

Association Statutes of the “International Minesweeper E-Sports Association”

This Document is an Inofficial Translation

This document is an unofficial translation, and the German original version remains authoritative. Thanks to Jessi for doing most of the work on it!

Präambel/Preamble

Deutsch

Minesweeper ist eine der ältesten und bekanntesten E-Sportarten - so erschien es bereits 1990. Da Minesweeper über lange Jahre hinweg auf jedem PC vorinstalliert war, der mit Microsoft Windows betrieben wurde, ist es auch über die E-Sport-Szene hinaus ein fast allseits bekannter Bestandteil der Populärkultur.

So existieren schon seit Jahrzehnten Weltranglisten und wurden auch regelmäßig internationale Turniere, inklusive Weltmeisterschaften, veranstaltet.

Der Verein für Internationalen Minesweeper-E-Sport wurde gegründet, um

1. den regelmäßigen Betrieb dieser internationalen Turniere wiederaufzunehmen und weiterzuführen
2. zum Zwecke der Organisation und Veranstaltung solcher internationaler Turniere Ressourcen zu bündeln
3. im Zuge dessen als juristische Person mit Sponsoren, Spendern, Veranstaltungsorten, etc. in Kontakt/Relation zu treten
4. die dabei entstehenden Mittel zu nutzen, um
 - (a) primär: finanzielle Barrieren zur Teilnahme abzubauen
 - (b) sekundär: mithilfe von moderaten Preisgeldern zur Teilnahme zu motivieren, um Wettbewerbsfähigkeit zu gewährleisten
5. den Ablauf solcher Turniere formal zu kodieren sowie
6. generell Minesweeper als internationalen E-Sport zu fördern

Er ist eine gemeinnützige, überparteiliche und überkonfessionelle Organisation, die nicht auf Gewinn ausgerichtet ist.

Etwas geschlechtsspezifische Formulierungen in diesen Statuten sind unbeabsichtigt. Sie sprechen selbstverständlich Personen aller Geschlechter im gleichen Maße an. Es wird angestrebt, geschlechtsneutral zu formulieren oder mittels Apostroph zu gendern (zB "Spieler*innen"). Hinweise über eingangs erwähnte Abweichungen von dieser Praxis sind explizit gern gesehen, sollen an den Vorstand des Vereins für Internationalen Minesweeper-E-Sport ("VIMES") gerichtet werden, und sollen zu einer Korrektur der Statuten bei der nächsten sinnvollen Gelegenheit führen.

English

Minesweeper is one of the oldest and most widely-known e-sports, being released as early as 1990. Due to its distribution with every copy of Microsoft Windows over many years, it is an almost universally recognized part of popular culture, not just in the e-sports scene.

World rankings have existed for decades, and international tournaments, even world championships, took place regularly.

The International Minesweeper E-Sports Association was founded to

1. reestablish and continue a regular schedule for aforementioned international tournaments
2. pool resources for the organization of aforementioned international tournaments
3. in the course of doing so, enter into contact/relations with sponsors, donors, venues, etc. as a legal entity
4. use the means acquired thereby to
 - (a) primarily: reduce or even eliminate financial barriers to participation
 - (b) secondarily: motivate participation by paying out moderate cash prizes to ensure competitiveness
5. formally codify the operational process of hosting such events
6. and, in general, promote Minesweeper as an international e-sport

It is a charitable, non-partisan, non-denominational and non-profit organization.

The following is for German-language gender inclusivity: In case these statutes contain gender-specific phrasing, such phrasing is an oversight. It is nonetheless meant to address people of all genders. Our standard is to choose gender-neutral phrasing or express universality by "gendering" with an apostrophe (fE "Spieler*innen"). Reports of deviations from this practice are explicitly welcome, should be addressed to the board ("Vorstand") of the International Minesweeper E-Sports Association ("IMESA"), and shall lead to a correction of the statutes at the next sensible opportunity.

§1 Name, Seat and Field of Activity

1. The association bears the name “Verein für Internationalen Minesweeper-E-Sport”, short form “VIMES”. This is translated to English as “International Minesweeper E-Sports Association”, short form “IMESA”, and will often be referred to as such for the purpose of internationality.
2. The association has its head office in Vienna, Austria, and its activities extend worldwide.
3. The establishment of branch associations is not intended.

§2 Purpose

1. The association is a not-for-profit organization that serves exclusively the charitable purposes in accordance with the federal fiscal code (BAO).
2. The association in particular pursues the following purposes:
 - (a) The promotion of e-sports (electronic sports), with particular emphasis on Minesweeper as a respected and recognised e-sport internationally;
 - (b) The promotion of international exchange between Minesweeper e-athletes;
 - (c) The promotion of shared interest in Minesweeper amongst youths;
 - (d) The promotion of participation in competitions, tournaments, championships, sporting and social events, live events and and other events that align with the goals and aspirations of the association, be it online or offline, both locally and internationally. Such events will hereinafter be referred to as “Minesweeper Events”;
 - (e) The development, design and operation of the association’s own website as well as other digital media, particularly digital infrastructure, for hosting Minesweeper Events;
 - (f) To develop and implement a standard rule book for competitive Minesweeper events internationally;
 - (g) Awarding prize money, to a strictly subordinate extent.

§3 Means to Accomplish the Association’s Purposes

1. The association is a non-profit organization. Its objectives shall be fulfilled through ideational and material means set out in paragraphs 2 and 3.
2. Ideational means are as follows:
 - (a) Public relations (website, promotional material, etc.)
 - (b) The provision of needed infrastructure
 - (c) The organization, coordination, respectively management and conduction of Minesweeper Events
 - (d) The reimbursement of costs that participants accumulate by partaking in Minesweeper Events, such as travel and accommodation etc.
 - (e) The provision of lodging opportunities for participants
 - (f) The provision of travel tickets for participants to the event venues
 - (g) Networking with other natural persons and legal entities that align with the association’s purpose
 - (h) Centralized collection of feedback from Minesweeper e-athletes
3. The material means required to fulfil the association’s objectives will be raised from the following sources:
 - (a) Admission and membership fees
 - (b) Subsidies and fundings
 - (c) Donations, collections, bequests and other contributions
 - (d) Asset management (e.g. interests, other capital gains, income from rental and leasing, etc.)
 - (e) Proceeds from association events
 - (f) Sponsorship funding
 - (g) Advertising revenue
 - (h) Sales from merchandise

§4 Types of Membership

1. Members of the association are divided into:
 - (a) Organizing members
 - (b) Community members
 - (c) Supporting members
2. The types of memberships are defined respectively as follows:
 - (a) Organizing members are those who actively participate in association work.
 - (b) Community members are those who support the association’s activities through the payment of increased membership fees.

- (c) Supporting members are long-term sponsors.

§5 Acquisition of Membership

1. Any natural person may become an organizing member or community member of the association. Supporting members may be legal entities and partnerships with legal capacity.
2. The admission of organizing, community and supporting members is decided by the board. Admission may be refused without a reason.
3. Until the association is legally established, organizing members and community members shall be provisionally admitted by the founding members of the association, or by the board if it has already been appointed. Such membership shall only become effective upon the legal establishment of the association. If the board is appointed only after the establishment, the (definitive) admission of organizing members and community members shall be carried out by the founding members.

§6 Termination of Membership

1. Membership ends upon the death of a natural person. For legal entities and partnerships with legal capacity, membership ends upon the loss of legal personality, by voluntary resignation, or by expulsion.
2. Resignation may only take effect at the end of a calendar month. It must be communicated to the board at least one month in advance, either by post or by email. If the notice is submitted late, it shall only become effective at the next possible resignation date. The punctuality of the resignation is determined by the date of dispatch.
3. The board may exclude a member if (despite two reminders sent by email and the granting of a reasonable grace period) the member remains in arrears with membership fee payments for more than six months. The obligation to pay the outstanding membership fees remains unaffected.
4. A member may also be expelled by the board due to serious violation of membership obligations or dishonourable conduct.

§7 Rights and Obligations of Members

1. Members are entitled to participate in all events organized by the association and to use its facilities. The general assembly may decide on exceptions to support marginalised groups. The right to vote in the general assembly, as well as the right to stand for and elect candidates, is reserved for organizing members only.
2. Each member is entitled to request a copy of the statutes from the board.
3. At least one tenth of the members may request the board to convene a general assembly.
4. In every general assembly, the board must inform the members about the activities and the financial conduct of the association. If a group of members totalling one tenth or more request this with stated reasons, the board shall provide such information to requesting members within four weeks, even outside the general assembly.
5. The members must be informed by the board about the reviewed and inspected balance sheet (accountancy). If it happens during the general assembly, the auditors are to be involved.
6. Members are obliged to promote the association's purpose to the best of their ability and to refrain from anything that could damage the reputation and purpose of the association. They have to comply with the association's statutes and follow the decisions of the association's bodies. The organizing members and the community members are obliged to pay the admission and membership fees on time, in the amount determined by the general assembly.
7. By joining the association, each member grants irrevocable consent that for the duration of their membership, their personal data, particularly first and last name, date of birth, address, email, and their role within the association may be collected, managed and used in data processing systems. In the event that such data is required for accounting or other legal documentation (e.g. receipts for reimbursed expenses), this consent extends until the data is no longer required/necessary. The association is obliged to comply with the principle of data minimisation when handling members' personal data. Any publication of such data, even for association purposes, requires explicit consent of the affected member, unless the association is legally required to publish it.

§8 Bodies of the Association

The bodies of the association are the general assembly (§§ 9 and 10), the board (§§ 11 until 13), the auditors (§ 14) and the arbitration board (§ 15).

§9 The General Assembly

1. The general assembly is an "assembly of members" in accordance with the associations act 2002 (Vereinsgesetz 2002). The ordinary general assembly shall be held at least every two years.
2. An extraordinary general assembly takes place within four weeks if:
 - (a) Decided by the board or the ordinary general assembly,
 - (b) Written request representing at least one tenth of members,
 - (c) Demanded by an auditor(s) (§ 21 para. 5, first sentence of the associations act),
 - (d) Decided by an auditor(s) or one of them (§ 21 para. 5, second sentence of the associations act, § 11 para. 2, third sentence),
 - (e) Decided by a court-appointed curator (§ 11 para. 2, last sentence).

3. Members shall be invited via e-mail at least two weeks prior to both the ordinary and extraordinary general assembly. The announcement of the general assembly is to be accompanied by an agenda. The convocation shall be conducted by the board (para. 1 and para. 2 lit. a-c), by an auditor(s) (para. 2 lit. d), or by a court-appointed curator (para. 2 lit. e).
4. Motions to a general assembly are to be submitted to the board via written communication at least three days prior to the date of the assembly.
5. Valid resolutions – with the exception of the convocation of an extraordinary general assembly – can only be on topics included in the agenda.
6. All members are eligible to participate in the general assembly. Only organizing members are entitled to vote. Every voting member has one vote. It is permissible to transfer voting rights to another member via written proxy.
7. The general assembly has a quorum of at least two thirds of voting members present. If the general assembly is not quorate at the scheduled time, it is delayed for one hour preserving the same agenda. If it is still not quorate, it must be postponed.
8. Elections and resolutions of general assemblies are generally passed by a simple majority of valid votes. However, resolutions regarding the statutes or the dissolution of the association require a qualified majority of two-thirds or greater of valid votes.
9. The general assembly shall be headed by the chair of the association or – if unable to attend – the vice chair.
10. The general assemblies' venue shall be held as a moderated virtual meeting (§ 3 of the virtual meetings act (VirtGesG)). The meeting shall be moderated by the chair, or in their absence, by the vice chair.
11. The general assembly may be postponed by the board if it becomes apparent in advance that there will be no quorum due to a lack of eligible voting members and/or if essential persons (e.g. the auditors) are unavailable. The board must inform the members promptly about the reasons once they are known.

§10 Duties of the General Assembly

The general assembly shall have the following tasks:

1. Approval of the budget plan;
2. Recording and approval of the statement of accounts and closing (balance) of accounts, with the involvement of the auditors;
3. Appointment and dismissal of the board and the auditors;
4. Approval of legal transactions between the auditors and the association;
5. Release of the board;
6. Setting the amount of the admissions and membership fees for organizing members and community members;
7. Resolutions on changes in the statutes and on the voluntary dissolution of the association;
8. Deliberations and resolutions on other motions according to the agenda.

§11 The Board

1. The board consists of two members: the chair and the vice chair.
2. Board members are elected by the general assembly with a simple majority. If an elected member resigns, the board has the right to co-opt another eligible member to take their place. This appointment must be approved by the next general assembly. Should the board cease to function without co-opting either entirely or for an unforeseeably long time, each auditor is obliged to convene an extraordinary general assembly without delay to elect a new board. Should the auditors also be incapable of action, any organizing member who recognises the emergency situation must immediately apply to the competent court for the appointment of a curator, who must promptly convene an extraordinary general assembly.
3. The board's term of office shall be two years. Board members may be re-elected. Each board position must be held personally.
4. Board meetings shall be convened by the chair of the association (or by their deputy in cases where the chair is unable to do so) in writing or orally.
5. The board is quorate when all its members have been invited and are present.
6. The board adopts its decisions unanimously.
7. Board meetings are to be chaired by the chair.
8. Board membership shall be terminated in the case of the member's death, due to expiration of the member's term of office (paragraph 3), by dismissal (paragraph 9) or by resignation (paragraph 10).
9. The general assembly can remove the entire board or individual members at any time. Such dismissals shall enter into effect as soon as the new board or board member is appointed.
10. Board members may announce their resignation in writing at any time. The letter of resignation is to be addressed to the board or, in cases where the entire board resigns, to the general assembly. Resignation must not occur at an inopportune time that could harm the association.
11. Board meetings can also be held as simple virtual meetings or as moderated virtual meetings in accordance with § 2 and § 3 of the virtual assembly act (VirtGesG). In the latter case, the chair leads the meeting, or, in their absence, the vice chair performs this task. The board decides whether to hold a simple or moderated virtual meeting. It may also decide to conduct a hybrid meeting in accordance with § 4 VirtGesG.

§12 Duties of the Board

The board is responsible for leadership of the association and is thus its “leadership body” as defined in the associations act 2002. The board is responsible for all duties which are not assigned to other bodies of the association under these statutes. In particular, the board’s activities shall encompass the following matters:

1. Setting up accounting procedures appropriate to the association’s needs, including the continuous recording of income and expenditures and maintaining an inventory of assets as a minimum requirement;
2. Preparing the annual budget, the activity report, and the financial report;
3. Preparation and convention of the general assembly in the cases stated in § 9 paras. 1 and 2 lit. a–c of these statutes;
4. Informing the members about the association’s activities, its financial management, and the audited (reviewed) financial statement;
5. Administration of the association’s assets;
6. Grant exemptions from the admission fee and membership fee for members;
7. Admission and expulsion of organizing members and community members;
8. Hiring and dismissal of association employees;
9. Definition of rules of procedure which are binding for the association’s internal organization and areas of responsibility.

§13 Special Duties of Individual Board Members

1. The chair runs the ongoing business of the association.
2. The chair represents the association externally. Written documents of the association require the signature of either the chair or the vice chair to be valid; for financial matters (transactions involving assets), the additional approval of the board member who did not sign is required (if the chair signs, the vice chair must approve, and vice versa). Legal transactions between a board member and the association require the approval of the other board member (if the legal transaction involves the chair, the approval of the vice chair is needed; if it involves the vice chair, the approval of the chair is needed).
3. Legal powers of attorney to represent the association externally or to sign on its behalf may only be granted by the board members named in paragraph 2.
4. In urgent cases, the chair is authorised, under their own responsibility, to make independent decisions even in matters falling within the competence of the general assembly or the board. Within the association, however, such instructions shall require ex post approval by the competent body of the association.
5. The chair leads the general assembly and board meetings.
6. The chair keeps the protocols/minutes of the general assembly and board meetings.
7. The chair is responsible for the proper financial conduct of the association. As a board member, the chair is responsible for establishing an accounting system that meets the needs of the association, with continuous recording of income and expenditure, as well as maintaining a register of monetary assets (e.g. savings books, cash, etc.).
8. Should the chair be unable to perform their duties, the vice chair shall take their place.

§14 Auditors

1. Two auditors shall be appointed by the general assembly for a term of two years. Re-election is possible. The auditors must not belong to any body of the association whose activities are the subject of audit, except for the general assembly.
2. The auditors shall be responsible for monitoring the association’s business activities on an ongoing basis as well as auditing the association’s financial conduct with regard to orderly accounting and the use of funds in accordance with these statutes. The board is required to provide the auditors with the necessary documents and information. The auditors shall report the results of their audit to the board.
3. Legal transactions between the auditors and the association must be approved by the general assembly. Otherwise, the provisions set forth under § 11 paras. 8 to 10 shall apply analogously.

§15 Arbitration Board of the Association

1. The association’s arbitration board is to be called upon to settle any and all disputes arising from the association relationship. It serves as a “conciliation body” within the meaning of the associations act 2002 and is not an arbitration tribunal as defined by §§ 577 et seq. of the Austrian code of civil procedure (ZPO).
2. The arbitration board shall consist of three organizing members of the association. If there are not enough organizing members who meet the required criteria, community members may also be part of it. It shall be constituted as follows: Each party to the dispute nominates one arbitrator. The first party submits their nomination in writing to the board. The board then requests the second party – within seven days – to make their nomination within 14 days. Once both arbitrators are nominated, the board notifies them within seven days. The two arbitrators then have 14 days to jointly appoint a third organizing member to act as chair of the arbitration board. If they cannot agree, the chair is selected by drawing lots from the proposed candidates. Members of the arbitration board must not belong to any association body – except the general assembly – that is involved in the dispute.
3. The arbitration board makes its decision only in the presence of all its members after granting both parties the right to be heard by a simple majority vote. The arbitration board shall make decisions to the best of its knowledge and belief. Within the association, its decisions are to be considered final.

§16 Association Assets

The funds of the association may only be used for the purposes specified in the statutes.

§17 Dissolution of the Association

1. The voluntary dissolution of the association can only be decided upon in a general assembly and only by a two-thirds majority of all valid votes cast.
2. If the association still holds assets, a decision on liquidation must be taken during the general assembly in question. In particular, the general assembly must appoint a liquidator and decide on the party to whom the association's remaining assets are to be transferred once its liabilities have been covered.
3. The last board must inform the association authorities about the voluntary dissolution of the association in written form and in accordance with associations act make it public in an official bulletin within four weeks.

§18 Use of Association Assets upon Dissolution or Cessation of Beneficial Purpose

In the event of the dissolution of the association or the cessation of its previously beneficial purpose, the remaining assets of the association – after covering its liabilities – shall be used for charitable or benevolent purposes within the meaning of §§ 34 ff of the Austrian federal fiscal code (BAO). Where possible and permissible, such assets should be transferred to institutions that pursue the same or similar purposes as those of this association.