

Eclipse Foundation - Affiliates Membership Guidelines

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Introduction

It is in the interests of the Eclipse Foundation and its community to allow multiple affiliates to fully engage in the Eclipse community while maintaining the highest standards of vendor neutrality.

These Guidelines are intended to explain the benefits, responsibilities, and restrictions of affiliate organisations participating in Eclipse Foundation, and to illustrate various scenarios when affiliates of companies wish to participate in Eclipse Foundation activities, including working groups. Specifically, these Guidelines are intended to provide further explanation and examples of how affiliate organisations are treated in the Eclipse Foundation AISBL Bylaws and Membership Agreement; any conflict between these Guidelines and the Bylaws or Membership Agreement, those documents shall apply.

Benefits, Responsibilities, and Restrictions for Affiliates

The Bylaws define the terms "Affiliate" and "Control" as follows:

"Affiliate" means any legal entity that is directly or indirectly Controlled by, under common Control with, or that Controls the subject party.

"Control" means direct or indirect ownership of or the right to exercise (i) greater than fifty percent (50%) of the outstanding shares or securities entitled to vote for the election of directors or similar managing authority of the subject legal entity; or (ii) greater than fifty percent (50%) of the ownership interest representing the right to make the decisions for the subject legal entity.

Article 6.5 of the Bylaws goes on to define, amongst other terms, the following:

A group of legal entities which are Affiliates of each other shall be collectively referred to herein as an "Affiliate Group", and to the extent one (1) legal entity within the Affiliate Group is a Member (i.e., *has* completed the membership process), all legal entities within that Affiliate Group shall constitute one (1) Member.

Article 6.5 of the Bylaws further stipulates that multiple affiliates are each welcome, but not obligated, to join as members. Specifically, they state:

Legal entities which are Affiliates may each become a separate Executing Member, including the right to participate and vote as a separate Member in all Eclipse Foundation-managed activities, excluding only votes of the General Assembly [where they collectively shall have 1 vote only].

Finally, the Bylaws explain the responsibilities of affiliated organisations concerning the participation of each affiliated organisation within the Eclipse Foundation community. Specifically, the Bylaws state:

It is the responsibility of the Executing Member constituting one (1) Member, or as the case may be one (1) Voting Member in an Affiliate Group as defined in article 6.5., Para. 2 of these Bylaws, to ensure that all necessary inter-company agreements have been executed with those of its Affiliates that are participating in Eclipse Foundation-managed activities under the name, the class and the level of membership of that Executing Member and that Executing Member shall be responsible for all actions or inactions taken by any legal entity in the applicable Affiliate Group.

A group of legal entities which are Affiliates of each other shall be collectively referred to herein as an "Affiliate Group", and to the extent one (1) legal entity within the Affiliate Group is an Executing Member, all legal entities within that Affiliate Group shall constitute one (1) Member.

Generally, the following statements are true for Affiliates:

- Multiple affiliates can join the Eclipse Foundation as members, and each affiliate can independently be a party to the Eclipse Foundation Membership Agreement.
- Each affiliate that joins the Eclipse Foundation as a member pays separate membership dues and the dues for each affiliate that joins are based on the total aggregate revenue of the Affiliate Group.
- Each affiliate that joins the Eclipse Foundation must adhere to the Bylaws, the Membership Agreement, the charters, and the Participation Agreements of the working groups in which they are participants.
- Each affiliate that joins the Eclipse Foundation may reap the benefits of membership and participation in a working group. This includes, but is not limited to:
 - displaying their logos in any promotional material, website pages, or membership reports,
 - full participation by their respective employees in working group activities, including any email lists for steering committees or similar, and
 - having representatives with seats on working group committees commensurate with their membership level, including the right to vote in such committees.
- Multiple affiliates can each join the Eclipse Foundation as Strategic members. There are additional clarifications in Article 23.2(e) of the Bylaws regarding the rights to

representation on the Foundation's board of directors associated with these Strategic memberships.

If an Affiliate of a member does not wish to enter into a separate Membership Agreement but wishes to participate at the Eclipse Foundation through the membership of its Affiliate that is a member, then it is the responsibility of the member to cause the affiliated company to act in accordance with Eclipse governance and agreements and shall contribute all intellectual property to Eclipse Foundation through the Affiliate that is a member.

Note that nothing in this document impacts the operations of the Eclipse Foundation projects, project leadership, and PMCs, which operate under the principles of openness, transparency, and meritocracy.

Clarification of How Eclipse Foundation Treats Affiliates

The following statements apply to all affiliated members of the Eclipse Foundation:

- The dues for all Members of the Eclipse Foundation will be calculated based on the aggregate revenues of the Affiliate Group, and not just on the revenue of the company-member itself.

Example: Storm Reply GmbH's dues are based on Reply Deutschland SE's total worldwide revenue, not solely on the revenue of Storm Reply GmbH.

- All recognition and branding of all activities with the Eclipse Foundation community is done only in the name of the entity that has executed the Membership Agreement and/or Working Group Participation Agreement; an entity may not choose to associate its recognition and branding with another affiliated company if that company has not also executed the respective agreements.

Example: T-Systems and Deutsche Telekom are affiliate companies, whereas Deutsche Telekom is the parent company of T-Systems. As of the time of writing these Guidelines, T-Systems is currently a member of the Eclipse Foundation, but Deutsche Telekom is not. For Deutsche Telekom to participate in an Eclipse Foundation working group and to have its recognition and branding recognized as Deutsche Telekom, it would be required to become a separate member and pay the relevant dues.

- Contributions to Eclipse projects by employees of Member companies which are recognized in the Eclipse Foundation's reporting systems are done via a Member Committer and Contributor Agreement (MCCA). We permit only one MCCA per Membership Agreement.

Example 1: Continuing the example above, Deutsche Telekom would only have its contributions recognized in the reports and charts if they signed their own, separate Membership Agreement and MCCA.

Example 2: Obeosoft Canada Inc., which is not a Member, but its parent company, Obeo, is a Member. Obeosoft Canada Inc. would have to sign a separate Membership Agreement and a separate MCCA if it wants to have its employees' contributions to Eclipse projects reported separately from their parent and current Member Obeo.

- Each Affiliate that has signed a separate Membership Agreement (and/or Working Group Participation Agreement if applicable) can fully engage in all activities supported for members. This includes such membership benefits as engaging in working groups, fully participating in committees and councils (including voting rights commensurate with their membership level and as stipulated in the Eclipse Bylaws, Working Group charters, etc.), participating in specification projects, having their contributions covered by an MCCA recognized in the reports, charts, and other systems, etc.

Questions regarding this Affiliates Membership Guidelines may be directed to membership.coordination@eclipse-foundation.org.