



## **Eclipse Foundation AISBL**

International not-for-profit association  
Rond-Point Robert Schuman 11  
1040 Brussels  
VAT BE 0760.624.114  
RLE Brussels (French-speaking Enterprise Court)  
(the "Association")

## **Annual General Assembly Meeting**

**June 22, 2021 15:00 CEST**

**Meeting is to be held at:**

**Eclipse Foundation**

**2934 Baseline Road, Suite 202, Ottawa, ON, Canada**

**and via Zoom at**

**<https://eclipse.zoom.us/j/91210699403?pwd=aFZSUncyNEdYUEwzM2JiME5VcWFIQT09>**

### **FINAL AGENDA**

1. Executive Director's Welcome
2. Appointment of the directors of the Board
3. Approval of the 2020/2021 budget as submitted by the Board
4. Approval of the intra-group transfer of Eclipse.org Foundation, Inc's shares in Eclipse Foundation Europe GmbH to the Eclipse Foundation AISBL
4. Approval of special proxy enabling legal counsel to publish notices to Belgian Gazette

### **BACKGROUND AND DRAFT RESOLUTIONS**

#### **1. Executive Director's Welcome**

Mike Milinkovich, Executive Director of the Association, will provide welcome remarks to the Members, as well as provide further details regarding the logistics of the meeting, how to vote, how to ask for the floor, or contribute through the chat functionality during the meeting.

#### **2. Appointment of the directors of the Board**

##### **2.1. Background / Rationale**

In accordance with Article 23 the Association's Bylaws, the General Assembly is to appoint the Board on an annual basis. In brief, Article 23 stipulates the composition of the Board to be comprised of the candidates (natural persons) nominated by each Strategic Member, as well as candidates who were nominated through an annual at-large election process by each of the Contributing Members and Committer Members. Members will recall these elections were held in the first quarter 2021, and results were announced in March, 2021.

The slate of candidates for appointment by the General Assembly as Board member is as follows:

#### **STRATEGIC MEMBER REPRESENTATIVES**

- Adam Gibson (Skymind)
- Basem Vaseghi (Daimler DSS)
- Bryan Che (Huawei)
- Deborah Bryant (Red Hat)
- Etienne Juliot (Obeo)
- Jim Wright (Oracle)
- Kenji Karamura (Fujitsu)
- Matthias Sohn (SAP)
- Navin Ramachandran (IOTA Foundation)
- Robert Hilbrich (DLR)
- Sebastien Girard (CEA List)
- Steffen Evers (Bosch)
- Tom Ritter (Fraunhofer FOKUS)

#### **ELECTED CONTRIBUTING MEMBER REPRESENTATIVES**

- Farah Papaioannou (Edgeworx, Inc.)
- Gunnar Wagenknecht (Salesforce)
- Torkild Ulvøy Resheim (Itema SA)

#### **ELECTED COMMITTEE MEMBER REPRESENTATIVES**

- Chris Aniszczyk
- Ed Merks
- Kevin Sutter

## **2.2. Draft Resolution**

RESOLVED, to appoint the directors of the Board of the Association among the candidates nominated by the Strategic Members, Contributing Members and Committer Members as presented.

RESOLVED, to appoint the directors of the Board for a term of office of one (1) year until the annual general assembly meeting of 2022.

RESOLVED, that their mandate will not be remunerated.

## **3. Approval of the 2020/2021 budget as submitted by the Board**

### **3.1. Background / Rationale**

The following is the proposed budget submitted by the Board for the period of November 13, 2020 until December 31, 2021, which in total is the first financial year of operation of the Association.

<b>2020-21 Eclipse Foundation AISBL BUDGET</b>	
<b>REVENUES</b>	
Membership	1.6M
Working Groups	0.4M
Other	0.7M
<b>Subtotal – Revenues</b>	<b>2.7M</b>
<b>Operating Expenses</b>	<b>2.8M</b>
<b>Net Income</b>	<b>(0.1M)</b>

Members are reminded that in addition to the revenues and expenses incurred by Eclipse Foundation AISBL, that the Eclipse Foundation continues to operate the Eclipse.org Foundation, Inc., and that a significant proportion of the revenues have been received by Eclipse.org Foundation,

along with the associated expenses. For the information of all Members of both organizations, the aggregate revenues and expenses of the combined organizations is shown below.

<b>2020-21 Eclipse Foundation Group TOTAL BUDGET</b>	
Total Revenues	7.3M
Total Expenses	7.7M
Net Income	(0.4M)

### **3.2. Draft Resolution**

RESOLVED, to approve the 2020/2021 Eclipse Foundation AISBL budget as presented.

## **4. Approval of the intra-group transfer of Eclipse.org Foundation, Inc's shares in Eclipse Foundation Europe GmbH to the Eclipse Foundation AISBL**

### **4.1. Background / Rationale**

Eclipse.org Foundation, Inc. has operated the for-profit German subsidiary, Eclipse Foundation Europe GmbH (EFE-GmbH) for many years. EFE-GmbH participates in many national and European research projects, and receives funding for this participation. EFE-GmbH also earns revenues from hosting events such as EclipseCon Europe and from the provision of services to the Eclipse Foundation. EFE-GmbH has earned a small profit each of its years in existence. EFE-GmbH currently has approximately 10 full-time employees.

As part of the overall strategy for migrating the Eclipse Foundation to be European-based, the Board is recommending the ownership of the German subsidiary be transferred from Eclipse.org Foundation, Inc. to Eclipse Foundation AISBL.

### **4.2. Draft Resolution**

RESOLVED, to approve the intra-group transfer of ownership of shares in Eclipse Foundation Europe GmbH from Eclipse.org Foundation, Inc. to the Association; and further

RESOLVED that the Executive Director of the Association be, and hereby is, authorized and empowered, for and on behalf of the Association, to retain such advisors, to execute and deliver such documents, papers or instruments, including but not limited to a shares purchase agreement and to do or cause to be done any and all such other acts and things, including monetary payment not-to-exceed 500.000€, as he may deem necessary, appropriate or desirable in connection with transferring the ownership of shares in Eclipse Foundation Europe GmbH to the Association, and the taking of any such action shall be conclusive evidence of the approval thereof by the General Assembly.

## **5. Approval of special proxy enabling counsel to publish notices to Belgian**

### **5.1. Background / Rationale**

For resolution 2 on the agenda, the Eclipse Foundation AISBL needs to comply with the legally prescribed publication requirements implying, as the case may be, the filing of the relevant documents at the clerk's office of Brussels Enterprise Court, the publication in the Annexes to the Belgian State Gazette and the update of the Eclipse Foundation AISBLs registration information at the register of legal persons of the Belgian Crossroads Bank of Enterprises. For these purposes, a special proxy need to be granted to the attorneys-at-laws of Osborne Clarke.

## **5.2. Draft 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.