



Oxalis Community Founding Meeting

November 19, 2020, Online

Agenda and Notes

Agenda details and Formalities

Last updated 16 November 2020

Oxalis Community
c/o NorStella, Bondistranda 43, box 70
1371 Asker, Norway

1 Introduction

This Document covers the agenda and explanatory notes associated with the founding meeting of the Oxalis Community - to be held as a digital meeting on Thursday November 19th 8:30 am CET - 10:30 am CET.

This document presents the Agenda of the meeting, as well as an overview of formalities related to:

1. Alteration of the Agenda
2. Voting eligibility, participation and valid representation
3. Voting procedures, approvals and elections.

1.1 Meeting logistics

Time and venue: November 19th – on Microsoft Teams (URL distributed by e-mail to registered participants)

The agenda is listed below.

08.00 - 08.30 The Meeting will be opened at 8 am (CET) to test the system setup

08:30 – 10:30: Oxalis Community founding meeting

Registration of participation in the founding meeting will be done electronically in the [Registration tool](#)

2 Agenda

1. Welcome & Introduction
 - a. Introduction of Chair
 - b. Purpose of this meeting
 - c. Explanation of voting routines
2. Participation and Agenda
 - a. Approval of Agenda
 - b. Participation and validity of representation
 - c. Appointment of scrutineer and minute taker
3. Background and introduction
 - a. Presentation of NorStella
 - b. Presentation of the handover agreement between DFØ and NorStella
 - c. Presentation of the handover project, its timeline and its deliverables
 - d. Presentation of the Steering Committee and the Advisory Board
 - e. Presentation of the Interim project manager
4. Purpose, strategy and economic framework
 - a. Purpose and strategic vision of the Oxalis Community
 - b. Roles and responsibilities for achieving purpose
 - c. Economic framework, principles, including terms and conditions for membership of the Oxalis Community
5. Approval of a preliminary governance model for the Oxalis Community
 - a. Introduction
 - b. Discussion
 - c. Vote 1: Approval of the governance model
6. Approval of the provisions of the community
 - a. Introduction
 - b. Discussion
 - c. Vote 2: Approval of the provisions
7. Candidacies, appointments and election of management team members
 - a. Overview of the election process, positions and term of office.
 - b. Introduction of candidates

- c. Vote 3: election of candidates
8. The Oxalis Community Budget and Operational Plan for 2020 (information only)
9. The Oxalis Community Budget and Operational Plan for 2021
 - a. Presentation of the Operational Plan and Budget for 2021 (up for approval)
 - b. Questions and comments to the 2021 Operational Plan and Budget
 - c. Vote 4: Approval of the 2021 Operational Plan and Budget.
10. Announcement of the election results
11. Any other business
12. Closing.

3 Explanatory notes

3.1 Purpose and context of the meeting

The main purpose of the meeting is as follows:

1. Formally constitute the Oxalis Community as a community under the NorStella foundation, including:
 - a. Approval of governance model for the Oxalis Community
 - b. Approval of the Oxalis Community provisions
 - c. Election or appointment of members of the community governance bodies, laid out in the governance model
 - d. Approval of the operational plans and budget for 2021.
2. Presenting terms and conditions for membership of the Oxalis Community, such as availability to the Oxalis software components, possibility to obtain support, possibility to be appointed or elected as member of governance bodies, voting rights in the community, etc.
3. Presenting activities planned and managed by NorStella and DFØ in order to implement the handover of the Oxalis software from DFØ to NorStella - including introduction to the document of understanding signed by the two organisations.
4. Discuss the objectives and activities foreseen in order to institutionalize the Oxalis Community and establish a platform for maintenance and further development of the Oxalis software.
5. Discuss the objectives and activities planned for 2021.

As a background to these notes and to the procedures that must be followed before, during and after the meeting, all members should become familiar with the proposed Provisions and other background documents, which will be made available from the Oxalis Community website at:

<https://www.oxalis.network/activities>

3.2 Member Eligibility and Participation

The meeting is open for all Oxalis implementers and stakeholders to join as observers. Voting rights are limited to organisations who have committed to join the community as gold members, no later than November 13th, 2020.

Please find details related to Oxalis membership types made available at the Oxalis Community website: <https://www.oxalis.network/join>

A notification of this founding meeting was sent to all known Oxalis implementers and stakeholders and published at the Oxalis Community website – on October 19th, 2020.

3.2.1 Rules for Eligibility of Votes:

1. The meeting is open for all Oxalis implementers and stakeholders
2. The voting rights are limited to Oxalis implementers committed to join the Oxalis Community as gold members, with one vote per organisation. (Please see the Oxalis website for details)
3. Oxalis implementers committed to join the community as gold members within the above-mentioned deadline will:
 - a. Receive voting instructions no later than 2 days prior to the meeting
 - b. Be notified by mail when new background material is made available at the Oxalis website
 - c. Can delegate their votes formally to other organisations (vote by proxy).
4. Organisations formally representing other organisations are entitled to vote on their behalf.

All committed Oxalis gold members are urged to participate in the founding meeting either directly or through representation by another organisation. If less than 10 organisations have committed to join the Oxalis Community as gold members prior to November 13th - the founding meeting will not take place, and the effort to establish an Oxalis Community under the umbrella of NorStella will end.

If not enough of the committed gold members are present or validly represented by others, the founding meeting will not be postponed.

For the founding meeting a quorum of two thirds of all registered gold members is needed for the meeting to be held and votes taken.

3.2.2 How to Participate Directly

Anyone interested in participating in the Oxalis Community founding meeting is required to fill out the registration form at <https://www.oxalis.network/join>, indicating the membership category their company/organization¹ is committed to join after the constitution of the Oxalis Community².

All member organisations with voting rights will receive advance information on voting by e-mail.

Gold members also hold the right to submit change requests or comments to the agenda and the background material prior to the meeting. Please see section 3.2.5. regarding procedures for submission of changes requests.

Regular members will not have voting rights at the meeting but holds the right to submit change requests or comments to the agenda and the background material prior to the meeting. Please see section 3.2.5. regarding procedures for submission of changes requests.

Participants without an intention to join the community will have no voting rights and no possibility to submit change requests.

If more than one person from a member organisation is attending, all persons are to register individually, and only the person holding the voting right, can vote on behalf of the organisation.

The person given the voting right of the member organisation should ideally be a person that will be specified as the main contact person for the member organization, but it is acceptable if the voting right is given to another person to whom the authorized representative has delegated this responsibility.

Members are responsible for the internal validity of their representation procedures, being aware that the persons representing them at the meeting may exercise all their membership rights, including casting a vote on any agenda item where this is foreseen.

The authorized representative of each member is expected to have undergone all formal or operational procedures internal to the member organization that may be necessary to be validly represented by the person designated, and that adherence to these procedures have been internally documented as part of the member organization's records. NorStella will not require such records to be presented by the Member.

3.2.3 Economic consequence of member type registration

An invoice for the registration fee will be issued following the receipt of the registration form. The registration fee covers the cost of preparing for the establishment and onboarding of new members in the Oxalis Community.

An invoice for the annual fee will be issued in January 2021 or immediately following the receipt of the registration form – *whichever occurs last*.

¹ More than one person from one company may register for the founding meeting, however each gold member only gets one vote. The voting rights will be clarified in advance.

² For an overview of Oxalis Community membership types please refer to <https://www.oxalis.network/join>

The registration of member type can be annulled or changed after the meeting, in which case the annual fee for 2021 will be revised accordingly. The signup fee will not be reducing accordingly, as this fee serves the purpose of covering cost related to establishment of the community.

The registration is not binding if the articles of association are not approved in the first meeting for members in the NorStella Oxalis Community November 19th, 2020.

3.2.4 How to participate through a Valid Representative (proxy)

If a committed member with voting right is not able to send a designated representative from within their organisation, they may be validly represented by another member as a proxy.

To be validly represented by a proxy in the meeting, the Member should declare its intent, as described below, not to be present at the meeting and appoint the other committed Member with the voting right that will represent them. This should be done by:

1. Registering as attendee in the [registration tool](#) - entering in the registration form:
 - a. The registration information: of the Organisation not attending
 - b. In the comments section: The name and organisation of the person to whom the vote is delegated³.

The person registering **participation through proxy** should ideally be a person that will be specified as the contact person for the member organization, but it is acceptable if the voting right is given to another person to whom the Authorized Representative has delegated this responsibility.

Members are responsible for the internal validity of their representation procedures, being aware that the persons representing them at the meeting may exercise all their membership rights, including casting a vote on any agenda item where this is foreseen.

The representative of each member is expected to have undergone all required formal- or operational procedures, internal to the member organization, that may be necessary to be validly representing the member, and that adherence to these procedures have been internally documented as part of the member organization's records. NorStella will not require that such records be presented by the member.

3.2.5 How to submit request for changes to the Agenda and the items laid out for voting

Organisations who have committed to become gold members of the Oxalis Community can suggest changes to the Agenda as well as to the topics laid out for voting. Any comments, or request for change, should be consolidated at organisational level and sent to NorStella by the person identified as the valid representative of the organisation:

³ Alternate delegation can be done by sending a mail to oxalis@norstella.no, or <https://www.oxalis.network/contact-us> stating the name of the organization not attending in the submission form, and entering the name and organization of the person to whom the vote is delegated.

TO: oxalis@norstella.no, or <https://www.oxalis.network/contact-us>,

Subject: Request for Change of [Name of the Background document]

For NorStella to evaluate the change request and present it for the audience at the meeting, written request for changes were to be submitted by November 13th, 2020.

Requests for changes will be presented at the meeting, including NorStellas justification for implementing the changes - or not.

Members also have the right to suggest minor changes during the meeting, but it is preferable that significant changes are provided in writing in advance.

4 The Agenda

This document communicates to future members of the Oxalis Community the agenda items, the time and the meeting logistic of the meeting formally constituting the Oxalis Community.

Organisations who have registered as members of the Oxalis Community may propose additional agenda items which can be discussed in the meeting, provided at least two thirds of the Interim Steering Committee approves the additional agenda items.

Registered members may also propose that there are further information or decision-making items to be placed on the agenda, subject to approval.

1. The notification letter provides members with the opportunity to suggest revisions and/or additional agenda items for the meeting submitted no later than November 13th, 2020.
2. Members are requested to communicate to NorStella by email notification at oxalis@norstella.no, or <https://www.oxalis.network/contact-us>, any additional items they would wish to see included on the agenda of the meeting.

Background documents related to all voting items will be published at the Oxalis Community website in advance⁴. The main contact person of an organisation registered as gold member will be notified directly when the documentation is published.

Updates to background documents will only be announced at the website.

4.1 Agenda Items of informative nature

The following agenda items include no formal voting points relevant for the establishment- or operation of the Oxalis Community but are of informative nature only.

⁴ <https://www.oxalis.network/activities>

- Agenda #1 “Welcome & Introduction”: introduces the Chair of the meeting, the main purpose and the voting routines.
- Agenda #2 “Participation and Agenda”: covers the formalities of the meeting, obtaining formal approval, or final revision of the Agenda and identifies the roles of Scrutineer and Minute taker.
- Agenda #3 “Background and Introduction”: lay out purpose, background, terms and conditions for the establishment of the Oxalis Community, introducing the audience to the activities and agreements leading up to the establishment of the Oxalis Community (this meeting) as well as the agreement made between DFØ and NorStella to facilitate the handover of the Oxalis software“.
- Agenda #4 “Purpose, strategy and economic framework”: describes the overall framework for the establishment of the Oxalis Community - agreed by the parties formally involved in the handover process as prerequisites for the transfer of ownership and responsibilities. It describes the formal hierarchy related to ownership and responsibilities and lay out the overall economic framework for further development of the Oxalis Software.
- Agenda #8 “The Oxalis Community Budget and Operational Plan for 2020”: provides the audience with an overview of activities planned in order to facilitate the final handover of the Oxalis software, by establishing the operational basis for taking full ownership of change management, quality assurance and continued Peppol compliance of the Oxalis Software components.

4.2 Constitution of the Oxalis Community

The constitution of the Oxalis Community is based on the three main topics listed below:

- 1) Formal status as a community under the NorStella foundation, including relations and boundaries between the foundation and the community
- 2) Overall governance model for sustainability and further development of the Oxalis Software – including the day-to-day organisation of support, maintenance, development and quality assurance.
- 3) Provisions of the Oxalis Community, including purpose, main responsibility and escalation paths.

The constitution of the Oxalis Community includes 2 voting items:

- 1) Approval of community governance model, and
- 2) Approval of provisions for the Oxalis Community

The details of the voting items will be laid out in background documents, uploaded to the Oxalis Website no later than November 2nd 2020.

Note: It is not a topic for discussion during the meeting that the Oxalis Community is being established under and facilitated by the NorStella foundation.

4.2.1 Approval of the Governance model

At the founding meeting NorStella will present a proposal for a governance model to be voted over in the agenda item. As described above this model will be described and distributed in advance of the meeting.

Change requests submitted in writing in advance will be presented at the meeting.

4.2.2 Approval of the Provisions of the Oxalis Community

At the founding meeting NorStella will present a proposal for Provisions of the Oxalis Community to be voted over in the agenda item. The suggested Provisions were uploaded to the Oxalis website November 4, 2020.

Change request submitted in writing in advance will be presented at the meeting.

4.3 Governance and election procedures

The drafted provisions of the Oxalis Community defines the annual Constitutional Meetings as the supreme decision-making body of the Oxalis Community, but until these provisions are finalized and approved and the Oxalis Community is formally defined - NorStella has the supreme right to define the election procedure used. As a result, the election procedure used during this meeting is as described in section 3.2.

The Governance Model and the Provisions laid up for approval at this meeting also lay out the ground rules for division of roles and responsibilities between NorStella and the Oxalis Community, as well a preliminary decision structure for the Oxalis Community.

- The Oxalis Community - day to day management is expected to be undertaken by a management team elected at the annual constitutional meetings.
- Administration, operation and software development activities is to be undertaken⁵ by an operational office assigned⁶ by NorStella.

At the founding meeting the Oxalis Community members with voting rights are invited to elect the first members of the Oxalis Community Management Team.

The election of a Management Team is structured according to the Governance Model laid out for approval under agenda item 5 and is described in the background document of this agenda item. Should any changes to this structure be approved - the actual voting process will be revised to reflect such changes.

Under item 7 of the agenda, the organisations with voting rights at this founding meeting are invited to:

⁵ Within the economic framework provided by the Oxalis Community (membership fees).

⁶ The population of the operational team is not subject for decision by the Oxalis Community, and hence will not be discussed at community meetings.

1. Assign the role of Treasurer to NorStella
2. Elect a Management Team for the Oxalis Community
3. Assign the role of a Strategic Change Management Board to the Management Team of the Oxalis Community.

4.3.1 Approval of Treasurer

The Treasurer is responsible for overseeing the economy of the Oxalis Community.

The Oxalis Community will exist as a community under the foundation NorStella. At the founding meeting the organisations with voting rights are therefore kindly asked to acknowledge that NorStella, as the facilitating organisation for the Oxalis Community, has the right- and obligation to appoint⁷ a Treasurer.

4.3.2 Election of Management Team

The Oxalis Community Management Team members are, as stated in the Provisions, to be elected at the annual Constitutional Meetings - by community members with voting rights.

As the election of the first set of Management Team members for the Oxalis Community will be conducted during the founding meeting, the following steps will be taken prior to the meeting:

1. A call for candidates will be sent directly to the known Oxalis stakeholders.
2. Submission of candidacies are requested by November 13th, 2020.
3. An overview of candidates will be distributed directly to organisations with voting rights in advance of the founding meeting.

At the meeting the organisations with voting rights are invited⁸ to:

1. Approve the first term (of the management positions elected): ending at the next Constitutional Meeting (expected by the end of first quarter 2021)
2. Define the number of management positions to be elected in the first period
3. Evaluate the registered candidates
4. Elect the management positions according to the governance structure defined in the meeting.

As described in section 3.2 above, organisations with voting rights will be informed about the voting procedures in advance. The candidates will be presented during the founding meeting and an anonymous⁹ ballot will be conducted during¹⁰ the meeting.

⁷ The position as Treasurer is not up for election or approval in the Oxalis Community meeting.

⁸ Per the provisions approved at this founding meeting.

⁹ The organizations with voting rights will participate in the ballot anonymously.

¹⁰ There will be a possibility to submit votes prior to the meeting – by email to oxalis@norstella.no.

4.4 The Oxalis Community Budget and Operational Plan for 2020 (information only)

According to the Oxalis Provisions laid out for approval at the meeting, the Constitutional Meeting is the only body with the power and the responsibility to approve the annual operational plan and budget for the Oxalis Community.

As the Community has not been formally constituted and there is no Community budget approved in advance, there will be no formal approval of an accounting report and a budget during this meeting, only an informative presentation of activities planned and conducted by DFØ & NorStella in order to prepare, plan and execute the handover of the Oxalis Software, and the establishment of the Oxalis Community.

There will be no background document distributed in advance of the meeting for this agenda item.

4.5 The Oxalis Community Budget and Operational Plan for 2021

According to the Oxalis provisions laid out for approval at the meeting, the Constitutional Meeting is the only body with the power and the responsibility to approve the annual operational plan and budget for the Community.

As background information, for Agenda Item 7, the following will be provided in the founding meeting:

- A presentation of the objectives and plans for the Oxalis Community
- A summary of the operational plan and budget for 2021.

Under agenda item 7, it will be possible to raise questions or give comments to the proposed operational plan and budget for 2021 - before it is voted over.

4.6 Announcement of election results

Item 10 serves the purpose of formally announcing the result of the elections held and votes casted during the founding meeting.

4.7 Any other business

Item 11 in the agenda will only be included if some member(s) suggests in the beginning of the meeting - item(s) to be discussed as "any other business".

5 Further questions

Members are welcome to communicate their questions and concerns to: oxalis@norstella.no, or <https://www.oxalis.network/contact-us>