



Open Regulatory Compliance Working Group Charter

Draft - Not Yet Approved
Version # Revision History at End

Vision and Scope

New government regulations on the software industry will impact open source communities. The community should support their successful implementation. This working group is intended to bring together key stakeholders from industry, small and medium enterprise (SME), research, and open source foundations to work with government in forging specifications that will enable industry to continue to leverage open source through the software supply chain to meet those regulatory requirements, and in turn will enable the open source projects to better meet industry's needs in this regard.

Working within the Eclipse Foundation framework for developing Specifications, the working group will:

- Define software development processes - either current or adapted - which meet the regulatory compliance standards set forth by regulatory authorities. This is achieved through:
 - Identifying best practices, process and tools which may already exist within the open source ecosystem
 - Identifying gaps and resources that may fill those gaps
- Identify and assess relevant regulatory requirements applicable to software development, including but not limited to cybersecurity, AI, and industry-specific directives.
- Establish Special Interest Groups (SIGs) for domain-specific work (i.e. Cyber and AI).

- Compile guidelines and best practices for integrating compliance considerations into all stages of the software development lifecycle, from planning and design to deployment and maintenance.
- Collaborate with legal experts, industry stakeholders, regulatory bodies and government officials to ensure alignment with current and evolving regulatory frameworks.
- Provide a forum where feedback can be garnered from government with respect to the specifications being developed, and that all interested stakeholders can meet when and how appropriate to better ensure the specifications meet the objectives established by government.
- Foster transparency and accountability within the open source community by promoting adherence to regulatory standards.
- Identify gaps in educational resources and training materials to support open source developers in understanding and implementing compliant development practices.
- With staff support, monitor regulatory updates and emerging trends to continuously refine and update the established processes and guidelines.
- Promote the adoption of the resulting specifications to various relevant standardisation bodies.
- Through its member organisations, promote the adoption of compliant software development practices across industry through advocacy, outreach, and knowledge-sharing initiatives.

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 Working Group Process
- Eclipse Foundation Working Group Operations Guide
- Eclipse Foundation Code of Conduct
- Eclipse Foundation Communication Channel Guidelines
- Eclipse Foundation Membership Agreement

- Eclipse Foundation Intellectual Property Policy
- Eclipse Foundation Antitrust Policy
- Eclipse Foundation Development Process
- Eclipse Foundation Trademark Usage Guidelines
- Eclipse Foundation Specification Process
- Eclipse Foundation Specification License
- Eclipse Foundation Technology Compatibility Kit Licence

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 Foundation and Guest members as described below, an entity must be at least a Contributing Member of the Eclipse Foundation, have executed the Open Regulatory Compliance Working Group Participation Agreement once defined 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 Open Regulatory Compliance 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 membership fees and are decided as described in the Eclipse Foundation Bylaws and detailed in the Eclipse Foundation Membership Agreement.

There are four classes of Open Regulatory Compliance Working Group membership - Strategic, Participant, Foundation, and Guest.

Classes of Membership

Strategic Members

Strategic Members are organisations that view this Working Group's standards, specifications and technologies as strategic to their organisation and are investing significant resources to sustain and shape the activities of this working group. Strategic Members of this working group must be at least a Contributing Member of the Eclipse Foundation. Strategic members are expected to have at least one person from their organisation participate in at least one of the specifications under the purview of the working group.

Participant Members

Participant Members are typically organisations that deliver products or services based upon related standards, specifications and technologies, or view this working group's standards and technologies as strategic to their organisation. These organisations want to participate in the development and direction of an open ecosystem related to this working group. Participant Members of this Working Group must be at least a Contributing Member of the Eclipse Foundation. Participant members to have at least one person from their organisation are expected to participate in at least one of the specifications under the purview of the working group.

Foundation Members

Foundation Members are organisations that are recognised not-for-profits in their country of registration and host open source software projects made available under an [OSI](#)-approved licence(s). Foundation Membership of this working group is open to any classes of Membership with the Eclipse Foundation. Foundation Members are required to execute the Working Group's Participation Agreement.

Guest Members

Guest Members are organisations which are Associate members of the Eclipse Foundation. Typical guests include R&D partners, universities, academic research centres, 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

| Committee Representation | Strategic Member | Participant Member | Foundation Member | Guest Member |
|---------------------------------|-------------------------|---------------------------|--------------------------|---------------------|
| Steering Committee | Appointed | Elected | Elected* | N/A |
| Specification Committee | Appointed | Elected | Elected* | N/A |

*Elected representatives of the Foundation Membership Class that hold Associate Membership with the Eclipse Foundation, will formally be appointed in their individual capacity by the Executive Director as per the powers granted in the Eclipse Foundation Working Group Process.

Special Interest Groups

A Special Interest Group (SIG) is a lightweight structure formed within the Working Group with a focus to collaborate around a particular topic or domain of direct interest to the working group. SIGs are designed to drive the objectives of a subset of the Members of the working group in helping them achieve a dedicated set of goals and objectives. The scope of the SIG must be consistent with the scope of the Working Group Charter.

The creation of a SIG requires approval of the Steering Committee. Each SIG may be either temporary or a permanent structure within the working group. SIGs can be disbanded at any time by self-selection presenting reasons to and seeking approval from the Steering Committee. Steering Committees may disband a SIG at any time for being inactive or non-compliant with the Working Group's Charter, or by request of the SIG itself. SIGs operate as a non-governing Body of the Working Group. There are no additional annual fees to Members for participation in a SIG.

Sponsorship

Sponsors are companies or individuals who provide money or services to the working group on an ad hoc basis to support the activities of the working Group and its managed projects. Money or services provided by sponsors are used as set forth in the working group annual budget. The working group is free to determine whether and how those contributions are recognised. Under no condition are sponsorship monies refunded.

Sponsors need not be members of the Eclipse Foundation or of the Working Group.

Governance

This Open Regulatory Compliance Working Group is designed as a vendor-neutral, member-driven organisation meant to foster a vibrant and sustainable ecosystem of diverse stakeholders. The governance model enables each specification to be defined in a collaborative and deliberative manner.

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.
- Define and manage the roadmap of specifications for coverage and alignment.
- Review and approve this Charter.
- Define and approve the trademark policy for this working group.
- Define the annual fees for all classes of the working group members.
- Establish the annual program plan.
- Approve the annual budget based upon funds received through fees.
- Approve the creation of subcommittees and define the purpose, scope, and membership of each such subcommittee.
- Approve the creation and retirement of Special Interest Groups (SIGs).
- Identify opportunities for the specifications under the purview of the working group to be used or adopted by standardisation bodies.

Composition

Each Strategic Member of the working group is entitled to a seat on the Steering Committee.

One seat is allocated to Participant Members via election. The Participant Member seat is allocated following the Eclipse "Single Transferable Vote", as defined in the Eclipse Foundation Bylaws.

Minimum of three (3) seats are allocated to representatives of the Foundation Members via election. In addition, an additional seat on the Committee shall be allocated to the Foundation Members for every additional five (5) seats beyond one (1) allocated to Strategic Members via election. Foundation Member seats are allocated following the Eclipse "Single Transferable Vote", as defined in the Eclipse Bylaws. Elected representatives of the Foundation Membership Class that hold Associate Membership with the Eclipse Foundation, will formally be appointed in their individual capacity by the Executive Director as per the powers granted the Executive Director in the Eclipse Foundation Working Group Process.

Additional individuals may be added from time to time by the Executive Director.

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. There is no limit on the number of terms the chair may serve.

Meeting Management

The Steering 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 Eclipse Foundation Specification Process (EFSP) version 2.0 or later. While permitted by the EFSP, the working group will not make any customizations to the EFSP version 2.0 and will conform to it without modification.
- 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.
- All specification projects in the purview of this working group will use the Implementation Patent Licence as that term is defined in the EFSP.

Composition

Each Strategic Member of the working group is entitled to have a seat on the Specification Committee.

One seat is allocated to Participant Members via election. The Participant Member seat is allocated following the Eclipse "Single Transferable Vote", as defined in the Eclipse Foundation Bylaws.

Minimum of three (3) seats are allocated to representatives of the Foundation Members via election. In addition, an additional seat on the Committee shall be allocated to the Foundation Members for every additional five (5) seats beyond one (1) allocated to Strategic Members via election. Foundation Member seats are allocated following the Eclipse "Single Transferable Vote", as defined in the Eclipse Bylaws. Elected representatives of the Foundation Membership Class that hold Associate Membership with the Eclipse Foundation, will formally be appointed in their individual capacity by the Executive Director as per the powers granted the Executive Director in the Eclipse Foundation Working Group Process.

One seat is allocated to a representative designated by the Project Management Committee (PMC) responsible for the governance of projects within the purview of the working group.

Any additional individuals as designated from time to time by the Executive Director.

The Committee elects a chair who reports to 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. There is no limit on the number of terms the chair may serve.

Public Sector Engagement Forum

Soliciting regular feedback and comments from relevant representatives of governmental bodies and public sector entities is an explicit objective of the working group to ensure alignment between the specifications and the underlying regulatory binding instruments they are intended to address. In the context of this forum, government officials are not required to be members of the Eclipse Foundation (which is generally a requirement for participation in any Eclipse Foundation working group) and instead are considered "Observers".

The working group will organise or facilitate briefings and other means of engagement including mailing lists or discussion forums with Observers to solicit their feedback and advice on particular subject areas related to this working group to the members of the working group.

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, 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 organisation 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 organisation. Appointed individuals cannot be replaced by any other representative.

All individuals appointed by the Executive Director to any of the governing bodies must enter into a separate Open Regulatory Compliance Individual Working Group Participation Agreement, which amongst other things will require them to agree to adhere to the terms of this Charter, and notably the Eclipse Foundation Antitrust Policy and Eclipse Community Code of Conduct.

Voting

Simple Majority

Accepting 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) approving specifications for adoption; (ii) modifying the working group charter; (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, and Specification 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 with the exception of Appointed Individuals. Appointed Individuals shall hold office for a 12-month period renewable.

Strategic Members

Strategic Members Representatives shall serve in such capacity on committees until the earlier of their removal by their respective appointing Member organisation 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 term 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

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.

Meeting Frequency

Each governing Body meets at least twice a year. All meetings may be held at any place 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 Participation Fees

The initial Steering Committee will be tasked with establishing the fee structure. The fees are intended to provide sufficient funding to achieve the objectives of the working group. Members agree to pay the annual fees as established by the Steering Committee and as agreed to by each participating member in their respective Working Group Participation Agreement.

No Participation Fees are charged in 2024. All Members who join prior to January 1, 2025, agree to begin paying the full annual fees associated with their participation effective January 2025 and each January thereafter. All Members who join the working group in 2025 and beyond shall pay the full annual fees effective the month they join the working group and each anniversary month thereafter.

Any change to the annual fees will be communicated to all Members via the mailing list and will be reflected in their next annual fees payment. Established fees cannot be changed retroactively.

Working Group Annual Participation Fees Schedule A

The following fees have been established by the Open Regulatory Compliance Working Group Steering Committee. These fees are in addition to each participant's membership fees in the Eclipse Foundation.

Open Regulatory Compliance Strategic Member Annual Participation Fees

Strategic members are required to execute the Open Regulatory Compliance Working Group Participation Agreement.

| Corporate Revenue | Annual Fees |
|---|--------------------|
| Annual Corporate Revenues greater than €1 billion | €50 000 |
| Annual Corporate Revenues greater than €100 million but less than or equal to €1 billion | €35 000 |
| Annual Corporate Revenues greater than €10 million but less than or equal to €100 million | €20 000 |
| Annual Corporate Revenues less than or equal to €10 million | €10 000 |

Open Regulatory Compliance Participant Member Annual Participation Fees

Strategic members are required to execute the Open Regulatory Compliance Working Group Participation Agreement.

| Corporate Revenue | Annual Fees |
|---|--------------------|
| Annual Corporate Revenues greater than €1 billion | €20 000 |
| Annual Corporate Revenues greater than €100 million but less than or equal to €1 billion | €10 000 |
| Annual Corporate Revenues greater than €10 million but less than or equal to €100 million | €5 000 |

Annual Corporate Revenues less than €10 million

€0

Open Regulatory Compliance Foundation Member Annual Participation Fees

Foundation members pay no annual fees but are required to execute the Open Regulatory Compliance Working Group Participation Agreement.

Open Regulatory Compliance Guest Member Annual Participation Fees

Guest members pay no annual fees but are required to execute the Open Regulatory Compliance Working Group Participation Agreement.

Charter History

v0.1 proposed draft 21 March 2024

v0.2 updated proposed draft 7 May 2024

v0.3 Rename Steward member to Foundation member 2 June 2024