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# **Constitution**

## **of the**

# **Open Source Health Care Alliance**

**Version 1.0**

**Prepared by Molly Cheah**

**21<sup>st</sup> April 2006**

# Document History

## 1. Build status:

Version	Date	Author	Reason	Sections
1.0	21 Apr 2006	Molly Cheah	Finalise draft	19
1.0 draft 7	19 Apr 2006	Molly Cheah	Draft revision, added William D. Lauesen's input	1, 2, 3.2, 4, 4.2.1, 4.2.5, 5.1, 6.1, 6.1.1, 6.1.2, 6.1.2.1, 6.1.2.2, 7.1, 7.4, 8.1, 8.2, 8.8, 9.5, 10.1, 10.3, 10.5, 11.1-11.8, 14.1, 17, 18.3
1.0 draft 6	17 Apr 2006	Molly Cheah	Draft revision, added Christian Heller's input	3.1.1, 3.1.2, 4.1, 4.2.1-4.2.8, 5.4, 5.5, 6.1, 8.3, 8.7, 8.8, 8.9, 9.1, 9.3, 9.4, 9.10, 11.1, 11.2, 11.3, 11.5, 11.7, 12.1, 12.2, 13.3
1.0 draft 5	14 Apr 2006	Molly Cheah	Draft revision, added Philippe Ameline's input	3.1, 3.1.1, 3.1.2, 5.5, 6.1, 7.2-7.4, 9.1, 11.2, 11.5
1.0 draft 4	7 Apr 2006	Molly Cheah	Draft revision	4, 4.1, 4.2.1, 4.2.4, 4.2.6, 4.3.1, 4.3.2, 4.3.3, 4.3.4, 5.4.2, 8.2, 8.3, 8.3.4, 8.7, 8.8, 9.1, 9.3, 9.4, 9.6, 9.9, 10.3
1.0 draft 3	3 Apr 2006	Molly Cheah	Draft revision, added Thomas Beale's input	4.1, 4.2.2, 4.2.3, 4.2.6, 4.2.7, 4.2.8, 4.3.1, 4.3.2, 4.3.4, 5.4.2, 6.1
1.0 draft 2	31 Mar 2006	Molly Cheah	Draft revision, added Joseph Dal Molin's input	All, 3.1, 3.2, 4, 4.4, 5.2, 5.3, 5.4, 6, 8.1, 8.4, 8.7, 8.9, 9.1, 9.3, 9.5, 9.7, 11.1, 11.2, 16.4, 18.1
1.0 draft 1	30 Mar 2006	Molly Cheah	Initial draft	All

## 2. Amendments in this release:

Section Title	Section No.	Amendment Summary
Article 19 - Logo	19	Added OSHCA logo

## 3. Distribution:

Copy No.	Version	Issue Date	Issued To
Electronic	1.0	21 Apr 2006	Openhealth mailing list (pdf)
Electronic	1.0 draft 7	19 Apr 2006	All Protem Committee Members (pdf)
Electronic	1.0 draft 6	17 Apr 2006	All Protem Committee Members (pdf), Openhealth mailing list (pdf)
Electronic	1.0 draft 5	14 Apr 2006	All Protem Committee Members, Openhealth mailing list (pdf)

Electronic	1.0 draft 4	7 Apr 2006	Openhealth mailing list (pdf)
Electronic	1.0 draft 3	3 Apr 2006	All Protem Committee Members
Electronic	1.0 draft 2	31 Mar 2006	All Protem Committee Members
Electronic	1.0 draft 1	30 Mar 2006	All Protem Committee Members

## **CONSTITUTION OF THE OPEN SOURCE HEALTH CARE ALLIANCE**

### **Article 1 - Name**

The Organisation shall be known as Open Source Health Care Alliance, registered in Malaysia, herein after referred to as “OSHCA”.

### **Article 2 - Registered Office**

OSHCA's registered office shall be at No. 22, Jalan Perumahan Gurney, 54000 Kuala Lumpur, Malaysia and the virtual registered office at <http://oshca.org/> or at such other place or places as may from time to time be decided on by the Committee. The registered office of OSHCA shall not be changed without the prior approval of the Registrar of Societies, which henceforth refers to the Registrar of Societies in the country of the registered office.

The Secretariat's correspondence address shall be at No. 2, Jalan SS 3/31, University Garden, 47300 Petaling Jaya, Selangor, Malaysia. Its virtual correspondence address shall be at [secretariat@oshca.org](mailto:secretariat@oshca.org). The correspondence method shall be via electronic mail.

### **Article 3 - Chapters & Mode of Communication**

#### **3.1 - Chapters and Country branches**

There shall be a provision for the designated regions to establish regional Chapters and/or Country branches to further the aims and objects of OSHCA. Therefore, their stated aims and objectives must be consistent with that of OSHCA's. The designated regions are: Africa & Middle East, North America, Latin America & Caribbean, Europe, Eastern Europe & Central Asia, Asia and Oceania.

**3.1.1** - The Committee shall formulate the rules and regulations for the

formation and dissolution of Chapters and Country branches.

**3.1.2** - Notwithstanding Article 3.1.1, all Committee members of Chapters and Country branches shall be OSHCA members in benefit.

### **3.2 - Mode of Communication**

The standard method of communications and documentations used by OSHCA shall be by electronic means, which include electronic mail, discussion forum, teleconferencing, internet relay chat, etc. Virtual (electronic) meetings are allowed for all purposes and will be the normal way to meet, including for Committee and Annual and Extraordinary General Meetings. The logs of such interactions relating to the business of OSHCA shall be deemed to be the official records of OSHCA.

## **Article 4 - Aims and Objectives**

OSHCA is a non-profit organisation that provides the collaborative platform and forum to promote and facilitate Free/Open Source Software in Health Care. OSHCA's membership comprises a community of people, civil societies and professional bodies in health care and informatics industries that promotes the Free/Open Source Software Concepts in Health Care. OSHCA helps policy makers, commercial enterprises, and users take advantage of the benefits of Free/Open Source Software.

### **4.1 - Vision:**

Free/Open Source Health Care Software will provide a viable and sustainable alternative in mainstream Information and Communication Technologies (ICT) for positive impact in health outcomes as adjunct to building a global knowledge society.

### **4.2 - Mission:**

**4.2.1** - Promote to policy makers the concept of Free/Open Source Software in Health Care so as to adopt or give equal opportunity to Free/Open

Source Solutions.

- 4.2.2** - Provide leadership role in refining the Free/Open Source Software Concepts as applied to health care to ensure best practices and patient safety are not compromised.
- 4.2.3** - Make recommendations on the development and use of Health Information Standards for data interchange and representation formalisms.
- 4.2.4** - Provide Guidelines for Quality Control on Free/Open Source Health Care Software development.
- 4.2.5** - Participate in and support Human Capacity Building, including contributing/participating in project proposals and project management to achieve developing country priorities.
- 4.2.6** - Enable collaboration of members including, sharing technical knowledge in Free/Open Source Health Care Projects and providing Information Resources to Free/Open Source Health Care software developers.
- 4.2.7** - Promote and help the formation of development consortia for health care related projects, including assisting in finding funding for projects to reach critical mass for a visible and lasting impact on health related Millennium Development Goals (MDGs).
- 4.2.8** - Use collaboration with strategic organisations with compatible goals as a means of achieving the mission.

### **4.3 - Principles**

#### **4.3.1 - Promote a globally sustainable approach to building ICT solutions for health care**

Free/Open Source Software development encourages global collaboration. OSHCA will encourage approaches that seek active participation in Free/Open Source Software development in health care by users, developers, and policy makers from all parts of the world.

### **4.3.2 - Stay lightweight and flexible**

In the spirit of Free/Open Source where development is user and needs driven, facilitation needs to support highly desirable dynamism, adaptability, and flexibility. This approach seeks to facilitate natural processes that produce better quality, usability, longevity, maintainability and cost effectiveness.

### **4.3.3 - Be open to diverse opinions and technologies**

OSHCA is inclusive of all health care-related Free/Open Source activities. In a Free/Open Source world, the success of an idea, standard, or product is measured by its practical use.

### **4.3.4 - Ethical Deployment & Maintaining Standards**

OSHCA's focus is the legal and ethical deployment of reliable and robust Free/Open Source systems in all areas of health care. This means taking a leadership role to ensure standards are maintained, and working with legislative and standards bodies to encourage the inclusion of Free/Open Source principles in their policies.

## **Article 5 - Membership**

- 5.1 -** Membership shall be open to persons interested in furthering the objects of OSHCA and shall consist of anyone who has accepted the premise of OSHCA's Vision, Mission Statements and Principles by indicating such acceptance via OSHCA's Internet Registration process.
- 5.2 -** Every application for membership shall be proposed and seconded by two (2) existing members and shall be forwarded to the Secretary who shall at the first convenient opportunity, submit it to the Committee for approval via an electronic system. The Committee when rejecting an application should provide a reason.

- 5.3 -** Every application that has been approved as aforesaid shall, upon payment of the prescribed entrance fee, be admitted as a member of OSHCA and shall be entitled to the privileges of the membership category subscribed to.
- 5.4 -** OSHCA's membership shall consist of Ordinary and Associate members. No individual shall be an Ordinary Member and represent one or more Associate Member(s) simultaneously.
- 5.4.1 - Ordinary.** Individuals are eligible for Ordinary membership.
- 5.4.2 - Associate.** Associate memberships shall be opened to Health-related Civil Societies and Professional bodies and any Corporation that promotes and supports Free/Open Source in Health Care.
- 5.4.2.1 - Civil Societies and Professional bodies** are those entities registered under Registrar of Societies or its equivalent and which are non-profit in nature.
- 5.4.2.2 - Corporations** are those entities incorporated under Registrar of Companies or its equivalent. Their primary focus is maximising return on investment to their shareholders.
- 5.5 -** All members shall be entitled to one (1) vote each. Only Ordinary members can hold office and have voting rights.

## **Article 6 - Entrance Fees, Subscriptions and other dues.**

- 6.1 -** The Committee shall prescribe a list of equitable membership entrance fee for different countries based on the UNDP's 2005 Human Development Index (HDI) of the country. The entrance fee payable for membership shall be as follows (refer to List of Countries by HDI):-

### **6.1.1 - Ordinary member**

Countries with High HDI	USD10.00
Countries with Medium HDI	USD5.00
Countries with Low HDI	USD2.50



**6.1.2. - Associate member****6.1.2.1 - Civil Societies & Professional bodies**

Countries with High HDI	USD20.00
Countries with Medium HDI	USD10.00
Countries with Low HDI	USD5.00

**6.1.2.2 - Corporations**

Countries with High HDI	USD100.00
Countries with Medium HDI	USD50.00
Countries with Low HDI	USD25.00

- 6.2 -** There shall be no monthly subscription payable. However, members are encouraged to donate to specific projects as and when necessary.
- 6.3 -** The Committee shall have the power to fix a re-entrance fee for any person who had previously resigned.
- 6.4 -** Special levies for particular purposes may be raised from members by resolution of the general meeting of OSHCA. If any member fails to pay such levies within such period as may be resolved, the amount due shall be treated as arrears. The Committee shall formulate regulations pertaining to managing arrears by members.

**Article 7 - Resignation & Termination**

- 7.1 -** Any member may withdraw from OSHCA by delivering a resignation by e-mail to the OSHCA Secretariat (see Article 2) and copy to the current Secretary of OSHCA.
- 7.2 -** Any member who cannot be contacted via ordinary mail or electronic mail over a period of one (1) year is deemed to have resigned from OSHCA and shall have his name removed from the Members' Register.
- 7.3 -** Any member may be required to resign by a vote of three-quarters ( $\frac{3}{4}$ ) of the

members at a General or Extraordinary Meeting.

- 7.4 -** Any member who fails to comply with the Constitution of OSHCA or has acted in a manner to bring disrepute upon OSHCA may be expelled or suspended for a period of time as the Committee deems fit. Before the Committee expels or suspends the member, the member shall be informed of the grounds for such expulsion or suspension in writing and be given an opportunity to explain and clear himself in the manner defined by the Committee. Such suspension or expulsion shall be enforced, unless otherwise reversed by a General Meeting upon appeal by the said member.

## **Article 8 - General Meeting**

- 8.1 -** The supreme authority of OSHCA is vested in a general meeting of the members. For proceedings to be valid, the following quorum is required, whether physically present, or in a virtual meeting (as per Article 3.2): the lesser of either 1) at least one-half of the voting membership of OSHCA, or 2) the voting members meeting represent at least twice the total number of Committee members.
- 8.2 -** If half an hour after the time appointed for the meeting a quorum is not present, the meeting shall be postponed to a date (not exceeding 30 days) to be decided by the Committee; and if a quorum is not present half an hour after the time appointed for the postponed meeting, the members present, virtual or otherwise shall have the power to proceed with the business of the day but shall not have the power to alter the Constitution of OSHCA or make any decision affecting the whole membership.
- 8.3 -** An annual general meeting of OSHCA shall be held as soon as possible after the close of each financial year not later than six (6) months from the end of the financial year on a date and a time and place or manner of meeting to be decided by the Committee. The business of the annual general meeting shall be:-

- 8.3.1** - To receive the minutes of the previous annual general meeting;
  - 8.3.2** - To receive the Committee's report on the working of OSHCA during the previous year;
  - 8.3.3** - To receive the Treasurer's report and the audited accounts of OSHCA for the previous year;
  - 8.3.4** - To elect a Committee and to appoint auditors on alternate annual general meeting for the two (2) ensuing years;
  - 8.3.5** - To deal with such other matters as may be put before it.
- 8.4** - The Secretary shall send or e-mail (as per Article 3.2) to all members at least fourteen (14) days before the meeting an agenda including copies of minutes and reports, together with the audited accounts of OSHCA for the previous year. Copies of these documents will also be made available at the registered office and virtual registered office of OSHCA at <http://oshca.org> for the perusal of members
- 8.5** - An extraordinary general meeting of OSHCA shall be convened:-
- 8.5.1** - Whenever the Committee deems it desirable; or
  - 8.5.2** - At the joint request in writing by e-mail or via a virtual system of not less than twice the number of committee members, stating the objects and reasons for such meeting.
- 8.6** - An extraordinary general meeting requisitioned by members shall be convened for a date within thirty (30) days of the receipt of such requisition.
- 8.7** - The notice and the agenda for an extraordinary general meeting shall be forwarded or e-mailed (as per Article 3.2) by the Secretary to all members at least fourteen (14) days before the date fixed for the meeting.
- 8.8** - Articles 8.1 and 8.2 of this Constitution regarding the quorum and the postponement of an annual general meeting shall apply also to an extraordinary general meeting, but with the proviso that if no quorum is present after half an hour from the time appointed for a postponed

extraordinary general meeting requisitioned by the members the meeting shall be canceled, and no extraordinary general meeting shall be requisitioned for the same purpose until after the lapse of at least six (6) months from the date thereof.

- 8.9 -** The Secretary shall forward or e-mail (as per Article 3.2) to all members a copy of the draft minutes of each annual and extraordinary general meeting as soon as possible but no later than thirty (30) days after its conclusion.

## **Article 9 - Committee**

- 9.1 -** A Committee consisting of the following, who shall be termed the main office-bearers and Ordinary Committee Members of OSHCA, shall be elected at the alternate annual general meeting:-

A President

A Vice-President

A Secretary

An Assistant Secretary

A Treasurer

Seven (7) Ordinary Committee Members (one representing each region as per Article 3.1).

No two (2) main office-bearers shall be from the same region. If no representative for Ordinary Committee Members can be found from a particular region, then the vacancy can be filled by anyone, provided always that not more than three (3) persons are from the same region.

- 9.2 -** All office-bearers of OSHCA and every officer performing executive functions in OSHCA shall be members of OSHCA in benefit.
- 9.3 -** Names for the above offices in Article 9.1 shall be proposed and seconded and election will be by a simple majority vote of the members at the annual general meeting on alternate years. All the office-bearers shall serve for two (2) years and are eligible for re-election.
- 9.4 -** The function of the Committee is to organise and supervise the day-to-day activities of OSHCA and to make decisions on matters affecting its running within the general policy laid down by the general meeting. The Committee may not act contrary to the expressed wishes of the general meeting without the prior reference to it and shall always remain subordinate to the general meeting. It shall furnish a report to each annual general meeting on its activities during the previous year.
- 9.5 -** The Committee shall meet, either physically or virtually, at least once every three (3) months, a fourteen (14) days notice of each meeting shall be given to the members. The President acting alone, or not less than three of its Committee members acting together may call for a meeting of the Committee to be held at any time. At least one half of the Committee members must be present, either physically or virtually, or be present in a teleconference (as per Article 3.2) for its proceedings to be valid and to constitute a quorum.
- 9.6 -** Where an urgent matter requiring the approval of the Committee arises and it is not possible to convene a meeting, the Secretary may obtain such approval by means of a circular letter electronically. The following conditions must be fulfilled before a decision of the Committee is deemed to have been obtained:-
- 9.6.1 -** The issue must be clearly set out in the circular and forwarded to all members of the Committee;
- 9.6.2 -** At least one-half of the members of the Committee must indicate whether they are in favour or against the proposal; and

**9.6.3** - The decision must be by a majority vote.

Any decision obtained by circular letter shall be reported by the Secretary to the next Committee Meeting and recorded in the minutes thereof.

- 9.7** - Any member of the Committee who fails to attend or be present in a teleconference (as per Article 3.2) three (3) consecutive meetings of the Committee without a satisfactory explanation shall be deemed to have resigned from the Committee.
- 9.8** - In the event of the death or resignation of a member of the Committee, the Committee shall have the power to co-opt any other member of OSHCA to fill the vacancy until the next annual general meeting.
- 9.9** - The Committee shall give instructions to the Secretary and other officers for the conduct of the affairs of OSHCA. It may appoint or employ such officers as it deems necessary and it shall be responsible for setting all the employment terms for OSHCA officers and staffs. It may suspend or dismiss any officers or member of the staff for neglect of duty, dishonesty, incompetence, refusal to carry out the decisions of the Committee, or for any other reason it deems good and sufficient in the interest of OSHCA.
- 9.10** - The Committee may appoint any sub-Committee for any purpose arising out of or connected with any duties, functions and aims laid down under the rules. Any member can become a member of these sub-Committees.

## **Article 10 - Duties of Office-Bearers**

- 10.1** - The President shall during his term of office preside at all general meetings and all meetings of the Committee and shall be responsible for the proper conduct of all such meetings. He shall have the casting vote and shall sign the minutes of each meeting at the time they are approved. He may in conjunction with the Treasurer sign all cheques on behalf of OSHCA.

- 10.2** - The Vice-President shall deputise for the President during the latter's absence.
- 10.3** - The Secretary shall conduct the business of OSHCA in accordance with the Constitution, and shall carry out the instructions of the general meeting and of the Committee. He shall be responsible for conducting all correspondence and keeping all books, documents and paper except the accounts and financial records. He shall attend all meetings, and record all proceedings. He shall keep a membership register consisting of details which shall be determined by its members during the inauguration meeting. He may in conjunction with the Treasurer sign all cheques on behalf of OSHCA. He shall file annual returns within 60 days from the date of the Annual General Meeting to the Registrar of Societies in the country of registration of OSHCA.
- 10.4** - The Assistant Secretary shall assist the Secretary in carrying out his duties and shall act for him in his absence.
- 10.5** - The Treasurer shall be responsible for the finances of OSHCA. He shall keep accounts for all its financial transactions and shall be responsible for their correctness. He shall in conjunction with the President or the Secretary sign all the cheques on behalf of OSHCA.
- 10.6** - The Ordinary Committee Members shall carry out such duty as directed by the President or the Committee.

## **Article 11 - Financial Provisions**

- 11.1** - The bank account shall be in the name of OSHCA. Method of banking should preferably use online banking facilities.
- 11.2** - All monies and profits accruing to OSHCA from participation in any business shall be applied solely towards the furtherance, promotion and execution of

the objects of OSHCA and no portion thereof shall be paid by way of dividend, bonus or profit to any member of OSHCA, provided that nothing herein expressed or contained shall prevent the payment in good faith of remuneration or expenses or both to any officer or servant of OSHCA, or to any member of the services actually rendered by him or them to OSHCA.

- 11.3 -** Subject to the following provisions in this Constitution, the funds of OSHCA may be expended for the purpose necessary for the carrying out of its objects, including the expenses of its office-bearers and paid staff, and the audit of its accounts, but they shall on no account be used to pay the fine of any member who may be convicted in a court of law.
- 11.4 -** The Treasurer may hold a petty cash advance not exceeding MYR500.00 or its equivalent in other currencies at any one time. All money in excess of this sum shall within seven (7) days of receipt be deposited in a bank approved by the Committee.
- 11.5 -** All cheque(s) or withdrawal notices on OSHCA's account shall be signed by the President or Secretary and the Treasurer. In the absence of the President, the Secretary or the Treasurer for a long period, the Committee shall appoint one of its members to sign in his place.
- 11.6 -** No expenditure exceeding MYR5,000.00 or its equivalent in other currencies at any one time shall be incurred with approval without the prior sanction of the Committee, and no expenditure exceeding MYR50,000.00 or its equivalent in other currencies in any one month shall be incurred without the prior sanction of a general meeting. Expenditure less than MYR5,000.00 or its equivalent in other currencies at any one time may be incurred by the President together with the Secretary or the Treasurer.
- 11.7 -** As soon as possible after the end of each financial year, a statement of receipts and payments and a balance sheet for the year shall be prepared by the Treasurer and audited by the Auditors appointed under the Article 12.



The audited accounts shall be submitted for the approval of the next annual general meeting, and copies be made available at the registered place of business of OSHCA for the perusal of members.

- 11.8** - The financial year of OSHCA shall commence on the 1<sup>st</sup> July and end on the 30<sup>th</sup> June every year.

## **Article 12 - Audit**

- 12.1** - Two (2) members, who shall not be office-bearers of OSHCA, shall be appointed, by the annual general meeting as Honorary Auditors. They shall hold office for two (2) years and may be reappointed.
- 12.2** - The Auditors shall be required to audit the accounts of OSHCA for each year, and to prepare a report or certificate for the annual general meeting. They may also be required by the President to audit the accounts of OSHCA for any period within their tenure of office at any date, and to make a report to the Committee.

## **Article 13 - Trustee**

- 13.1** - Three (3) Trustees, who must be over twenty-one (21) years of age, may be appointed at the annual general meeting and hold office at the discretion of OSHCA. If appointed they shall have vested in them all immovable property whatsoever belonging to OSHCA upon execution of a Deed of Trust.
- 13.2** - The Trustees shall not sell, withdraw or transfer any of the property of OSHCA without the consent and authority of a general meeting of members.
- 13.3** - A Trustee may be removed from office by a general meeting on the grounds that, owing to ill health, unsoundness of mind or for any other reasons, he is unable to perform his duties or unable to do so satisfactorily. In the event of the death or resignation or removal of a trustee, the vacancy shall be filled by

a new Trustee appointed by a general meeting.

## **Article 14 - Interpretation**

- 14.1** - Between annual general meetings the Committee shall interpret the Constitution of OSHCA and when necessary, determine any point on which the Constitution is silent.
- 14.2** - Except where there are contrary to or inconsistent with the policy previously made by the general meeting the decisions of the Committee shall be binding on all members of OSHCA unless and until countermanded by a resolution of a general meeting.

## **Article 15 - Advisor/Patron**

The Committee shall if it deems fit and necessary appoint qualified persons to be the Advisors of OSHCA. The person(s) appointed must give his **consent in writing**.

## **Article 16 - Prohibitions**

- 16.1** - None of the following games shall be played in the premises of OSHCA: Roulette, Lotto, Fan Tan, Poh, Peh Bin, Belankai, Pai Kau, Tau Ngau, Tien Ngau, Tien Kow, Chap Ji Kee, Sam Cheong, Twenty One, Thirty One, Ten and a half, all games of dice, bankers' games, all video games and all games of mere chance.
- 16.2** - Neither OSHCA nor its members shall attempt to restrict or in any other manner interfere with the trade or prices or engage in any Trade Union activities as defined in the Trade Union Act 1959.
- 16.3** - OSHCA shall not hold any lottery, whether confined to its members or otherwise, in the name of OSHCA, its office-bearers or members without prior approval from the authorities concerned.

**16.4** - No University/College student can be allowed to be a member of OSHCA without the prior written approval from the Vice Chancellor of the University concerned. This clause shall only be applicable to Malaysian students studying in Malaysia and any other country that has a similar restriction.

## **Article 17 - Amendments of Constitution**

This Constitution may not be amended except by resolution of a general meeting. Such amendments shall take effect from the date of their approval by the Registrar of Societies in the location of the registered office. Any amendment to the Constitution shall be forwarded to the Registrar of Societies in the country of the registered office within sixty (60) days of being passed by the general meeting.

## **Article 18 - Dissolution**

**18.1** - OSHCA may be voluntarily dissolved by a resolution of not less than three-fifths members present in a general meeting or be present in a teleconference (as per Article 3.2).

**18.2** - In the event of OSHCA being dissolved as provided above, all debts and liabilities legally incurred on its behalf shall be fully discharged, and the remaining funds shall be disposed of in such manner as may be decided upon by a general meeting.

**18.3** - Notice of dissolution shall be forwarded to the Registrar of Societies in the country of the registered office within fourteen (14) days of its dissolution.

## **Article 19 - Logo**

The logo of OSHCA is illustrated as below:



The interpretation of the logo is as follows:

- the OSHCA letters as abbreviation and organisation’s full name below
- the open circle stands for *open source*
- the arrow represents the *moving force*
- the closed circle stands for the *alliance*

.....

**Name :**

**Position :**

.....

**Name :**

**Position :**