

# Articles of Association

(consolidated text)

Articles of Association of OpenStreetMap Poland

Adopted by the Founding Meeting on 5 March 2011 with amendments:

- adopted by General Meeting on 31 March 2012
- adopted by General Meeting on 1 February 2020

## Chapter 1. General provisions

### Art. 1

An association named OpenStreetMap Poland, operating on the basis of this statute and hereinafter referred to as “the Association”, is established.

### Art. 2.

The Association shall operate on the basis of, and within the limits of, the law of the Republic of Poland and therefore has legal personality.

### Art. 3.

The Association shall operate in the Republic of Poland. In special cases the Association may operate outside its borders.

### Art. 4.

The Association's registered office shall be the city of Łódź, Poland.

## Chapter 2. Goals and modes of action

### Art. 5.

The goals of the Association shall be:

1. Dissemination of knowledge of geodesy and cartography, computer science, earth sciences and environmental protection.
2. Supporting the creation, collection and dissemination of publicly available geographic data.
3. Supporting, developing and promoting the OpenStreetMap project, which is based on an online geographical database available under free licenses.
4. Protection of cultural and natural heritage and promotion of tourism and sightseeing.
5. Supporting the development of civil society.
6. Promoting and supporting the creation of free software.

### Art. 6.

The Association shall pursue its goals specifically through:

1. Creating free software which supports the OpenStreetMap project.
2. Conducting trainings and workshops on co-creating and improving the OpenStreetMap project.

3. Organizing scientific symposia and promotional activities for the OpenStreetMap project.
4. Cooperation with central and regional authorities of the Geodetic and Cartographic Service.
5. Conducting activities supporting the development of technology, inventiveness and innovation in the field of geoinformation in Poland.
6. Dissemination and assistance in the implementation of new technical solutions for geoinformation in economic practice.
7. Cooperation with the OpenStreetMap Foundation, registered in the United Kingdom, in the implementation of the goals of the Association.

## **Chapter 3. Membership**

### **Art. 7.**

Members of the Association shall be as follows: ordinary members, supporting members and honorary members.

### **Art. 8.**

Foreigners can be members of the Association on an equal footing with Polish citizens.

### **Art. 9.**

1. An ordinary member of the Association may become a natural person who is a participant of the OpenStreetMap project,
2. Submitted the completed membership declaration to the Management Board,
3. Has obtained the consent of the Management Board to be accepted as a member,
4. Paid the first membership fee.

### **Art. 10.**

An ordinary member of the Association shall have right to:

- participate in the General Meeting
- elect and be elected to the authorities of the Association
- participate in shaping and implementing the Association's action programme
- use the Association's assistance in activities for the goals of the Association
- submit opinions and proposals to the Association's authorities on matters concerning the activities of the Association.

An ordinary member of the Association shall be obliged to:

- comply with the articles of association, regulations and resolutions of the Association authorities
- regularly pay the fees to the Association.

### **Art. 11.**

A supporting member of the Association may be a natural or legal person interested in the activities of the Association, who has declared financial, material or advisory assistance to the Association. Supporting members shall be accepted by the Management Board. A supporting member who is a legal person shall act in the Association through its representative.

**Art. 12.**

Supporting member of the Association shall have right to:

1. participate in the General Meeting in an advisory capacity.
2. participate in shaping and implementing the Association's action programme
3. use the assistance of the Association in activities for the goals of the Association
4. submit opinions and proposals to the Association's authorities on matters concerning the activities of the Association.
5. supporting member of the Association is obliged to comply with the articles of association, regulations and resolutions of the Association authorities.

**Art. 13.**

An honorary member of the Association may become a natural person of particular merit for the implementation of the goals of the Association. Honorary members shall be relieved of their obligation to pay fee. They have all the rights of ordinary members. Honorary Members shall be accepted by the General Meeting at the request of the Management Board.

**Art. 14.**

Membership of the Association shall cease as a result of:

1. voluntary resignation from membership of the Association, reported in writing to the Management Board
2. death of a member or loss of legal personality of a supporting member
3. deletion from the list of members by decision of the Management Board due to at least half-yearly arrears in payment of membership fees
4. deletion of the supporting member from the list of members by decision of the Management Board as a result of failure to meet the assumed obligations
5. exclusion from the Association by the decision of the Management Board because of acting to the detriment of the Association or against its goals.

**Art. 15.**

The decision of the Management Board to refuse membership, to remove from the list of members or to exclude from the Association may be appealed to the General Meeting through the Management Board within 30 days from the date of delivery of the decision. The General Meeting shall consider the appeal at its next meeting. A member of the Association shall be suspended in their rights of member from the date of delivery of the decision on exclusion from the Association.

## **Chapter 4. Authorities**

**Art. 16.**

The authorities of the Association shall be:

1. General Meeting
2. The Management Board
3. Audit Committee

**Art. 17.**

The term of the Management Board and the Audit Committee shall start on the day of election and last until the next reporting and election General Meeting.

**Art. 18.**

In case the number of members of the Management Board or the Audit Committee will be reduced during the term of office, it shall be completed by co-opting from among the members of the Association, in the presence of all other members of the respective authority. During one term of office, a maximum of half of the members can be co-opted to any authority. If further complementation is needed it shall be necessary to convene the General Meeting.

**General Assembly of Members**

**Art. 19.**

1. The General Meeting shall be the highest authority of the Association.
2. The General Meeting consists of all members of the Association.
3. The General Meeting elects a Chairman from among its members, who directs its proceedings
4. The General Meeting may establish detailed regulations of the meeting
5. Unless the Articles of Association state otherwise, resolutions of the General Meeting shall be adopted by a simple majority of the votes present.
6. Unless the Articles of Association or a resolution of the General Meeting state otherwise, voting at the General Meeting shall be transparent.

**Art. 20.**

1. The General Meeting shall be convened by the Management Board on its own initiative, at the request of the Audit Committee or at the request of at least 1/4 of the total number of members of the Association. In the last two cases, the General Meeting shall take place within two months from the date of submitting a respective request to the Management Board.
2. The General Meeting may be convened as a reporting and election meeting.
3. The reporting and election General Meeting shall be convened every two years.
4. The Management Board shall inform the members of the Association about the place, date and proposed agenda of the General Meeting at least two weeks in advance.

**Art. 21.**

The competences of the General Meeting shall include, among others:

1. defining the main courses of action and development of the Association
2. determining the number of members of the Management Board and the Audit Committee
3. electing and removing the Board and the Audit Committee
4. approving the Management Board's report
5. establishing of the annual budget of the Association
6. adopting resolutions on amendments to the articles of association or dissolution of the Association.

## **The Management Board**

### **Art. 22.**

The Management Board shall be composed of at least three members, including the President, Vice-President and Treasurer.

1. The Management Board shall be elected and removed by the General Meeting in a secret voting by an absolute majority of votes present.
2. The Management Board shall adopt resolutions by a simple majority of votes in the presence of a majority of its members. In the event of a tied vote, the President shall have the casting vote, and in his absence the Vice-President shall have the casting vote.
3. The Management Board may determine detailed rules of its operation by resolution.

### **Art. 23.**

The members of the Management Board cannot be persons who have been validly convicted by the court for an intentional offence prosecuted by public prosecution or a fiscal offence.

### **Art. 24.**

The range of activities of the Management Board shall include:

1. managing the activities of the Association between the General Meetings
2. implementing resolutions of the General Meeting
3. reporting on its activities at the Reporting and Election General Meeting
4. preparing the draft of the annual budget for approval by the General Meeting
5. managing the assets of the Association
6. representing the Association before third parties
7. taking other decisions provided for in the articles of association.

### **Art. 25.**

In financial matters declarations of will on behalf of the Association may be made by two Management Board members acting together. In other matters, one member of the Management Board is entitled.

## **Audit Committee**

### **Art. 26.**

1. The Audit Committee shall be the internal control authority of the Association.
2. The Audit Committee shall consist of at least three members..
3. Members of the Audit Committee shall be elected and dismissed by the General Meeting in a secret voting by an absolute majority of votes present.
4. The Audit Committee shall elect its Chairman from among its members.
5. The Audit Committee shall adopt resolutions by an absolute majority of votes in the presence of a majority of its members. In the event of a tied vote, the Chairman shall have the casting vote.
6. The Audit Committee may determine the detailed rules of its operation by a resolution.
7. The Audit Committee shall have the right to request members or authorities of the Association to provide explanations concerning the inspected matters.

**Art. 27.**

Members of the Audit Committee:

1. cannot be members of the Management Board or be married, in cohabitation, relationship, kinship, affinity or subordination with them.
2. cannot be validly convicted by the court for an intentional offence prosecuted by public prosecution or a fiscal offence.

**Art. 28.**

The range of activities of the Audit Committee shall include:

1. controlling the overall activity of the Association
2. submitting conclusions to the Management Board resulting from the conducted inspections
3. applying to the Management Board for convening the General Meeting
4. submitting motions at the reporting and election General Meeting for granting or not granting discharge to the Management Board
5. reporting on its activities at the reporting and election General Meeting.

### **Regional coordinators**

**Art. 29. (deleted).**

## **Chapter 5. Assets and finances**

**Art. 30.**

The assets of the Association shall be created with:

1. income from membership fees
2. financial benefits and benefits in kind of supporting members
3. donations, inheritances and legacies
4. income from its own activities
5. income from the assets of the Association
6. public generosity
7. subsidies received.

**Art. 31.**

The amount and mode of payment of membership fees shall be determined by the Management Board.

**Art. 31a.**

The Association may perform its business activities on general terms, in the scale that serves to achieve its goals.

**Art. 32.**

It shall be forbidden:

1. to grant credits or secure liabilities by the property of the Association in relation to its members, members of its authorities or employees and persons with whom its members, members of its authorities or employees are married, in cohabitation or in a relationship of kinship or affinity in the direct line, kinship of affinity in the collateral line

to the second degree or are related by adoption, custody or guardianship, hereinafter referred to as “close relatives”

2. to provide the assets of the Association for the benefit of its members, members of its authorities or employees and their close relatives on the principles other than in relation to third parties, in particular if the transfer is free of charge or on preferred terms
3. to use the assets of the Association for the benefit of its members, members of its authorities or employees and their close relatives on the principles other than in relation to third parties, unless such use results directly from the goal
4. to purchase goods or services from entities in which members of the Association, members of its authorities or employees and their close relatives participate, on the principles other than in relation to third parties or at prices higher than market prices.

## **Chapter 6. Final statements**

### **Art. 33.**

Any amendments to the article of association or dissolution of the Association shall require a resolution of the General Meeting adopted by a majority of 2/3 of the votes present.