

Bylaws of European Games Developer Federation (ekonomisk förening)

§ 1 Name

The name of the association is European Games Developer Federation (ekonomisk förening).

§2 Purpose and activities

The associations of developers of computer games in the European community have formed this association as a European Federation to promote and represent the economic and political interests of computer game developers at the European level.

Developers of computer games are enterprises whose primary activities are the production, development and completion of computer games. A special focus is thereby set upon independent developer studios and their specific interests. Developers of computer games are not primarily publishers of computer games.

Associations of computer game developers are associations or companies which mainly have the purpose to support the interests of game developers. They may have Members outside of the game industry, such as educations or film producers.

The Federation will:

- represent the interests of the developers of video and computer games on any platform at the European level and promote their financial and ethical interests as well as actively support their advancement,
- analyse all problems and issues facing the industry and formulate appropriate and acceptable policies,
- exchange information and know-how between the Members,
- enable and promote commercial relations between the European developers, and
- maintain an information network for a continuous dialogue between the associations and their Members.

The Members take part in the work by benefiting from it and through their own work in accordance with the bylaws and decisions by the Board and the General Assembly.

The activities of the Federation are supported by the contributions of the Members as well as by external parties in accordance with the objectives of the Federation.

§ 3 Seat of the Board

The Board has its seat in Malmö.

§ 4 Membership

- (1) Members of the Federation are national or federal game developer associations.
- (2) Per member state in the European Union or any other autonomous state within Europe only one national organisation can be a Member of the Federation. Should several organisations claim the national representative status, the Board shall in writing require the parties to find a solution within three months. If the situation remains unresolved after this period the General Assembly decides by qualified majority vote.
- (3) Associations which cover several states can choose to represent each state separately or jointly, provided that their contributions are in coherence, and are accepted for such representation by qualified majority of the General Assembly.
- (4) Applications for Membership are approved by the General Assembly after the applicant is recommended for Membership by the Board, and admitted by qualified majority decision.

§ 5 Contributions of the Members

Each Member is expected to contribute to the work of the Federation as decided by the General Assembly.

All Members are furthermore expected to pay capital and fees according to the bylaws and the decisions by the General Assembly, and also otherwise act in accordance with the bylaws and decisions of the Federation.

Members are not liable for the debts of the association.

§ 6 Members' capital

Each Member is required to contribute to the Federation's capital with EUR 10 (ten). The amount is to be paid in cash at the inclusion of the Member.

§ 7 Annual fee

Each Member will each year contribute to the Federation with the annual fee set by the General Assembly, although no more than EUR 10,000 (ten thousand). An increase of the annual fee requires a qualified majority decision. Payment of the fee is to be made as the Board instructs.

§ 8 Membership rights

The rights bestowed by Membership can not be permanently transferred. Voting rights for a specific meeting can be ceded to be exercised by another Member. This must be announced in writing in advance to the Board. No-one may exercise more than one ceded right to vote in addition to their own right to vote.

Members are required to pay the annual fee within one month after the annual General Assembly or they can not vote until their annual fee has been paid.

The working language of the Federation is English and all Members have the right to communicate and be communicated with in English. Messages to the Members can be sent by post or by e-mail where not otherwise specified.

At any given time, each Member has the right to demand information about the business and activities of the Federation from the Board, as well as to inspect the books and business documents of the Federation. The Board has to produce and supply appropriate copies. All Members have the right to attend any Board meetings and to speak at these.

§ 9 Board

The Board consists of three to five natural persons, each representing different Federation Members. The exact number of Members of the Board is decided by the General Assembly by qualified majority before the election. The Board is elected by the General Assembly with simple majority for the period up to and including the next annual General Assembly.

A Board Member can be expelled or re-elected by simple majority decision of the General Assembly. In the event a Board Member ceases to be a representative of a Member, he or she automatically ceases being a Board Member.

The Board is required to give quarterly reports to the Members.

The Board should meet no less than four times a year. The meetings of the Board is expected to change between the countries of the Members as far as possible. All Members will be informed of upcoming Board meetings well in advance.

The Board decides on the guidelines of the daily activities, and may take decisions by e-mail and in telephone conferences. If votes are tied the vote of the Chairman decides.

§ 10 Signatory

The Board, as well as individuals or a group of individuals so appointed by the Board, are the signatories of the Federation.

§ 11 Management

The Federation may appoint a managing director who carries the title General Secretary. The General Secretary is appointed, instructed, and can be expelled by the Board. The Board specifies the remuneration and equipment of the General Secretary.

§ 12 Fiscal year

The fiscal year is the calendar year.

§ 13 Auditors

The annual General Assembly elects one or two registered or chartered accountants with a maximum of two deputy accountants for the time up to and including the next annual General Assembly. The registered or chartered accountants can not be Members of the Federation.

§ 14 Annual report

The Board is to present the annual report documentation to the auditors at least one month before the annual General Assembly. The annual report is to be produced in EUR.

§ 15 General Assembly

The annual General Assembly is to be held before the end of June and summoned in writing by e-mail by the Board with no more than four weeks' and no less than two weeks' notice.

The Board, auditor, or a tenth of the Members of the Federation can summon an extraordinary General Assembly. Summons should be in writing by e-mail with no more than four weeks' and no less than one weeks' notice.

General Assembly Members are appointed by the Member organizations and can be recalled at any time.

The following issues are to be addressed by the annual General Assembly:

- (1) Election of chairman of the General Assembly and announcement of the General Assembly chairman's choice of secretary for the General Assembly
- (2) Ratification of the votes' registry
- (3) Election of one or two persons to attest to the correctness of the minutes and to count votes
- (4) Constitutionality of the summons
- (5) Adoption of order of business for the assembly
- (6) Board's Annual Report and report of the auditor
- (7) Approval of the balances and results sheets and the disposition of profit or loss in accordance with the approved balance sheet
- (8) Release from liabilities for Members of the Board
- (9) Remuneration of the Members of the Board
- (10) Budget for the coming year
- (11) Annual fee
- (12) Number of Board Members
- (13) Election of Members of the Board
- (14) Election of auditors and optional deputy auditors and their remuneration
- (15) Inclusion of new Members
- (16) Other issues stipulated by bylaws or law to be addressed by the General Assembly

§ 16 Disposition of profit

Free equity capital according to approved balance sheet is to, after legally proscribed reserve fund dispositions, be carried over to the next fiscal year or added to funds.

§ 17 Quorum and majorities

As far as the decisions are to be not taken unanimously, the assembly can take decisions if at least half of the Members are present.

Qualified majorities are majorities of at least 2/3 of the votes cast.

Decisions on a change of these bylaws are to be taken by majorities of at least 3/4 of the votes cast.

Decisions in all other respects are to be taken with a simple majority of the votes, if a unanimous or qualified majority decision is not explicitly stipulated.

§ 18 Cancellation of Membership

Each Member can resign from membership in the Federation at any time. The resignation has to be made in writing to the Board, who is required to communicate the notice to the other Members immediately. The resignation does not require the consent of the other Members for to be effective. The Member's resignation takes place at the end of the fiscal year.

§ 19 Expulsion of Member

A Member in breach of the bylaws or who in some way is obviously harming or acting against the interests of the Federation can be expelled by unanimous decision of the General Assembly, without regard to the vote of the Member in question.

A Member who has not paid the annual fee set by the annual General Assembly within two months after reception of a reminder is automatically expelled from being a Member.

§ 20 Dissolution

- (1) The Federation can be dissolved by unanimous decision.
- (2) After the decision on dissolution, the liquidation of the Federation is to take place immediately.
- (3) If the General Assembly does not propose a Liquidator the Board is to propose a Liquidator.
- (4) Remaining funds are to be distributed among the Members in proportion to their paid Member's capital.

Signed in Paris on 2006-11-07:

GAME

APOM

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Guillaume de Fondaumiere

BGIIn (NL)

BGIIn (BE)

Alexander Fernandez

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Tiga

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Notes

Changes:

§ 4 (2) was changed to include all of Europe, not only current European Union member states, on 2007-08-19.

This document was checked, re-translated from the officially approved and registered Swedish original to, and documented in English by Erik Robertson on 2009-11-20.