

Articles of association of OpenStreetMap France

Community translation in English of articles of association from original in French:

online: <http://www.openstreetmap.fr/statuts>

paper: <https://wiki.openstreetmap.org/wiki/File:Osm-fr-statuts-2014-signatures.pdf>

Article 1 - Name

It is founded between the members agreeing upon the present articles a non-profit organization (hereby called the Association) ruled by the law of 1st of July 1901 and the decree of 16th of August 1901, entitled "OpenStreetMap France" ("OSM France" or "OSM-FR" by abbreviation).

Article 2 - Purpose

The purpose of the Association is to promote the OpenStreetMap project including the collection, diffusion and use of cartographic data under free licenses. Rule and regulations include free licenses applicable to geographic data.

Article 3 - Registered office

The registered head office is located in Paris.

It may be transferred by a proposal from the Committee and ratified by the General Meeting.

Article 4 - Duration

The Association is created with no limit of duration.

Article 5 - Members

To become a Member of the Association, one must adhere to the present charter and rules of procedures, and participate to the association's activities. Any physical or moral person may become a Member.

The Committee rules on every membership application, which can be declined with a reasoned opinion to the applicant.

Membership ceases on death, resignation, non-payment of the membership fee, or by exclusion ordered by the Committee. A right of appeal to the General Meeting stands in all situations.

Article 6 - Resources

The association resources come from membership fees, from services provided by the association, from subsidies and donations, from organised events, and any other means that conform to applicable laws.

Article 7 - Ordinary General Meeting

The Ordinary General Meeting meets at least once every year, it is open to all Members. Members are notified by the Executive Committee at least one month prior to the meeting. Notifications include the meeting agenda.

Members shall propose motions and applications to the Executive Committee at least 15 days prior to the Ordinary General Meeting. On this date the agenda, with all motions and applications, is sent to all members. The Ordinary General Meeting deliberates on the activity report, the financial statement and the motions on the agenda. It deliberates on the forthcoming directions. It elects the Committee members. When consensus cannot be reached, decisions are taken by an absolute majority of the votes cast. The Ordinary General Meeting requires a minimum of 15 Members for the decisions to be valid.

Article 8 - Extraordinary General Meeting

The Extraordinary General Meeting can be called for exceptional circumstances, by the Committee or by 30% of the Members. The Members are notified at least 15 days prior to the Meeting date. The Extraordinary General Meeting is competent to decide the dissolution or the merge of the association. Decisions of the Extraordinary General Meeting are made by a majority of the Members present or represented, if no consensus can be achieved.

Any decision, including the dissolution or the merge of the association, require the Extraordinary General Meeting to be composed of a minimum of 75% of the Members, present or represented. In the event that this quorum is not reached, a new Extraordinary General Meeting without quorum is called for by the Committee within a maximum delay of two months. The Extraordinary General Meeting can modify the present charter in any way.

Article 9 - Committee

The Association is ruled by a Committee composed by five to fifteen Members elected by the General Meeting for one year. The mandate of the new members of the Committee begin at the end of the General Meeting that elected them.

The Committee can elect one or two treasurers among its members. Shall a position become vacant, the Committee fills in for it temporarily until the next General Meeting.

The Committee is responsible for employing salaried positions in the association. The Committee can invite for a meeting any person it wishes to consult, with no right of vote.

The Committee meets at least three times each year. Decisions are taken by the Committee by a majority of the present members if no consensus can be reached.

Article 10 - Way of voting

Voting mode

Distant vote (electronic vote) is permitted on Ordinary and Extraordinary General Assemblies.

Proxy vote

Members right of vote is nominal. A Member can exceptionally authorize a proxy vote. No one may receive more than two delegations for proxy vote.

Article 11 - Rules of procedure

The Committee can decide to define rules of procedure to complement the present charter. The rules of procedure must be adopted in a General Meeting.

Article 12 - Transparency and accountancy

To enforce transparency on the governance of the association, the following arrangements are made:

- the Committee reports its debates to all Members
- the Committee will consult, circumstances permitting, the opinions of the active Members of the Association prior to taking any decision

To enforce transparency on the accountancy of the association, the following arrangements are made:

- the projected budget is proposed by the Committee to the General Meeting before the beginning of the accounting year;
- the accounts are supplied to the General Meeting within a maximum delay of six months after the accounting year terminates;
- any contract or agreement made between the Association and either a Committee member, their spouse or close family member, is submitted for agreement by the Committee, and reported at the nearest General Meeting;
- activities open to third parties are accounted separately, and the financial result - taxes deducted - is transferred to the Association's general budget.

A book of income and expenses is kept up-to-date and, if appropriate, a daily accountancy.

Article 13 - Dissolution

The association dissolution can only be decided in an Extraordinary General Meeting. The assets will be allotted to one or more associations with similar goals in accordance with article 9 of the law of 1st of July 1901.

Done in Paris, 8th October 2011

Article 7 and 10 modified consequently to the Extraordinary General Meeting of 5th of April 2014