

Indie Gamers Zürich

Articles of Association

Article 1

Name and Registered Office

- 1) Under the name of the “Indie Gamers Zürich” exists a non-profit making association (Verein) in the sense of articles 60 to 79 of the Swiss Civil Code. This Association is an independent legal entity with legal capacity. It is neutral politically and non-denominational. It is governed by Swiss law. Its duration is unlimited.
- 2) The Association is domiciled in the city of Zürich.
- 3) The official language of the Association is English.

Article 2

Purpose

- 1) The purpose of the Association, a non-profit organization, is
 - a) to provide a social club for people who have an interest in tabletop role playing, war gaming, and/or story-based boardgaming (“the hobby”)
 - b) to host events, workshops, and games related to the hobby
 - c) to promote the hobby in the canton of Zürich
- 2) The Association may engage in all activities and take all actions necessary and appropriate to carry out the above objectives.

Article 3

Members

- 1) Members of the Association must be engaged in the hobby or similar matters and remain in good standing with the Association.

- 2) Members must attend a minimum of one (1) General Assembly as provided for in Article 11 within any one year time-period to remain in good standing with the Association.

Article 4

Membership Fees

- 1) Each member will pay a membership fee. The membership fee will be limited to CHF 60 per member per year. Discounts for students and those in need will be made available at the discretion of the Board.
- 2) Membership fees will be due on demand for payment and shall be paid within 30 days.

Article 5

Beginning and End of Membership

- 1) The founding members as per the Association's deed of incorporation are the initial members of the Association.
- 2) Otherwise, membership commences upon appointment by the General Assembly (see Article 10 para. (2)).
- 3) Membership ceases on the date on which a member resigns, or is removed, from their functions as provided for in Article 3 para. (1).
- 4) Members may resign from the Association at any time by notifying the secretariat in writing. Resigning or removed members have no rights against the assets of the Association.

Article 6

Resources

The Association derives its resources from: (a) fees and contributions provided by the members; (b) donations, grants, and other payments; (c) its assets.

Article 7

Liability

The Association's financial obligations can be satisfied only from its assets. The members of the Association shall not be personally liable for the obligations or debts of the Association.

Article 8

Corporate Bodies

The corporate bodies of the Association are:

- a) the General Assembly;
- b) the Board; and
- c) the Auditors.

The General Assembly

Article 9

Constitution

The General Assembly consists of the members of the Association.

Article 10

Powers

The General Assembly shall have the following powers:

- a) to adopt and amend the Articles of Association;
- b) to appoint new members;
- c) to create and dissolve advisory technical committees and other bodies;
- d) to elect and dismiss the President, Treasurer and Secretary from amongst its members;
- e) to approve the engagement of the audit firm by the Board pursuant to Article 15 clause (f);
- f) to approve the annual report issued by the audit firm pursuant to Article 18 para. (4) and the accounts of the Association;
- g) to adopt, after approval of the annual report issued by the audit firm pursuant to Article 15 clause (f); resolutions discharging the members of the Board from all liabilities;
- h) to pass resolutions on matters which are by law or by the Articles of Association reserved to the General Assembly or validly submitted to it by the Board.

Article 11

Meetings of the General Assembly

- 1) The General Assembly will take place upon invitation by the President of the Association, or by the request of at least 20% of the members. The notice shall state the place and time of the meeting, the items of the agenda, as well as the motions for consideration, if any. Meetings must be called at least twenty days in advance. Members may attend meetings in person or by telephone or internet conference call or via a proxy pursuant to Article 11 para. (2). A quorum for meetings of the General Assembly shall be established by the participation in the meeting of at least the absolute majority of all members.
- 2) A member may nominate another member as their proxy for the General Assembly. This nomination must be signed by the member and their proxy and delivered to the chairperson of the meeting in advance of the General Assembly. A member may serve as the proxy for at most two (2) other members. Members who attend via a proxy are considered to be in attendance of the General Assembly.
- 3) No later than twenty days prior to the day of the ordinary General Assembly, the Board's annual report and the auditors' report shall be made available to the members for inspection at the registered office of the Association. Each member may request a copy of such documents to be sent to him or her without delay. Reference thereto is to be made in the notice calling the General Assembly.
- 4) If no objection is raised, the members may hold a General Assembly without observing the prescribed formalities of calling the meeting. As long as the absolute majority of all members is present in person or by telephone or internet conference call, all items within the powers of the General Assembly may validly be discussed and decided upon at such a meeting.
- 5) The General Assembly will be chaired by the President or, in the case of his inability, another member attending the General Assembly.

Article 12

Voting Rights

Each member has one vote at the General Assembly.

Votes are not transferable to another member or a third person, unless a proxy has been properly registered with the board pursuant to Article 12 para. (2) in which case the proxy may vote on behalf of the member they are a proxy for.

Article 13

Resolutions

- 1) Unless provided otherwise by mandatory provisions of the law or by the Articles of Association, resolutions shall be passed and elections shall be made by the absolute majority of all votes represented at the General Assembly.
- 2) The chairperson of the meeting will have the casting vote.

Board

Article 14

Election Term

- 1) The Board will be composed of the Association's President, its Treasurer and, the Secretary of the Association who must be members of the Association.
- 2) Each member of the Board shall serve for a three-year term following his/her election, such term ending on the day of the respective ordinary General Assembly.
- 3) Members of the Board may be re-elected.
- 4) The members of the Board act voluntarily and will not receive a compensation for such voluntary office. They will be reimbursed for any out-of-pocket expenses reasonably incurred, however.

Article 15

Powers

The Board shall perform, inter alia, the following functions:

- a) Develop an annual program and budget for the consideration of the General Assembly.
- b) Prepare nominations for membership for decision by the General Assembly.
- c) Day to Day management decisions, not directly handled by the secretariat, respectively, the Chief Executive Officer.
- d) Establishment and amendment of the Association's organisational rules.
- e) Establishment of councils and sub-committees.

- f) Subject to the approval of the General Assembly (Article 10 clause e), the Board shall, for each financial year, engage an audit firm.

Article 16

Chief Executive Office

- 1) The Board may employ a Chief Executive Officer, who need not be a member of the Association, to be in charge of the management of the Association.
- 2) The Chief Executive Officer, in consultation with the Board, and in line with the approved program and budget of the Association, may hire secretariat staff to assist in fulfilling the mission of the Association.
- 3) The Chief Executive Officer shall administer the affairs of the Association and represent the Association vis-à-vis third parties in accordance with organizational rules and policies established in consultation with the Board. The Chief Executive Officer shall have the right to be present, without vote, at all meetings of the General Assembly and Board, and they shall have the authority to sign on behalf of the Association.

Article 17

Administrative Procedures

- 1) The Board shall make an annual report on its activities and those of the Association.
- 2) The members of the Board may adopt procedures to implement internal administrative functions of the Association.

Article 18

Auditors

- 1) Auditors shall be elected by in accordance with Article 10 clause (e) and Article 15 clause (f) of the Articles of Association for a term of office of one year. After expiry of their term they may be re-elected.
- 2) Auditors may only be professional auditing firms.
- 3) The auditors shall audit the accounts and examine the books of the Association in accordance with pertaining Swiss law. They are entitled to require such evidence as they deem appropriate.

- 4) One annual audit is to take place within two calendar months from the close of each financial year (Article 19). The auditors' report shall be submitted by the Board to the general meeting for approval.

Article 19

Financial Year

The accounts of the Association will be established on December 31 each year, and for the first time on 31 December 2022.

Article 20

Dissolution and Liquidation

- 1) The Association will be dissolved
 - a) when it has fulfilled its purposes;
 - b) by vote of the members according to Article 13;
 - c) in the circumstances provided for by the law.
- 2) In case of dissolution of the Association, the Board must proceed to its liquidation. The Board shall distribute the assets of the Association, after payment of all debts of the Association, to the members.

Article 21

Entry into Force

The founding members have adopted the present Articles of Association by way of correspondence. The present Articles of Association have entered into force today.

XX.XX.2022 Zürich

On behalf of the Founding members:
