

Eclipse Foundation AISBL

International not-for-profit association
Rond Point Schuman 11 Brussels 1040 Belgium
VAT BE 0760.624.114
RLE Brussels (French-speaking Enterprise Court)
(THE "ASSOCIATION")

Minutes of the Meeting of Board of Directors

January 13, 2021

A Meeting of the Board of Directors (the "**Board**") of Eclipse Foundation AISBL was held as a regularly scheduled conference call.

Present at the meeting were the following Directors:

Present	Director	Organization
Y	Adam Gibson	Skymind
Y	Basem Vaseghi	Daimler TSS
Y	Bryan Che	Huawei
Y	Chris Aniszczyk	Elected Committer Representative
Y	Deborah Bryant	Red Hat
Y	Ed Merks	Elected Committer Representative
Y	Etienne Juliot	OBEO
Represented by Ed Merks	Farah Papaioannou	Elected Contributing Representative
Y	Gunnar Wagenknecht	Elected Contributing Representative
Y	Jim Wright	Oracle
Y	Kenji Kazumura	Fujitsu
Y	Matthias Sohn	SAP SE
Y	Navin Ramachandran	IOTA Foundation
Represented by Deborah Bryant	Pradeep Balachandran	IBM
Y	Robert Hilbrich	DLR
Y	Sebastien Girard	CEA List
Y	Stefan Ferber	Bosch
Represented by Ed Merks	Tom Ritter	Fraunhofer FOKUS
Y	Torkild Ulvøy Resheim	Elected Contributing Representative

Present at the invitation of the Board were Mike Milinkovich, Executive Director, and Paul White, Secretary/Treasurer, of Eclipse Foundation AISBL.

The following proxies were submitted to the Secretary by the following Board members:

1. Farah Papaioannou assigned her proxy to Ed Merks.
2. Pradeep Balachandran assigned his proxy to Deborah Bryant.
3. Tom Ritter assigned his proxy to Ed Merks.

PROPOSED AGENDA

The following agenda was proposed for the meeting:

0. Verification of the regularity of the meeting - Waiver
 1. Roll call and approval of the agenda
 2. Approval of the amendments to the Membership Agreement
 3. Approval of banking resolutions
 4. Approval of authorization for officers to serve multiple Eclipse Foundation organizations
 5. Approval of the Eclipse Foundation AISBL address
 6. Approval of special proxy to enable counsel to file required paperwork
 7. Review of process for migrating membership from Eclipse.org Foundation, Inc. to Eclipse Foundation AISBL

GENERAL BUSINESS

The meeting was called to order at 16:00 CET.

Mike Milinkovich welcomed the new Board, and thanked each for serving the new organization.

0. Waiver of Notice Time of Meeting

Mike Milinkovich explained that as we have been moving quickly and not all notices were provided in the time specified in the Bylaws, and in the interest of ensuring clarity and the smooth execution of the restructuring of the "Eclipse Foundation" enabling the Foundation to become operational, counsel has recommended the Board contemplate a resolution to document all Board members are in agreement with holding this inaugural meeting. The Board unanimously passed the following resolution:

RESOLVED, that each director, and hence the Board unanimously waive (i) the convening formalities and notice periods provided for in the Bylaws in respect of this Board meeting called to decide on the agenda items falling within the powers of the Board as well as (i) the right to claim the cancellation of the resolutions passed during this Board meeting for an irregularity in form.

1. Approval of the agenda

The Board unanimously passed the following resolution:

RESOLVED to approve the agenda of the meeting as presented.

2. Approval of the amendment of the Eclipse Foundation Membership Agreement

Mike Milinkovich introduced a proposal to amend the Eclipse Foundation Membership Agreement originally included in the incorporation documents, the related materials for which are attached as Appendix A. Mike explained the revisions were twofold. First, the changes better clarify that working group fees are to be treated as “other dues” as that term is defined in the Bylaws. Second, the changes align the Membership Agreement with the agreed-to plan of offering a 10% discount to all existing members of the Eclipse.org Foundation, Inc. of their membership fees for the period October 1, 2020 through September 30, 2021. After discussion, the Board unanimously passed the following resolutions:

RESOLVED, the Board approves the amendment of the Eclipse Foundation Membership Agreement in the form as originally provided to the directors on January 5, 2021, and as presented.

FURTHER RESOLVED, that in accordance with the Bylaws, the amendment of the Eclipse Foundation Membership Agreement be presented for approval to the General Assembly of the Eclipse Foundation AISBL on 13 January 2021 held after this Board meeting and prior to the implementation of this new and amended Membership Agreement.

3. Establishment of banking resolutions

The Board unanimously passed each of the following banking related resolutions:

RESOLVED, that the Executive Director and Secretary of the Eclipse Foundation AISBL be each individually hereby authorized from time to time hereafter:

- a) to designate such bank or banks as any of them may deem necessary or desirable as depositories (the “Depository” or “Depositories”) for the funds of the Eclipse Foundation AISBL;
- b) to open, keep and close general and special bank accounts and safe deposit boxes with any Depository;
- c) to cause to be deposited in accounts with any Depository from time to time such funds of the Eclipse Foundation AISBL as he or she may deem necessary or advisable; and

d) to designate from time to time officers of the Eclipse Foundation AISBL who will be authorized by it to sign or countersign checks, drafts, or other orders for the payment of money issued in the name of the Eclipse Foundation AISBL against any such account; and

e) to make such general and special rules and regulations with respect to such accounts (including without limitation authorization for use of facsimile signatures) as he or she may deem necessary or advisable.

RESOLVED, that if any Depository requires a prescribed form of preamble, preambles, resolution, or resolutions relating to any such account or to any application, statement, instrument or other documents connected therewith, each such preamble and resolution shall be deemed to be adopted by the Board, and the Secretary or any Assistant Secretary of the Eclipse Foundation AISBL is authorized to certify the adoption of any such preamble or resolution and to insert all such preambles and resolutions in the minute book of the Eclipse Foundation AISBL immediately following this resolution.

RESOLVED, that the Executive Director of the Eclipse Foundation AISBL be, and hereby is, authorized and directed to pay all charges and expenses incident to or arising out of the day-to-day operations of the Eclipse Foundation AISBL up to EUR 50,000, and to reimburse any person who has made any disbursement therefore; and it is further

RESOLVED, that the Executive Director of the Eclipse Foundation AISBL be, and hereby is, authorized to delegate his authority to any officer or employee of the Eclipse Foundation AISBL to pay all charges and expenses incident to or arising out of the day-to-day operations of the Eclipse Foundation AISBL up to EUR 20,000 and to reimburse any person who has made any disbursement therefore.

RESOLVED, that the officers of the Eclipse Foundation AISBL are each authorized to do all such other acts and things, and to execute and deliver all such other instruments certificates and documents as may be called for by the preceding resolutions as they or any of them may deem necessary or desirable, in order to carry out the intent and purposes of the preceding resolutions.

4. Authorization for officers serving multiple Eclipse Foundation organizations

Mike Milinkovich explained that the board of directors of the Eclipse.org Foundation, Inc. had previously approved a strategy for the establishment of Eclipse Foundation AISBL and Eclipse Foundation Canada open source organizations under the name “Eclipse Foundation” (the “International Strategy”). In order to enable International Strategy, the board of directors of the Eclipse.org Foundation, Inc. determined that it is in the interest of carrying out the International Strategy, to have the Executive Director and the Secretary / Treasurer serve in those respective offices for each of the three Eclipse Foundation organizations. In order to align the Eclipse Foundation AISBL with this International Strategy, the Board unanimously passed the following

resolution:

RESOLVED, the Board has accepted and determined that the Executive Director and Secretary/Treasurer of Eclipse Foundation AISBL are, authorized, directed and instructed to serve respectively as the Executive Director and Secretary/Treasurer of each of Eclipse.org Foundation, Inc. and Eclipse Foundation Canada while serving as the Executive Director and Secretary/Treasurer of the Eclipse Foundation AISBL, in order to pursue, implement and execute the International Strategy on behalf of the Eclipse Foundation AISBL.

5. Transfer registered office - Operational seat address

Mike Milinkovich explained management had secured the address of Rond Point Schuman 11, 1040 Brussels, Brussels Region as its permanent address of business. The Board unanimously passed the following resolutions:

RESOLVED, the Board approves, in accordance with the Bylaws, to transfer with immediate effect the registered office of the Foundation from Avenue des Arts 56, 1000 Brussels, Brussels Region, Belgium to the following address : Rond Point Schuman 11, 1040 Brussels, Brussels Region.

FURTHER RESOLVED, that the Eclipse Foundation AISBL's operational seat address is located at 2934 Baseline Road, Suite 202, Ottawa, ON, Canada, K2H 1B2.

6. Special proxy

Mike Milinkovich explained that to implement the resolutions dealing with our address and banking resolutions, the Eclipse Foundation AISBL needs to comply with the legally prescribed publication requirements. Mike further explained the Foundation's counsel, Osborne Clarke, could complete these requirements on our behalf. The Board unanimously approved the following resolution:

RESOLVED to grant power to Ruth Wirtz and Laurent De Pauw, attorneys-at-law with office at Bastion Tower, Marsveldplein 5, 1050 Brussels, or any other attorney-at-law from the firm Osborne Clarke, with office at the same address, each acting alone and with power to substitute, to act on behalf of the Eclipse Foundation AISBL in order to comply with the legal requirements resulting from these minutes, and in particular the publication of an extract of these minutes in the Annexes to the Belgian State Gazette and the updating of the Eclipse Foundation AISBL registration information at the register of legal persons of the Belgian Crossroads Bank of Enterprises. The proxies are authorized to sign every document, form, register, notification or letter and to take every necessary step towards the Enterprise Court, the one-stop business shops and the Belgian Crossroads Bank of Enterprises and more generally, to undertake any action necessary following these minutes.

7. Review of process for migrating membership from Eclipse.org Foundation, Inc. to Eclipse Foundation AISBL

Mike Milinkovich walked the Board through the steps involved in having members migrate their membership to Eclipse Foundation AISBL, the materials for which are attached as Appendix B.

Adjournment

The meeting was then adjourned at 16:50.

Action Items:

None

* * * * *

This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on January 13, 2021, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting