



CONSTITUTION: GEOLIBRES CIVIL ASSOCIATION

Deed one hundred twenty two

In the city of Buenos Aires, capital of the Argentine Republic, on the fourteenth day of December two thousand eighteen, before me, authorizing scribe appear:

Malena LIBMAN, geographic information systems technician, CUIT¹ 27-30592717-7, national identity document 30.592.717, born on September 28, 1983, married, domiciled in 3731, General José Gervasio Artigas st. of this city;

Ariel Elvio ANTHIENI, university systems analyst, CUIT 20-28513754-4, national identity document 28.513.754, born on April 29, 1982, single, domiciled in 1141, Piedras st., 2nd floor, apartment "C" of this city;

Horacio José CASTELLARO, bachelor in geography, CUIT 20-28441928-7, national identity document 28.441.928, born on September 17, 1980, single, domiciled at 5865 Rivadavia Av., 10th floor, apartment "C", of this city;

Cristian Aníbal PAEZ, employee, CUIT 20-23118409-1, national identity document 23.118.409, born on December 10, 1972, married, domiciled in 4030, Pueyrredón st., General San Martín, Province of Buenos Aires;

Manuel RETAMOZO, university systems analyst, CUIT 20-28590091-4, national identity document 28.590.091, born June 2, 1981, single, domiciled in 283, Pellegrini st., Villa Elisa, La Plata Party, Province of Buenos Aires;

Andrea Victoria TROVANT, geographic information systems technician, CUIT 23-38299460-4, national identity document 38.299.460, born on February 9, 1995, single, domiciled in 3487, Teodoro García st., 2nd floor, apartment "C" of this city;

Carlos Rodolfo MARTINEZ, docente universitario, CUIT 20-27845379-1, national identity document 27.845.379, born on January 14, 1980, married, domiciled in 3731, General José Gervasio Artigas st. of this city.

All Argentines, adults who justify their identity with the documents indicated in accordance with article 306 subsection a) of the Civil and Commercial Code.

AND THEY SAY:

¹ Single Tax identification



FIRST - CONSTITUTIONAL ACT:

I.- That they meet in order to join ideas to found an entity destined to carry out a work of general interest with the purpose of **promoting the creation and use of geographic data of free access**, the adoption of geographical standards, the use of free software and open source for the development of geospatial information capabilities, through actions that encourage and strengthen the geomatic community; **publicize and promote the use of OpenStreetMap in public organizations, private companies and the community in general**; encourage collaborative production and free access to geospatial open license information; promote the use, development and dissemination of free and open source software in public organizations, private companies and the community in general; encourage the implementation of open standards and interoperability applied to geospatial information technologies; promote the exchange of knowledge and dissemination of good practices related to free geomatics technologies through community activities; promote the articulation of the communities linked to free geomatics and **open geospatial data**, with international initiatives in these same themes.

Then, the attendees decide to formalize the creation of an association to develop the already indicated purposes to which name of **GEOLIBRES CIVIL ASSOCIATION** (Asociación Civil Geolibres).

II.- The proposed **statute** is immediately read and, as it is considered to be in accordance with the entity's requirements, it is **approved unanimously**.

III.- The head members of the board of directors are elected unanimously, for the term of three years, the designations falling on the nominated persons **PRESIDENT: Malena LIBMAN; SECRETARY: Horacio José CASTELLARO; TREASURER: Ariel Elvio ANTHIENI; HEAD VOCALS: FIRST: Andrea Victoria TROVANT; SECOND: Manuel RETAMOZO.**

In the same way, we proceed to the election for the same term of the **ACCOUNT REVISOR: Cristian Anibal PAEZ.**

Present to the act the elected authorities, accept their respective designations and declare as a sworn statement:

- a) Not be affected by legal or regulatory disabilities and incompatibilities to fill the positions
- b) That they constitute special domicile at the headquarters of the association, being the mentioned ones at the beginning their respective personal data and real addresses.
- c) That they know the contents of the Resolution of the FIU 11/2011 and the list established in article 1 of the same and its modification Resolution 52/2012, and that they are not

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included and / or reached within the List of Functions of Politically Exposed Persons, approved in the aforementioned resolutions.-

IV.- SETTING OF THE SOCIAL HEADQUARTERS: The head office is established at **3731, General José G. Artigas st., in the Autonomous City of Buenos Aires**, for all applicable purposes, stating that the principal center of the address works effectively in the indicated place and administration of the activities of the entity.

V.- INITIAL HERITAGE DEMONSTRATION: In this state, before me, the constituents, obliged to integrate the initial assets, in compliance with said obligation, deliver the sum of **FIVE THOUSAND PESOS** to the administrators named in this act, those who receive it in accordance and for the purposes of law.

VI.- Finally, it is unanimously agreed to request authorization to function as a legal entity, for which purpose the appearing parties mutually AUTHORIZE, and also authorizing Myriam Edith ALAM, ID 20.636.574, Yamila Damaris PEVERELLI, ID 22.923.990, Florencia Soledad PRIETO, ID 34,810,358, Andrea Florencia ROLANDO, ID 24,703,360, Christian Abel ROBILOTTE, DNI 22,706,286, and Mariana Cristina ROLANDO, ID 24,073,148, to, acting any of them interchangeably with the authorizer, process the approval of the constitution of the association and the granting of legal status, before the General Inspectorate of Justice, with the power to accept the modifications that the administrative authority or any body formulates to the constitutive act and / or bylaws, provided that they do not depart from their primary purposes, and with the power to subscribe and submit written, corrective or complementary writings, affidavits, sign all public or private instruments required for this purpose, including public deeds.

SECOND - STATUTE:

TITLE I: NAME, ADDRESS AND SOCIAL OBJECT

ARTICLE 1:

With the denomination of **GEOLIBRES CIVIL ASSOCIATION** (Geolibres Asociación Civil), on the fourteenth day of December of two thousand eighteen, a nonprofit entity is established, with legal domicile in the City of Buenos Aires, setting its term in perpetuity.

ARTICLE 2:

Its purposes are:

1.- Promote the **creation and use of geographic data of free access**, the adoption of

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geographical standards, the use of free and open source software for the development of geospatial information capabilities, through actions that encourage and strengthen the geomatic community;

2.- Publicize and promote the use of OpenStreetMap in public organizations, private companies and the community in general;

3.- Promote collaborative production and free access to open-space geospatial information;

4.- Promote the use, development and dissemination of free and open source software in public organizations, private companies and the community in general;

5.- Promote the implementation of open standards and interoperability applied to geospatial information technologies;

6.- Promote the exchange of knowledge and dissemination of good practices related to free geomatics technologies through community activities;

7.- Promote the articulation of communities linked to free geomatics and open geospatial data, with international initiatives in these same themes.

For the fulfillment of the corporate purpose, the entity may: organize events, conferences, conferences, provide through its associates assistance and logistical support to achieve the foundational purposes, interact with other non-profit entities.

TITLE II: CAPACITY, HERITAGE AND SOCIAL RESOURCES

ARTICLE 3:

The Association is qualified to acquire rights and contract obligations. You can acquire movable and immovable property, dispose of them, encumber them or exchange them, as well as carry out whatever legal act is necessary or convenient for the best fulfillment of your corporate purpose. You can sign contracts of all kinds and operate with public and private banking institutions.

ARTICLE 4:

The patrimony is composed of the assets that it possesses at present and those that it acquires in the future by any title and of the resources that it obtains by: a) The ordinary and extraordinary quotas that the associates pay. b) The income of your assets. c) Donations, inheritances, legacies and grants. d) The product of tickets, benefits, events and any other

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ticket that you can legally obtain according to the non-profit nature of the institution.

TITLE III: ASSOCIATES, DISCIPLINARY. ADMISSION CONDITIONS, REGIME

ARTICLE 5:

The following categories of associates are established:

a) Active: human persons over 18 years of age who are active volunteers in the development of the tasks carried out by the association, have been proposed by an active associate, and are accepted by the Board of Directors.-

b) Adherent: human persons over 18 years of age who do not meet the conditions to be active associates.

The adherent members will pay social fee, will not have the right to speak or vote, and will not be elected to integrate the social bodies .-

ARTICLE 6:

Active associates have the following duties and rights:

a) Pay the ordinary and extraordinary contributions established by the Assembly;

b) Comply with the other obligations imposed by this statute, regulations and resolutions of the Assembly and Board of Directors;

c) Participate with voice and vote in the Assemblies and be elected to integrate the social bodies, when they are two years old and are of legal age;

d) Enjoy the benefits granted by the entity.

ARTICLE 7:

The person who has ceased to meet the conditions required by this statute to be so will lose his status as an associate. The associate who is behind in the payment of three installments, or of any other established contribution, will be reliably notified of his obligation to catch up with the Social Treasury. After one month of notification without having regularized their situation, the Board of Directors may declare the termination of the defaulter associate. Associate status will also be lost due to death, resignation or expulsion.

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ARTICLE 8:

The Board of Directors may apply the following sanctions to associates:

- a) Reprimand;
- b) Suspension, whose maximum term may not exceed one year;
- c) Expulsion. The sanctions will be graduated according to the seriousness of the offense and the circumstances of the case, for the following reasons:
 - 1) Failure to comply with the obligations imposed by the statute, regulations or resolutions of the Assemblies and the Board of Directors;
 - 2) Notorious misconduct;
 - 3) Voluntarily harm the Association, cause serious disorders within it or observe behavior that is notoriously harmful to social interests.

ARTICLE 9:

The disciplinary sanctions referred to in the previous article will be resolved by the Board of Directors, after defending the accused. In all cases, the affected party may file, within thirty days of notification of the sanction, the appeal before the first Assembly to be held. The appeal will have suspensive effect.

TITLE IV: DIRECTING AND ORGANIC AUDIT COMMISSION

ARTICLE 10:

The Association shall be directed and administered by a Board of Directors composed of at least three titular members who will serve in the positions of President, Secretary and Treasurer, and the assembly may decide the election of any of the following titular positions: Vice President, Prosecretary and Protester and one to four head vocals.

The same or lesser number of alternate vocals may also be appointed.

The term of the same will last three years.

When calling the elections the Board of Directors must determine the number of positions to choose.

There will be an Oversight Body that may have one to three full members, with the

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position of Account Reviewers, the assembly may designate an alternate member. Their mandates will last three years. In all cases, the mandates are only revocable by the Assembly. The members of the social bodies may be reelected.

ARTICLE 11:

To integrate the Board of Directors, it is required to be an active associate, with a two-year seniority in that capacity, be of legal age and be up-to-date with treasury. Persons not associated with the scopes established in article 173 of the National Civil and Commercial Code may be designated as members of the Supervisory Body.

ARTICLE 12:

In case of license, resignation, death or any other cause that causes the temporary or permanent vacancy of a titular position, the same will be carried out by the corresponding person according to the list order. The replacements will be made for the time of the temporary absence, or for the remainder of the replacement's mandate if it were definitive.

ARTICLE 13:

When for any circumstance the Board of Directors will be unable to form a quorum of an absolute majority of its members, once the alternates have been incorporated, if any, the remaining members must convene the Assembly within fifteen days, to be held within of the following thirty days, for the purposes of its integration. In the event of total vacancy of the body, the Supervisory Body will fulfill said call, all without prejudice to the responsibilities of the resigning board members. In both cases, the body making the call will have all the powers inherent in the celebration of the Assembly or the elections.

ARTICLE 14:

The Board of Directors shall meet once a month, the day and time determined by its first annual meeting, and also, whenever it is summoned by the President or at the request of the Supervisory Body or by three of its members, and must in the latter cases, the meeting will be held within seven days of the request. The citation will be made by circulars, to the addresses reported to the entity five days in advance, and with the same requirements as provided for the circulars of article 23 of this statute. The meetings will be validly held with the presence of the absolute majority of its members, requiring the vote of the same majority of those present, except for reconsiderations, which will require the vote of two thirds, in session of equal or greater number of attendees of the one in which the issue to be reconsidered was resolved.

The Board of Directors will meet and take resolutions with the physical presence of its members, or using means that allow participants to communicate simultaneously with each other, through the simultaneous transmission of sound, images or words, provided that all the

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participants can be identified and can follow the deliberation and intervene in real time, guaranteeing the security of the meetings and the full participation of all the members of the board of directors and the supervisory body. In the case of remote participation, the quorum is configured with the physical presence at the place of celebration of the necessary members for it.

The members of the Board of Directors who wish to use the electronic medium must notify it five days in advance of the Holding the meeting, indicating the type of media you will use. In the case of remote participation, the president and all other physically present members must sign the minutes corresponding to the meeting, stating the modality adopted, and the participation of those who did it remotely, as well as the vote cast for them.

ARTICLE 15:

The duties and duties of the Board of Directors are:

- a) Execute the resolutions of the Assemblies, comply with and enforce this statute and the regulations, interpreting them in case of doubt, with the charge of reporting to the nearest Assembly held ;
- b) Exercise the administration of the Association;
- c) Convene Assemblies;
- d) Resolve the admission of those who request to enter as associate;
- e) Cease or sanction the associates;
- f) Appoint the necessary personnel for the fulfillment of the social purpose, set a salary, determine the obligations, sanction and dismiss it;
- g) Present to the Ordinary General Assembly, the Report, Balance Sheet, Inventory, Account of Expenses and Resources, and Report of the Supervisory Body. All these documents must be made known to the associates with the anticipation required by article 23 for the convening of the Ordinary Assembly;
- h) Perform the acts specified in article 375 and concordant of the Civil and Commercial Code of the Nation, with charge of giving account to the first Assembly to be held, except in cases of acquisition and disposal of real estate, and constitution of encumbrances on these , in which the prior authorization of the Assembly will be necessary;
- i) To dictate the internal regulations necessary for the fulfillment of the purposes, which must be approved by the Assembly and presented to the General Inspectorate of Justice, for the purposes determined in article 10, subsection k) of Law 22,315 and other relevant regulations

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of said control body, without which they may not enter into force. Except those regulations that are of simple internal organization.

ARTICLE 16:

The Supervisory Body will have the following powers and duties:

- a) Permanently control the books and accounting documentation, supporting the overturned seats, supervising the administration, verifying the cash status and the existence of the funds, titles and securities ;
- b) Attend the sessions of the Board of Directors when it deems appropriate, with voice and without vote, not assisting its assistance for the purposes of the quorum;
- c) Verify compliance with laws, statutes and regulations, especially with regard to the rights of the associates and the conditions under which social benefits are granted;
- d) Annually, it will rule on the Report, Inventory, Balance Sheet and Account of Expenses and Resources, presented by the Board of Directors to the Ordinary Assembly at the end of the year;
- e) To summon the Ordinary Assembly when the Board of Directors omits to do so, prior reliable confirmation of the same for a period of fifteen days;
- f) Request the convening of the Extraordinary Assembly when it deems it necessary, putting the antecedents that support your request in the knowledge of the General Inspectorate of Justice, when the Board of Directors will refuse to access it;
- g) To summon the Extraordinary Assembly, when the latter is unsuccessfully requested to the Board of Directors by the associates, in accordance with the terms of article 22;
- h) Monitor the liquidation operations of the Association. The Supervisory Body will take care to exercise its functions so that it does not hinder the regularity of the social administration.

TITLE V: THE PRESIDENT

ARTICLE 17:

It corresponds to the President or, as the case may be, to the Vice-President or to those who statutorily replace him or her:

- a) Exercise the representation of the Association;

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- b) Appoint the Assemblies and convene the meetings of the Board of Directors and chair them;
 - c) It will have the right to vote in the sessions of the Board of Directors, as well as the other members of the body and, in case of a tie, will vote again to unpack;
 - d) Sign with the Secretary the minutes of the Assemblies and of the Board of Directors, the correspondence and any document of the Association;
 - e) Authorize with the Treasurer the expense accounts, signing the receipts and other documents of the Treasury, in accordance with the resolution of the Board of Directors. It will not allow social funds to be invested in objects outside the provisions of this statute;
 - f) Direct the discussions, suspend and lift the sessions of the Board of Directors and Assemblies when the order is altered and disrespect is due;
 - g) Ensure the good progress and administration of the Association, observing and observing the statute, regulations, resolutions of the Assemblies and the Board of Directors;
 - h) Punish any employee who does not fulfill their obligations and adopt resolutions in unforeseen cases. In both cases, it will be ad referendum of the first meeting of the Board of Directors.

TITLE VI: THE SECRETARY

ARTICLE 18:

It corresponds to the Secretary or, where appropriate, to the Prosecretary, or to those who statutorily replace him or her:

- a) Attend the Assemblies and sessions of the Board of Directors, drafting the respective minutes, which will be recorded in the corresponding book and signed with the President ;
- b) Sign with the President the correspondence and all documents of the Association;
- c) Appoint the meetings of the Board of Directors, as prescribed by article 14;
- d) Keep the minutes book and, together with the Treasurer, the Register of Associates.

TITLE VII: THE TREASURER

ARTICLE 19:

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Corresponds to the Treasurer or, where appropriate, to the Protester, or to those who statutorily replace him or her:

- a) Attend the sessions of the Board of Directors and the Assemblies;
- b) To keep the Registry of Associates together with the Secretary. He or she will be responsible for everything related to the collection of social contributions;
- c) Keep the accounting books;
- d) Submit monthly balances to the Board of Directors and prepare annually the Balance Sheet, Account of Expenses and Resources and Inventory corresponding to the past year which, prior approval of the Board of Directors, will be submitted to the Ordinary Assembly;
- e) Sign with the President the receipts and other Treasury documents, making the payments resolved by the Board of Directors;
- f) Deposit in a banking institution, in the name of the Association and at the joint order of the President and Treasurer, the funds entered into the social fund, being able to retain in it until the sum determined by the Board of Directors;
- g) Report on the entity's economic status to the Board of Directors and the Supervisory Body whenever required.

TITLE VIII: VOCALS, HOLDERS AND SUBSTITUTES

ARTICLE 20:

It corresponds to the Regular Vocals:

- a) Attend the Assemblies and sessions of the Board of Directors with voice and vote;
- b) Perform the commissions and tasks entrusted to it by the Board of Directors;

It corresponds to the Alternate Vocals:

- a) To become part of the Board of Directors under the conditions established in this statute;
- b) They may attend the sessions of the Board of Directors, with the right to speak but not to vote. Their assistance for the purposes of the quorum will not be computable.

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TITLE IX: ASSEMBLIES

ARTICLE 21:

There will be two kinds of General Assemblies: Ordinary and Extraordinary. The Ordinary Assemblies will take place once a year, within four months after the end of the fiscal year, whose closing date will be on November 30 of each year, and in them, the following must be taken:

- a) Consider, approve or modify the Report, Balance Sheet, Inventory, Expenses and Resources Account, and Report of the Supervisory Body;
- b) Choose, as the case may be, the members of the social, titular and substitute bodies;
- c) Set the social quota and determine the guidelines for its modification, which will be implemented by the Board of Directors;
- d) Address any other matter included in the Agenda;
- e) Address the issues proposed by a minimum of five percent of the associates and submitted to the Board of Directors within thirty days of the end of the annual fiscal year.

ARTICLE 22:

The Extraordinary Assemblies will be convened whenever the Board of Directors deems it necessary, or when requested by the Supervisory Body or twenty percent of the voting associates. These requests must be resolved within ten days, and the Assembly will be held within thirty days, and if the request is not taken into account, or unfounded, it may be required in the same terms and procedure to the Supervisory Body, who will summon it, or proceed in accordance with what is determined in article 10, subsection i) of law 22.315 or rule that in the future replaces it.

ARTICLE 23:

The Assemblies shall be convened by circulars sent to the domicile of the associates, twenty days in advance. For this purpose, the citation may be made by electronic means addressed to the last email address (electronic address) that the voting associate has communicated to the association.

When the associate has not established an email address, the citation will be will make by simple letter addressed to each associate with the right to vote at the address that he or she has registered in the entity.



With the same notice, the Report, Balance Sheet, Inventory, Expense and Resources Account and Report of the Supervisory Body must be submitted to the associates for consideration. When amendments to the statute or regulations are submitted to the Assembly for consideration, their draft must be made available to members with the same term. In the Assemblies, no other matters may be dealt with than those expressly included in the agenda, unless all the associates with voting rights are present and the incorporation of the subject will be voted unanimously.

ARTICLE 24:

The Assemblies will be validly held, even in cases of reform of statutes and social dissolution, regardless of the number of concurrent associates, half an hour after the one established in the call, if the majority had not met before. absolute of the voting associates. They will be chaired by the President of the entity or, failing that, by whom the Assembly designates, by simple majority of votes cast.-

ARTICLE 25:

The resolutions shall be adopted by an absolute majority of votes cast, except when this statute expressly refers to other majorities. No associate may have more than one vote, and the members of the Board of Directors and Supervisory Body may not vote on matters related to their management. The associates who join once the act has started will only vote on the points that have not yet been resolved.

ARTICLE 26:

With the anticipation foreseen by article 23, the register of those who are in a position to intervene will be put on display by the associates. Claims may be made up to five days before the act, which must be resolved within two days. Those who, despite not being up to date with the Treasury, have not been effectively dismissed will not be excluded from the register. This is without prejudice to depriving them of their participation in the Assembly if they do not pay the outstanding debt until the moment of its beginning. For the election of authorities, the secret and direct voting system is adopted, by the complete list of candidates, the vote by proxy not being admissible. The lists of candidates for authorities must be presented no less than ten days in advance, and the board of directors must decide within 48 hours of the origin of their formalization. In case of objections, the proxies may correct it up to 24 hours of notification.

TITLE X: DISSOLUTION AND LIQUIDATION

ARTICLE 27:

The Assembly may not decree the dissolution of the Association as long as there are a

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number of associates willing to hold it, the minimum of which covers the totality of the positions of the social bodies, including the substitutes in a number that makes it possible to regulate the functioning of the social organs. If the dissolution becomes effective, the liquidators that may be the same Board of Directors or any other commission of associates that the Assembly designates will be designated. The Supervisory Body shall monitor the liquidation operations of the Association. Once all debts have been paid, the remaining assets will go to a common good, non-profit entity with legal status and domicile in the country and recognized as exempt from any lien by the AFIP² or agency that in the future the replace, or the national, provincial or municipal state. The recipient of the remaining assets will be designated by the Dissolution Assembly.

TITLE XI: TRANSITIONAL PROVISION

ARTICLE 28:

The seniority required by article 6, subsection c) will not be required during the first two years since the establishment of the entity.

I read the appearing parties, who sign before me, I attest.

² Federal Public Revenue Agency