

gvSIG ASSOCIATION REGULATION

**Association for the promotion of FOSS4G
Technologies and the development of
gvSIG Project**

English version



gvSIG Association
www.gvsig.com

TITLE I- GENERAL RULES

Art. 1.- NAME

The “gvSIG Association: Association for the promotion of the FOSS4G Technologies and the development of the gvSIG Project”, has been set up in Valencia as a volunteer association, in accordance with the “Ley Orgánica Reguladora del Derecho de Asociación 1/2002” of 22nd March and the current Regulations.

The aforementioned entity is set up as non-profit organization with a defined duration.

Art. 2.- GOALS

The goals of this Association are the following:

- a) a)To promote the use of technologies based on the principles of the FOSS as defined by the Free Software Foundation, for applications which are designed to capture, analyse, interpret, diffuse and develop Geographic Information.
- b) b)To develop and promote the use of the FOSS4G tool gvSIG.
- c) c)To contribute to the R&D and diffusion of Geomatics, through projects developed by the gvSIG Association or in collaboration with other national/international, public/private entities.
- d) d)To be an international reference in Geomatics by offering FOSS4G services based on the principles of the FOSS4G.
- e) e)To promote the use of open standards, recommendations and specifications for the management of Geographic Information and to ensure interoperability between different GIS.

This Association will develop, in accordance with the current legislation, the appropriate activities in order to achieve the above objectives. To achieve this goal, the gvSIG Association may act directly or indirectly, collaborate and participate in projects, forums, meetings, conferences, courses and any initiative or event that addresses issues related to Geomatics, Cartography or Open Source Software.

Art. 3.- ADDRESS.

The address of the Association is temporally located at the Plaza Juan Villarrasa nº 14, in the City of Valencia, and can be moved as agreed upon by the General Assembly. It may open local branches or delegations in any point within the territory of the Association.

Art. 4.- TERRITORIAL SCOPE.

The territorial scope of this Association for developing the cited activities is unlimited, as such, it is within the limits of international law and the law of each country, and always focuses its attentions on the achievement of its objectives, throughout the world.

Art. 5.- APPLICATION RULES.

The Association is governed by these statutes, by the internal rules that will be written by the Board of Directors to be approved by the General Assembly, whose content does not propose anything contrary to the Statutes, and by the agreements validly adopted by the General Assembly.

Art. 6.- ASSOCIATION INDEPENDENCE.

This Association was created as a legal entity and is independent from any other group, political party or religious faith and any public or private entity, and it follows the demands of its members regarding its objectives.

Art. 7.- ASSETS.

The Association has Foundational Assets. The assets and the investments are integrated by:

- The ordinary and extraordinary dues of its members.
- The donations and inheritance that it receives and accepts and the benefits that are generated.
- The subsidies received from public or private organizations.
- Any other funds that are obtained and that are compatible with its goals.

TITLE II.- MEMBERS, RIGHTS AND OBLIGATIONS

Art 8.- TYPES OF MEMBERS

Within the Association there will be the following types of members:

- a) Founding members, which are those involved in the establishment of the Association.
- b) Corporate Members, who will join the Association after its establishment.
- c) Honorary members, who have significantly contributed to the promotion and development of Geomatics and the gvSIG project. The appointment of honor members will be performed by the Board of Directors.

Art. 9 ACCESS CONDITIONS FOR CORPORATE MEMBERS

Members are adults of legal age, private or public, legal personas, and other entities or associations who request membership and are accepted by the Board of Director of the Association.

The admission requirements are the following ones:

- Commitment to accept and comply with the Statues.
- To accept and follow the resolutions adopted by the Board of Directors of the gvSIG Association.
- The completion of the incubation process, which is in force on the date of submission of the application to be a member of the Association.
- Commitment to be faithful to the association and not use any information that would infringe on its rights

Art. 10.- RIGHTS OF THE FOUNDING AND CORPORATE MEMBERS

The Founding and Corporate Members will have the following rights:

1. Use the sites and materials of the Association, as well as the technology that is created on its premises.
2. Receive information on the members of government bodies and representation of the association, the status of its books and the development if its activities.
3. Participate in the activities of the Association.
4. Review the books.
5. Participate in the Assemblies with voice and vote.
6. Have a vote and stand for office for the directors' positions.

7. Be heard prior to the adoption of disciplinary measures and be informed of the facts involved that lead to these proceedings.
8. Impugn the decisions of the entities within the Association that are against the law or the Statutes.

Art. 11.- OBLIGATIONS OF THE FOUNDING AND CORPORATE MEMBERS.

The founding and corporate members will have the following obligations:

- Abide by these Statutes and the decisions adopted by the Entities of the Association.
- Pay the dues that have been agreed upon by the Association or the Board of Directors. If a member stops paying these dues, he/she will automatically lose his/her membership, and be deprived of all of the rights as a member, including the right to vote in the decisions of the Association.
- Share the goals of the Association and collaborate in the activities of the Association.
- Share their knowledge for the prosperity of the goals of the Association.
- Perform, when necessary, the obligations inherent in the position they occupy.

Art. 12. HONORARY MEMBERS.

Honorary Members are persons of legal age, legal persons and other public or private entities or association that, based on a proposal from the Board, decide to accept the status as Honorary Member.

Art. 13- RIGHTS AND OBLIGATIONS OF THE HONORARY MEMBERS.

The Honorary Members have the right to:

- Be heard when proposing the necessary actions for achieving the goals of the Association.
- Be familiar with and participate in the decisions of the Technical Management Bodies that can be created in the Association.
- Count on the Association as a preferred member to jointly address I+D+I projects.
- Likewise their obligations are to:
- Consider free software and gvSIG proposals in the development of their projects.
- Commit to the use of standards, recommendations and open standards in the management of Geographic Information in its domain.
- Support the association in achieving its objectives.

These rights and obligations will be established, provided that they do not conflict with existing legislation, with the goals and objectives of the association, and with the optimal realization of the functions and duties that they have entrusted.

Art. 14.- LOSS OF MEMBERSHIP.

Membership may be suspended by agreement from the Board of Directors and ratified by the General Assembly. The interested party will be notified directly. An appeal against these actions can be made to the Members' Assembly. Nevertheless, failure to pay the periodic quotas approved by the Association will cause, ipso facto, the loss of all rights of membership until paid or resolved by the Board of Directors.

TITLE III.- GOVERNING BODIES AND ADMINISTRATION.

Art. 15.- GOVERNMENT BODIES.

The governing bodies and administration of the Association are:

- The General Assembly
- The Board of Directors

Art. 16.- THE GENERAL ASSEMBLY.

The General Assembly is the supreme governing body of the Association, composed of all partners; its decisions are adopted by majority and are binding for all members.

Art. 17.- MEETINGS.

There are two types of general assemblies: Ordinary and Extraordinary. In both, the President and the Secretary are appointed at the beginning of the meeting; these positions in the Board of Directors can also be filled by the same individuals. The president will open the debates and determine the agenda for the meeting.

The General Assemblies will be formed correctly after having been announced to all of the members at least 15 days before, specifying the Agenda for the meeting, as well as the time and place where it will be held. The general Assemblies, both ordinary and extraordinary will be validly established in the first meeting when at least one third of the members with voting right are present and in the second meeting, regardless of the number of members with voting rights either present or represented.

The decisions of the General Assembly will be adopted by simple majority of the members present when the affirmative votes exceed the negative votes. Nevertheless, a three fifths majority of the members present is required for matters related with the termination of the association, modification of the statues, and the alienation or transfer of assets.

All of the decisions will be noted in the Meetings Minutes and will be upheld by the Board of Directors.

Art. 18.- REPRESENTATION OR PROXY VOTE.

Representation or proxy vote will only be valid for the session or meeting for which it is issued, and any indefinite proxy or representation will be null.

The vote has to be made in writing, indicating the personal information, membership number of the delegate and representative, and signed and initialled by both.

Art. 19.- ORDINARY GENERAL ASSEMBLY.

The Ordinary General Assembly will be held at least once a year, and its functions are:

- Election of the members of the Board of Directors.

- Exclusion of members.
- Approval of the Annual Budget, the Activities Plan for the year, and the previous year's accounts.
- Adoption of decisions that have been requested because of their importance and as such, have been decided upon.

Art. 20.- EXTRAORDINARY GENERAL ASSEMBLY.

The Extraordinary General Assembly will meet when the Board of Directors considers it necessary or when requested by no less than 10% of the members, stating the reason or reasons for the meeting, and always justified by law.

The purpose of the Extraordinary General Assembly is:

- Alienation or transfer of assets.
- Performance of statutory modifications
- Other issues that this Assembly considers important.

Art. 21.- THE BOARD OF DIRECTORS.

The Board of Directors is the collective representation body of the Association, whose members will be elected by the General Assembly and which is formed by a maximum of 9 people. Among its members, the Board of Directors will elect the President, Vice President, Secretary and Treasurer, and the rest will be members. The Board of Directors can also assign other internal positions that, according to the Association, will continue being considered as members.

Art. 22.- VOLUNTARY POSITIONS.

The positions in the Board of Directors are voluntary, and their duration is two years. The Board of Directors will meet at least once a month and as many times as they are called upon by the President or by request of one fourth of the components of this Board, and these meetings will be controlled by a book of meetings of the Board of directors, in which the decisions adopted in the Board of Director will be established, when half and one more of the members attend, and for the decisions to be valid they must be approved by the majority of votes. If there is a tie, the President's vote will be the deciding factor.

Art. 23.- FUNCTIONS.

The Functions of the Board of Directors are to:

1. Decide on the attainment of membership status.
2. Propose the exclusion of members to the General Assembly.
3. Administrate the social funds.
4. Call and set the date for the General Assemblies.

5. Organize and develop the approved activities in the Assemblies or from decisions made in them.
6. Design, if necessary, an Executive Commission and Work Commissions for the best development of the activities of the Association.
7. Interpret the Statues and ensure their compliance.
8. Formalize the Balance and Statement of Accounts such as the report and annual activities' plan.
9. Hire paid staff, as seen fit, to efficiently achieve the goals of the Association.
10. Perform as many activities as necessary to achieve the goals of the Association.

Art. 24.- RESPONSIBILITIES OF THE BOARD OF DIRECTORS.

The President of the Board of directors will also be from the Association. He/She will represent the Association both legally and extralegally. He/She will act in the name of the Association, and can request endorsements and deposits, receive grants and donations from public and private organisms, represent the Association in lawsuits and other proceedings, sign contracts and agreements and as many documents as necessary regarding the development of the activities of the Association. The President will oversee the decisions made by the Board.

The secretary will maintain the Acts and Partners' books attest to the adopted agreements and issue the certifications as necessary.

The treasurer will collect and maintain the funds that belong to the Association and will comply with the payment orders issued by the President. He/she will manage the books and accounts to assure a correct perception of the assets, the outcomes and the financial situation of the entity, including the activities carried out, as well as conduct an inventory of the possessions. He/she should keep the books, according to the specific regulations that apply.

The Vice-president's functions are to substitute the President, with the same functions and obligations, in case of his/her absence, illness or any other circumstance that would be required.

The specified functions of each of the components of the Board of Directors are, in general, based on their denomination, and any other that the Board of Directors jointly agrees upon.

Art. 25.- POSITIONS AS FREE OF CHARGE.

All positions in the Association are unpaid and accepted on a voluntary basis, but with compensation for any occasional expenses that might be incurred.

This unpaid status does not extend to labor or civil relations that might be established with certain people for lending their services or under special conditions.

Art. 26.- LEGISLATION.

Any matter not considered in the Statues will apply to the law in vigor.

TITLE IV.- TERMINATION AND LIQUIDATION OF THE ASSOCIATION.

Art. 27.- TERMINATION AND LIQUIDATION.

The Termination of the Association must be approved by an absolute majority of members in the Extraordinary General Meeting (see article 14).

Once the Termination Agreement has been adopted, the Board of Directors will act as the Liquidation Commission observing the following rules:

- Once the activities have been suspended, the goods and rights will be alienated and the debts and charges of its product will be liquidated.
- If there are any remaining assets, they will be donated to non-profit organizations that have similar goals and that are located in the same area as the Association or they will be returned for the benefit of the members.