

THE
CONSTITUTION
OF
OpenStreetMap Gambia

A NON-GOVERNMENT ORGANIZATION



PREAMBLE:

We the members of **OpenStreetMap Gambia**, conscious of the challenges facing our country and their impact on the economic, social and infrastructural development of Gambia. Mindful of the fact that Gambians need to increase their support, participation and sustainability of their Nations' building and National development.

Convinced that the responsibility for overall development in Africa rests with Africans especially starting with the young people. Emphasizing that it is timely and imperative to launch an effective Non-partisan, Autonomous, Open, and Non-Governmental Organization to facilitate the process of promoting these values in our country, and the whole world.

Affirm our will to work tirelessly in solidarity with other progressive organizations in any country in the world to activate; community, social, and economic responsibility among the Africans, do firmly and solemnly resolve to provide for ourselves a constitution of the above named Non-profit and non-political organization, and be governed by the provisions therein.

ARTICLE 1: NAME

The name of the organization shall be **OpenStreetMap Gambia**

OpenStreetMap Gambia is an independent non-governmental organization, non partisan and not for profit.

ARTICLE 2: ADDRESS.

The Registered Office and Headquarters shall be situated in Kanifing South – Gambia. Any other offices shall be located in such place or places, within or outside the District of Kanfing Municipal Council, as the Board may determine from time to time or as the affairs of **OpenStreetMap Gambia** may require or make desirable.

There will also be an online presence with **OpenStreetMap Gambia** social media site such as a website, twitter, linkedin, facebook and other pages.

ARTICLE 3: OBJECTIVES.

1. To build a network of mappers throughout Gambia.
2. To provide training and capacity building that will enable individuals and organizations manage social, economic and community challenges.
3. Set up programs to promote awareness of the organization activities among citizens through, public lectures, seminars, workshops,



- research, publications and mapping events.
4. To create opportunities for members in the network to engage in global sustainable development initiatives.
5. To promote innovations from community members that will provide solutions to challenges in their communities for social and economic development.
6. To create resilient communities that can respond to local, national and global efforts that meet sustainable development goals.
7. Liaise with the private sector, civil society, and government in implementing national development plans.
8. Take part and facilitate mapping initiatives within the West African Community, the African continent, and the global community.
9. Provide training in OpenStreetMap and open data.
10. Providing training in cartographic tools and skills to businesses, universities, government agencies and NGOs.

ARTICLE 4: MISSION AND VISION

MISSION:

To have a vibrant OpenStreetMap community in Gambia, which is united, organised and growing to assist, and get involved in National and global development goals.

VISION:

To have a greater capacity for open data, open source, and applying these principles to assist organizations and individuals locally, and internationally to manage and solve social, economic and community challenges.

ARTICLE 5: THE SEAL AND STAMP

OpenStreetMap shall have a common seal which shall be kept at the secretariat and shall be affixed on all documents executed on behalf of OpenStreetMap in the presence of the chairperson and the secretary.

ARTICLE 6: MEMBERSHIP

Categories of membership in the organisation shall be:

(i) FULL MEMBERSHIP

Individual (human beings) upon payment of membership and subscription fees determined by the Board shall be admitted to the organisation. Fully paid-up members shall have voting rights at the Annual General Meeting (AGM).

Subscription fees for all members shall be determined by the board at the AGM

(ii) ASSOCIATE MEMBERSHIP

This will be accorded to organisations with similar or related objectives: membership shall be approved by the Board of the organisation. Fully paid-up Associate members shall have no voting rights but staff members of their organisations are free to apply for Full Membership to the organisation.

ARTICLE 7: 1 ORGANIZATION STRUCTURE

- 1) The following shall constitute the organizational structure of OpenStreetMap Gambia.
 - General Assembly
 - The Executive Board
 - Advisory Board
 - Secretariat

ARTICLE 11: GENERAL ASSEMBLY

1. The Executive Board and such other members as may be existing at the time sitting to consider matters of OpenStreetMap Gambia in a general meeting shall constitute the General Assembly.
2. **The General Assembly of OpenStreetMap shall have the following functions:**
 - a. To draw up the general policy framework of OpenStreetMap and agree on the priority issues.
 - b. To receive and approve the minutes of the previous general meeting.
 - c. To receive the chairpersons report.
 - d. To receive and approve the annual report of OpenStreetMap.
 - e. To receive and approve the treasurer's report.
 - f. To receive and approve planned activities for the ensuing year.
 - g. To elect members to the executive board of OpenStreetMap.
 - h. To approve the auditor's report for OpenStreetMap.
 - i. To do any other such duty or function that may be related and or incidental to the above.

ARTICLE 8: POWERS / FUNCTIONS OF THE EXECUTIVE BOARD:

The Executive Board shall perform the following functions: -

- a) Be the executive and administrative organ of OpenStreetMap Gambia.
- b) Initiate policies for OpenStreetMap for submission to the General Assembly of OpenStreetMap Gambia
- c) Approve and amend policies to govern the operations of OpenStreetMap Gambia effectively and monitor compliance.
- d) Monitor and oversee the management, administration and efficient running of OpenStreetMap Gambia affairs
 - A. Receive and consider applications for membership and cases of suspension or termination of membership.
 - B. Make rules and regulations for the efficient running of the affairs of OpenStreetMap Gambia.
 - C. Effect staff appointments, remuneration, discipline and terminations.
 - D. Execute and implement decisions and measures decided and recommended by OpenStreetMap Gambia General Assembly.
 - E. To oversee the promotion and realization of the vision, mission and objectives of OpenStreetMap Gambia.
 - F. To actively participate in the mobilization of financial resources for OpenStreetMap Gambia.
 - G. To receive, review and approve the annual program, budget and audited accounts of OpenStreetMap Gambia.
 - H. To appoint auditors for OpenStreetMap Gambia.
 - I. To review the constitution of OpenStreetMap Gambia and make appropriate recommendations for amendment to the General Assembly.
 - J. To become familiar with and be committed to the responsibilities of the board, setting targets, supporting the national director, monitoring the national director's performance, insisting on strategic planning, reviewing development related and social service programmes, ensuring adequate resources, ensuring good management, preserving institutional independence, relating to OpenStreetMap Gambia stakeholders and serving as an appeal court.
 - K. To perform any other duties as may arise from time to time.

The Executive board of OpenStreetMap Gambia will constitute the following nine (9) members;

1. Chairperson
2. Vice chairperson
3. General Secretary
4. Treasurer
5. Public Relation
6. Advisor
7. 3 ordinary members

Members of the administrative body shall hold a particular office for a maximum of 3 years.

1) Qualification of members;

Persons with keen interest, expertise and a commitment to community development and OpenStreetMap mission shall be eligible for appointment and or election to the Executive Board, provided that the member meets a minimum or an equivalent of the Gambia Advanced Certificate of Education and possess adequate knowledge, and skills in any of the following areas: -

- a) Organizational management.
- b) financial management.
- c) Project management.
- d) Human resource management.
- e) Law.
- f) Sustainable development.
- g) Community work and related dynamics with GIS software and technology.

ARTICLE 9: DUTIES / FUNCTIONS OF THE OFFICE BEARERS:

CHAIRPERSON

1. The chairperson presides and directs all the affairs, operations and proceedings of the meetings in accordance with the provisions of the constitution.
2. He must be a signatory to the organization's Bank Account.
3. Shall be an active member and has the casting vote in a case of tie at

- the meeting.
4. He/she directs and instructs other officers under him/her
 5. He/She shall be the organization's Chief Executive.

VICE CHAIRPERSON:

1. Assist the chairperson.
2. Performs the functions of the President/Chairperson during meetings and any other gatherings in the absence of the president/ Chairperson.
3. Takes over the leadership where a vacuum is created by the absence or otherwise, of the president until a by-election is affected.

GENERAL SECRETARY

1. Maintain the records of proceedings at the meetings
2. Deals with all correspondence of the organization, draws up the agenda at the meetings
3. Prepares annual reports of activities.
4. Keep custody of books, records and up to date nominal roll of members.
5. Issue's circulars of meeting or information.
6. He/she summons meetings in emergency situations in consultation with the president or the vice president, where the president is not available.
7. He / She must be a signatory to the organization's Bank Account.

TREASURER:

1. Has to receive all monies accruing to the organization for custody.
2. Must lodge all monies received in the bank account of the organization within 48 hours.
3. Has to make the organization funds available when requested. Such request must be by approval of the Board, which will be signed by the president and financial secretary.
4. Shall issue receipts where and when necessary.

Public Relation Officer:

1. He acts as the public relation officer of the organization
2. Edit and update promotional material and publications (brochures, videos, social media posts etc.)
3. Disseminates information concerning the organization within and to the public
4. Organize events like Mapathons, trainings, field mapping, etc. and serve as the Organization's spokesperson
5. Handle's proposals, and projects for the organization

Advisor:

1. Guide Executive board
2. Give wise Council to Executive board
3. Help in fundraising and bringing in community base projects

ARTICLE 12: THE PATRON

There shall be a Patron for OpenStreetMap Gambia appointed by the General Assembly of OpenStreetMap Gambia, which shall determine his/her qualifications.

The Patron shall be a person of high esteem and achievement in society. The Patron Shall:

- i. Perform an advisory role to the organization.
- ii. Promote the objectives of the organization.
- iii. Carryout any other function as need arises.
- iv. Be an ex-officio member of the Advisory Committee and Management Committee.

ARTICLE 10: SECRETARIAT

1. There shall be a secretariat called the OpenStreetMap Gambia Secretariat and it shall be located at the registered office of OpenStreetMap Gambia. The Country Director, who shall be the Secretary to the Executive Board of OpenStreetMap, shall head the OpenStreetMap Secretariat.
2. The Executive Board shall appoint such other staff as may be deemed
3. **necessary to execute the programmes and activities of OpenStreetMap.**
4. The staff shall be appointed on terms and conditions as shall be set out in their contracts of employment and the staff regulations of OpenStreetMap.
5. The Secretariat shall implement policy decisions and programmes of OpenStreetMap as approved by the General Assembly and the Executive Board.

The Secretariat staff in all their operations shall be accountable to the Executive Board.

ARTICLE 13: TERMS OF OFFICE:

- 1) Election of officials of OpenStreetMap Executive Board shall be held during the Annual General Meeting and shall be by secret ballot.
- 2) The term of office of the Executive Board shall be three years, provided that upon the

expiration of the first term, the members shall be eligible for re-election for a second term where upon its determination, they shall vacate office.

3) At the expiry of a term in office, the members shall resign from office to pave way for the next elections of the Executive board.

ARTICLE 14: PROVISIONS FOR MEETINGS

For effective administration of the organization there shall be the following meetings:

- a. An Annual General Meeting of the organization during the month agreed by the Board.
- b. Bi-monthly General Meeting by the secretariat.
- c. Quarterly meeting of the Executive Board.
- d. Emergency meeting by the members of the organization.
- e. Meetings can be both physical (face to face) and virtual (over the internet).
Communication channels for organization meetings can also be via electronic mail, tele- conferencing or telephone calls.

Meetings of the Board

1. The chairperson may at any time call for a meeting of the Executive Board, specifying the purpose for which the meeting is called per article 14(d).
2. The chairperson shall always preside at the meetings of the Executive Board, provided that in the absence of the chairperson the vice-chairperson shall chair and in the vice chairperson's absence, the members may elect from amongst themselves a person to chair the meeting.
3. The decisions at the Executive Board meeting shall be by consensus of the members present at the meeting. Where the members fail to reach a consensus, the decision may be subjected to a vote by show of hands and a simple majority shall prevail; Provided that where the members deem it necessary then the voting shall be by secret ballot.
4. The chairperson shall have a casting vote in case of equality of votes.
5. In matters of exceptional importance, procures shall be lodged with the secretary to the board in writing duly signed and shall be received before the commencement of the meeting.

ARTICLE 15: NOTICES OF MEETINGS

At least seven (7) days written or phone notices shall be given of every meeting except when at the sole discretion of the chairman, an emergency meeting is needed in the

interest of the network and at least forty-eight (48) hours. Notice shall be given of any such emergency meeting.

1. In each year there shall be held 11 monthly meetings and one Annual general meeting, at which all members shall be entitled to be present and to vote on all matters.
2. There shall also be a General Meeting which will be made up of all full members of the Association. A General Meeting shall be held as and when need arises.

ANNUAL GENERAL MEETING

- a) The Annual General Meeting (AGM) shall always be held in a month agreed upon by the board.
- b) The Annual General Meeting shall become a General Assembly in case of an election year or at any time it is called upon for purposes of an election.
- c) The Chairman shall preside at all General Meetings except at the stage of an election of a new Executive.
- d) Notice of an AGM shall be circulated not less than 21 days.
- e) Where the Executive votes on any matter, the Chairman shall have a casting vote.

DUTIES AT THE ANNUAL GENERAL MEETING

- (a) The Annual General Meeting (AGM) constituted as a General Assembly shall elect the Executive Committee by secret ballot
- (b) During elections, the AGM shall be presided over by the executive director or a member elected by secret ballot from amongst the Members who will not be eligible for election in any post.
- (c) To receive and consider the report of the previous meeting.
- (d) The AGM may elect the board as it may decide upon.
- (e) The AGM shall amend and make by laws of the organisation whenever it deems it necessary.

Provided that in the event of a General meeting seeking to amend this constitution, such amendment shall only be carried by a vote of not less than 2/3(two thirds) of the members, and in case of an adjourned meeting, the provisions of this constitution with the necessary modification, for the efficiency of the meeting shall apply.

- (f) The AGM shall debate and approve the Statement of Accounts submitted by the Chairman and assisted by the Treasurer.
- (g) The AGM shall consider, appoint and approve auditors and lawyers for the organization as well as their remuneration.
- (h) The AGM shall consider and approve dissolution of the organization.
- (i) To transact any other business which fall under this constitution and ought to be transacted at any General Meetings and any extra-ordinary matter.
- (j) Decisions at meetings shall be by consensus except in contentious Issues.

ARTICLE 10: VOTING

- (a) Aspiring candidates may disclose their intentions a month before the election date.
- (b) Campaigning is allowed and candidates will be given five minutes to address the assembly.
- (c) A candidate must be fully paid up all organisational dues and all Voters must be up-to-date with the organisational dues.
- (d) Voting shall follow the rule of simple majority and in case of a tie it will be repeated until a winner emerges.
- (e) A member may be elected in absentia if there are reasonable grounds for the absence.

VOTE OF NO CONFIDENCE/RESIGNATION OF EXECUTIVE COMMITTEE

- (a) A vote of no confidence can be affected on the Executive provided 2/3 of fully paid up members sign a petition to that effect and the Chairman will call a meeting to resolve the dispute or have a fresh election within 21 days of the petition.
- (b) In case of the resignation of the entire Executive, the Patron shall convene an Extra Ordinary General Meeting for that purpose provided that such a meeting shall have a notice of 14 days.

ARTICLE 16: PROCEEDINGS AT GENERAL MEETINGS

1. Two thirds of the members present shall be quorum for a General Meeting. No business shall be transacted at any General Meeting unless the quorum requisite be present and the medium of communication shall be decided in the meeting by the majority.
2. If 60 minutes after the appointed time for a meeting a quorum be not present, the meeting, if convened upon a requisition as aforesaid, shall be dissolved but, in any other case, it shall stand adjourned to the same day, in the next week, at the same time, and place (unless the said be a public holiday at the same and place) and if at such adjourned meeting a quorum be not present, those members who are present shall be a quorum and may transact the business for which the meeting was called.
3. The chairperson of the Board of Directors shall take the chair at every General Meeting or at any meeting and if he or she is absent the members present shall choose a member among themselves to be chairperson.

ARTICLE 17: VOTES AT GENERAL MEETINGS

Every member shall have one vote. Every question submitted to a General meeting or inauguration meeting shall be decided by show of hands and the decision of the meeting shall be final.

ARTICLE 18: QUORUM:

- i. The Annual General Meeting shall have 2/3rd of the Board members to form a quorum.

- ii. The Monthly General Meeting shall form a quorum by 1/2 of the Administrative Body.
- iii. The Quarterly Board meeting shall form 2/3 of the members present.
- iv. Emergency meeting: half of the Board, and Half of the Administrative Body for the ORGANIZATION shall form a quorum.

ARTICLE 19: FINANCIAL PROVISIONS

The sources of income for the organization shall include:

1. Executing projects with a geospatial component for Gambian companies and other local NGOs
2. Subcontracting for (International) NGOs
3. Membership Fees: to be determined by the Board and discussed with the Administrative Body.
4. Donations (whether cash or kind) from individuals, corporate bodies, and Foundations in Gambia or elsewhere.
5. Open challenges, proposals and grants or assistance from individuals, Government, foundations, Trusts, and other charitable or philanthropic organizations in Gambia or elsewhere.

ARTICLE 20: DISBURSEMENT AND APPLICATION OF FUNDS

- I) All monies collected on behalf of the organization shall be deposited in the designated account in such bank as the Board may from time to time approve.
- II) The signatories to the organization's bank account(s) shall be a combination of at least two Board members and Two members from the Administrative Body.
- III) The Board may invest the funds of the organization as may be directed by the General Meeting from time to time.
- IV) The disbarment of the organization's funds shall be approved by the president, and all expenses and financial reports should be revealed to the Administrative Body and members of the organization

ARTICLE 21: KEEPING OF ACCOUNTS

The organization shall operate bank accounts in its name. The signatories to the account shall be a minimum of two Board members and Two members from the Administrative Body.

All monies must be paid into the account within 48 hours upon receipt. The Financial

year of the organization shall be from 1st June, and the organization shall ensure the accurate keeping of records of all Income and Expenditure.

ARTICLE 22: APPOINTMENT OF AUDITORS.

1. An independent, legal and audit team, reporting to the board of trustees shall be appointed by the General Meeting for legal matters and auditing the financial records of the organization annually and submission of audited reports to the Board of trustees.

2. The Audited Financial Statements (Balance Sheet and Income and Expenditure Account) duly certified by independent auditors shall be annexed to the Annual Return to the Gambia Registration Services Bureau.

ARTICLE 23: AMENDMENTS

The constitution may be amended, altered or replaced in whole or parts by any person(s) deciding to make such amendment, which shall take place at the General Meeting of the organization, and with a motion by 2/3 of the Board members present at a meeting, called for that purpose. Amendments shall be shared with the Registrar General's office, Gambia Registration Services Bureau.

ARTICLE 24: REPORTS:

There shall be monthly, quarterly, and annual reports both financial and project progress reports submitted to the board.

ARTICLE 25: SPECIAL CLAUSE

the income and property of the organization **whatsoever** derived shall be applied solely towards the promotion of the organization as set forth in these Rules, Regulations and Constitution, no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise, to the members.

No remuneration or other benefits in money or money's worth shall be given to any member except repayment of our pocket expenses or reasonable fees for services rendered.



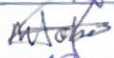



ARTICLE 26: DISSOLUTION

- a. At the AGM members shall resolve to wind up the organization and if a resolution to that effect is passed by dissolution shall take effect if at least 75% of the members at the AGM are in attendance.

- b. If in the event of a winding up or dissolution of the organization, if there remains after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be paid to and distributed among the members of the organization but shall be given or transferred to some other institution(s), having objectives similar to **OpenStreetMap Gambia**, such institution(s) to be determined by the board of trustees of the organization at or before the time of dissolution.
- c. If effect cannot be given to the aforesaid provision, then the remaining property shall be transferred to some charitable object.

ARTICLE 27: DECLARATION

We the several persons whose name, physical addresses and occupations are hereto subscribed are desirous of being formed into **OpenStreetMap Gambia** a Non-Governmental Organization, and hereby agree to abide by the provisions of this constitution herein and above.

| NAME | DESIGNATION | ADDRESS | SIGNATURE |
|-----------------------------|------------------|---------------|---------------------------------------------------------------------------------------|
| Jariatou Jallow | Chairperson | Sinchu Alagie |  |
| Madeline Ileleji | Vice Chairperson | Bakau |  |
| Miniratou Jobe | Secretary | Bakau |  |
| Muhammed Nyang | Treasurer | Sinchu Sorie |  |
| Syed Moneeb ul hassan Haris | Public Relations | Talinding |  |
| Poncelt Ileleji | Advisor/ Patron | Bakau |  |

