

# **Open Source Consortium**

## **Constitution**

The use of either male or female gender anywhere in this document is taken to include both men and women.

### **NAME**

1. The name of the organisation shall be the "Open Source Consortium" subsequently referred to as "OSC".

### **AIMS AND OBJECTIVES**

2. The Aims and Objectives of the OSC are:-

- a) To promote wider adoption of Free/Libre Open Source Software ("FLOSS") and open unencumbered standards ("Openness") in all sections of UK society
- b) To identify barriers to the adoption of FLOSS and Openness work to remove them through awareness raising
- c) To increase member revenue by creating opportunities for members to tender for and participate in commercial contracts.
- d) To represent the interests of members in the media and through lobbying.
- e) To achieve such other objectives as the membership decides.
- f) To work with other national and international organisations with compatible aims and objectives

3. There will be two classes of ordinary membership:

- a) corporate
- b) individual

4. Any legal or informal entity ("entity") can apply to join the OSC however:

- a) Only one application for ordinary membership can be made by any such entity including but not limited to its owners, partners, employees, agents or other representatives.

- b) Subject to Clause 4(c) below if two or more ordinary members of the OSC combine to form a new entity, including but not limited to merger, takeover or formation of a consortium, they must represent themselves to the OSC as a single ordinary member and existing memberships must be revised accordingly.
- c) Where two or more ordinary members combine to form a new entity in circumstances where the arrangement is intended to be temporary or otherwise impermanent for example to win a specific contract or other time limited commercial arrangement then the members of this temporary arrangement shall advise the Secretary of the OSC (see Clause 18) and provide an estimated date for expected cessation of the arrangement
- d) Any arrangement described in 4(c) will be subject to review by the Council as described in Clause 8

5. Both classes of ordinary membership enjoy identical membership participation rights

6. There will be one class of associate membership available to those wanting to show support for the aims, objectives and activities of the OSC. An associate member enjoys no voting rights but at the discretion of Council which can be withdrawn at any time may participate in OSC activities.

7. To be eligible for membership of the OSC applicants must be able to demonstrate that they support the Aims and and Objectives of the OSC.

8. Membership of the OSC in any category by any entity will be subject to approval of Council who may take such steps as they see fit to determine the applicant's suitability for membership.

- a) All applicants for membership shall if required produce evidence of their eligibility for membership.

- b) An existing member shall if required produce evidence of their continuing eligibility for membership.

- c) Council may at its absolute discretion determine the suitability for ordinary membership of OSC by an entity as described in Clause 4 above without assigning any reason.

d) Applicants for the associate class of membership will be presumed to have met the criteria for eligibility unless Council at its absolute discretion and without assigning any reason determines otherwise.

e) Any decision exercised by Council under this Clause must be posted to the members list within seven working days of such decision having been taken.

9. Any ordinary member having paid their current subscription, shall be entitled to the facilities afforded by the OSC, and shall be entitled to participate in any of the activities of the OSC. All members shall be bound by the Constitution, Standing Orders (see Clause 25) and other rules of the OSC.

10. The annual subscription for each class of member shall be fixed by resolution of a general meeting, provided that notice of intention to change such fee or subscription shall first have appeared in the Agenda or notice of the meeting.

11. Subscriptions fall due on the anniversary of the member's joining date. Every member shall be notified of the date on which their subscription falls due. If, after one month from that date, s/he has not paid their subscription, their membership shall lapse forthwith. If any lapsed member wishes to renew their subscription within twelve months of the renewal date, s/he shall be liable to the full subscription from that date. If after twelve months a lapsed member wishes to renew their subscription it will be necessary to submit a formal application to the Council.

12. Ordinary or associate members are free to donate to specific or general activities of OSC however any such donations including but not limited to money or other resources will not change the membership status of the donor

13. Any member may resign membership by communicating such resignation to the Membership Secretary (see Clause 18), acceptance of such resignation will take effect immediately and will be acknowledged by email to the last known address within seven working days.

14. Members are expected to behave in accordance with the OSC's "Code of Conduct". Disputes and complaints about behaviour will be dealt with in accordance with the OSC's "Guidance on Handling Disputes". Both these documents can be obtained from the Secretary. In the event of serious or repeated misconduct by a member their membership may be revoked by the Council. A member wishing to challenge that decision may seek to use the appeals process contained in the OSC's "Guidance on Handling Disputes".

15. Upon a person ceasing to be a member of the OSC s/he shall forfeit all right to any claim upon the OSC and its property and funds except for any claim notified to the Membership Secretary in writing at the time of resignation under Article 13 or within one month of a notice of expulsion being sent to him.

16. Every member of the OSC shall communicate to the Membership Secretary any change of their own address. All notices posted to a member's address shall be considered as having been duly given on the second working day following the date of posting, in the case of first class mail, or on the fourth working day following the date of posting, in the case of second class mail. Notices served by electronic means such as e-mail or fax shall be considered as having been duly given if no delivery failure message has been received within 48 hours.

17. No proceedings of the OSC shall be invalidated solely because of a subsequent discovery of some accidental omission to give notice.

## **MANAGEMENT**

18. The Council of the OSC shall include a Chairman, Secretary, Treasurer, Press Officer, Website Administrator, Membership Secretary and a Liaison Officer.

19. The Chairman is responsible for the management and direction of the OSC and for ensuring the Council fulfils its obligation to implement and promote OSC policies, aims and objectives on behalf of the members.

20. The management of the OSC shall be deputed to the Council.

21. The Council must be as open as possible, with all process and outcomes, such as decisions, minutes and policy documents made available to the full membership unless inappropriate to do so, due to commercial confidence or individual privacy concerns.
22. On agreement of more than 50% of Council, Council may appoint such Working Groups as it considers necessary or expedient and may depute or refer to them such powers and duties as it may determine. Such Working Groups shall periodically report their proceedings to the Council and shall conduct their business in accordance with any directions which the Council might give.
23. The Chairman, Secretary and Treasurer shall be entitled to participate in any Working Group of the OSC.
24. The Council or any Working Group may act even if there are vacancies.
25. The Council may
  - a) make Standing Orders to govern its own meetings and those of Working Groups
  - b) make regulations governing the conduct of Council and the use of OSC facilities by members.
26. The Chairman is empowered with a casting vote and will use his casting vote in favour of the existing situation where it exists and at his discretion otherwise.
27. The Council shall have the power to appoint, pay and dismiss such servants of the OSC as it deems necessary and may elect any such servant to temporary member of the OSC during their tenure of office or for shorter time as it thinks fit.
28. The Treasurer shall be responsible for the funds of the OSC, which shall be kept in a recognised bank or building society. Cheques must be signed by both the Treasurer and the Chairman.
29. The Secretary shall be responsible for keeping a record of the OSC constitution, policy and decisions. All OSC members must be able to access both current and past OSC policy.

## **ELECTIONS**

30. At the Annual General Meeting an election shall be held for the Council as defined in Article 18.
31. Any ordinary member of the OSC may stand for election providing that they are proposed and seconded by other members of the OSC; a corporate member must provide a nominated individual.
32. All elections will take place using the single transferable vote system.
33. Any vacancies remaining from the Annual General Meeting or occurring during the year shall be filled by election/co-option at a meeting of the Council. At least seven clear days notice shall be given of all such elections.
34. A Council member may be dismissed by a two thirds vote of the other Council members on grounds of either a breach of the Constitution or for some other serious reason showing that s/he should no longer remain in office. An explanation shall be given to all OSC members without delay and to the next General Meeting.

## **MEETINGS**

35. Not less than fourteen days notice shall be given of any General Meeting, such notice shall include the business to be discussed.
36. The Annual General Meeting (AGM) shall be held during September in every year, the date to be fixed by the Council and published by the Secretary at least fourteen days in advance.
37. The business of the AGM shall include:
  - a) Reception of a financial report to include the accounts for the preceding year, which for annual income below £10,000 shall be approved by the Secretary and for annual income of £10,000 and above shall be audited.
  - b) Reception from the Chairman of a report of the OSC's activities during the previous year.
  - c) Election of Officers and Ordinary Council Members as laid down in Articles 30 - 34.

- d) Any motion relevant to the meeting of which seven days' notice has been given to the Secretary.
- e) Any other business agreed to by the Meeting.

38. The Council may at any time order an Extraordinary General Meeting (EGM). The Secretary shall convene an EGM within twenty one days of the receipt of a written requisition signed by at least 20% of the membership stating the purpose for which the meeting is required, or within such longer period as is stated in such requisition. The principal business of an EGM shall be stated in the notice of meeting or in a preliminary agenda circulated at least fourteen days before the meeting.

39. The final agenda for an EGM incorporating any motions relevant to the purpose of the meeting received by the Secretary shall be drawn up by the Secretary and be available to any member at least seven days before the meeting. No business shall be discussed at an EGM other than that on the Agenda.

#### **QUORUM AND VOTING**

40. The quorum for any General Meeting shall be twenty-five per cent of the ordinary members or 10 whichever is the lesser number. If any General Meeting held does not reach a quorum within one hour of the designated start time it shall proceed, with any decisions taken being reviewed at an EGM convened for the purpose. If the second meeting is not quorate at the start time specified in the agenda then the decisions of the original meeting shall be deemed to be ratified.

41. At all General Meetings of the OSC every ordinary member present (or in the case of corporate membership, represented) shall be entitled to one vote on every motion and in case of an equality of vote the Chairman shall have a casting vote. Voting shall be by a show of hands unless 10 members or more request a secret ballot.

42. All members who are eligible to vote, but cannot attend the meeting in person, can make a Proxy Vote. This vote can be either in favour of the motion, against the motion or at the discretion of the proxy. Members can appoint any member, including the Chairman attending the meeting as their proxy.

43. Council members who are also ordinary members of the OSC may vote as an ordinary member.
44. The Chairman of the Meeting must use all Proxy Votes assigned to him in the way directed: for, against or at discretion of the Chairman.
45. Proxy votes cannot be accepted at an EGM
46. The Council shall meet (physically or virtually) at least six times a year.

### **POLICY DECISIONS**

47. For decisions not involving a change to this Constitution a proposal becomes official OSC policy if any one of the following apply (in the event of conflicts, the first applicable situation below takes effect):
  - a) Over half of OSC ordinary members expressing a view within seven days of posting signal their approval to a proposal posted on the members mailing list
  - a) Over half of OSC ordinary members present at an AGM or EGM and expressing a view signal their approval to a motion
  - b) Over half of Council expressing a view within seven days of posting signal their approval to a proposal posted on the council mailing list
  - c) Over half of Council present at a Council meeting and expressing a view signal their approval to a motion

### **AMENDMENTS TO THE CONSTITUTION**

48. Amendments to the Constitution only become effective when ratified by over two thirds of ordinary members in a valid vote at an AGM or EGM.

This constitution was accepted by the membership and Council of the Open Source Consortium on 16 March 2011 and revokes earlier versions

signed

Gerry Gavigan, Chairman

Geoff Gardiner, Secretary