

# OpenStreetMap RDC

## A.S.B.L.



## Rules of Procedure

English Translation

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## **CHAPTER I: THE NAME**

**Article 1:** "OpenStreetMap RDC", in the acronym "OSM RDC" A.S.B.L., is a non-profit association created in accordance with law n° 004/2001 of July 20, 2001.

## **CHAPTER II: MEMBERS**

### **Article 2:** Founding members

The status of founding member is exclusively reserved for the 9 members named by name who participated in the creation of the Association and who have signed the Association's Statutes.

**Article 3:** The status of founding member is irrevocable.

However, the founding member is required to fulfil all the obligations incumbent on full members, in particular its participation in expenses through its contribution.

However, in default of subscription, the founding member loses its status as an effective member and still retains its status as a founder of the association.

### **Article 4:** Full members

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

To become a full member, you must:

- a. Complete the membership form available on the website and at the association's secretariat;
- b. Pay its non-refundable contribution for the current year in accordance with one of the payment methods provided for by the Board of Directors.

**Article 5:** Full membership is granted in accordance with the first paragraph of Article 6 of the Statutes.

### **Article 6:** Supporting members

Any natural or legal person under 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 through donations or legacies, by any other service useful to the Association and recognized as such by the Association.

The status of sympathising member is obtained and lost by decision of the Board of Directors, which judges in accordance with the best interests of the association.

### **Article 7:** Sanctions and loss of membership

Any conduct deemed detrimental to the association is punishable by a penalty depending on the degree of seriousness of the misconduct.

The offending member may be subject to verbal questioning, a notified reprimand, a temporary loss of membership, and in the extreme case of exclusion.

Sanctions are dictated by the Board of Directors, which sends a notification for information to the General Assembly.

**Article 8:** The Board of Directors may exclude a member who:

- Acts contrary to the interests of the association;
- Knowingly violates the association's statutes or its internal regulations;
- Demonstrates harmful behavior during an assembly or activity of the association;
- Cumulates blame: the third results in immediate exclusion.

The excluded member may file an ex gratia appeal within 30 days of notification of the decision to exclude.

The Board of Directors decides on this appeal and renders its decision within 15 days. After this period, the excluded member may refer the matter to the General Assembly, which decides during its session by a simple majority of the members present and voting on the rehabilitation of the excluded member or the ratification of his exclusion.

A list of excluded members is presented to the General Assembly.

**Article 9:** An excluded member may only apply once for reinstatement as a member after a period of at least three months following the judgment and analysis of his file by the Bureau of the General Assembly.

**Article 10:** In the event of resignation or death, membership of the Association is not transferable to the beneficiaries of the member concerned.

**Article 11:** Any resigning member must inform the Executive Board of the Association in writing of the reasons for his resignation.

**Article 12:** The resignation of a member is received and recorded or noted by the General Assembly informed by the Executive Bureau of the Association.

### **CHAPTER III: RIGHTS AND OBLIGATIONS OF MEMBERS**

**Article 13:** The association is mentioned in any scientific work or research undertaken by the members in the context of the activities that concern it.

**Article 14:** All full members are required to pay their contributions within 14 days of the beginning of the current financial year.

The membership fee is payable at any time of the year, but voting rights are only acquired for members in good standing at least 30 days before the General Assembly.

**Article 15:** All full members of the Association in good standing shall have the same rights. They enjoy all the benefits of the Association to its members.

**Article 16:** They are eligible and electors.

**Article 17:** The membership fee for new members is payable at any time and counts for the current budget year. But the right to vote is given for administrative reasons to members in good standing at least 30 days before the General Assembly.

**Article 18:** In the absence of renewal of the subscription, the status of full member and the right to vote shall be withdrawn until regularization.

**Article 19:** The amount of the annual subscription is set in accordance with the provisions of Article 28 of the Articles of Association.

**Article 20:** Attendance (physical or electronic) at meetings of the General Assembly is mandatory for any full member of the Association. A member may be excused or represented.

## **CHAPTER IV: STRUCTURES AND RESPONSIBILITIES**

**Article 21:** The structures of the Association are:

- General Assembly
- Board of Directors
- Executive Bureau
- Working Groups

### **The General Assembly**

**Article 22:** The General Assembly is the supreme organ of the association.

Its main functions are 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;
- Adopt and vote on the budget, operating account and balance sheet by an absolute majority of the members present and voting;
- To pronounce the dissolution of the association and its liquidation by the unanimous vote of the members of the association;
- Possibly appoint the liquidators of the association;
- Decide on the relocation of the association's head office;
- Take all appropriate measures to achieve the objectives of the association.

**Article 23:** The General Assembly is convened by the President of the Board of Directors at least 20 days before the date scheduled for the meeting.

The notice shall specify the date, time, place and agenda of the meeting.

**Article 24:** Any member may be represented by another member by written proxy and previously notified to the Executive Board by the member represented in an elective Assembly. No member may have more than one proxy.

**Article 25:** The General Assembly takes its decisions in accordance with the provisions of the article of the association's statutes.

**Article 26:** The President of the General Assembly shall preside over the meeting. He chairs and moderates the debates.

**Article 27:** Any member may speak on request. Its motion may be submitted to a vote after approval by a majority of the members present.

**Article 28:** Any absent member has the right to send in writing his interventions or messages to the Executive Board to be read at the General Assembly.

**Article 29:** Any sympathetic member may attend the debates without voting rights, if he is not concerned by a potential or proven conflict of interest. However, its opinions may be heard for guidance.

**Article 30:** Voting shall be by show of hands, or by electronic means, or by secret ballot, as the case may be.

**Article 31:** The minutes of the General Assembly shall be signed jointly by the President and the Secretary Rapporteur of the Bureau of the General Assembly.

**Article 32:** The Executive Bureau is responsible for the execution of the decisions of the General Assembly.

### **The Board of Directors**

**Article 33:** The Board is composed of 9 members, 5 of whom are appointed by their peers to constitute the Executive Board.

The Board of Directors shall meet as often as required for the proper functioning of the Association and at least three times a year.

It is convened by its Principal Coordinator, or at the request of a quarter of its members.

To deliberate, the presence of at least half of its members is necessary.

It may hear any person who could provide information on the decisions submitted to it, in particular the members responsible for the files on the agenda.

**Article 34:** The members of the Board of Directors (including the Executive Board) shall refrain from

- Any action likely to hinder the regular performance of their duties;

- To solicit, require or receive directly or through an intermediary, even outside their functions but because of them, donations, gratuities or benefits of any kind from natural or legal persons other than the Association;
- To disclose facts of which they have become aware because of their position or instructions from political authorities, unless expressly authorized in advance;
- To use without authorization, for their benefit or for the benefit of a third party, the services of the members as well as the movable or immovable property of the Association.

### **The Executive Board**

**Article 35:** The Executive Bureau is responsible for the execution of the decisions of the General Assembly.

**Article 36:** The Executive Board shall be composed of:

- Main Coordinator;
- Deputy Coordinator;
- Secretary;
- Treasurer;
- Communication manager of the association.

**Article 37:** The Principal Coordinator: he is the legal representative of the association before any court and administrative authority. He is also the Chairman of the Board of Directors and the General Assembly. He is accountable to the General Assembly for his actions:

- It convenes General Assemblies and Executive Bureau meetings and ensures that the deliberations and decisions taken at them are implemented;
- He represents the association in all acts of civil life;
- In particular, he has the right to sue on behalf of the association;
- He signs external correspondence, convenes and chairs meetings of the Executive Board, leads delegations to public authorities and third parties;
- It is responsible for the management of the Association's financial resources and orders expenses in accordance with the terms defined with the Treasurer and approved by the Executive Board;
- It ensures compliance with the Association's fundamental texts, the implementation of decisions and the implementation of programs adopted by the General Assembly;
- It convenes the Ordinary General Assembly;
- It may mandate a member of the Association to represent it or for specific missions and according to needs.

**Article 38:** The Deputy Coordinator: he replaces the Principal Coordinator in the event of his failure or absence. He is accountable to the General Assembly for his actions.

He acts as Acting Principal Coordinator in his absence.

**Article 39:** The Secretary:

- Prepares meetings;
- Supports the material organization of all events, meetings and other specific actions organized by the association;
- Write the minutes of the Board and GA sessions and forward them to the members;
- Oversees the preparation of activity reports;
- Ensures the filing of archives at the association's headquarters.

The Secretary shall act as Deputy Coordinator in his absence. In the event of absence or inability to attend, he may appoint a member of the Board to replace him.

**Article 40:** The Treasurer: He is in charge of the accounting management of the association. He is accountable for his management to the General Assembly,

- Ensure the sound management of the association's resources, the collection of dues and the proper maintenance of accounting tools;
- Prepares budgets and prepares annual and interim financial statements for presentation to the Executive Board and the General Assembly;
- Defines with the Senior Coordinator the practical arrangements for the management of financial resources that must be approved by the Executive Board.

In the event of absence or inability to act, the Principal Coordinator shall be responsible for his or her interim.

**Article 41:** Head of Communication of the association: he ensures the internal and external communication of the association, particularly with regard to the media.

It has as its attributions:

- Ensure the collection of useful information from the platform, disseminate it, under the responsibility of the Chairman of the Board of Directors, to the press;
- Develop draft press releases;
- Develop the communication plan within the association.

## **Working Groups**

**Article 42:** Working groups are technical and temporary bodies of the Association.

They are based on a specific activity that is in line with the association's objectives.

Working groups shall be set up as required at any time by the Executive Board, after informing the Board of Directors.

The coordinator of the working group who is a member of the Board of Directors obtains the financial resources, if appropriate, and is in charge of the execution of the budget allocated to the working group after approval of the request by the Board of Directors and reports to the Board of Directors on a monthly basis.

### **Frequency of meetings of the association's bodies**

#### **Article 43**

- The General Assembly, which meets at least once a year;
- The Board of Directors, which meets once every 4 months at least 3 meetings per year;
- The Executive Board, which meets once every two months at least 6 meetings per year.

### **CHAPTER V: OF THE DISCIPLINARY SYSTEM**

**Article 44:** Criminal offences (offences) are referred to the ordinary courts.

Any member who is guilty of a fault qualified as slight or deemed to be slight may be punished by one of the following penalties: warning, verbal or written reprimand followed by a request for an explanation.

Done at Kinshasa, 29 April 2017.