

OpenStreetMap Foundation
Special Resolutions
accepted in the 14 December 2019 General Meeting

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At the 13th Annual General Meeting of the OpenStreetMap Foundation, duly convened on the 14th of December 2019, the following six resolutions were duly passed as special resolutions.

SPECIAL RESOLUTION: Increase “rejection time frame”

The board of the OpenStreetMap Foundation (the “Foundation”) proposes that the following resolution is passed as a special resolution: that §15 of the Articles of Association is changed by allowing the board 30 days (rather than just 7 days) to reject a membership application.

Old text:

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 text:

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.

Results of the ballot

For the adoption of the increase in the "rejection time frame" 379 votes, against 29, empty votes 3. This means a 93% yes vote and the suggested change is adopted.

SPECIAL RESOLUTION: Increase vote eligibility lead time

The board of the OpenStreetMap Foundation (the "Foundation") proposes that the following resolution is passed as a special resolution: that §75 of the Articles of Association is changed 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 text:

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 text:

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.

Results of the ballot

For the adoption of "Increase vote eligibility lead time" 334 votes, against 70, empty votes 7. This means a 83% yes vote and the suggested change is adopted.

SPECIAL RESOLUTION: Introduce board eligibility lead time

The board of the OpenStreetMap Foundation (the “Foundation”) proposes that the following resolution is passed as a special resolution: that §79 of the Articles of Association is changed by introducing a minimum time that someone must have been a member before they can become a board member.

Old text:

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 text:

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.**

Results of the ballot

For the adoption of "Introduce board eligibility lead time" 369 votes, against 41, empty vote 1. This means a 90% yes vote and the suggested change is adopted.

SPECIAL RESOLUTION: Board term length and term limits, part 1

The board of the OpenStreetMap Foundation (the "Foundation") proposes that the following resolution is passed as a special resolution: that §33 and §34 of the Articles of Association are changed.

Old text:

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.

New text:

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

Results of the ballot

For the adoption of "Board term length and term limits, part 1" 358 votes, against 46, empty votes 7. This means a 87% yes vote and the suggested change is adopted.

Continued on next page

SPECIAL RESOLUTION: Board term length and term limits, part 2

The board of the the OpenStreetMap Foundation (the "Foundation") proposes that the following resolution is passed as a special resolution, if resolution 4 is passed: that the following is added to §34 of the Articles of Association:

Addition

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

Results of the ballot

For the adoption of "Board term length and term limits, part 2" 329 votes, against 69, empty votes 13. This means a 83% yes vote and the suggested change is adopted.

SPECIAL RESOLUTION: Cosmetic change to §81

The board of the OpenStreetMap Foundation (the "Foundation") proposes that the following resolution is passed as a special resolution: that §81 of the Articles of Association has the following cosmetic change:

Old text:

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 text:

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.

Results of the ballot

For the adoption of "Cosmetic change to §81" 394 votes, against 13, empty votes 4. This means a 97% yes vote and the suggested change is adopted.