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## **Statutes of the civic association Freemap Slovakia**

### ***I. Introductory provisions***

- (1) The Association is a legal entity with its own legal personality.
- (2) The name of the association is Freemap Slovakia.
- (3) The website of the association is [www.freemap.sk](http://www.freemap.sk)
- (4) The seat of the association is Matičná 8 / A5, 900 28 Ivanka pri Dunaji.

### ***II. Objective of the association (subject of activity)***

The civic association Freemap Slovakia (hereinafter referred to as the Association) has set out the following main objectives of its activities:

- support for mapping and creating maps with free license
- popularizing and supporting OpenStreetMap ([openstreetmap.org](http://openstreetmap.org))
- Building, operating and developing its own map portal [www.freemap.sk](http://www.freemap.sk)
- Present the meaning of mapping and free license maps
- Present the meaning of maps and mapping through printed materials and media
- Making maps in different formats for different devices
- Getting permissions and importing data from different sources
- training, courses and creative workshops for members, the public, and legal entities
- support for education
- support for hardware and software development in mapping
- support for the development of map services for municipalities, natural and legal persons

### ***III. Membership***

- (1) The Association recognizes three types of membership:

(a) A **registered member** of an association may be any natural or legal person who agrees with the objectives and statutes of the association. He has no voting rights at the General Assembly.

(b) Any natural or legal person who, for at least two years, has contributed to the achievement of the objectives of the association as a registered member, may become a **regular member** of the association. For reasons of particular interest, the Board of Directors may decide to be admitted as a full member also in the case of a person who does not fulfill the two-year terms of support of the objectives of the association under the

previous sentence. A regular member has the right to vote at a general meeting. Members of the Preparatory Committee are regular members of the Association.

(c) An **honorary member** of an association may be a natural person or a legal person who deserves an extraordinary role in the development of an association or in an exemplary manner fulfills the objectives of the association. Honorary members are appointed by the Board of Directors and membership is established by accepting a letter of acceptance. They do not have the right to vote at the General Assembly.

(2) Formation of membership:

a) Registered membership is generated by filing an application for registration and payment of a membership fee.

b) The Board of Directors decides on the admission of a regular member on the basis of a written application by an overwhelming majority of all members of the Board of Directors. The condition of the membership of a tenderer, upon the acceptance of which the Board of Directors has given its approval under the previous sentence, is the payment of the registration and membership fee and the approval of the association's Articles of Association, which will be notified to the applicant by the Board of Directors. The applicant for membership agrees with the association's articles of association by paying the registration fee. The membership of the tenderer, upon the adoption of which has been decided by the Board of Directors, arises on the day of assignment of the appointed registration and member to the account of the association.

c) A physical person under the age of 18 may become a member of the association with the consent of his / her legal representative, which shall be stated on the written application form.

(3) Membership expires:

(a) by the member's appearance on the basis of his written notification to the Board of Directors,

(b) the death of a member in the case of a natural person or the disappearance of a legal person,

(c) exclusion of the member, especially for reasons of violation of the association's statutes. The exclusion of a member is decided by the General Assembly by a vote, by an absolute majority of all its members,

(d) failure to pay the membership fee, even within 30 days of receipt of the notice that the membership fee was not paid in due time,

(e) the dissolution of the association.

(4) The rights of regular members:

(a) to participate, directly or through its elected representative, in the proceedings of the General Meeting, make suggestions, comments, comment on the proposals submitted,

(b) to be elected to the bodies of the association, whereas the member of the board of directors of the association may become only the natural person who at the time of the elections has reached the age of 18 years,

(c) participate in all events organized by the association,

(d) to participate in the activities of the association carried out in order to achieve the objectives set,

(e) be informed about the management of the association,

(f) to enjoy other benefits to be decided by the General Meeting.

(5) The honorary members and registered members are granted the rights of full members under Article III. ods. (4) c), d) and f) of these Statutes.

(6) Obligations of regular and registered members:

- (a) promote the objectives and mission of the association,
- (b) comply with the articles of association and its internal organizational rules,
- (c) comply with the decisions of the association,
- (d) pay contributions in the amount and within the time limits set by the General Assembly,
- (e) to refrain from any action that might damage the reputation of the association, call into question the existence of an association, violate or marry the objectives of the association and the action to achieve them.

(7) Honorary members are required to comply with the obligations under Article III. ods. (6)

(a) to (c) and (e) of these Statutes.

#### ***IV. The bodies of the association***

(1) General Assembly

a) The General Assembly is the ultimate body of the association and is constituted by all the regular members. Its scope includes in particular:

- (i) decide on a change in the statutes,
- (ii) approve internal organizational rules, e.g. Rules of Procedure of the Board of Directors, Election Rules of the General Assembly, etc.,
- (iii) elect members of the Board of Directors,
- (iv) approve the management of the association,
- (v) decide to dissolve the association or its association with another association,
- (vi) to decide on the appeal of a member against a decision of the Board of Directors to exclude the member,
- (vii) decide on the amount of the membership contribution,
- (viii) to decide on projects aimed at achieving the objectives of the association.

b) Every regular member of the association has one vote. Regular members shall take part in voting at the general meeting in person or through an authorized representative. A regular member's representative can not be a member of the board of directors. Honorary Members and Registered Members may participate in the General Assembly's deliberations but have no voting rights.

c) The General Assembly is held at least once a year on the territory of the Slovak Republic, convened and organized by the Board of Directors. The Board of Directors is also obliged to convene the General Meeting at the request of an absolute majority of the full members of the Association, not later than 30 calendar days from the receipt of the request. The date and agenda of the General Meeting must be communicated to all regular members of the Association at least 15 calendar days before the day of its proceedings, the written draft decision must be communicated to the regular member of the Association at least 5 calendar days before the General Meeting, by e-mail. A member of the Board of Directors is obliged to attend the General Meeting.

d) The General Assembly decides on its meetings, unless these statutes provide otherwise. The General Assembly may also decide outside the ordinary session by electronic mail. In this case, the Board of Directors is obliged to send to all regular members a written draft decision together with a time limit for voting (voting), otherwise the vote is void. In order to determine whether the General Assembly is judged to be valid, the regular members who voted shall be deemed to be present.

(e) The General Meeting is deemed to be able to act if the overwhelming majority of all regular members are present. In the event that the General Meeting is not eligible even after one hour has elapsed from the beginning, the Board of Directors shall convene a substitute general meeting. The substitute general meeting must have an unchanged program and be eligible irrespective of the number of full members present.

(f) The General Assembly shall decide by an absolute majority of the votes of the full members present, unless otherwise provided in these Statutes. The General Assembly shall decide on the change of the Articles of Association and dissolution of the Association by at least two-thirds majority of all regular members.

g) The session of the General Meeting and the manner of adopting resolutions are regulated in the Rules of Procedure.

h) If a regular member cannot personally participate in the session of the General Assembly and does not give a mandate to his / her representative, he / she may also vote by e-mail. This decision must be notified to the Board of Directors not later than 5 calendar days before the General Meeting. The voting time is set for 24 hours before the ordinary general meeting. If such a voting member does not deliver his or her vote within the specified time, he / she is considered absent.

## (2) The board

a) The Board of Directors is the executive body of the association that manages the association's activity. The board of directors is primarily responsible for:

- (i) to implement resolutions of the General Meeting,
- (ii) prepare and submit to the General Meeting the materials for its deliberations,
- (iii) to decide on the procedures and ways of ensuring the operation of the association,
- (iv) ensure proper management of the association's accounts;
- (v) prepare reports on the management of the association,
- (vi) decide to exclude a member of the association,
- (vii) to ensure the keeping of members' records and records of the payment of registration and membership fees,
- (viii) convene a general meeting,
- (ix) convene an extraordinary or other assembly of the association.

(b) The Board of Directors shall follow the principles and guidelines laid down by the General Meeting if they are in accordance with the law.

c) The Board of Directors has three members (Chairman, Vice-Chairman, Secretary). Members of the Board of Directors elects and recalls the General Meeting of the Company's full members. The functions of the Board of Directors are then elected by elected Board members. The term of office shall be 3 years, the performance of the functions of the Board of Directors shall begin on the first calendar day of the following year, unless the General

Meeting decides otherwise. Repeated dialing is possible.

(d) A member of the Board of Directors may not be more than one representative of one legal person at a time.

e) A member of the Board of Directors may withdraw from office by a written declaration addressed to the Board of Directors. The General Meeting must discuss the resignation of a member of the Board of Directors at its next voting and the performance of the position of a member of the Board of Directors who has resigned shall end on the day on which the General Meeting has discussed or discussed the resignation. In the event that the number of members of the Board of Directors has dropped by less than half, the Board of Directors is obliged to summon an extraordinary General Meeting without undue delay, which shall discuss the resignation and elect a new member / members of the Board of Directors.

f) Meetings of the Board of Directors shall be held as required and shall be convened by any member of the Board of Directors. The term and agenda of the board of directors must be notified to all members of the board of directors at least 5 calendar days before the date of the meeting. A member of the Board of Directors is obliged to attend meetings of the Board of Directors.

g) The Board of Directors is capable of acting in the presence of an over-majority of its members, in the event of equality of votes, the vote of its President shall be decided. The Board of Directors may also decide outside the ordinary session, by written vote, or by electronic mail. In this case, a written draft decision must be sent to the other members of the Board of Directors together with a deadline for voting (voting), otherwise the vote is void. In order to determine whether the Board of Directors is in a position to act, the members of the Board of Directors who voted shall be deemed to be present.

h) More details on the manner of negotiation of the Board of Directors are regulated by the Rules of Procedure.

i) The Statutory Body of the Association is the Chairman of the Board of Directors.

## ***V. Principles of Management***

(1) The Association has the right to acquire property and is obliged to manage it in accordance with applicable legal regulations. The association guarantees all its assets for its obligations. For the proper management of the assets of the association, the Board of Directors, which is obliged to ensure the maintenance of all prescribed accounting books and records, shall comply with applicable legislation in the field of accounting, taxes, wages and levies. The association effectively manages the property.

(2) The revenues of the association are:

- a) membership fees of members of the association
- b) sponsorship and donations
- (c) voluntary contributions
- (d) grant contributions
- (e) other non-repayable financial assistance
- f) revenues from its own activities
- g) other sources

(3) The expenses of the association are in particular:

(a) Portal operation costs

(b) expenditure on organizing events to achieve the objectives of the association

(c) creation of maps and promotional materials

(d) manufacture and delivery of electronic and printed specialized maps and guides

(e) remuneration paid for the work of an association made on the basis of a written order of the association or with the prior consent of the board of directors

(f) expenditure expensively incurred

## ***VI. Cancellation and termination of the association***

The association is terminated by a decision of the general assembly on the voluntary dissolution of the association or by merging with another civil association. Upon the dissolution of the association by voluntary dissolution, the liquidation settlement shall be carried out by the liquidator, appointed for this purpose by the General Assembly.