

Suggested AoA changes/AGM resolutions

The following changes to the Articles of Association are suggested by the OSMF Board of Directors together with the OSMF Membership Working Group. They will be presented as individual votes on the ballot.

Changes are highlighted in bold.

Vote 1: Increase “rejection time frame”

We propose to change §15 of the Articles of Association by allowing the board 30 days (rather than just 7 days) to reject a membership application.

Old:

15. The board may reject an application for membership or associate membership within 7 days of receipt of the appropriate fee in cleared funds. If the board do not reject the application, or if they positively resolve to approve it before the 7 days has passed, the person applying shall become a member or associate member (as the case may be) at that point.

New:

15. The board may reject an application for membership or associate membership within **30 days** of receipt of the appropriate fee in cleared funds. If the board do not reject the application, or if they positively resolve to approve it before the **30 days** has passed, the person applying shall become a member or associate member (as the case may be) at that point.

Rationale:

This will give the MWG and the board more time to investigate any unusual signup patterns.

This will be a yes/no vote on accepting this AoA change.

Vote 2: Increase vote eligibility lead time

We propose to change §75 of the Articles of Association by increasing the time that someone has to be a member before they can participate in a vote (which includes elections) from 30 days to 90 days. We also introduce a lead time for having paid the membership fee, and clarify when the day starts.

Old:

75. Subject to other provisions of the articles, all members and associate members shall have the right to vote at a general meeting provided that:

(1) they were a member or associate member (as the case may be) throughout the period of 30 days prior to the date on which the meeting is held; and

(2) their membership account was not in arrears on the date on which the general meeting is held.

(3) they are a natural person.

New:

75. Subject to other provisions of the articles, all members and associate members shall have the right to vote at a general meeting provided that:

(1) they were a member or associate member (as the case may be) throughout the period of **90 days** prior to the date on which the meeting is held; and

(2) their membership account was not in **arrears 7 days prior to the date** on which the general meeting is held; **and**

(3) they are a natural person.

For the purpose of calculating time spans, a “day” is assumed to be a full calendar day in UTC, and the “date” is in UTC.

Rationale:

1. We want to make it less attractive for people to join just because a particular issue is on the agenda. Requiring 90 days of prior membership means that if someone wants to “game” the system, they need longer planning. This does not make it impossible to “game” the system, but it is one small building block that makes it harder.

2. The “not in arrears 7 days prior to the meeting” rule makes life easier for those who organise the election, because they do not have to continue sending ballot emails to old-but-newly-paid-up members until election day.

3. The “day” clarification is necessary because there have been discussions in the past whether the period of X days counts backwards from the exact time of the meeting, or from 0:00 on the day of the meeting.

This will be a yes/no vote on accepting this AoA change.

Vote 3: Introduce board eligibility lead time

We propose to alter §79 of the Articles of Association by introducing a minimum time that someone must have been a member before they can become a board member.

Old:

79. Any member of the Foundation who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director-

(1) by election at a general meeting; or

(2) by a decision of the directors.

New:

79. Any person who has been a member of the Foundation during the full 180 days prior to their appointment, and who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director-

(1) by election at a general meeting; or

(2) by a decision of the directors.

Rationale:

We want to make it more difficult for an organisation to control the OSMF by having their own representatives elected to board positions. Requiring 180 days of prior membership means that if someone wants to “game” the system, they need longer planning. This does not make it impossible to “game” the system, but it is one small building block that makes it harder.

This will be a yes/no vote on accepting this AoA change.

Votes 4, 5, 6: Fixed board terms and term limits

The current system controls the term length in §§33 and 34 of the AoA, stipulating that whenever a board election is held, 1/3 of board members (i.e. 2) have to retire but may stand for re-election. This leads to term lengths of 3 or 4 years (more precisely: 3 or 4 periods, where one period is the time between two elections - it need not always be a year), but term length can be shortened if other board members resign out of turn.

We propose to streamline this by introducing a fixed term length of 2 periods (though slight variations can occur due to the timing of the election), and to cap the maximum time in office of any board member at 6 periods (i.e. being elected three times).

There are several ways of modifying the AoA to achieve this goal. Concerning the term limits, we want to give voters three choices:

- (a) no term limits
- (b) a 6-period term limit, but being off the board for 2 periods will reset it and you can stand again;
- (c) a 6-period term limit that cannot be reset.

Old:

33. At any general meeting where there is to be an election of the board, one third of the members of the board for the time being, or if their number is not a multiple of three then the number nearest to one third, shall retire.

34. The members of the board to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from their last election or appointment. A retiring member of the board shall be eligible for re-election.

Vote 4 will be to change this to:

33. At any general meeting where there is to be an election of the board, **all board members who have served for more than 18 months since last being elected, shall retire.**

34. A retiring member of the board shall be eligible for re-election.

Vote 5 will be to, if vote 4 has been accepted, add the following to §34:

only if they have not yet been elected to a board position three or more times during the most recent eight board elections.

Vote 6 will be to, if votes 4 and 5 have been accepted, **remove** the “during the most recent eight board elections” from §34 again.

Rationale:

The current system is flawed because neither voters nor the candidate know what the candidate’s period in office will be. Also, our members have (in a 2014 vote) expressed a majority desire to have term limits. We believe that a standard term of two periods makes it easier for OSMF members to commit to the office, and that 6 periods total time in office is an adequate number that will ensure a healthy influx of new people. (The “18 months” number effectively is two periods if the General Meeting is always held in December, but would also allow the General Meeting to move to another date.)

We are, on purpose, not curtailing the board's prerogative to appoint new directors under §79(2). This means that even someone who is not eligible to stand for re-election could be appointed to be a board member by the board.

The staggered nature of these three votes is necessary to ensure that we do not end up with conflicting results. If votes 4, 5, and 6 pass then we will have strict term limits (option "c" above); if only votes 4 and 5 pass, we will have resettable term limits (option "b" above); and if only vote 4 passes we will have no term limits at all (option "a").

Vote 7: Cosmetic change to §81

We suggest to make a cosmetic change to §81 of the AoA:

Old:

81. The Board may from time to time and at any time appoint any member of the Foundation as a member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain their office only until the next Annual General Meeting, but shall then be eligible for re-election.

New:

81. The Board may from time to time and at any time appoint any member of the Foundation as a member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain their office only until the next **General Meeting**, but shall then be eligible for re-election.

Rationale:

In the last overhaul of the Articles of Association, the term "Annual General Meeting" was replaced by just "General Meeting" to be in line with the UK Companies Act which had stopped using the term AGM. We forgot to make this change in one spot and we suggest to make the change now.

Vote 8: Fee waiver for mappers/contributors

(This is not an AoA change.)

The 2014 AGM has decided on a fee waiver for people who have difficulty in paying the membership fee:

The membership fee for associate membership, which normally is tied to the regular membership fee, may be waived if paying the fee would constitute an unreasonable burden to the member, either because of financial hardship or because of the lack of a suitable money transfer facility.

In order to be eligible for the membership fee waiver, the applicant may be required to contribute something else of value (e.g: time, ...) to the Foundation, for example write a paragraph on mapping in their region.

Just like paid membership, membership under the membership fee waiver programme must be renewed annually.

We propose to open up this fee waiver to anyone making substantial contributions to OSM as a mapper or other contributor:

The membership fee for associate membership, which normally is tied to the regular membership fee, may be waived if **the person applying for membership can demonstrate that they have consistently made sizeable contributions to OpenStreetMap, for example by mapping.**

The OSMF Membership Working Group will, together with the Board of Directors, define what counts as "sizeable contributions".

Just like paid membership, membership under the membership fee waiver programme must be renewed annually.

Rationale:

By inviting more active community members to join the OSMF, we become more resilient against mass signups. We believe that even mappers for whom £15 is not a lot of money would be more willing to join if they are offered a free membership due to their good work. Also, active contribution to the project is easier to assess than financial hardship and does not require the applicant to disclose personal information. The potential loss of individual membership fee income is not a threat to our financial stability.

The "financial hardship" rule can be dropped entirely because even today, we expect someone joining under the "financial hardship" rule to demonstrate some sort of contribution, so they would likely be eligible under the new rule as well.