

# Swiss Game Developers Association SGDA

17.8.2012 V0.1

## Art 1. Name

A non-profit Association as defined by Article 60 et seq. of the Swiss Civil Code is created under the name “Swiss Game Developers Association SGDA”, hereinafter referred to as the “SGDA” or the “Association”.

## Translations:

- Deutsch: Schweizer Computerspiel-Entwickler-Verband SGDA
- Francais: Association des développeurs suisses de jeux vidéo SGDA
- Italiano: Associazione di sviluppatori svizzeri di videogiochi SGDA

## Art 2. Registered office

The registered office of the SGDA is at Brauerstrasse 31, 8004 Zürich, Switzerland. Its registered office may be moved to any location in Switzerland pursuant to a proposal of the Board of Directors ratified by the General Meeting.

## Art 3. Duration

The association is created for an indefinite period. It is automatically liquidated when it has no members.

## Art 4. Purpose

Association for the support of the Swiss game industry and for the organization of meetings among professionals in the game sector in Switzerland.

The irrevocable purposes of the SGDA are to provide a non profit-making public utility service.

1. Representing and promoting the interests of the Swiss game industry professionals.
2. Participating in activities facilitating national and international collaboration by encouraging the exchange of ideas and experiences amongst members.
3. Organizing events, conferences and receptions for the presentation of studies and experiences in the game sector.
4. Promoting Swiss companies and individuals in the game sector by enhancing their visibility abroad or encouraging partnerships with companies based abroad.
5. Encouraging investment in the game sector and in areas of excellence in Switzerland.
6. Opening up the association to new professionals in the game sector in Switzerland.
7. Administering communications through various channels:
8. Promote the value of games and their impact on society, industry, education and entertainment.
9. Providing an independent forum that is open to all individuals and companies that work in

the games industry.

10. Formulating framework requirements for supporting beneficial conditions in the market.
11. Working closely with national and international professional associations.
12. We comment competently on relevant developments and decisions that affect the Swiss market.
13. Reflecting international trends and providing best-cases.
14. To advance the careers and enhance the lives of game developers by connecting members with their peers, promoting professional development, and advocating on issues that affect the developer community.
15. Creating in Switzerland a community of game professionals including: game developers, game designers, game studios, game producers, game publishers, art directors, game concept designers, interactive designers, game journalists, interactive story writers, sound designers and affiliated consultants.

The SGDA irrevocably declares that

1. The funds of the association will be applied for the purposes set out above, and agrees that it will not distribute dividends or shares in profits, or make any return payments to donors or founders.
2. Its purpose is not to accumulate funds for a future project or action. Instead the funds will be distributed for actual projects and activities, generally within 18 to 24 months following receipt.

#### **Art 5. Members**

Any individual or corporation complying with the purposes of the Association may become a member of the SGDA once his/her/its request has been accepted by the Board of Directors, which has exclusive authority to accept applications. Membership status is subsequently acquired following payment of the subscription.

Membership subscriptions are fixed by the Board of Directors and ratified by the General Meeting.

The rights and obligations of members can be revoked:

1. By the member's resignation, which may be postponed to the end of the financial year in progress
2. By the member's exclusion, declared by the General Meeting following a proposal of the Board of Directors. If not considered necessary, the excluded member will not be notified of the reasons.
3. Where the member's subscription has not been paid by 10 days prior to the General Meeting for the year in progress.

Members agree to notify their termination of membership 6 weeks in advance by email to the Board of Directors.

## **Art 6. Official Bodies**

### **Art 6.1 The General Meeting**

The General Meeting is the supreme governing body of the Association.

An ordinary General Meeting is held once a year.

Extraordinary meetings will be called by the Board of Directors at the request of at least one fifth of the members or upon a decision of the Board.

Notices convening the meeting shall be sent by e-mail with notification of the agenda at least three weeks prior to the date chosen for the meeting.

The General Meeting is authorized by operation of law to take all decisions which do not, pursuant to the law or to these bylaws, fall within the remit of another official body of the Association, in particular:

1. Election of the Board
2. Deciding on amendments to the bylaws
3. Approval of the reports of the Board and of the annual accounts and balance sheets
4. Approval of the budget and ratification of the amount of subscriptions
5. Defining membership fees
6. Forming a view on all proposals on the agenda tabled by the Board of Directors or by members.

Decisions of the General Meeting are taken by a majority of the votes cast. Voting shall be by open ballot, unless one fifth of the members present request a vote by secret ballot. Each member has one vote, corporations being represented by a (1) delegate.

### **Art 6.2 The Board of Directors**

The Board of Directors (hereinafter also referred as the "Board") acts as both the decision making and the executive body of the Association. Its role is to manage the Association in accordance with the bylaws and the directives of the General Meeting, and to deal with current affairs.

The Board is consisting of at least 3 members. It is composed of, at the minimum, a President and two directors. The term of office of the members of the Board is one year. The members are eligible for re-election. The Board of Directors may meet at will and shall meet as often as it considers necessary.

The Board of Directors can call an Advisory Board consisting of high-level professionals to consult with and to be advised by. Consultancy by the Advisory Board has no binding effect to the Members of the Board of Directors in the practice of their competences.

In particular, the Board of Directors

- Decides on the objectives of the Association
- Decides on the locations and topics of conferences to be organized and maintains contact with participants
- Admits new members, maintaining a right of refusal
- Prepares the annual budget
- Keeps the Association's accounts
- Preparing proposals of membership fees
- Organizes dealings with sponsors and the collection of funds and implements initiatives for these purposes
- Convenes the General Meeting and draws up its agenda
- Makes recommendations to the General Meeting for amendments to the bylaws
- Represents the Association vis-à-vis other national and international associations.

Members of the board accept that they have to notify the other members about an occurring termination 6 weeks in advance. Additionally, they should find a potential candidate that can take over tasks interim.

#### **Art 7. Meetings of the Board of Directors**

The Board may meet at will and shall meet as often as it considers necessary.

Members of the Board each have one vote. Decisions are taken by a majority of the members present. In the event of a tie, the President shall have a casting vote.

Notices convening meetings of the Board are issued by the President.

#### **Art 8. Signature**

The Association is validly bound where the President or a director signs together with another member of the Board.

**Signed in Zürich on August 17, 2012**

Matthias Sala, Reto Senn, Robbert van Rooden