

# Oniro Working Group Charter

Draft - not yet approved

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## Vision and Scope

Hardware has evolved dramatically during the last 30 years. Many of the core assumptions applied to operating systems to manage the increasing hardware complexity and diversity have not.

Oniro envisions an evolution in the operating system front that will foster more modular platforms covering a significantly wider range and number of connected devices, while granting developers a simpler and more curated development experience, enabling them to provide consumers a significantly better user experience.

The Oniro Working Group's mission is to foster an ecosystem of organizations that supports the community in the production and evolution of the Oniro operating system and platform. Oniro is a new commercially oriented, modular, and multikernel open source software platform. Its ecosystem will be developed in an environment where collaboration is promoted via the core Eclipse Foundation principles of vendor-neutrality, transparency, and openness.

The Oniro Working Group's mission is accomplished through two strategic goals:

1. Support the Oniro developer community in the creation and evolution of the software platform.
2. Drive the commercial success of this software platform.

The Oniro Working Group will support the developer community focusing on, at least, the following actions:

- Establish and drive a funding model that enables this working group and its community to operate on a sustainable basis.
- Design and execute a branding, communication, and promotion strategy raising awareness about Oniro outputs and outcomes, consolidating the Oniro brand as a reference in its field.
- Provide expertise to support and lead the Oniro ecosystem and developer community in legal, intellectual property, and software license topics.
- Provide expertise and support in other non-technical activities that the developer's community might require to accomplish their goals.

The Oniro Working Group will drive the commercial success of the software platform focusing on, at least, the following actions:

- Create a common ecosystem with the OpenHarmony project from the OpenAtom Foundation to strengthen both Oniro and OpenHarmony.

- Develop and execute marketing and developer advocacy programs to support the worldwide adoption of Oniro.
- Design, create and validate specifications that bring transparency and standardization to the software platform as well as the products based on or derived from it.
- Define a compatibility program in coordination and agreement with the OpenAtom Foundation that consolidates a variety of products based on the Oniro project outputs as a reference in their markets. A shared Compatibility Test Suite (CTS) will be created for self compatibility product validation/verification.
- Define and manage a product roadmap that brings together the Oniro developer's community and the platform consumers' expectations and needs, helping the adoption of Oniro technologies by the Working Group Members as well as the wider industry.

## Governance and Precedence

### Applicable Documents

The following governance documents are applicable to this charter, each of which can be found on the [Eclipse Foundation Governance Documents](#) page or the [Eclipse Foundation Legal Resources](#) page:

- Eclipse Foundation Bylaws
- Eclipse Foundation Code of Conduct
- Eclipse Foundation Communication Channel Guidelines
- Eclipse Working Group Process
- Eclipse Working Group Operations Guide
- Eclipse Membership Agreement
- Eclipse Intellectual Property Policy
- Eclipse Antitrust Policy
- Eclipse Development Process
- Eclipse Foundation Trademark Usage Guidelines
- Eclipse Foundation Specification Process
- Eclipse Foundation Specification License
- Eclipse Foundation Technology Compatibility Kit License

All Members must be parties to the Eclipse Foundation Membership Agreement, including the requirement set forth in Section 2.2 to abide by and adhere to the Bylaws and then-current policies of the Eclipse Foundation, including but not limited to the Intellectual Property and Antitrust Policies.

In the event of any conflict between the terms set forth in this working group's charter and the Eclipse Foundation Bylaws, Membership Agreement, Development Process, Specification Process, Working Group Process or any policies of the Eclipse Foundation, the terms of the respective Eclipse Foundation Bylaws, Membership Agreement, process or policy shall take precedence.

## Membership

With the exception of Guest members as described below, an entity must be at least a Contributing Member of the Eclipse Foundation, have executed the Oniro Working Group Participation Agreement and adhere to the requirements set forth in this Charter to participate.

The participation fees associated with each of these membership classes are shown in the Annual Participation Fees section. These are annual fees, and are established by the Oniro Steering Committee, and will be updated in this charter document accordingly.

The fees associated with membership in the Eclipse Foundation are separate from any Working Group participation fees, and are decided as described in the Eclipse Foundation Bylaws and detailed in the Eclipse Foundation Membership Agreement.

There are 5 classes of Oniro working group membership - Strategic, Gold, Silver, Committer and Guest.

### Classes of Membership

#### Strategic Members

Strategic Members are organizations that view these Working Group standards and technologies as strategic to their organization and are investing significant resources to sustain and shape the activities of this working group. These organizations want to drive the development and evolution of the Oniro technology ecosystem. Strategic Members of the working group are required to commit to strategic membership for a three (3) year period. Strategic Members of this working group must be at least a Contributing Member of the Eclipse Foundation, and have a minimum of three developers participating on its projects, and made at least # accepted commit or pull request to a related working group project within the last # months.

#### Gold Members

Gold Members are typically organizations that deliver products or services based upon related standards, specifications and technologies, or view Oniro working group's standards and technologies as strategic to their organization. These organizations want to participate in the development and direction of an open ecosystem related to this working group, and to participate actively in the definition, evolution, and promotion of the specifications and technologies. Gold Members of this working group must be at least a Contributing Member of the Eclipse Foundation.

#### Silver Members

Silver Members are typically organizations that deliver products or services based upon related standards, specifications and technologies, or view Oniro working group's standards and technologies as strategic to their organization. These organizations want to participate in the development and direction of an open ecosystem related to this working group. Silver Members of this working group must be at least a Contributing Member of the Eclipse Foundation.

## Committer Members

Committers are individuals who, through a process of meritocracy defined by the Eclipse Development Process, are able to contribute and commit code to the Eclipse Foundation projects included in the scope of this working group. Committers may become members of the working group by virtue of working for a member organization, or may choose to complete the membership-at-large process independently if they are not, along with completing this working group's Participation Agreement once defined. For further explanation and details, see the [Eclipse Committer Membership](#) page.

## Guest Members

Guest Members are organizations which are Associate members of the Eclipse Foundation. Typical guests include R&D partners, universities, academic research centers, etc. Guests may be invited to participate in committee meetings at the invitation of the respective committee, but under no circumstances do Guest members have voting rights. Guest members are required to execute the Working Group's Participation Agreement.

## Membership Summary

	Strategic Member	Gold Member	Silver Member	Committer Member	Guest Member
Member of the Steering Committee	Appointed	Elected *	Elected *	Elected	N/A
Member of the Marketing Committee	Appointed	Elected	Elected	N/A	Invitation Only
Member of the Specification Committee	Appointed	Elected **	Elected	Elected	Invitation Only

~~\* Gold and Silver members combined elect a representative to the Steering Committee.~~

\*\* Gold Members will elect as a class one voting representative to the Specification Committee. In addition, all Gold Members, other than the elected Gold Member representative, may appoint an observer (i.e., non-voting) to the Specification Committee.

## Governance

This Oniro Working Group is designed as:

- A vendor-neutral, without borders, member driven organization, that is open, respectful and inclusive to all;
- A means to support the organization and sustainability of a community of developers that design, produce and maintain the different Oniro technologies as well as a user ecosystem, through an open source development model;
- A means to foster a vibrant and sustainable ecosystem of different research and commercial organizations from a wide variety of industries, like consumer electronics, IoT device makers, system integrators, board vendors, independent software vendors, etc. to ensure the sustainability of the community effort as well as the commercial success of the Oniro technologies.

In order to implement these principles, the following governance bodies have been defined (each a "Body"):

- The Steering Committee
- The Marketing and Brand Committee
- The Specification Committee

## Governing Bodies

### Steering Committee

#### Powers and Duties

Steering Committee members are required to:

- Define and manage the strategy of the working group.
- Define and manage which Eclipse Foundation projects are included within the scope of this working group.
- Ensure the consistency of logo usage and other marketing materials.
- Define and manage the roadmap.
- Review and approve this charter.
- Review and approve brand positioning, communication strategy, and any trademark policy referred to it by the Marketing and Brand Committee.
- Define the annual fees for all classes of the working group members.
- Establish an annual program plan.
- Approve the annual budget based upon funds received through fees.
- Review on a regular basis the new member pipeline.
- Approve (if any) customizations to the Eclipse Foundation Specification Process recommended by the Specification Committee.
- Approve the creation of subcommittees and define the purpose, scope, and membership of each such subcommittee.

## Composition

- Each Strategic Member of the working group is entitled to a seat on the Steering Committee.
- Two seats are allocated to Gold Members via election. The Gold Member seats are allocated following the Eclipse "Single Transferable Vote", as defined in the Eclipse Foundation Bylaws.
- One seat is allocated to Silver Members via election. The Silver Member seat is allocated following the Eclipse "Single Transferable Vote", as defined in the Eclipse Foundation Bylaws.
- ~~One seat is allocated to Gold and Silver Members combined via election. The Gold and Silver Member seat is allocated following the Eclipse "Single Transferable Vote", as defined in the Eclipse Foundation Bylaws.~~
- One seat is allocated to Committer Members via election. The Committer Member seat is allocated following the Eclipse "Single Transferable Vote", as defined in the Eclipse Foundation Bylaws.
- The Committee elects a chair of the Steering Committee. This chair is elected among the members of the Committee. They will serve for a 12 month period or until their successor is elected and qualified, or as otherwise provided for in this Charter.

## Meeting Management

- The Steering Committee meets at least quarterly.
- As prescribed in the Eclipse Foundation Working Group Process, all meetings related to the working group will follow a prepared agenda and minutes are distributed two weeks after the meeting and approved at the next meeting at the latest, and shall in general conform to the Eclipse Foundation Antitrust Policy.

## Marketing and Brand Committee

### Powers and Duties

The Marketing and Brand Committee members are required to:

- Define strategic marketing and communication goals and objectives for the working group
- Coordinate and support the implementation of developer and end-user outreach programs
- Raise issues for discussion and provide feedback to the Foundation on the execution of marketing, brand, and communications activities for the working group.
- Assist the Eclipse Foundation in the working group's participation in conferences and events related to the working group
- Define and communicate the trademark policy and brand positioning, if applicable, and refer to it for approval by the Steering Committee.
- Collaborate with other working group members, or relevant external stakeholders to develop co-marketing strategies, amplify messaging on social channels, and share best practices.

Committee members are expected to be leaders in communicating key messaging on behalf of the working group, and to play a leadership role in driving the overall success of the working group marketing efforts. In

particular, members are encouraged to engage their respective marketing teams and personnel to amplify and support the achievement of the working group's goals and objectives.

### Composition

- Each Strategic Member of the working group is entitled to a seat on the Marketing and Brand Committee.
- One seat is allocated to Gold Members via election. The Gold Member seat is allocated following the Eclipse "Single Transferable Vote", as defined in the Eclipse Foundation Bylaws.
- One seat is allocated to Silver Members via election. The Silver Member seat is allocated following the Eclipse "Single Transferable Vote", as defined in the Eclipse Foundation Bylaws.
- The Committee elects a chair of the Steering Committee. This chair is elected among the members of the Committee. They will serve for a 12 month period or until their successor is elected and qualified, or as otherwise provided for in this Charter.

### Meeting Management

The Marketing and Brand Committee meets at least twice a year.

### Specification Committee

#### Powers and Duties

Specification Committee members are required to:

- Ensure that all specification projects operate in an open, transparent, and vendor-neutral fashion in compliance with the specification process.
- Apply and govern the specification projects in the scope of this working group according to the approved specification process.
- Approve specifications for adoption by the community.
- Work with the related Project Management Committee (PMC) to ensure that the EFSP is complied with by all related working group specification projects.
- Define (if any) customizations to the EFSP. The EFSP with the approved customizations is the specification process to be used by all specifications related to this working group, and refer for approval by the Steering Committee.

### Composition

- Each Strategic Member of the working group is entitled to a seat on the Specification Committee.
- One seat is allocated to Gold Members via election. The Gold Member seat is allocated following the Eclipse "Single Transferable Vote", as defined in the Eclipse Foundation Bylaws. In addition, each Gold Member of the working group, other than the elected Gold Member representative, is entitled to appoint an observer (non-voting) to the Specification Committee.
- One seat is allocated to Silver Members via election. The Silver Member seat is allocated following the Eclipse "Single Transferable Vote", as defined in the Eclipse Foundation Bylaws.
- One seat is allocated to Committer Members via election. The Committer Member seat is allocated following the Eclipse "Single Transferable Vote", as defined in the Eclipse Foundation Bylaws.

- The Committee elects a chair of the Steering Committee. This chair is elected among the members of the Committee. They will serve for a 12 month period or until their successor is elected and qualified, or as otherwise provided for in this Charter.

### Meeting Management

The Specification Committee meets at least once a quarter.

## Common Dispositions

The dispositions below apply to all governance bodies for this working group, unless otherwise specified. For all matters related to membership action, including without limitation: meetings, quorum, voting, electronic voting action without meeting, vacancy, resignation or removal, the respective terms set forth in the Eclipse Foundation Bylaws apply.

Appointed representatives on the Body may be replaced by the Member organization they are representing at any time by providing written notice to the Steering Committee. In the event a Body member is unavailable to attend or participate in a meeting of the Body, they may be represented by another Body member by providing written proxy to the Body's mailing list in advance. As per the Eclipse Foundation Bylaws, a representative shall be immediately removed from the Body upon the termination of the membership of such representative's Member organization.

### Voting

#### Simple Majority

Excepting the actions specified below for which a Super Majority is required, votes of the Body are determined by a simple majority of the representatives represented at a committee meeting at which a quorum is present.

#### Super Majority

For actions (i) requesting that the Eclipse Foundation Board of Directors approve a specification license; (ii) approving specifications for adoption; (iii) approving or changing the name of the working group; and (iv) approving changes to annual Member contribution requirements; any such actions must be approved by no less than two-thirds (2/3) of the representatives represented at a committee meeting at which a quorum is present.

### Term and Dates of Elections

This section only applies to the Steering Committee, Specification Committee, and the Marketing Committee.



All representatives shall hold office until their respective successors are appointed or elected, as applicable. There shall be no prohibition on re-election or re-designation of any representative following the completion of that representative's term of office.

#### Appointed Members

Representatives appointed on behalf of their Member organization shall serve in such capacity on committees until the earlier of their removal by their respective appointing Member organization or as otherwise provided for in this Charter.

#### Elected Representatives

Elected representatives shall each serve one-year terms and shall be elected to serve for a 12 month period, or until their respective successors are elected and qualified, or as otherwise provided for in this Charter. Procedures governing elections of Representatives may be established pursuant to resolutions of the Steering Committee provided that such resolutions are not inconsistent with any provision of this Charter.

#### Meetings Management

##### Meeting frequency

Each governing body meets at least twice a year. All meetings may be held at any place that has been designated from time-to-time by resolution of the corresponding Body. All meetings may be held remotely using phone calls, video calls, or any other means as designated from time-to-time by resolution of the corresponding Body.

##### Place of Meetings

All meetings may be held at any place that has been designated from time-to-time by resolution of the corresponding body. All meetings may be held remotely using phone calls, video calls, or any other means as designated from time-to-time by resolution of the corresponding body.

##### Regular Meetings

No Body meeting will be deemed to have been validly held unless a notice of same has been provided to each of the representatives at least fifteen (15) calendar days prior to such meeting, which notice will identify all potential actions to be undertaken by the Body at the Body meeting. No representative will be intentionally excluded from Body meetings and all representatives shall receive notice of the meeting as specified above; however, Body meetings need not be delayed or rescheduled merely because one or more of the representatives cannot attend or participate so long as at least a quorum of the Body is represented at the Body meeting.

##### Actions

The body may undertake an action only if it was identified in a body meeting notice or otherwise identified in a notice of special meeting.

## Invitations

The Body may invite any member to any of its meetings. These invited attendees have no right to vote.

## Working Group Annual Participation Fees Schedule A

The following Participation Fees have been established by the Oniro Steering Committee. These fees are in addition to each Member's Membership Fees in the Eclipse Foundation.

There are no Participation Fees required in 2021. Members are required to pay Participation Fees effective January 1, 2022.

<b>Corporate Revenue</b>	<b>Annual Fees</b>
Annual Corporate Revenues greater than €1 billion	€300 000
Annual Corporate Revenues greater than €500 million but less than or equal to €1 billion	€200 000
Annual Corporate Revenues greater than €100 million but less than or equal to €500 million	€100 000
Annual Corporate Revenues greater than €10 million but less than or equal to €100 million	€50 000
Annual Corporate Revenues less than or equal to €10 million	€25 000

## Oniro Gold Member Annual Participation Fees

Gold members are required to execute the Oniro Working Group Participation Agreement.

<b>Corporate Revenue</b>	<b>Annual Fees</b>
Annual Corporate Revenues greater than €1 billion	€100 000
Annual Corporate Revenues greater than €500 million but less than or equal to €1 billion	€75 000
Annual Corporate Revenues greater than €100 million but less than or equal to €500 million	€50 000
Annual Corporate Revenues greater than €10 million but less than or equal to €100 million	€25 000
Annual Corporate Revenues less than or equal to €10 million	€15 000

## Oniro Silver Member Annual Participation Fees

Silver members are required to execute the Oniro Working Group Participation Agreement.

<b>Corporate Revenue</b>	<b>Annual Fees</b>
Annual Corporate Revenues greater than €1 billion	€30 000

Annual Corporate Revenues greater than €500 million but less than or equal to €1 billion	€25 000
Annual Corporate Revenues greater than €100 million but less than or equal to €500 million	€10 000
Annual Corporate Revenues greater than €10 million but less than or equal to €100 million	€5 000
Annual Corporate Revenues less than or equal to €10 million	€2 500

### Oniro Guest Member Annual Participation Fees

Guest members pay no annual fees, but are required to execute the Oniro Working Group Participation Agreement.

### Oniro Committer Member Annual Participation Fees

Committer members pay no annual fees, but are required to execute the Open Working Group Participation Agreement.

### Charter History

- v0.1 - Initial draft
- v0.2 - Refinements based on feedback of initial draft
- v0.3 - Errata updates
- v0.4 - Modified to expand to 5 classes of Membership
- v0.5 - Amended Steering Committee Composition