

Constitution of OpenStreetMap Ethiopia

Article 1: Name and Legal Status

1. The name of the organization is **OpenStreetMap Ethiopia Association** (hereinafter "OSM Ethiopia"). It is established as a non-profit **association** in accordance with Ethiopian law, duly registered under the Ethiopian civil society proclamation as a non-profit entity.
2. OSM Ethiopia is a **non-profit, non-governmental organization**. It shall not operate for profit or personal gain of its members; all income and assets are used solely to further the organization's mission and objectives. The association does not distribute any profit to members or founders, and no portion of the organization's assets or income shall be paid to or benefit any private individual, except as reasonable compensation for services or reimbursement for expenses.
3. The organization is established for an indefinite period and operates **exclusively for charitable, educational, and community purposes** in line with the goals of the OpenStreetMap Foundation (OSMF). It will maintain legal personality as an independent Ethiopian association, while seeking official recognition as the Local Chapter of the OpenStreetMap Foundation in Ethiopia.

Article 2: Objectives and Purpose

1. The overarching purpose of OSM Ethiopia is to **promote and support the OpenStreetMap project** in Ethiopia, consistent with the mission and core values of the OpenStreetMap Foundation. OSM Ethiopia is dedicated to encouraging the growth, development, and distribution of **free geospatial data** for anyone to use and share.
2. **Mission Alignment:** The mission of OSM Ethiopia is to foster a vibrant OpenStreetMap community in Ethiopia – united, organized, and growing – to assist in national and global development goals. In pursuit of this mission, the Association's goals echo those of the OSMF, and its activities shall not stray from

these core tenets. This includes ensuring that all OpenStreetMap data contributed through our efforts remains free, open, and available under OSM's open license for the benefit of all.

3. **Objectives:** In furtherance of its purpose, OSM Ethiopia sets out the following specific objectives:
 1. **Community Building:** To grow and unite the community of OpenStreetMap contributors in Ethiopia, by welcoming new mappers and supporting existing contributors. This involves outreach, mentorship, and creating an inclusive environment where all with interest in mapping can participate (regardless of background or skill level).
 2. **Mapping and Open Data Promotion:** To create, improve, and disseminate free map data of Ethiopia on OpenStreetMap. The Association will encourage mapping of local geographic features and ensure that up-to-date, high-quality geospatial data is available for Ethiopia. All mapping work will adhere to OpenStreetMap's principles of ground truth and openness.
 3. **Education and Training:** To educate the public and institutions about OpenStreetMap and geospatial technologies. This includes organizing workshops, training sessions, mapathons, and internship programs to develop mapping skills and awareness of open-source geospatial tools.
 4. **Collaboration and Advocacy:** To serve as a bridge between the OpenStreetMap community and government agencies, NGOs, educational institutions, and other organizations in Ethiopia. OSM Ethiopia will advocate for the adoption of open geospatial data in various sectors (e.g., urban planning, humanitarian response, environmental management) and collaborate on projects that leverage OSM data for social and economic development.
 5. **Global Participation:** To represent the Ethiopian mapping community in international OpenStreetMap initiatives and events. This includes participation in global conferences like State of the Map and regional OSM Africa activities, ensuring Ethiopia's voice and contributions are recognized

globally.

6. **OSMF Mission Support:** To support the OpenStreetMap Foundation's mission in Ethiopia by adhering to its guidelines and promoting its values. The Association's goals shall always remain aligned with those of the OSMF, focusing on encouraging open mapping and not engaging in activities outside the scope of OSM's charitable objectives.

Article 3: Activities

To achieve the above objectives, OSM Ethiopia shall undertake a range of **activities** and programs, including but not limited to:

1. **Mapping Events:** Organizing regular mapping parties, "mapathons," mapping campaigns and community mapping projects across Ethiopia. These events encourage hands-on contribution to OpenStreetMap, often focusing on specific themes (such as humanitarian mapping, public transportation, environmental features, etc.) or geographic areas in need of better map coverage.
2. **Workshops and Training:** Hosting training sessions, seminars, and workshops on OpenStreetMap and related open-source geospatial tools. This includes introductory trainings for new mappers, advanced skill-building for experienced contributors (e.g., on using GPS, satellite imagery, editing tools, data validation), and "Training of Trainers" programs to expand outreach capacity.
3. **Outreach and Education:** Developing outreach programs to educational institutions (schools and universities) and local communities to raise awareness of open mapping. OSM Ethiopia will introduce OpenStreetMap in geography and ICT curricula where possible, support the creation of YouthMappers chapters at universities, and run public awareness campaigns about the importance of open map data.
4. **Community Projects:** Coordinating community mapping projects that address local needs. For example, mapping for disaster risk reduction (flood mapping, seismic risk), public health (e.g., mapping clinics and sanitation infrastructure), or cultural heritage (mapping historical sites). The Association may partner with humanitarian and development organizations (such as the Red Cross, HOT etc.) to contribute OSM data for their projects, ensuring that the data is both used for impact and remains

openly accessible.

5. **Events and Conferences:** Organizing local and national events to bring the community together. Chief among these will be **State of the Map Ethiopia**, an annual conference of Ethiopian mappers and OSM data users, as well as support for regional conferences like State of the Map Africa. The Association will also host periodic meetups, hackathons, and an annual General Assembly meeting for its members.
6. **Technical Infrastructure and Tools:** Maintaining local online platforms and communication channels for the OSM Ethiopia community (such as a website, forums, Telegram/WhatsApp groups, and social media). Additionally, the Association may develop or support localized mapping tools, scripts or map services (for example, Ethiopian map styles, or region-specific tag presets) to facilitate mapping in Ethiopia.
7. **Data Quality and Coverage:** Setting up projects for improving data quality in OpenStreetMap. This may involve organizing validation campaigns, import projects in collaboration with data owners (ensuring license compliance), and encouraging experienced members to review and improve contributions.
8. **Fundraising and Support:** Seeking funding or in-kind support to sustain OSM Ethiopia's activities. This may include applying for grants, sponsorships, or donations in line with the Association's non-profit status. All fundraising will be conducted ethically and in a manner consistent with OSMF's guidelines and the Association's charitable objectives.

Article 4: Affiliation with OpenStreetMap Foundation

1. OSM Ethiopia shall operate in affiliation with the OpenStreetMap Foundation as its official **Local Chapter** in Ethiopia, once approved by OSMF. The declared goals and mission of OSM Ethiopia are aligned with those of the OSMF, and the Association will actively **support the aims of the OSMF** within Ethiopia's geographic region.
2. The Association agrees to abide by the terms of the **Local Chapter Agreement** with OSMF. This includes proper use of OpenStreetMap trademarks and logos as permitted, and refraining from any misuse of these marks. OSM Ethiopia will respect

all OSMF intellectual property policies and **visual identity guidelines** when conducting its activities.

3. OSM Ethiopia is an independent legal entity from the OSMF. The OpenStreetMap Foundation is an international non-profit that **supports but does not control** the OpenStreetMap project; similarly, while OSM Ethiopia will coordinate with OSMF, it remains self-governed under Ethiopian law. The Association shall not act on behalf of the OSMF unless explicitly agreed. In all dealings, OSM Ethiopia will ensure it does not give the impression of speaking for OSMF except as authorized. Conversely, OSMF will not interfere in the internal operations of OSM Ethiopia except as mutually agreed or required to protect OSMF's interests.
4. OSM Ethiopia commits to **supporting the broader OpenStreetMap project and community**. It will not engage in any activity that is illegal, or in any social or political activism unrelated to the goals of OpenStreetMap and OSMF. The Association shall remain politically neutral and focus on its mapping mission. Likewise, OSM Ethiopia will avoid any activity that could harm the reputation or goodwill of the OpenStreetMap Foundation.
5. The Association will provide reports to the OSMF as required. At minimum, OSM Ethiopia shall submit an **annual activity and financial report** in English to the OSMF, describing its key activities, finances, and any membership updates, in line with OSMF requirements. The Association will also promptly inform the OSMF of any major changes in its Constitution, by-laws, or legal status, especially any changes that might affect its role as a Local Chapter.
6. Upon approval as a Local Chapter, OSM Ethiopia will proudly represent the OpenStreetMap project in Ethiopia's local context. The Association will coordinate with the OSMF and other Local Chapters globally to share best practices and contribute to the global OpenStreetMap community's growth.

Article 5: Membership

1. **Eligibility:** Membership in OSM Ethiopia is **open to any individual** residing in or with ties to Ethiopia who is interested in the OpenStreetMap project and supports the mission and objectives of the Association. There shall be no discrimination on the basis of race, ethnicity, religion, gender, age, or background; all persons who

share the goals of OSM Ethiopia are welcome to join as members. A basic familiarity with OpenStreetMap or a willingness to learn and contribute is expected of members.

2. **Admission:** An individual may become a member by submitting a membership application (online or in writing) and agreeing to abide by the Association's Constitution and any Codes of Conduct or policies in force. The Board of OSM Ethiopia (or a Membership Committee it appoints) shall review applications to ensure the applicant meets the criteria and supports the Association's aims. Membership becomes effective upon confirmation by the Board and payment of any applicable membership dues.
3. **Membership Dues:** The Association may establish a reasonable annual membership fee to support its activities (the amount to be determined by the General Assembly or Board and subject to review). In cases of financial hardship, the Board may waive or reduce dues for certain members to ensure inclusivity. **Non-payment of dues** without good cause, after due notice, may result in suspension of membership rights until the dues are paid.
4. **Rights of Members:** Each member in good standing has the **right to vote** at General Meetings, including the Annual General Meeting, and has one vote on all matters put to membership vote. Every member is eligible to run for election to the Board or to serve on committees, provided they meet any additional qualifications specified for the role. All members have the right to participate in OSM Ethiopia's programs, propose agenda items, receive regular updates about the Association's work, and inspect the Association's public records (such as financial reports) as required by law.
5. **Obligations of Members:** Members are expected to uphold the **values of the OpenStreetMap community**, contribute positively to the project, and comport themselves in accordance with any community guidelines or code of conduct. They should act in the best interest of the Association, attend General Meetings, and pay membership dues timely. Members must refrain from any behavior that would harm the reputation or objectives of OSM Ethiopia or OpenStreetMap.
6. **Resignation:** A member may resign at any time by submitting a written notice to the Association (e.g., to the Board or Secretary). Resignation or lapsing of

membership (e.g., due to non-payment of dues after reminders) does not relieve the member of any financial obligations owed to the Association prior to resignation.

7. **Termination/Expulsion:** In rare cases, the Board may recommend the expulsion of a member for **cause**, such as serious violation of the Association's Constitution, policies, or any conduct that gravely harms the interests of OSM Ethiopia or the OpenStreetMap community. The member in question shall be given notice of the reasons and an opportunity to be heard (defend themselves) before the Board or a committee. A decision to expel a member requires a **two-thirds (2/3) majority** vote of the Board or of the General Assembly, as stipulated in any membership policy. An expelled member may appeal to the next General Assembly, whose decision on the matter shall be final.
8. **Membership Records:** The Association shall maintain an up-to-date register of members, including contact information, to facilitate communication and the organization of meetings. The privacy of members' personal information will be respected and handled in compliance with applicable laws and OSMF's privacy guidelines.
9. **Relationship with OSMF Membership:** Membership in OSM Ethiopia is **separate and distinct** from membership in the OpenStreetMap Foundation (OSMF). Becoming a member of OSM Ethiopia **does not automatically confer** membership in the OSMF, and vice versa. OSM Ethiopia will encourage its active contributors to consider joining the OSMF (especially under the Active Contributor Membership program) to strengthen ties with the global community, but it is not a requirement for OSM Ethiopia membership. The Association shall, however, maintain a collaborative relationship with OSMF and may facilitate local members' awareness of OSMF elections, surveys, or initiatives.

Article 6: General Meeting of Members

1. **Supreme Authority:** The General Meeting of the members (also referred to as the General Assembly) is the supreme governing body of OSM Ethiopia. It has the ultimate authority in decision-making, including electing the Board, amending the Constitution, and approving major policies or changes in the organization.

2. **Annual General Meeting (AGM):** An AGM shall be convened **once per calendar year**, typically within the first quarter of the year (or as required by law, but no later than 15 months after the previous AGM). The Board is responsible for calling the AGM. Members shall be notified in writing (including via electronic means) at least 30 days in advance of the AGM date, with the notice including the date, time, venue (or videoconference details), and the preliminary agenda.
3. **AGM Agenda:** The business of the Annual General Meeting shall include, at a minimum:
 - Presentation and approval of **Annual Reports** from the Board, including a narrative report of activities and a financial report for the past year.
 - Presentation of the financial statements of the previous fiscal year, and an auditor's report if an audit was conducted.
 - Election of Board members (when scheduled – see Article 7) and any other elected positions or committees as needed.
 - Deliberation and decisions on any proposals or resolutions submitted by the Board or members (e.g., amendments to the Constitution, changes in membership dues, significant projects).
 - Any other business, including an open forum for members.
4. **Extraordinary General Meetings (EGM):** An Extraordinary General Meeting may be convened by the Board at any time outside the regular AGM schedule to address urgent matters that cannot wait until the next AGM. Additionally, an EGM must be called if at least a specified percentage of members (e.g., 25% of members, or a minimum of 10 members – whichever is greater) submit a written petition to the Board stating the purpose for the meeting. The Board shall schedule the EGM within a reasonable period (for example, within 30 days of receiving a valid member petition). Notice requirements for an EGM are similar to those for an AGM (though a shorter notice period such as 15 days may apply for urgent EGMs, provided all members are reasonably informed).

5. **Quorum:** A quorum for any General Meeting (AGM or EGM) shall consist of at least **50%** of the total members or a minimum absolute number – the exact figure to be decided by the membership or bylaws. (This number should be sufficient to represent a broad consensus without paralyzing the organization if many members are inactive.) If a quorum is not present at the announced start time of the meeting, the meeting may be adjourned for a later date or, if allowed by policy, proceed after a short waiting period with the members present (as long as any decisions are ratified later). The quorum requirement should be clearly defined in the bylaws or internal regulations.
6. **Voting:** Decisions at General Meetings are generally made by **simple majority vote** of members present and voting, except where a special majority is required (e.g., Constitutional amendments, expulsion of a member, or dissolution – which typically require a two-thirds majority). Voting may be done by show of hands, ballot, or electronic vote (for virtual meetings), as determined by the meeting chair. For Board elections, secret ballots should be used if there are more candidates than positions or if requested by any member. Proxy voting may be permitted according to rules decided (members can appoint another member to vote on their behalf in case they cannot attend), in compliance with any relevant law.
7. **Meeting Procedures:** General Meetings will be conducted according to a fair procedure. The Chairperson of the Board (or in their absence, another Board member or a member elected by those present) shall preside as **Chair of the meeting**. The meeting will follow the agenda, but can amend the order of business by majority consent. Minutes of the meeting shall be recorded by the Secretary (or a designated note-taker) and later made available to all members. These minutes should include a record of decisions made and election results.
8. **Member Proposals:** Members have the right to submit proposals, motions, or agenda items for consideration at the AGM. Such proposals should be sent to the Board or Secretary in advance (for example, at least 2 weeks before the AGM) so that they can be included in the agenda circulated to members. At the meeting, any member may also raise additional items under “Any Other Business” subject to time permitting, though formal decisions on items not pre-announced might be deferred to a future meeting if significant.

9. **Transparency:** The proceedings of General Meetings, including annual reports and financial statements, should be transparent to the membership and (with the exception of any sensitive personal data) may be shared publicly in line with OSMF's openness values. Proof of community consultation and engagement (such as discussions on the OSM Ethiopia mailing list or forum) will be documented to demonstrate that the Association's direction has community backing.

Article 7: Governance and Board of Directors

1. **Board of Directors:** OSM Ethiopia shall be governed by a Board of Directors (hereinafter the "Board") elected by and from the membership. The Board is responsible for overseeing the operations of the Association, executing the decisions of the General Assembly, and ensuring that the organization's activities align with its mission and the OSMF's aims. The Board serves as the executive body managing day-to-day affairs and strategic planning, subject to the ultimate authority of the members via the General Meetings.
2. **Composition:** The Board shall consist of **five (5) members**, unless otherwise decided by the General Assembly (the number of Board members can be adjusted in bylaws, but an odd number is preferred to avoid tie votes). All Board members must be active members of OSM Ethiopia in good standing. The Board should ideally reflect the diversity of the community (e.g., strive for inclusion of different skills, regional representation within Ethiopia, and gender balance to the extent possible).
3. **Term of Office:** Board members are elected for a term of **two (2) years**. To ensure continuity, initial terms or subsequent elections may be staggered (for example, either electing the entire Board every 2 years, or partial board renewal each year if so adopted). There is no term limit for Board members unless imposed by a separate membership resolution or legal requirement, but regular rotation and encouraging new leadership is healthy for the organization's governance.
4. **Elections:** Board elections are held at the Annual General Meeting when terms expire. Nominations for Board positions should be opened to all members in advance of the AGM. Candidates may be self-nominated or nominated by others (with consent of the nominee). If the number of nominees exceeds the number of available Board seats, a ballot vote will be conducted. The candidates receiving the highest number of votes will fill the seats (e.g., if five seats, the top five vote-getters

are elected). Election methods (such as first-past-the-post, approval voting, etc.) can be detailed in an election procedure if needed. If there are vacancies mid-term (due to resignation or removal of a Board member), the Board may appoint a temporary replacement to serve until the next General Meeting, where a by-election can be held to fill the remainder of the term.

5. **Board Officers:** The Board shall internally elect, from among its members, key officers to fulfill specific roles, including at minimum: **Chairperson (President)**, **Secretary**, and **Treasurer**. It may also define additional roles such as Vice Chair, Communications Officer, etc., as needed. These officers have the following general responsibilities:

- *Chairperson:* Serves as the chief representative of OSM Ethiopia, presides over Board meetings and (usually) General Meetings, provides leadership in policy and strategy, and acts as the primary liaison with external entities (including the OSMF and partners).
- *Secretary:* Responsible for keeping records of the organization, including minutes of Board and General Meetings, maintaining the membership register, sending notices of meetings, and handling official correspondence.
- *Treasurer:* Manages the financial affairs of OSM Ethiopia under the Board's oversight. This includes keeping accurate financial records, preparing the annual budget and financial reports, managing bank accounts, and ensuring proper financial controls are in place.

The Board may assign additional duties to each officer and may combine roles if necessary (except that the Chair and Treasurer roles should not be held by the same person for checks-and-balances). The Board can also delegate specific tasks to other Board members or committees (e.g., appoint a Programs Coordinator or an Events Committee lead from within or outside the Board).

6. **Meetings of the Board:** The Board shall meet **regularly** (for example, monthly or at least once every quarter) to discuss and decide on operational matters. Meetings can be in-person or via teleconference. A meeting of the Board may be called by the Chairperson or any two Board members with reasonable notice to all Board members. The Board may also conduct urgent decisions via email or messaging

platforms if needed, as long as decisions are properly recorded.

7. **Quorum and Voting (Board):** A quorum for Board meetings shall be a majority of the Board members (e.g., 3 out of 5). Decisions in Board meetings are made by simple majority vote of those present, unless a higher threshold is specified for certain critical decisions. In case of a tie vote in the Board, the Chairperson (or acting chair of that meeting) may cast a tie-breaker vote. All Board decisions must be recorded in minutes. A Board member who has a conflict of interest in a matter (e.g., a financial interest or a role in another organization discussed) must disclose it and abstain from voting on that matter.
8. **Duties and Powers:** The Board is empowered to manage the affairs of OSM Ethiopia in between General Meetings. This includes implementing the strategic plan, managing projects and budgets, entering into partnerships or agreements (with appropriate authorization – e.g., any agreement that significantly binds the Association should be approved by the Board and co-signed by the Chair and one other officer), and representing the Association to the public. However, the Board may not contravene decisions made by the General Assembly, and certain powers are reserved to members (such as amending the Constitution or dissolving the Association).
9. **Accountability:** The Board must operate transparently and report its activities to the members. Major decisions and Board meeting minutes (excluding any sensitive personnel or legal matters) should be made accessible to members. The Board will present an Annual Report at each AGM and be available to answer questions from members. Board members are fiduciaries of the Association and must act with loyalty, care, and within their authority for the best interest of OSM Ethiopia and its mission.
10. **Removal of Board Members:** Members of the Board may be removed before the expiration of their term by a resolution of the General Assembly (for example, by a two-thirds majority vote at a duly called General Meeting) if there is cause – such as gross misconduct, failure to fulfill duties, conflict of interest, or violation of the Constitution. The concerned Board member must be given an opportunity to respond to any allegations before a removal vote. Additionally, if a Board member fails to attend a certain number of consecutive Board meetings without valid reason (for instance, three consecutive meetings), they may be deemed to have resigned,

per a rule that can be set in bylaws.

11. **Advisory Committees:** The Board may establish committees or working groups (comprised of Board members, regular members, or external advisors) to focus on specific areas such as Technical (IT infrastructure), Training & Education, Community Engagement, Fundraising, etc. These committees report to the Board and operate under terms of reference set by the Board. Committees cannot make binding decisions on behalf of the Association without Board approval, but they play a vital role in carrying out activities and engaging the broader membership in the work of the organization.
12. **Founding Board Members:** *(Transitional/Initial Provision)*. The **founding Board of OSM Ethiopia** (as of the adoption of this Constitution) consists of the following five individuals who have been instrumental in establishing the Association: **Binyam Dele, Hiwote Tadesse, Samson Warkaye, Asnake Gizaw, and Rani Mesele**. These founding Board members shall serve in leadership roles from the inception of the Association and will oversee initial operations, including the recruitment of members and organization of the first Annual General Meeting. At the first AGM (or within one year of formation), elections shall be held in accordance with this Constitution to elect the Board for the next term. The founding Board members are eligible for election to continue serving, as determined by the members. The contributions of the founding Board in forming the Association are hereby acknowledged in this Constitution.

Article 8: Finance and Asset Management

1. **Fiscal Year:** The financial year of OSM Ethiopia shall be from January 1 (unless otherwise specified by the Board or required by law). At the end of each fiscal year, the accounts shall be closed and financial statements prepared.
2. **Accounting and Records:** The Association shall maintain accurate and complete financial records, including records of all income, expenditures, assets, and liabilities. A bank account shall be opened in the name of OSM Ethiopia at a reputable bank in Ethiopia. The Board shall designate at least two signatories for the bank account (typically the Treasurer and one other officer, e.g., the Chair or Secretary), with clear rules that withdrawals or payments above a certain threshold

require dual signatures to ensure accountability.

3. **Sources of Funding:** OSM Ethiopia may obtain funding from multiple sources consistent with its non-profit mission: membership dues, donations from individuals or companies, grants from foundations or international organizations, revenue from events or services (e.g. training fees, map-related services) as long as such activities align with the mission, and sponsorship for specific projects or conferences. The Association may also engage in fundraising campaigns. All funds received shall be used solely to further the Association's stated objectives and not for the private benefit of any member or Board member.
4. **Budget and Expenditures:** The Board is responsible for preparing an annual budget outlining expected revenues and planned expenditures, which should be presented to the membership (typically at the AGM for approval). Expenditures shall be made according to this approved budget. For any spending not in the budget or exceeding budgeted amounts, the Board must approve it (with major unbudgeted expenses potentially requiring consultation with or approval from the members at a General Meeting, depending on internal policies). The Treasurer shall monitor expenses and ensure they are properly documented with receipts/invoices.
5. **Financial Oversight:** As a reflection of transparency and accountability, OSM Ethiopia will subject its finances to oversight. The General Assembly may appoint an **Internal Audit Committee** (of 2–3 volunteer members who are not on the Board) to review the financial records and report to the membership annually. Additionally, if required by law or if the scale of finances is significant, an independent certified auditor may be appointed to audit the accounts annually or at some regular interval. The Board will present the audited (or internally reviewed) financial statements to the members for approval at the AGM.
6. **Not-for-Profit Application of Funds:** All income and assets of the Association shall be utilized **solely to further the objectives** of OSM Ethiopia. No portion of the income or assets shall be distributed as profit or dividends to any member, Board member, or private person. Members and Board members are not paid for their services as such, but the Association may compensate reasonable expenses incurred in carrying out duties (e.g., reimburse travel costs for an event, or pay for administrative support) or pay modest honoraria if appropriate and approved. Any salaries or contractor payments (for example, if the Association hires staff or

developers for a project) must be for bona fide services that advance the mission, and at fair market rates.

7. **Conflict of Interest in Finances:** Any Board member or officer who has a financial interest in a transaction (e.g., the Association considering purchasing services from a company in which the Board member has a stake) must disclose this conflict and recuse themselves from the decision. The Association will strive to avoid conflicts of interest in procurement and always seek the most effective and transparent use of its funds.
8. **Financial Reporting:** The Treasurer (or designated financial officer) shall prepare a **financial report** at least annually (and preferably quarterly for Board review). The annual financial report, which includes a statement of income and expenses, balance sheet of assets and liabilities, and notes on significant financial activities, shall be presented to the members at the AGM for review and approval. Additionally, OSM Ethiopia, as part of its Local Chapter obligations, will share its financial summary with the OSMF in the annual report to demonstrate financial health and proper use of funds.
9. **Asset Management:** Any equipment or assets (e.g., GPS devices, computers, drones for mapping, etc.) that OSM Ethiopia purchases or receives via donation shall be recorded in an asset register. These assets are property of the Association and shall be used for official purposes. Board members or other authorized persons may be custodians of equipment, but must return them upon request or at end of their term. Assets shall not be used for personal gain. In case of asset disposal (selling or donating old equipment), the Board must approve and ensure the proceeds (if any) go back into the Association's funds.
10. **Liability and Insurance:** OSM Ethiopia will operate responsibly to minimize liabilities. It may obtain liability insurance for the Association and/or Board if available and deemed necessary (for example, insurance to cover public events or to protect directors from legal liability arising from their official actions, within reason). The absence of insurance does not exonerate the Association from taking prudent safety measures in its events and operations.

Article 9: Amendments

1. **Amending the Constitution:** Any proposal to amend this Constitution must be approved by the General Assembly of members. Amendments require a **special majority** to pass – specifically, at least **two-thirds (2/3) of the votes** cast by members present (in person or by proxy, if allowed) at a General Meeting convened for that purpose. The intention to amend the Constitution, along with the general nature of the proposed changes, must be communicated to all members in advance of the meeting (e.g., included in the meeting notice).
2. **Proposal and Review:** Amendments may be proposed by the Board or by a written petition signed by a minimum number of members (for example, 20% of the membership or at least 10 members, whichever is higher). Proposed amendments should be drafted in writing, showing the text of the Constitution to be changed and the suggested new wording. The Board may form a committee to review and provide recommendations on the proposal before it is presented to the General Assembly, especially to ensure consistency and legality.
3. **Alignment with OSMF:** Any amendments to the objectives or affiliation aspects of this Constitution must continue to reflect alignment with the OpenStreetMap Foundation's mission and the Local Chapter requirements. If the Association plans to make significant changes to its structure, status, or objectives, it shall inform the OSMF Local Chapters Committee in advance or as soon as possible, to ensure continued recognition as a Local Chapter.
4. **Registration of Amendments:** Once an amendment is approved by the required majority of members, it shall take effect immediately or as stated in the resolution, subject to any necessary filings or approvals under Ethiopian law (for example, amendments might need to be registered with the Civil Society Organizations Authority or relevant government body). The Secretary is responsible for updating the official text of the Constitution and circulating the revised version to all members and stakeholders (including OSMF if required).
5. **Periodic Review:** It is good practice that the Constitution be reviewed periodically (e.g., every few years) by the Board or a designated committee to ensure it remains adequate for the organization's needs and compliant with any changes in law. Minor changes or clarifications can be compiled for consideration at the next AGM. The guiding principle is that the Constitution should remain a living document that

guides OSM Ethiopia effectively while holding true to its founding ideals.

Article 10: Dissolution

1. **Voluntary Dissolution:** OSM Ethiopia may be dissolved voluntarily if the members decide that it has fulfilled its purpose or can no longer function effectively. A decision to dissolve the Association requires a **special resolution** at a General Meeting convened specifically to consider dissolution. This typically means a supermajority vote (for instance, two-thirds of all members **or** a higher threshold such as three-quarters of votes cast) in favor of dissolution. The meeting to dissolve should also decide on the effective date of dissolution and appoint one or more persons (liquidators) to oversee the winding up of the organization's affairs.
2. **Mandatory Dissolution:** The Association could also face involuntary dissolution by order of law or regulatory authorities (for instance, if it fails to comply with legal requirements for NGOs). In such a case, the Board shall inform the members and manage the process in compliance with directives, still aiming to preserve the mission in any distribution of assets.
3. **Winding Up Process:** Upon dissolution, the Board (or appointed liquidator) shall ensure that all liabilities and obligations of OSM Ethiopia are settled. This includes paying off any debts, terminating ongoing projects in an orderly fashion, and fulfilling any remaining contractual obligations (such as final reports to donors). Any assets remaining after satisfying all debts and liabilities shall not be distributed to members or Board (consistent with the non-profit nature) but shall be disposed of as described in section 4 below.
4. **Disposition of Assets:** In the event of dissolution, **any residual assets** of the Association shall be transferred to another non-profit organization with similar objectives, or to the OpenStreetMap Foundation, as determined by the members at the time of dissolution. Specifically, it is preferred that remaining assets be given to an organization that promotes open data, open-source mapping, or similar community development goals in Ethiopia. The chosen recipient organization must itself be legally registered as non-profit (or charitable) and must have rules prohibiting the distribution of assets to its members. This ensures that the spirit in which the funds/equipment were gathered – for public benefit mapping – is preserved. If the members do not specify an organization, the default shall be to

donate assets to the OpenStreetMap Foundation or a global OSMF-supported project, for use in its mission of supporting the OpenStreetMap project globally.

5. **Notification:** The Board (or liquidator) shall notify the relevant Ethiopian authorities of the dissolution in accordance with the law (e.g., the Agency for Civil Society Organizations). Likewise, the OpenStreetMap Foundation should be informed that OSM Ethiopia is dissolving, so that any Local Chapter agreement can be formally terminated.
6. **Records:** Even after dissolution, the books and records of OSM Ethiopia (such as financial reports and meeting minutes) should be preserved for a certain period as required by law. The liquidator or last acting Secretary should arrange for archiving these records (perhaps handing them to a custodian organization or the OSMF if appropriate) for transparency and historical purposes.
7. **Effective Date:** The dissolution is effective once all legal formalities are completed. The Association shall cease operations except for those activities necessary to wind up. The final act of dissolution will be confirmed by a dissolution certificate or similar document from authorities, after which OSM Ethiopia will cease to exist as a legal entity.

Article 11: Miscellaneous Provisions

1. *(Code of Conduct)* The Association may adopt a Code of Conduct or Ethics guidelines to govern the behavior of members at events and in online community spaces, ensuring a welcoming and respectful environment consistent with OpenStreetMap community norms. All members are expected to adhere to such a code, and the Board will enforce it as needed (for example, by mediating disputes or sanctioning inappropriate behavior).
2. *(Logo and Branding)* OSM Ethiopia may develop its own logo and branding for local use. Such logo shall be used in conjunction with the OpenStreetMap name in line with the trademark license granted by OSMF. Any use of the official OpenStreetMap or OpenStreetMap Foundation logos by the Association will comply with OSMF trademark policies.

3. *(Official Languages)* The working language of the Association for official documents and communication shall be English (given OSMF interactions) and Amharic. Efforts will be made to provide key documents (such as this Constitution, bylaws, and public reports) in Amharic for accessibility to local members. In case of any divergence between language versions of the Constitution, the English version shall be considered authoritative for OSMF and international purposes, while the Amharic version shall guide local understanding.
4. *(Adoption of Constitution)* This Constitution is adopted by the founding members of OSM Ethiopia on July 10, 2025, and it becomes effective upon signature by the authorized founding Board members and approval by the relevant Ethiopian registration authority. It is binding on the Association and its members henceforth. Any matters not explicitly covered in this Constitution shall be decided in accordance with the Ethiopian civil society laws and, where applicable, in the spirit of OSMF's guidance for Local Chapters.

Certification: This Constitution was approved by the Founding General Assembly of OSM Ethiopia on July 10, 2025 and is signed by the undersigned founding board members:

- Binyam Dele
- Hiwote Tadesse
- Samson Warkaye
- Asnake Gizaw
- Rani Mesele