

Bylaws of the European Games Developer Federation (ekonomisk förening)

§ 1 Name

The name of the association is the 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 European computer game developers at the European level.

European developers of computer games are enterprises whose primary activities are the production, development and completion of computer games, and whose headquarters are located in Europe. A special focus is thereby set upon independent developer studios and their specific interests. Developers of computer games are companies who primarily develop computer games.

Associations of computer game developers are associations or companies which mainly have the purpose of supporting the interests of European game(s) developers. They may have Members outside of the game industry.

The Federation will:

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

Members take part in the work of the Federation by benefiting from it and through their own work in accordance with the decisions taken 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 and in accordance with the objectives of the Federation.

§ 3 Seat of the Board

The Board has its seat in Malmö.

§ 4 Membership

(1) Membership categories

(1.1) Full Members of the Federation are national or federal associations primarily representing European game developer studios, and who are autonomous in their decision making from non-European actors. There can be only one Full Member per country.

(1.2) Candidate Sections of the Federation are associations applying for Full Membership of the Federation.

– To become a Full Member, the grade of Candidate Member must be maintained for 24 months preceding the membership application.

– After no more than 2 annual meetings, the General Assembly must decide whether to either grant or refuse Membership. The Member may reapply for a new candidate status after a refusal of Full Membership.

– An association that has been an Associate Organization of EGDF for two years can be elected immediately as a Full Member of EGDF.

Associate Organizations of the Federation are associations representing European actors operating in the game ecosystem. These associations have the right to become Associate Organizations. The board can move a Full Member to the level of an Associate Organization when it has not paid its membership fees for a period of one year.

(2) Associations which cover several states can choose to represent each state separately or jointly, provided that their contributions are in coherence, and they are accepted for such representation by a qualified majority of the General Assembly.

(3) Applications for Membership are approved by the General Assembly after the applicant is recommended for Membership by the Board , and admitted by a 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 made by the General Assembly, and to otherwise act in accordance with the bylaws and decisions of the Federation.

Members are not liable for the debts of the Federation.

§ 6 Members' capital

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

§ 7 Annual fee

Each Member will contribute to the Federation on a yearly basis, with the annual fee set by the General Assembly, although no more than EUR 10,000 (ten thousand). Any increase of the annual fee requires a qualified majority decision.

Payment of the fee is to be made in accordance to Board instructions.

§ 8 Membership rights

Full Members of the Federation have a right

- to put forward motions,
- to be present, speak and vote at the General Assembly,
- to nominate persons to the Board or to the Council of Members of the EGDF,
- to present candidates for all other working structures of the Federation, and
- to request 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 of relevant documentation upon request.

The rights bestowed by Membership can not be permanently transferred to another Member.

Voting rights for a specific meeting of the General Assembly can be ceded to be exercised by another Full Member. The Board must be informed in writing of any such arrangements. No Member may exercise more than one ceded right to vote in addition to their own right to vote.

Full Members are required to pay the annual fee within one month following the annual General Assembly, or their vote will be suspended until their annual fee has been paid.

Candidate Sections of the Federation have a right:

- to put forward motions,
- to be present and speak at the General Assembly and the Council of Members of EGDF,
- to propose candidates for all working structures of the Federation other than the Board, and
- to nominate a person to the Council of Members.

Associate Organizations of the Federation have a right

- to put forward motions,
- attend and speak at the General Assembly and the Council of Members of EGDF,
- to propose candidates for all working structures of the Federation other than the Board, and
- to nominate person to the Council of Members.

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.

§ 9 The Board

The Board consists of three to nine natural persons, each representing different Federation Full Members. Candidates representing Candidate and Associate organizations may also become Board Members as long as their number remains less than one fifth of the total number of the Members of the Board. The exact number of Members of the Board is decided by the General Assembly by qualified majority before the election of the Board. The Board is elected by the General Assembly with a simple majority vote for the period up to and including the next annual General Assembly.

The Members of the Board are elected for two years.

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

or she automatically ceases to be 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 are expected to alternate between the countries of the Members as far as possible. All Board Members will be informed of upcoming Board meetings well in advance.

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

§ 10 The Council of Members

The Council of Members is composed of one delegate for each Member. The Council of Members meets once a year to discuss the political priorities of EGDF and to advise the board on such matters.

The General Assembly may also elect individual Members, not representing any association, to the Council. The members of the Council are elected for a period of two years.

§ 11 The General Assembly

The General Assembly is the highest decision making body of the Federation. It shall meet at least once a year.

The General Assembly consists of representatives who have been delegated by the full Members.

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

The following issues are to be discussed by the General Assembly.

General Assembly:

- (1) Election of the Chairman of the General Assembly and the 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 delegated persons to attest to the correctness of the minutes and to count votes
- (4) To confirm the constitutionality of the summons
- (5) The order of business for the General Assembly
- (6) The Board's Annual Report and the report of the auditor
- (7) Approval of the balance 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) Election of Members to the Council of Members
- (13) Number of Board Members
- (14) Election of Members of the Board
- (15) Election of auditors, optional deputy auditors and their remuneration
- (16) Inclusion of new Members, and
- (17) Other issues stipulated by the bylaws or law to be addressed by the General Assembly

The General Assembly may elect a nomination committee.

§ 12 Signatory

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

§ 13 Management

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

§ 14 Fiscal year

The fiscal year is concurrent with the calendar year.

§ 15 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.

§ 16 Annual report

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

§ 17 Disposition of profit

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

§ 18 Quorum and majorities

The General Assembly can take decisions if at least a third of the Full Members are present either physically, by other means of communication, or via proxy. Each Full member can hold one proxy.

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 aspects are to be taken with a simple majority of the votes, if a unanimous or qualified majority decision is not explicitly stipulated.

§ 19 Cancellation of Membership

Each Member can resign from Membership of the Federation at any time. This resignation has

to be tendered in writing to the Board, who are required to immediately communicate the notification to the other Members. A notification of resignation does not require the consent of the other Members for it to be effective. The Member's resignation takes effect at the end of the fiscal year, i.e. the end of December.

§ 20 Expulsion of a Member

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

The board has a right to expel a Member who has not paid the annual fee set by the annual General Assembly within two months after the issue of a reminder.

§ 21 Dissolution

- (1) The Federation can be dissolved by unanimous decision by the General Assembly.
- (2) After a decision of dissolution, the liquidation of the Federation is to take place immediately.
- (3) If the General Assembly does not propose a Liquidator, then one may be proposed by the Board.
- (4) Any remaining funds are to be distributed among the Members in proportion to their paid Membership capital.