

# Statutes - OpenStreetMap Austria Association

(Automatic translation, 14.11.2021)

## §1 Name and seat of the association

The association bears the name „OpenStreetMap Austria“ with the abbreviation „OSM-AT“, hereinafter referred to as „the association“. It has its seat in Vienna and extends its activities predominantly to the Austrian federal territory.

## §2 Equal treatment of language

The personal expressions used in these statutes concern women and men equally, as far as this comes into consideration with regard to content. In particular, the term „chairman“ in these Articles of Association also refers to any „chairwoman“.

## §3 Purpose of the Association

The purpose of the association is

1. the promotion of the worldwide community project „OpenStreetMap“ in Austria,
2. the maintenance of the OSM community (the so-called „mappers“) in Austria and
3. the operation of servers and/or websites in or for Austria.

The association carries out its activities in a non-partisan manner. The association's activities are non-profit-making and non-profit-making in the sense of the Federal tax order (Bundesabgabenordnung (BAO)).

The association also aims to be open to as wide a circle of the general public as possible with its activities, which is why people who want to take part in association events at short notice, but do not desire membership, can be invited to do so. The Board may set a fee for the participation of such guests.

## §4 Means to achieve the purpose of the association

1. The purpose of the association shall be achieved by the ideal and material means listed in paragraphs 2 and 3.
2. As ideal means serve in particular:
  1. Maintenance and promotion of all matters and concerns of the OpenStreetMap project in all areas,
  2. Organizing, coordinating and/or conducting or participating in events and meetings of all kinds, especially lectures, meetings and gatherings for the purpose of information, training and consultation,
  3. Establishing national and international contacts,
  4. Publishing magazines and other useful printed materials and electronic media products,
  5. Acquisition and rental of equipment (e.g. GPS receivers) to support project tasks,
  6. acquisition, construction, design and operation of association premises, and

7. Support of research-related activities in the field of geo-information systems and related sciences.
3. The material means shall be raised in particular by:
  1. Contributions and fees,
  2. donations in cash and in kind as well as grants and testamentary dispositions,
  3. sponsorship income,
  4. building block actions,
  5. subsidies and grants, especially from public funds,
  6. proceeds from events,
  7. income from teaching,
  8. guest hours (granting of club facilities for a fee),
  9. income from sale of goods (including buffet and sale of goods),
  10. income from advertising (including rental of advertising space),
  11. income from renting and leasing, including in particular equipment and facilities and catering facilities,
  12. income from the publication, distribution and sale of printed works and electronic media products,
  13. equity investments in companies,
  14. interest income and bonds.

## **§5 Membership**

1. The association consists of:
  1. Ordinary members: These are physical persons with their own rights who actively participate in the life of the association.
  2. Supporting members: These can be physical or legal persons who support the association financially.
  3. Honorary members: Physical persons who have rendered special services to the Association may be awarded honorary membership.
2. The admission of ordinary and supporting members as well as the awarding of honorary membership shall be made by resolution of the Board of Directors. Any admission can be refused without giving reasons.
3. In addition to honorary membership, the title of „honorary chairman“ or „honorary chairman's wife“ may be conferred on deserving former chairmen of the Association. The award is made on the proposal of an ordinary member by the General Assembly.
4. Membership expires upon death or loss of legal personality (in the case of legal entities).
5. Members can declare their resignation in writing at any time. Verbal resignations from the association are invalid. With a resignation, club membership cards and any club property made available must be returned and outstanding debts must be settled. Membership fees already paid for the current calendar year at the time of resignation will not be refunded. For the judicial assertion of claims arising from the association relationship, the place of jurisdiction shall be Vienna.
6. Ordinary members who are no longer actively involved in the activities of the Association may renounce their ordinary membership. Ordinary membership can also be withdrawn by a justified decision of the Board. In both cases, such persons shall in principle remain supporting members.

7. In the case of serious violations of the statutes or damage to the Association, any membership can be revoked by a justified decision of the Board.

## **§6 Rights and duties of members**

1. General rights and duties:
  1. All members of the association have the right to participate in association events and to use association facilities, depending on the announcement.
  2. They have to pay contributions punctually.
  3. All members are obliged to actively promote and support the goals and interests of the Association.
  4. All members shall uphold the reputation of the Association and shall always observe these Statutes and the resolutions adopted in accordance with the Statutes.
  5. By joining the Association, each member acknowledges that all activities of the Association are carried out at the member's own risk.
  6. By joining the Association, each member gives irrevocable consent - for the duration of the Association membership - that his/her personal data, in particular first name and surname, date of birth, address, profession and function are recorded and managed within the Association by means of a data processing system, in particular for sending news, newspapers, invitations and for all professional and financial transactions within the Association.
2. Special rights and duties:
  1. Ordinary members: Ordinary members have a seat and a vote in the general meeting.
  2. Supporting members: Supporting members may participate in the general meeting, but have neither the right to vote nor to be elected.
  3. Honorary members: Honorary members are entitled to participate in the general meeting with seat and vote. Honorary chairmen are furthermore entitled to participate in the meetings of the board (without voting rights).

## **§7 Organs**

1. The organs of the association are
  1. the general meeting,
  2. the board of directors (governing body),
  3. the control commission (control organ),
  4. the Arbitration Court (dispute resolution body).
2. The term of office of the organs mentioned in paragraph 1 lit. b and c is two years. Re-election is possible. In case of expiry of the term of office, the above-mentioned bodies shall remain in office until the mandatory new election at the following General Assembly.
3. The association and accounting year of the association is the calendar year.

## **§8 General Meeting**

1. The ordinary general meeting takes place annually in the first half of the year. The members of the board, the control commission, the arbitration court, the full members as well as all supporting members and honorary members are entitled to participate.

2. Only those full members present at the General Meeting who have belonged to the Association for at least a certain period of time to be defined by the Board of Directors are entitled to vote.
3. The chairman or, in his absence, his deputy shall preside over the general meeting. If the chairman is also absent, the general meeting shall appoint a chairman for the day from among the members present and entitled to vote.
4. The general meeting decides on all votes with the exception of the vote on an amendment to the statutes or on the dissolution of the association with a simple majority of votes. In the event of a tie, the motion shall be deemed rejected. A majority of two thirds of the votes cast is required for amendments to the statutes. The General Meeting has a quorum if more than half of those entitled to vote are present. If this requirement is not met, the General Meeting shall be held a quarter of an hour later and shall then constitute a quorum regardless of the number of voters present.
5. The ordinary general meeting is convened by the chairman.
6. An extraordinary general meeting shall be convened by resolution of the executive committee or at the request of at least one tenth of all ordinary members.
7. The convening of a general meeting must be made at least two weeks in advance.
8. Motions must be submitted in writing to the Board of Directors at least one week before the General Meeting and must be brought to the attention of the voting members by the Board of Directors no later than the aforementioned one-week notice period. In addition, motions may be submitted directly before the general meeting if they are supported by at least one third of the voting members present.
9. The following are reserved for the general meeting:
  1. The election of the members of the Board of Directors and the Control Commission,
  2. The passing of resolutions on the approval
    - of the reports and motions of the Board,
    - the report of the Control Commission,
    - the discharge of the board,
  3. the conferring of the title „Honorary Chairman“,
  4. the passing of resolutions on motions submitted,
  5. the passing of resolutions on amendments to the Statutes and the dissolution of the Association,
  6. the drawing up of rules of procedure for the General Meeting.

## **§9 Executive Board**

1. The executive committee consists of
  - the chairman,
  - the deputy chairman,
  - the financial officer and
  - the secretary.
2. The executive committee can co-opt further members into the executive committee if necessary.
3. The board manages the business of the association. It draws up its own rules of procedure. The individual functions of the board members can be determined in more detail by the general meeting.

4. The board shall meet as business requires and shall document its decisions in writing.
5. The board has a quorum if all its members have been duly invited and at least two of its members are present. Resolutions shall be passed by a simple majority of votes cast; in the event of a tie, a motion shall be deemed rejected.
6. If necessary, the Board of Directors may call in other persons to its meetings in an advisory capacity. It may appoint officers and committees and define their areas of responsibility.
7. The Board of Directors is responsible for deciding on the dues and fees to be paid by the members.
8. The Board of Directors is entitled to co-opt another person in the event of the resignation of a Board member. If more than half of the elected board members resign in the course of a term of office, an extraordinary general meeting shall be convened for the purpose of a new election.

## **§10 Special duties of individual board members**

1. The chairman represents the association externally, leads the management and chairs the general meeting and the board. He is responsible for all decisions and measures that are not explicitly assigned to another organ in these statutes. He calls meetings and supervises the activities of the other board members.
2. The Deputy Chairman shall support the Chairman in the management of the Association. He represents him in case of his absence.
3. The Financial Officer is responsible for the proper management of the Association in accordance with the resolutions of the General Assembly and the Board.
4. The secretary has to support the chairman in the management of the association, to prepare documents and deeds of the association on his behalf and to take the minutes at the meetings of the board and the general meeting.
5. Written documents of the association require the written consent of the chairman and the secretary to be valid, in financial matters (= asset disposition) of the chairman and the financial officer.

## **§11 Control Commission**

The Control Commission shall consist of two members, one of whom shall act as chairman. The Control Commission is responsible for the ongoing control of the management and conduct and the review of the financial statements. The statement of accounts must be submitted to the Control Commission by the Board of Directors no later than three weeks before the ordinary General Meeting. The Control Commission is entitled to participate in Board meetings with one member in an advisory capacity. The members of the Control Commission may not exercise any function in the Board of Directors.

## **§12 Court of Arbitration**

1. The arbitration court is responsible for deciding on all disputes arising from the association relationship, insofar as they are not to be handled differently according to these statutes. It is an „arbitration institution“ in the sense of the Association Act 2002 and not an arbitration court according to §§ 577 ff ZPO.

2. The arbitration court is composed of three ordinary members of the association. It shall be formed in such a way that one party to the dispute nominates a member as arbitrator in writing to the Executive Board. Upon request by the Executive Board within seven days, the other party to the dispute shall nominate a member of the arbitral tribunal within 14 days. After notification by the Board of Directors within seven days, the arbitrators nominated shall elect a third ordinary member as chairman of the arbitral tribunal within a further 14 days. In the event of a tie, the nominees shall be decided by lot. The members of the arbitral tribunal may not belong to any body - with the exception of the general meeting - whose activities are the subject of the dispute.
3. The arbitral tribunal shall reach its decision after hearing both parties and with all its members present, by a simple majority of votes. It decides to the best of its knowledge and belief. Its decisions are final within the Association.

## **§13 Association assets**

The association's assets may only be used for purposes in accordance with the statutes.

## **§14 Dissolution of the Association**

1. The voluntary dissolution of the association can only be decided in a general meeting convened for this purpose. The presence of at least two thirds of those entitled to vote and a majority of at least two thirds of the valid votes cast are required.
2. This general meeting must also decide on the liquidation and appoint a liquidator. The entire movable and immovable assets of the Association shall, insofar as this is possible and permissible, go to an organization which pursues the same or similar purposes as this Association, otherwise to social welfare purposes.