



# Working Group Charter Amendments in Support of Eclipse Foundation Restructuring

January, 2021

# Working Group Charter Amendments

- What is the Eclipse Foundation restructuring?
- Why are all Eclipse Foundation working group charters being amended?
- What are the changes?
- What is not changing?
- What actions are required from the working group steering committees?
- What actions are required of the working group members?

# What is the Eclipse Foundation restructuring?

- Eclipse Foundation has taken the decision to migrate its governance from being based in the US to being a European based organization

***“As a European-based organization based in Brussels, Eclipse Foundation AISBL will grow the worldwide Eclipse ecosystem and advance strategic open source projects with global impact.”***

Mike Milinkovich, Executive Director - Member Town Hall,  
September 2020

- Details about the restructuring can be found at [eclipse.org/europe](https://eclipse.org/europe) or by watching the Town Hall [presentation](#)

# Why Charter Revisions?

- To enact the restructuring, the Eclipse Foundation is creating a new entity, Eclipse Foundation AISBL with new Bylaws and Membership Agreement
- The Foundation also updated the existing Bylaws and Membership Agreement effective October 1, 2020
- In order to align and comply with these new Bylaws and Membership Agreement that were approved by the membership, it is necessary to update the working group charters
- The proposed changes address the specific items relative to the restructuring and the associated changes in corporate governance
- Now asking each working group's Steering Committee to ratify the changes

# Key Changes Across Charters

- Revamp Governance Section
  - Point to website landing pages rather than document links
  - Standardize Applicable Documents across all working groups
- Change Solutions Membership class to Contributing Membership to reflect change in the name of the class of membership included in the new Bylaws
- Additional changes to reflect governance practices incorporated in the charter
  - Notice period for committee meetings has been shortened from 30 days to 15 days
  - Formalize that committee members not in attendance at a meeting may assign their proxy to another committee member
  - Clarify that participation fees, once established, are expected to be reassessed periodically, but not necessarily annually
  - Remove reference to Steering Committees ratifying Participation Agreements

## What is not changing?

- There is no impact to classes of membership in each working group
- There are **no changes to Working Group fees** associated with the transition - all fees will remain as currently defined, and continue to be stated in **USD**

# What Actions are Required of the Steering Committee

- Early in the new year we ask each Steering Committee to ensure the update of its charter is added as an agenda topic and minute its ratification of the updated charter.
  - We ask that all Steering Committees complete this action as soon as possible, and no later than **February 26, 2021**.
- Proposed Resolution:

**RESOLVED, the Steering Committee approves the working group charter as presented.**

# What Actions are Required of the Working Group Members?

- None resulting directly from the charter changes. These changes are to enable the process of member migration
- Starting shortly after we begin operating the new Eclipse Foundation AISBL (Belgian organization), we will:
  - **Existing members** will be asked to migrate their membership and working group participation agreements from the existing Eclipse Foundation, Inc. to Eclipse Foundation AISBL
    - Foundation staff will coordinate this migration with each member individually
  - **New members** will be asked to execute versions of the Working Group Participation Agreements that are based on the new Bylaws and Membership Agreements with Eclipse Foundation AISBL
    - These will be posted along with the new Bylaws and Membership Agreement