

# OpenStreetMap RDC A.S.B.L.



## STATUS

English Translation

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**Kinshasa, 29 april 2017**

## **CHAPTER I: THE NAME, REGISTERED OFFICE, PURPOSE AND SCOPE OF ACTION.**

### **Section 1: The name**

**Article 1:** Between the undersigned of the present, a non-profit association called "OpenStreetMap RDC", in the acronym "OSM RDC" A.S.B.L., is created on 29 April 2017 in Kinshasa, in the Democratic Republic of Congo (DRC), in accordance with Law n° 004/2001 of 20 July 2001.

On the basis of the provisions of the aforementioned law, no other association may adopt the names enshrined in these Articles of Association, either in the letter or in the spirit of its founders. This is about the following names: "OpenStreetMap RDC", "OSM RDC", "OpenStreetMap République Démocratique du Congo" and "OSM CD".

**The association is apolitical and non-denominational.**

### **Section 2: Head Office**

**Article 2:** The registered office of "OSM RDC" A.S.B.L. is located in Kinshasa, 1 Avenue Kato Nord, Singa Mopepe district, Kinshasa commune.

The location of the registered office may be moved at any time by decision of the Board of Directors, acting by an absolute majority of its members, to any other place in the national territory.

### **Section 3: The corporate purpose and scope of action**

**Article 3:** "OSM RDC" aims to promote the OpenStreetMap participatory mapping project in the Democratic Republic of Congo.

To this end, the association carries out awareness-raising, training and support actions for local and non-local populations and actors.

This involves promoting the collection, dissemination, use and reuse of cartographic data under free licenses, by bringing together the actors of geographic information in the Democratic Republic of Congo: data owners, data producers, managers and users of georeferenced data.

To achieve the corporate purpose set out in paragraph 1 of this Article, "OSM RDC" may in particular:

- Establish and update a roadmap on the actions to be taken by the association for each calendar year;
- Make technical and methodological recommendations on the OpenStreetMap participatory project;
- Organize procedures and protocols for the exchange of information and data between members and external partners;

- Set up working groups on current topics in order to participate in the development of OpenStreetMap data usage in the DRC;
- Ensure the structuring and animation of a network of local OpenStreetMap relays spread throughout the Congolese territory;
- Offer and provide training on the open-source software needed by OpenStreetMap contributors;
- Organize, in collaboration with local authorities, participatory mapping campaigns ("cartoparties");
- Ensure reporting of actions carried out at the level of the international OpenStreetMap community;
- Maintain and feed the association's communication tools, in particular an e-newsletter and a website;
- Organize national or international events in the DRC to promote the OpenStreetMap project;
- Carry out, at the request of interested members, projects of common interest in participatory mapping;
- Any other activity related to the OpenStreetMap project.

**Article 4:** The A.S.B.L. OpenStreetMap RDC is founded for an indefinite period and extends its activities to the entire extent of the Democratic Republic of Congo, and if necessary abroad.

## **CHAPTER II: MEMBERS**

### **Section 1: Membership Category**

**Article 5:** "OSM RDC" includes three categories of members, namely: founding members, full members and sympathizing members.

Any natural or legal person under public or private law interested in its corporate purpose may be a member of "OSM RDC".

- A founding member is any person named by name who participated in the creation of the Association and who has signed these Articles of Association.

However, in order to retain its voting rights, the founding member is required to fulfill all the obligations incumbent on full members, in particular its participation in expenses through its contribution.

- Full member: any natural person who freely adheres to the statutes and internal regulations of the association and who is in good standing.

- A sympathising member is any natural or legal person of public or private law who freely adheres to the statutes and internal regulations of the association and who agrees to freely support the Association in various forms by donations or legacies, by any other service useful to the Association and recognised as such by the latter.

## **Section 2: Conditions for membership, exit or exclusion of members**

**Article 6:** Membership is open.

The Board of Directors deliberates on all applications for membership and delivers its verdict at its discretion before the end of its work.

A list of new members is presented to each General Assembly.

**Article 7:** Full membership is exceptionally lost by:

- the death,
- the resignation,
- exclusion.

Full membership is usually lost through non-payment of the annual membership fee (forfeiture).

A list of forfeited members, as well as any deceased, resigning or excluded members, is presented to each General Assembly.

**Article 8:** Resignations

Any member may at any time submit a written request for resignation from the association. The Executive Board may not object and validates the resignation in writing.

The resigning member may not claim reimbursement of all his annual membership fees and benefits of any kind.

**Article 9:** Exclusions

The Board of Directors may exclude a member who:

- Acts contrary to the interests of the association,
- Knowingly violates the association's by-laws or regulations,
- Demonstrates outrageous behaviour during an association meeting or event organized by the association,
- Does not keep his commitments.

The excluded member may lodge an appeal in writing with the President of the association within 30 days of notification of the decision to exclude.

## **CHAPTER III: ORGANIZATION AND FUNCTIONING**

## **Section 1: Organs**

**Article 10:** The governance bodies of "OpenStreetMap RDC" are:

- The General Assembly,
- The Board of Directors,
- The Executive Board,
- Working groups set up according to the economic situation.

## **Section 2: Operation**

### **General Assembly**

**Article 11:** The General Assembly is the supreme organ of the association and has the broadest power to pass or approve all acts concerning the association. It defines, discusses and guides its general policy. It is composed of all full members, each of whom has one vote in decision-making.

The sessions of the General Assembly are directed by a Bureau whose members are elected by a majority of the full members on the first day of the session.

The election of the members of the Bureau of the Assembly is organized under the supervision of the Board of Directors.

The Bureau of the General Assembly is composed of the President of the General Assembly, the Secretary Rapporteur and the External Auditor.

The Statutory Auditor shall perform his duties on a permanent basis until the elections of the new members of the Board of Directors have been held.

**Article 12:** The Ordinary General Assembly shall meet at least once a year upon convocation by the Chairman of the Board of Directors. It meets in extraordinary session upon convocation by the Chairman of the Board of Directors whenever circumstances so require, either on the initiative of an absolute majority of the members of the Executive Board, or on the initiative of one-third of the full members of the association.

Each of these initiatives is submitted to the Board of Directors, which decides by an absolute majority on the merits of these requests.

The notice of the Ordinary or Extraordinary General Meeting shall be given by electronic means at least 20 days before it is held. The notice of meeting systematically contains the agenda of the General Assembly as well as the place where it will be held.

### **Article 13: Powers of the General Assembly**

The General Assembly is the only body authorized to:

- Adopt or amend the statutes of the association by a 2/3 majority of the members present and voting at an extraordinary meeting;

- Elect the members of the Board of Directors by a simple majority of those present and voting;
- To dismiss the members of the Board of Directors by a 2/3 majority of the members present and voting,
- Approve the budget, operating account and balance sheet by an absolute majority of the members present and voting;
- Take all decisions expressly reserved to it by the Articles of Association by a majority of those present;
- To pronounce the dissolution of the association and its liquidation by a two-thirds majority of the members of the association present and voting;
- Adopt and vote on the Association's budget.

**Article 14: Voting rights at General Meetings**

Each full member of the association "OSM RDC" has a single vote at the General Assembly.

An effective member may be represented by another effective member by written, hard or electronic proxy. No one may hold more than two proxies.

Resolutions of the General Assembly shall be passed by the majorities indicated in Article 13 or, failing that, by an absolute majority of the members present and voting.

In the event of a tie at the time of voting, the vote of the President of the association shall count double.

**Article 15: Follow-up of the agenda**

The General Assembly can only validly deliberate on the questions on the agenda.

Any individual proposal must be communicated to the Executive Board no later than ten days before an ordinary or extraordinary General Assembly is held.

**Article 16: Validity of the General Assembly - Quorum**

The General Assembly shall meet validly if a simple majority of the members are either present or represented by proxy.

**Board of Directors**

**Article 17: Composition of the Board of Directors**

The Board of Directors is composed exclusively of members elected, for a renewable one-year term, by the General Assembly.

**Article 18: Powers of the Board of Directors**

The Board of Directors has all the powers that are not necessarily assigned by the Articles of Association to the General Assembly. He is the moral guarantor of the association's interests.

He is the legal representative of the association before all courts and administrative authorities as well as with regard to third parties.

In particular, it prepares the deliberations of the General Assembly, executes its decisions, supervises the persons responsible for management and representation, ensures that the minutes of the Board of Directors, the General Assembly and the list of members are kept regularly, and is responsible for the execution of the budget and the annual report.

The organization and functioning of the Board of Directors are provided for in the internal regulations.

**Article 19:** Frequency of Board of Directors' meetings

The Board of Directors meets at least once every four months at least three times a year.

**Executive Bureau**

**Article 20:** Composition of the Executive Board

The Executive Board is de facto composed of a quorum of five members from the Board of Directors and invested by the General Assembly:

- The Principal Coordinator, who acts as President of the Association
- The Deputy Coordinator
- The Secretary
- The Treasurer
- Communication manager of the association.

**Article 21:** Powers of the Executive Board

The Executive Board is mandated for a period of one year by the General Assembly to take charge of the management of the association's current affairs.

It ensures:

- The elaboration of the programme of activities for a term of office;
- The convening of the various meetings of the association;
- The organization and coordination of all the association's activities, including working groups;
- The day-to-day management of the association;
- The composition and organization of the working groups.

**Article 22:** Frequency of Meetings

The Executive Board meets at least once every two months, i.e. at least six meetings per year.

## **Working Groups**

### **Article 23: Composition and appointment of working groups**

Working groups are set up at the discretion of the Executive Board, which specifies their name, roles and composition.

The Executive Board shall draw up a technical sheet for each working group which shall specify:

- The motivations that led to the creation of the working group;
- The objectives to be achieved by the working group;
- The composition of the working group.

Any working group is coordinated by a member of the Board of Directors.

At least two thirds of the members of a working group must be full members of the association.

A legal person may be part of a working group on the exclusive condition that a representative (natural person) is appointed.

### **Article 24: Management of working groups**

The working groups are autonomous in the management of their work and/or studies. They are invited to report on the results of their work to the Executive Board at each of its meetings.

Each working group regularly sends a note to the Board of Directors at least once every six months presenting the results of the actions carried out.

A working group may request a budget allocation from the Executive Board to carry out its work. Obtaining such budgets is subject to the approval of the Board of Directors.

A monthly report on the implementation of this budget is required from any working group at the disposal of the Board of Directors.

### **Article 25: Dissolution of Working Groups**

A working group may be dissolved by decision

- Either by the Executive Board;
- Either by the end of the mission;
- Or in fact if no communication has been received by the Board of Directors for a period of six months.

In the event that a budget envelope remains, any unjustified/approved amount should be fully remitted to the association's account before dissolving it.

## **CHAPTER IV: THE ASSOCIATION'S FINANCIAL RESOURCES AND THE METHOD OF DRAWING UP THE ANNUAL ACCOUNTS**



## **Section 1: Permanent resources**

**Article 26:** The permanent resources of the association are:

- Membership fees;
- Voluntary contributions from members for the financing of projects declared of common interest;
- Revenues from the sale of members' cards and other insignia of the association.

## **Section 2: Exceptional Resources**

**Article 27:** The association's exceptional resources come from:

- Donors;
- Partnerships established with other associations or institutions;
- Services or events organized by the association;
- Donations, legacies and other gifts in kind or in cash;
- Possible state subsidies or those of other public utility institutions
- And any other resource authorized by the laws and regulations in force.

No donation of such a nature as to alienate the association may be accepted.

**Article 28:** The amount of contributions

The amount of the annual subscription is decided by the General Assembly on the proposal of the Executive Board. The fee varies according to the type of member.

Any transfer costs are the responsibility of the member.

A contribution recorded in the last quarter of a calendar year following a membership is valid for the following year.

## **Section 3: The preparation of the annual accounts**

**Article 29:** The preparation of budgets and the preparation of financial statements and annual accounts are the work of the Treasurer of the association.

They are presented to the Executive Board, which transfers them to the General Assembly for adoption and voting.

# **CHAPTER V: AMENDMENT OF THE STATUTES, DISSOLUTION AND ALLOCATION OF THE ASSOCIATION'S ASSETS**

## **Section 1: Amendment of the Articles of Association**

**Article 30:** Any proposal to amend the Articles of Association must first be submitted in writing to the Board of Directors, which, after analysis, submits it to the General Assembly. The amendment is incorporated if it is accepted by 2/3 of the full members at an Extraordinary General Assembly.

**Section 2: Dissolution and allocation of the association's assets.**

**Article 31:** The association may be dissolved by decision of the General Assembly, on the proposal of the Board of Directors. The decision to dissolve the association is taken by a 2/3 majority of the members present and voting at an extraordinary General Assembly.

In the event of dissolution, the association's assets will be transferred to an association with the same objectives.

**Article 32:** The Rules of Procedure

Anything not provided for in these Articles of Association shall be the subject of the Internal Regulations, drawn up by the Board of Directors and adopted by the General Assembly.

The Internal Regulations are applicable to all members, without exception.

**Article 33:** On the entry into force

These Articles of Association shall enter into force on the date of their signature by the founding members.

Done at Kinshasa, 29 April 2017.