Oxalis Community Annual Plenary Meeting

March 25, 2021, Online

Agenda and Notes

Agenda details and Formalities

Last updated 18 March 2021

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 first Annual Plenary Meeting of the Oxalis Community - to be held as a digital meeting on Thursday March 25th 9:30 am CET - 10:00 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: March 25th – on Microsoft Teams (URL distributed by e-mail to registered participants)

The agenda is listed below.

(08.30 - 09.30 CET: Open Oxalis Community Meeting. The meeting is open to all interested parties)

09:30 – 10:00 CET: Oxalis Community Annual Plenary Meeting

Registration of participation in the meeting will be done electronically on
https://www.oxalis.network/join-meeting

2 Agenda

1. Welcome & Introduction.
2. Procedures
   - Approval of notice
   - Approval of delegates present
   - Presentation of chair, scrutineer, minute taker, co-signatory
3. Voting items
   - Approval of revision, Oxalis Community Provisions
   - Election of Oxalis Management
4. Any other business
5. Announcement of the election results
6. Closing.

3 Explanatory notes

3.1 Purpose and context of the meeting

The main purpose of the meeting is as follows:

1. Mark transition of Oxalis Community as a steady state community under the NorStella foundation, including:
   a. Approval of revision to the Oxalis Community provisions
   b. Election of members of the community governance body

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 gold members, registered before March 18th, 2021.

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info@oxalis.network
www.oxalis.network

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

A notification of this meeting was sent to all known Oxalis implementers and stakeholders and published at the Oxalis Community website on March 5th, 2021.

3.2.1   Rules for Eligibility of Votes:

1. The meeting is open for all Oxalis implementers and stakeholders.

2. Voting rights are limited to Oxalis Community Gold members, with one vote per organisation. (Please see the Oxalis website for details)

3. Oxalis Community gold members 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 Oxalis gold members are urged to participate in the Annual Plenary meeting either directly or through representation by another organisation.

For the Annual Plenary Meeting a quorum of two thirds of all 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 Annual Plenary Meeting is required to fill out the registration form at https://www.oxalis.network/join.

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.

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 refer to procedures for submission of changes requests included in this document.

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   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 delegated[1].

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.

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

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[1] 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.

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:

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 March 18th[th], 2021.

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.

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4 The Agenda

This document communicates to members of the Oxalis Community the agenda items, the time and the meeting logistic of the Annual Plenary Meeting.

Members of the Oxalis Community may propose additional agenda items which can be discussed in the meeting, provided at least two thirds of the Oxalis Management approves the additional agenda items.

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 March 18th, 2021.

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 advance. 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 operation of the Oxalis Community but are of informative nature only.

- "Welcome & Introduction": introduces the Chair of the meeting, the main purpose and the voting routines.

- "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.

- "Transition to steady state": informs about fulfilment of obligations in the DoU and IPR ownership.

4.2 Voting items

The Annual Plenary Meeting includes 2 voting items:

1) Approval of revision to Oxalis Community Provisions, and

2) Election of members to Oxalis Management Team

The details of the voting items will be laid out in background documents, uploaded to the Oxalis Website no later than March 18th 2021.

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4.2.1 Revision to the Oxalis Community Provisions

At the founding meeting for the Oxalis Community on November 19th, 2020 members with voting rights approved the Oxalis Community Provisions.

The Provisions implement specific wording. The original wording chosen for the Oxalis Community Annual Plenary Meeting was "**Constitutional Meeting**".

This wording has the potential for creating ambiguity as to the frequency and scope of this body. For this reason, a change of wording is proposed in The Oxalis Community Provisions:

Provisions per November 19, 2020	Proposed change
"Constitutional Meeting"	"Annual Plenary Meeting"

 Members with voting rights at The Oxalis Community Annual Plenary Meeting on March 25th 2021 are therefore asked to approve the described change of wording in The Oxalis Community Provisions.

4.2.2   Election of Management Team

The Oxalis Community Management Team members are to be elected at the Annual Plenary Meetings - by community members with voting rights.

The following steps have been taken prior to the meeting:

1. A call for candidates is sent directly to Oxalis gold members.
2. Submission of candidacies are requested by March 18th, 2021.
3. An overview of candidates will be distributed directly to members with voting rights in advance of the Annual Plenary Meeting.

At the meeting members with voting rights are invited to:

1. Evaluate the registered candidates.
2. Elect the management positions according to the governance structure.

Members with voting rights will be informed about the voting procedures in advance. The candidates will be presented during the meeting and an electronic ballot will be conducted during the meeting.

4.3 Any other business

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

4.4 Announcement of election results

Formal announcement of the result of the elections held and votes casted during the Annual Plenary Meeting.

5 Further questions

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

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