

**GOVERNANCE**  
**("Governance Charter")**

**Association for the promotion of open-source insurance software and for the establishment of open interface standards in the insurance industry**

**(Verein zur Förderung quelloffener Versicherungssoftware und Etablierung offener Schnittstellenstandards in der Versicherungsbranche)**

# 1 General

## 1.1 Goal

The non-profit association aims to promote international cooperation between the insurance and technology sectors, within the framework of joint projects for creating and disseminating open-source insurance software and establishing open interface standards. The declared objectives of the association also cover the promotion of exchanges of experience or cooperation between traditional and new market participants, as well as the invigoration of the open-source domain in the insurance sector. The association's activities are meant to exert a positive influence on the perception of open-source software as a high-quality alternative to commercial or proprietary software.

## 1.2 Principles

The member joins the association as member with *Basic/Advanced/Premium* status. All member applications will be reviewed by the association, who will decide whether that applicant is to be classified as an end-user or vendor for purposes of the association membership.

From each group of companies (directly or indirectly connected), only one entity may hold a seat in the Executive Project Committee (no aggregation). By conclusion of this agreement, the member guarantees that it will coordinate with other entities of its group who will take the seat and coordinate internally as to the exercise of their rights under this agreement. In case of violation of this guarantee, the members concerned will be suspended from its voting rights until the members declared who will take the seat in the Executive Project Committee.

The number of Premium members is limited to 5 (five).

## 1.3 Membership types

(a) Premium members shall be entitled to:

- i. Appoint one (1) representative to the Executive Project Committee.  
A member may appoint an alternative representative for any meeting.
- ii. Appoint one (1) representative as a voting member in any subcommittees or activities of the Executive Project Committee.
- iii. Contribute code and other artifacts (e.g. documentation) to the association's projects.
- iv. Enjoy most prominent placement in displays of membership including on the website.

(b) Advanced members shall be entitled to:

- i. Appoint one (1) representative to Executive Project Committee per every five (5) advanced members, up to a maximum of three (3) advanced representatives. The advanced members may decide upon the representative(s) themselves and shall nominate the chosen person(s) to the EPC and the board of the association in writing.
- ii. The member may thus, along with and in coordination with the other advanced members, take influence in the governance, steering and decision making of the association's projects.
- iii. Contribute code and other artifacts (e.g. documentation) to the association's projects.

- (c) Basic members shall be entitled to:
  - i. Contribute to the association's projects, but have no rights for a seat in the Executive Project Committee.  
The Executive Project Committee may submit applications for potential Basic members, which then requires an approval by the association's Board. Also they may participate as a collaborator.

#### **1.4 Voting**

While it is the goal of the association's projects to operate as a consensus based community, if any decision requires a vote to move forward, the representatives of the Executive Project Committee, Project Engineering Committee or any other given committee shall vote on a one vote per voting representative basis.

- (a) Quorum for Executive Project Committee, Project Engineering Committee or any other given committee meetings shall require half of the voting representatives. They may continue to meet if quorum is not met, but shall be prevented from making any decisions at the meeting. Any Executive Project Committee voting representative who fails to attend two consecutive Executive Project Committee meetings will not be counted for purposes of determining quorum requirements as of the third consecutive meeting and until they next attend an Executive Project Committee meeting.
- (b) Decisions by vote at a meeting shall require a majority vote, provided quorum is met. Decisions by electronic vote without a meeting shall require a majority of all representatives eligible to vote. When no agreement is found by the vote, the chairperson is in charge to decide.
- (c) In the event of a tie vote with respect to an action that cannot be resolved by the Executive Project Committee, the chairperson shall be entitled to make such decision in its own discretion. The chairperson shall also be entitled to refer the matter to the association leadership for assistance in reaching a decision.

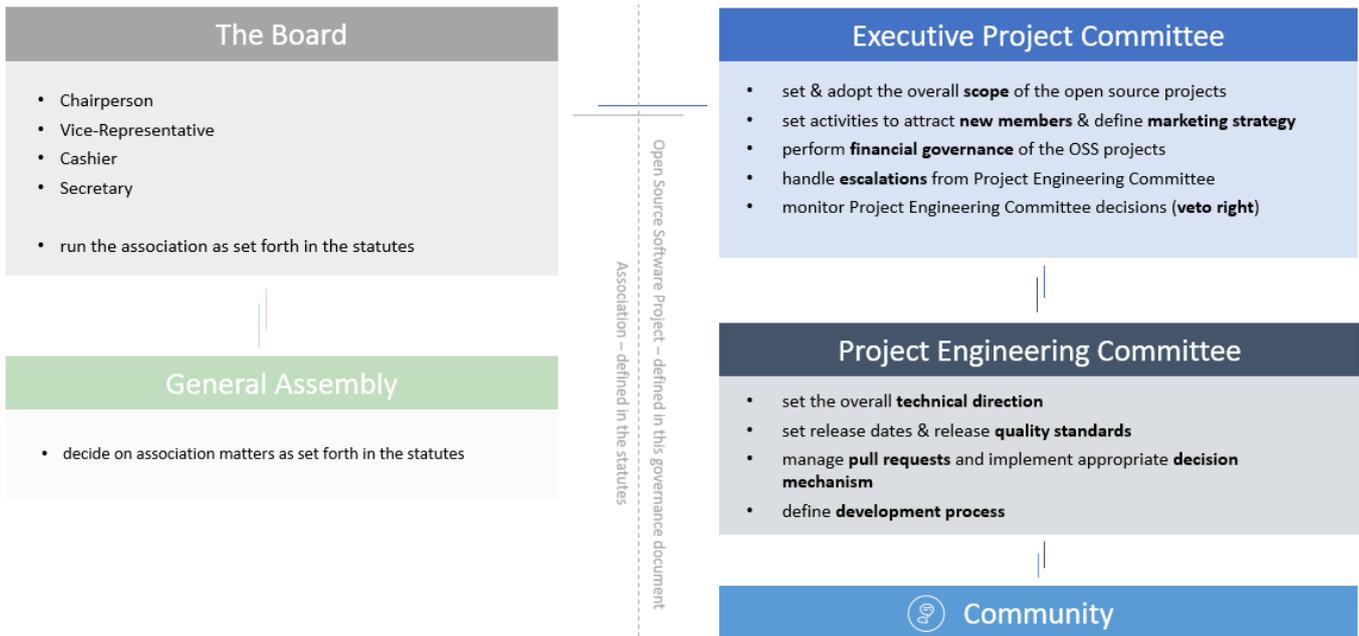
For all decisions in the Project Engineering Committee or other committee (as may be created by the Executive Project Committee), if there is a tie vote and the chairperson is not capable to make an objective decision, the matter shall be referred to the Executive Project Committee.

- (d) All resolutions proposed for adoption by the Executive Project Committee at a meeting, excluding resolutions to adopt minutes, shall be circulated in draft form to the members of the Executive Project Committee at least two business days prior to the date of the meeting, and the text of such draft votes may be altered at such meeting.

## 2 Bodies

The association contains of several bodies, each with specific tasks. The Executive Project Committee may create, change or invent new bodies if needed. At the present time following bodies are set up:

- The Board / "Board"
- General Assembly
- Executive Project Committee / "EPC"
- Project Engineering Committee / "PEC"



### 2.1 The Board

#### (a) Scope

- i. Tasks of the Board and further information can be found in the Association's statutes "statutes of the association".

#### (b) Composition – Defined by the Austrian law the Board must at least contain the following roles:

- i. Chairperson (Obmann)
- ii. Vice-Representative (Obmann-Stellvertreter)
- iii. Treasurer (Kassier)
- iv. Secretary (Schriftführer)

### 2.2 Executive Project Committee - "EPC"

EPC is responsible for marketing and other business oversight and budget decisions for the association's projects. It will set the overall project policy as well as the policy for the PEC's work. The policy will describe the overarching scope of the initiative, the project technical vision and direction and project release expectations in the form of expected cadence and intent.

EPC does not make technical decisions for the association's projects, other than working with the PEC to set the overall scope for the association's projects. EPC will use the PEC as a delegate body for governing technical implementation, individual project scope and direction while they remain within the given scope and direction

(a) Scope - The EPC will address business matters including:

- i. adopt the overall scope for the association's projects in consultation with the PEC;
- ii. define and enforce policy regarding the use of the Intellectual Property Rights of the association (copyright, patent or trademark etc.);
- iii. set activities to identify, attract and gain new desired members for the association in consultation with the Board;
- iv. direct marketing and evangelism efforts through events, press and analyst outreach, web, social and other marketing efforts;
- v. create and execute a brand compliance program, if desired;
- vi. establish and oversee any committees created to drive the mission;
- vii. approve a budget directing the use of funds raised from all sources of revenue to be used for technical, marketing or community investments that advance the mission of the association's projects; provide financial governance overall for the projects in consultation with the Board;
- viii. Audit and oversee PEC decisions and operations.
  - a) In case of gross negligence or wilful misconduct regarding the association's scope and vision, the EPC holds a right to dismiss the PEC chairperson.
- ix. The EPC holds a veto right over all decisions by other project committees regarding the association's projects scope, direction, budget, selection of the chairpersons, committee members and decisions. In case of a veto,
  - a) The contributing body may restart the discussion and decision finding process.
  - b) The EPC takes further steps to find appropriate solutions.

(b) Composition - The EPC voting members shall consist of member representatives and PEC representatives and a chairperson:

- i. Member representatives consist of:
  - a) one representative appointed from each Premium member; and
  - b) the Advanced member(s) elected representatives (if any)
- ii. Project Engineering Committee representatives consist of:
  - a) the PEC chairperson
- iii. Chairperson: The Boards chairperson also acts as the chairperson of the EPC.

(c) Operation Model / Conduct of Meetings

- i. The EPC is expected to meet at least quarterly via video conference to discuss key topical issues regarding the scope.
- ii. Additionally the EPC may meet via video conference to discuss emerging issues. Issues may be raised for EPC discussion by:
  - a) the Project Engineering Committee's chairperson

- b) the Board
- iii. After a review of the opinions and optional virtual discussion/debate options are identified, seeking consensus and taken to vote if necessary.
- iv. EPC issues may be resolved by short discussion and simple majority vote. EPC discussions may be over email or video conference.
- v. EPC meetings shall be limited to the EPC representatives and follow the requirements for quorum and voting outlined in this Project Governance Policy. The EPC may decide whether to allow one named representative to attend as an alternate.
- vi. EPC meetings results shall be open unless approved by the EPC to be confidential. Meetings are held under the Chatham House Rule <sup>1</sup>.
- vii. The EPC's chairperson may invite guests to participate in consideration of specific EPC topics (but such guest may not participate in any vote on any matter). Any member of the EPC may suggest such guests towards the EPC's chairperson. The EPC's chairperson does, however, have no obligation to invite such suggested guests.

### **2.3 Project Engineering Committee - "PEC"**

(a) Scope. The PEC is responsible for the quality of the software and all technical development within the association's projects, including:

- i. define and maintain the technical vision for the projects within the scope set by EPC;
- ii. suggest new projects (EPC then decides) within the scope set by the EPC and create a conceptual architecture for the projects;
- iii. define and maintain a transparent contribution policy and nominate Maintainers based on suggestions by the existing group of Maintainers;
- iv. align projects, remove or archive projects on a technical base;
- v. accept feedback from end users and map to projects;
- vi. define common practices to be implemented across all given projects, if any;
- vii. set release dates;
- viii. release and monitor execution of quality standards;
- ix. steer the technical direction and conduct guidelines;
- x. develop and enforce process and any coding standards;

(b) Composition

- i. PEC members elected are expected to cover key technical and functional domains: container technologies, operating systems, technical operations, functional design, insurance know-how, distributed systems, user level application design, etc.

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<sup>1</sup> Chatham House Rule: <https://www.chathamhouse.org/chatham-house-rule>

- ii. PEC members must provide a solid curriculum vitae in their desired domain. Their approved skills and mindsets are essential to keep the project moving forward.
- iii. Startup Period: During the first twelve (12) months after project launch or as long as there is only one Premium member. Five (5) seats minimum. The PEC voting members shall consist of
  - a) one appointed representative from each Premium member,
  - b) The Executive Project Committee shall elect the remaining open PEC members,
- iv. Steady State: The PEC voting members shall consist of 5 seats minimum to 8 maximum:
  - a) one appointed representative from each Premium member (2 to 5);
  - b) the End User Community (Collaborators) shall select one (1) member with full voting rights. The End User Community (Collaborators) may decide upon the member themselves and shall nominate the chosen person to the PEC, the EPC and the board of the association in writing;
  - c) the PEC members themselves shall elect the remaining open PEC members;

Provided that no company (including related companies or affiliates under common control) shall have more than four (4) votes on the PEC. This principle is not applied in case there are not enough members to fill the minimum number of seats.

(c) Operating Model / Conduct of Meetings

- i. The PEC shall select a Chairperson of the PEC to set agendas and call meetings of the PEC.
  - a) The chairperson is elected for a term of two (2) years, reelection is permitted.
- ii. The PEC is expected to meet at least quarterly via video conference to discuss key topical issues.
- iii. Additionally the PEC may meet via video conference to discuss emerging issues. Issues may be raised for PEC review by:
  - a) any PEC member,
  - b) the Executive Project Committee chairperson,
- iv. PEC meetings, mailing list, minutes, etc. should be open unless the PEC decides otherwise.
- v. After a review of the opinions and optional virtual discussion/debate options are identified, seeking consensus and taken to vote if necessary.
- vi. The intent is for the PEC to find a path to consensus within the PEC and community.
- vii. PEC meetings shall require a quorum of half of the PEC total members to take a vote or make any decision. If a PEC meeting fails to meet the quorum requirement, discussions may proceed, however there shall be no voting or decisions. Any PEC representative who fails to attend two consecutive PEC meetings will not be counted for purposes of determining quorum requirements as of the third consecutive meeting and until they next attend an Executive Project Committee meeting.
- viii. PEC issues may be resolved by short discussion and simple majority vote. PEC discussions may be over email or at a video meeting of the PEC.

- a) When no agreement is found by the vote, the chairperson is in charge to decide.
    - b) If the chairperson itself is not capable to make an objective decision, the chairperson will be entitled to refer the matter to the EPC for assistance in reaching a decision.
  - ix. PEC decisions may be made electronically without a meeting, but to pass a vote shall require as many votes as would be needed to achieve quorum in a meeting. During an electronic vote, if any two (2) PEC members request a meeting to discuss the decision, the electronic vote in process shall end without effect, and a new vote may be initiated after the meeting to discuss the decision was held.
  - x. Every decision from the PEC must be reported to the EPC.
- (d) Contribution Policy. PEC is responsible for setting up a transparent contribution guideline. The PEC is using the "Integration Manger Workflow" as the 'to-go-model' for contributions.
- i. Various integration managers, also called Maintainers, are in charge of certain parts of the repository;
  - ii. Therefore PEC projects generally will involve Maintainers and Contributors:
    - a) Contributors:
 

Any person can fill the role of contributor and propose changes to the project. These need to be passed over to a Maintainer, in order to pass quality control and be accepted. If this is done continuously with high quality and with superior project relevance, a contributor might advance to a Maintainer.
    - b) Maintainers:
 

Are basically Contributors who have the ability to commit code and contributions to a project's main branch. The Maintainer is responsible for either the whole project or a distinct sub project. Whether several Maintainers are introduced, or become necessary, depends both on the size of the domain, and the success of the initiative. The group of Maintainers may suggest new Maintainers to the PEC for nomination.

It should also be noted that both structure and processes in the association's projects have been found to change over time in accordance with the needs and the evolutions of the project, which in turn is of course shaped by the members, the committees and the community.

## **2.4 Collaborators - "Community"**

Everyone who is part of an association's project, is a member of the community. For example that can be employees from association members, people with contribution rights.

At a later phase we may create a community board with voted representatives, who may bring issues and relevant discussions to the PEC.