

Openstreetmap Foundation  
132 Maney Hill Road  
Sutton Coldfield  
B72 1JU  
United Kingdom

A company limited by guarantee, registered in  
England and Wales.  
Registration No. 05912761.

NOTICE IS HEREBY GIVEN that a General Meeting of the OpenStreetMap Foundation will be held at 11:00 UTC on Sunday, 07 December 2014.

The meeting will be held electronically, using Internet Relay Chat (IRC), on the channel “#osmf-gm” on the irc.oftc.net server.

The official physical location for the meeting is 132 Maney Hill Road, Sutton Coldfield, B72 1JU, United Kingdom; however members are strongly encouraged to participate via IRC.

Agenda:

### **1. Changes to Articles of Association**

By means of a meeting called by members, it is proposed that the following are passed as special resolutions

#### **Special Resolution 1 – Term limit**

That the articles of association of the Company shall be modified by adding to article 79 the text: “has not reached their term limit as director as set by article 80,” after “who is willing to act as a director,” and inserting a new article 80, changing the numbering of the following articles, with the text “80. Directors are subject to a term limit of a maximum of 4 years (48 months). Should the limit be reached within 6 or less months after a scheduled election the director is required to stand down effective the date of the election and is not eligible for re-election. If the term limit is reached during a directors term the director will stand down effective the date of the next election. Any time served as a director, including such prior to the introduction of this article will be counted towards the limit.”

#### **Special Resolution 2 – Term Limit Reset**

That if special resolution 1 is accepted the following text be added to the new article 80 “The accumulated time served against the limit can be set to zero by not serving for at least the same amount of time in one continuous block.”

### **2. Ordinary Resolution – General Meeting with Elections**

By means of a meeting called by members, it is proposed that the following is passed as a resolution

The board is required to carry out a general meeting with elections within 90 days after the acceptance of this resolution. At least 45 days notice will be given of the meeting. The number of seats available will be calculated to result in 7 directors serving on the board of the Foundation after the election.

### **3. Any other business**

You do NOT have to be physically present to attend the meeting. You do NOT have to attend to meeting to vote on the two special resolutions and ordinary resolution.

Voting is open to all regular members of the OpenStreetMap Foundation who joined before 7 November 2014 and whose membership account is not in arrears at the time of the meeting.

Proxy voting will be available, with details at [http://wiki.openstreetmap.org/wiki/Foundation/Special\\_GM14/Voting](http://wiki.openstreetmap.org/wiki/Foundation/Special_GM14/Voting).

On behalf of the Board, I am looking forward to your online participation in General Meeting.

Paul Norman

Secretary

OpenStreetMap Foundation.