied with.
4. 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. 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 given to the Executive Board.
5. 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.

§ 17 Finances and Use of Resources

1. The association does not pursue a commercial profit.
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. Members of the Extended Board may receive appropriate compensation for time and/or work expended.
3. Members who assume an office in the SAZ work on a voluntary basis, but are entitled to have their expenses reimbursed. To compensate these costs and the expenditure of time, appropriate fixed rates can also be set for expenses.
4. All details regarding the use of funds, remunerations and the reimbursement of expenses are stipulated in the Financial Regulations decided on by the General Assembly.
5. Cash management and bookkeeping is the responsibility of the management, monitoring is carried out by the Executive Board and the reviser as auditor.

§ 18 Data Protection

Data protection is an important concern for the association. Implementation in accordance with legal requirements is defined by the Executive Board and management in a separate data protection guideline.

§ 19 Dissolution of the Association

1. The dissolution of the association can be decided upon only by the General Assembly with a three-quarters 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 Chairman and the two Vice-Chairmen 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.