



# Charter of the QGIS.ORG Association (QGIS.ORG Verein)

## 1 Legal status of QGIS.ORG

QGIS.ORG is the worldwide association of QGIS users and developers. QGIS.ORG is constituted as a Swiss 'association' (Verein im Sinne des Schweizerischen Zivilgesetzbuches (Art. 60-79 ZGB)).

The German version of this document is the legally binding version. It can be translated into other languages.

## 2 Definitions

1. **QGIS Project** - the development, maintenance and propagation of the GIS software QGIS and any other software in the official QGIS repositories as free software in the sense of the Free Software Foundation.
2. **'The association', 'QGIS.ORG'** - the not-for-profit legal entity as defined in Verein im Sinne des Schweizerischen Zivilgesetzbuches (Art. 60-79 ZGB)
3. **QGIS Community** - Any active participant of the QGIS community including users, committers, patch providers, translators, document maintainers, advice givers, stack exchange contributors etc.
4. **QGIS Committers** - Any person who has been granted commit access in any of the official QGIS repositories
5. **QGIS Project Steering Committee (PSC)** - The elected representatives of the QGIS community that advises the board.
6. **QGIS Board** - A subset of the PSC (see below) that has been mandated to provide legal and fiscal oversight for QGIS.ORG. The Board is the legal representative of the QGIS.ORG Association.
7. **Chair** - An individual elected from amongst the board who will act as the official representative of the QGIS project.

8. **QGIS User Group** - A formal national chapter, meeting the criteria for official user group as defined by the board. The official list of registered groups is maintained here: <http://www.qgis.org/en/site/forusers/usergroups.html>
9. **OSGeo** - The Open Source Geospatial Foundation (OSGeo) is a not-for-profit organization whose mission is to foster global adoption of open geospatial technology by being an inclusive software foundation devoted to an open philosophy and participatory community driven development. QGIS is a OSGeo member.
10. **Voting member** - any person who may vote on communal decisions made by the board. The voting members (general meeting) will approve the annual budget and the election of any new board members.
11. **Financial auditors** - nominated from the whole QGIS Community and they are elected by the voting members. The financial auditors shall approve the accounts annually.

## 3 Goals of QGIS.ORG

1. To steer the QGIS project in order to maximise its good standing in the GIS community and ensure that we reach as many potential users who can benefit from our work as possible.
2. Coordination of QGIS project activities and disbursement of available financial resources for initiatives that will ensure the long term growth and sustainability of the QGIS project.
3. Marketing of QGIS through orientation courses, case studies, informative meetings or articles in GIS related media and any other suitable means.
4. Disseminate information to the QGIS community to keep them informed about planned and past activities including things such as the financial state of the project, initiatives that will be carried out on behalf of the QGIS project and so on.
5. Support of research or studies around QGIS.
6. Foster regular meetings of the QGIS community.
7. Act as a liaison between the community of QGIS user groups, and third parties interested in knowing about or supporting QGIS.

## 4 QGIS.ORG Legal entities

1. The General Meeting (the Voting Members)
2. The Board
3. Two non-Board members who shall act as financial auditors

These three entities are in place to support and represent the broader QGIS Community.

# 5 General Meeting

Voting members of the general meeting are the deciders of policy and any major decisions that affect the general standing may be put to the Voting Members for a vote by the PSC. Voting Members vote on any motion raised at the Annual General Meeting. Voting Members also nominate and elect the PSC membership.

## 5.1 Types of voting members

1. **QGIS User group** voting members
2. **QGIS Community** voting members
3. One **OSGEO representative** voting member
4. **Honorary** voting members

## 5.2 Composition, appointment and role of voting members

The voting members shall be appointed according to the following scheme:

- **QGIS User Group Voting Members:** One voting member per QGIS country level user group. Each user group will nominate who their voting member shall be.
- **QGIS Community Voting Members:** For each user group voting member, there will be one voting community member elected.
- **OSGeo Voting Member:** One voting member representing the OSGeo foundation put forward by the OSGeo board.

## 5.3 Election and eligibility of QGIS User Group voting members

- Only country-level user groups may put forward a nominated voting member.
- In order to be recognised, a user group must be approved by the PSC.

The user group should democratically nominate one person from within their ranks to act as their representative within the QGIS.ORG voting membership.

## 5.4 Election and eligibility of QGIS Community voting members

- QGIS community members will be nominated and voted for by the established QGIS committers.
- Any active QGIS community member will be eligible for nomination as a QGIS.ORG voting member.
- Voting Memberships shall be awarded on a 'first past the post' basis, with the nominee receiving the greatest number of votes being awarded voting membership first and so on in descending order of number of votes received until all voting memberships have been allocated.

## **5.5 Honorable members**

Honorable members are individual persons who receive special acknowledgment for extraordinary achievements in the QGIS project. Applications for the nomination of an honorable member should be directed to the PSC. The general meeting shall vote about the acceptance of a new honorable member. Honorable members shall have voting rights.

## **5.6 Voting member terms**

Voting memberships will be valid until:

- The voting member resigns
- There is a motion raised from within the voting membership, and passed vote by the voting membership to remove the member
- A voting member gets elected to the PSC in which case voting membership of the new PSC member will be relinquished and a new voting member will be elected in the new PSC member's place. Outgoing PSC members that were previously voting members will need to be re-elected into the voting membership should they wish to return to their former role.

# **6 The board**

The board is the legal representation of the QGIS.ORG project with authority to sign legal documents on behalf of the QGIS.ORG project.

The official domicile of the association shall be determined by the board. The group is legally represented by the chair's signature and a signature of an additional member of the board. The treasurer has sole authority to carry out financial transactions provided they are within the bounds of the annual budget authorized by the general meeting.

## **6.1 Election of board members**

Board members shall also be members of the PSC and shall be nominated and elected by the general meeting. In an election of board members, the nominee receiving the greatest number of votes for each position (chair, vice chair, treasurer) shall be appointed. A tied election shall trigger a re-vote until one nominee has the majority. On expiration of a board member's term, nominees from within the QGIS PSC shall be put forward by the QGIS Voting Members. The outgoing board member shall automatically receive a nomination unless he/she no longer wishes to serve on the board.

## **6.2 Terms of members of the board**

Board members will serve for a two year term.

## **6.3 Composition of the board**

The board shall include at minimum these roles:

1. Chair
2. Vice-chair
3. Treasurer

## **6.4 Board and PSC Member remuneration**

Board and PSC members will receive no remuneration for their services other than reimbursement of out-of-pocket expenses incurred when carrying out activities on behalf of the board.

# **7 The Project Steering Committee (PSC)**

## **7.1 Election of PSC members**

On expiration of a PSC member's term, nominees from within the QGIS Voting Membership shall be put forward by any QGIS Community Member. The outgoing PSC member shall automatically receive a nomination unless he/she no longer wishes to serve on the PSC. If an incoming PSC member is a Voting Member, they will relinquish their voting membership in the general meeting on joining the PSC.

Prior to the election, the outgoing PSC determines the total number of seats of the incoming committee. QGIS Voting Members shall be allowed a number of votes equal to the number of PSC memberships up for election and shall be asked to rank their votes in order of preference. The votes shall be weighted based on the number of PSC positions being voted for. For example if three PSC positions are available, each first choice vote shall be worth 3 points, second point vote 2 points and so on. PSC memberships shall be awarded on the total weighted score of the vote, with the nominee receiving the greatest score being awarded PSC membership first and so on in descending order of score of votes received until all PSC memberships have been allocated. A list of currently serving PSC members shall be maintained at: <https://www.qgis.org/en/site/getinvolved/governance/>

## **7.2 Terms of members of the PSC**

PSC members will serve for a two year term.

## **7.3 Honorary PSC members**

Gary Sherman, as founder of the QGIS project, shall be accorded lifetime honorary membership on the QGIS PSC from its inception. By common vote, QGIS.ORG may award any individual a lifetime honorary seat on the PSC.

## **8 Administration of QGIS.ORG**

The annual general meeting (AGM) will be held via a virtual forum. The online location and date is to be determined and communicated by the board in advance of the meeting. The board shall publish a meeting agenda prior to the meeting. The protocol of the past general meeting shall be provided by the board and sent to the voting members at least 15 days prior to each general meeting. The chair of the association authorizes the release of the protocol.

The meeting shall be open to all QGIS community members. Only voting members can vote on any motion. Substantial proposals made by QGIS community members for future QGIS.ORG activities should be provided to the board in writing to be added as agenda items in advance of the meeting. Minor proposals should be presented to the board and dealt with independently of the AGM.

The annual general meeting shall deal with the following:

1. Approval of the annual report
2. Approval of the annual financial report
3. Approval of the annual budget
4. Election of the board chair
5. The nomination and election for the outgoing board and PSC member replacements
6. Confirmation or selection of the financial auditors for the upcoming financial year
7. Resolutions / voting of proposals made by the board, the PSC or voting members
8. Revision of the statutes
9. Deal with any matters arising

All other decisions and competences are the responsibility of the QGIS Board.

Extraordinary meetings can be convened by the board or on demand of at least 2/5 of the voting members.

Every officially convened general meeting has a quorum. At elections and for voting a simple majority (more than 50%) of the present members decides, except for the cases listed in sections 6.1, 7.1. and 5.4.

The reporting year and the accounting year starts at January 1 and ends at December 31.

The correspondence of the QGIS.ORG Association will be carried out in English, unless otherwise requested by the authorities.

The association can only be dissolved by the general motion with a majority of more than  $\frac{3}{4}$  of the voting members affirming the motion. In case of the liquidation of the association, the general meeting can vote on the usage of the assets of the association with a simple majority (more than 50% of voters).

## 9 Financial arrangements

The financial revenues of QGIS.ORG shall originate from donations, sponsorships, grant funding and other diverse sources.

The general meeting shall elect two financial auditors each year.

**Limited Liability:** the QGIS Association can only be held liable up to the amount of the current assets of the association. Personal liability of members of the board or individual other members are excluded.

This charter was approved by the general assembly via Loomio vote on May 8, 2017..

Chair

Co-chair

History of changes:

Date	Notes
8 May 2017	Clarifications of the voting process of the PSC and improved layout of statutes document. Chapter 10 "Additional Regulations" was taken apart and moved into the respective relevant sections of the charter.
26 November 2016	Revision of statutes to clarify role of Board, PSC and simplify this document
7 October 2015	Initial version of these statutes drafted and approved.