



games.nrw e.V.

Statute

Notice: The German statute is the official version. This translation only serves to facilitate understanding for English-speaking members and interested parties.

§ 1 Name, registered office, fiscal year

- (1) The name of the association is „games.nrw“.
- (2) It shall be entered in the association register. After registration, the name is „games.nrw e.V.“.
- (3) The association's registered office is in Düsseldorf.
- (4) The fiscal year is the calendar year.

§ 2 Purpose

(1) The purpose of the association is to promote the interactive entertainment industry based in North Rhine-Westphalia (games industry in North Rhine-Westphalia). Local initiatives are to be brought together at state level. The association should improve the networking of the games companies and the perception of the interests of the games industry and the members of the association on a political level and in the economy, be an interface to games industry associations on a federal and state level and strengthen North Rhine-Westphalia as a location for the development of entertainment software.

(2) The purpose of the statute is made clear through regular meetings, workshops, exchange of information and information events. In addition, concrete opportunities for cooperation between companies in the games industry are to be initiated, mentoring programs for start-up companies and talents are to be created, and cooperation with colleges and universities are to be established. Furthermore, the establishment of local "games hubs" or games competence centres should be included.

§ 3 Acquiring membership

(1) Any sole proprietor (including freelancers), any association (not having legal capacity), any partnership and any legal entity may become a Standard Member of the Association, provided that it has a branch in North Rhine-Westphalia or is active for or in the games industry in North Rhine-Westphalia. If the prerequisites of §3 section 1 sentence 1 are not met, the possibility of Benefactor Membership exists; the Executive Board decides on the voting right for Benefactor Members. In addition to Standard Members, there are also Starter Members. Starter Members should have an annual turnover of less than € 100,000. Starter Members are exempt from paying a membership fee, have no voting rights and cannot be elected to the board.

(2) After applying in writing, the Executive Board decides on the admission. With the application, the applicant acknowledges the statute in the event of their admission. There is no guaranteed entry.

(3) The voting right can be transferred to another member of the association. The transfer of the voting right must be in writing and communicated to the Executive Board in writing before exercising the voting right. In addition to their own, a maximum of two additional votes may be transferred to each present association member.

§ 4 Expulsion of members

(1) A member can be expelled from the association if they are grossly negligent in violating the interests or reputation of the association.

(2) An expulsion is also permissible for an important reason, in particular if the member has repeatedly deliberately violated the statute of the association or if the member has outstanding debt with membership fees six months after due date despite two written reminders or if the requirements of § 3 section 1 no longer exist.

(3) In urgent and serious cases, the Executive Board may order the suspension of the association membership of the respective association member until the decision of the General Assembly on the expulsion.

§ 5 Termination of membership

(1) Membership can be terminated with one month's notice to the end of the month. Notice of termination must be given in writing to a member of the Executive Board.

(2) Membership ends through death, declaration of resignation according to section 1, exclusion (§ 4) or dissolution of the association (§ 13).

§ 6 Membership fee

(1) An annual membership fee in Euro is charged. Further details are regulated in the membership fee regulations, which are to be issued by the Executive Board. The membership fee regulations are not part of the association's statute.

(2) A fixed membership fee must be paid in advance by the end of the first quarter of the financial year. If a new member is admitted in the course of a year after the end of the first quarter, their membership fee shall be paid proportionally for the remainder of the year upon admission.

§ 7 Executive Board

(1) The Executive Board consists of the Spokesperson of the Executive Board, the Deputy Spokesperson of the Executive Board and three other Executive Board members. Only Standard Members of the association can become board members. Upon termination of membership in the association, the function as a board member also ends.

(2) The Executive Board shall be elected by the General Assembly for a term of two years; however, they shall remain in this role even after the term has expired until a new election. If a member of the Executive Board resigns before the end of their term, the Executive Board shall elect a substitute member for the remainder of the term.

(3) The Spokesperson of the Board and the Deputy Spokesperson of the board are elected by the board. The person who receives the simple majority of the valid votes in the first ballot is elected, otherwise the person who receives the most votes in the second ballot is elected. In the event of a tie, a run-off ballot shall be held between the candidates with the same number of votes. If the ballot does not result in a decision either, the decision shall be made by lot.

(4) Elected to the board is the person who receives the simple majority of the valid votes in the first ballot of the General Assembly, otherwise the most votes in the second ballot. In the event of a tie, a runoff ballot shall be held between the candidates with the same number of votes. If the ballot does not result in a decision either, the decision shall be made by lot.

(5) One representative appointed by each member of the Executive Board is entitled to attend meetings of the Executive Board in an advisory capacity (Advisory Board). In individual cases, each member of the Executive Board may exclude the participation of the member of the Advisory Board in Executive Board meetings.

(6) Each member of the Executive Board is individually authorized to represent the Executive Board.

§ 8 Resolutions of the Executive Board

(1) The Executive Board has a quorum if at least three of its members are present.

(2) The Executive Board passes its resolutions by simple majority. If only three board members are present and there is a tie, the vote of the Spokesperson of the Board shall be the deciding factor, in the absence of the Spokesperson of the Board, the vote of the Deputy Spokesperson of the Board shall be the deciding factor.

§ 9 General Assembly

(1) The Standard Members General Assembly takes place once each fiscal year.

(2) The Starter Member General Assembly shall take place if this is necessary in the interest of the Association or if the calling of such a meeting is requested in writing by one-fifth of the members of the Executive Board, stating the purpose and the reasons.

(3) The General Assembly shall be chaired by the Spokesperson of the Executive Board or, in their absence, by the Deputy Spokesperson of the Executive Board. If the Deputy board Spokesperson is also unable to attend, the General Assembly elects a chairperson. The chairman of the meeting appoints a secretary.

§ 10 Notifying of the General Assembly

(1) General Assembly shall be notified by the Spokesperson of the Executive Board or, in their absence, by the Deputy Spokesperson of the Executive Board in writing. The invitation shall be accompanied by the agenda determined by the Executive Board and any existing motions for resolution.

(2) The notice period is four weeks. To meet the deadline it is sufficient to send the invitation by post to the last known member address or to send the invitation in writing to the last known e-mail address.

§ 11 Resolutions of the General Assembly

(1) The General Assembly has a quorum if at least one fifth of the members are present in person or by delegation of their voting rights in accordance with § 3 section 3. Subject to sections 2 to 5, it passes resolutions by a simple majority of the valid votes cast.

(2) The agenda set by the Executive Board can be changed and supplemented by resolution of the General Assembly. The General Assembly shall decide on the acceptance of subsequent motions for resolutions on sections 2 to 5 with a simple majority of the valid votes cast. Abstentions in the context of votes in which a simple majority is sufficient to pass resolutions shall be considered invalid.

(3) A two-thirds majority of the valid votes cast is required for amendments to the statute of the association.

(4) The expulsion of members requires a two-thirds majority of the valid votes cast. Before the vote and the decision of the General Assembly, the member must be given the opportunity to comment orally or in writing.

(5) To change the purpose of the association, a majority of two thirds of the members of the association is required; the consent of the members who are not present and who have not transferred the exercise of their voting rights to another member in accordance with § 3 section 3 must be given in writing.

(6) The form of voting shall be determined by the chairman of the meeting. If one third of the members present vote in favour, a secret ballot must be held.

(7) The General Assembly can also be held virtually (online - video conference). An association member is considered present if they participate via a video conference and can be identified clearly.

§ 12 Recording of resolutions

(1) Resolutions shall be recorded by the secretary (§ 9), stating the place and time of the Assembly and the result of the vote. The minutes shall be signed by the chairman of the meeting and by the secretary.

(2) In the case of a virtual meeting, the printout of the proceedings of the meeting, signed by the chairman of the meeting, shall be deemed to be a record within the meaning of section 1.

§ 13 Dissolution of the association

(1) The association can be dissolved by resolution of the general meeting; § 11 section 5 applies accordingly.

(2) Liquidation is carried out by the Executive Board. All members of the Board are liquidators authorized to represent the association.

(3) The assets existing after the termination of the liquidation shall accrue in equal shares to the members existing at the time of dissolution or withdrawal of legal capacity.

