

# ECLIPSE.ORG FOUNDATION, INC.

## MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

(JANUARY 22, 2025)

A Meeting of the Board of Directors (the “**Board**”) of Eclipse.org Foundation, Inc., a Delaware corporation (the “**Corporation**”), was held as a regularly scheduled conference call.

Present at the meeting were the following Directors:

Present	Director	Organization
N	Ian Robinson	Eclipse Foundation AISBL Representative
Y	Jim Wright	Eclipse Foundation AISBL Representative
Y	Kenji Kazumura	Eclipse Foundation AISBL Representative
Y	Matthias Sohn	Eclipse Foundation AISBL Representative
Y	Stephen Walli	Eclipse Foundation AISBL Representative

Present at the invitation of the Board were Mike Milinkovich, Executive Director, Eclipse Foundation, Paul White, Secretary/Treasurer, and Gesine Freund, Corporate Executive Assistant of Eclipse.org Foundation, Inc.

Regrets were received from Ian Robinson.

The following agenda was proposed for the meeting:

1. Roll Call and Approval of Agenda
2. General Business
  - a. Approval of December 18, 2024 Board meeting full and abridged minutes\*
  - b. Approval of the annual Executive Director, Treasurer reviews\*\*\*
3. Approval to begin the process of the winding up Eclipse.org Foundation, Inc.

Adjournment

### 2. General Business

#### a. Minutes

Paul White introduced a discussion of the full and abridged minutes of the December 18, 2024, Board Meeting, attached as *Appendix A*.

With all Board members present at the meeting voting in favor, the Board passed the following resolution:

RESOLVED, the Board approves the full and abridged minutes of the December 18, 2024 Board Meeting as circulated and amended.

## **2.b- Approval of the annual Executive Director, Treasurer reviews**

Stephe Walli introduced a discussion of the annual reviews of the Executive Director and Treasurer. Stephe reminded the board the reviews reflected the discussion held by the board at their October 2024 meeting. With all Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolutions:

RESOLVED, the Board approves the Executive Director's annual review as presented.

RESOLVED, the Board approves the Treasurer's annual review as presented.

## **3. Approval to begin the process of the winding up Eclipse.org Foundation, Inc.**

Mike Milinkovich introduced a discussion of the winding up of the Corporation. In particular, Mike explained that the wind up of Corporation was the last step to be completed in the strategy taken to redomicile Eclipse Foundation as a European-based global organisation. Mike summarized for the Board that the membership in the Corporation has dwindled to the point where there is insufficient membership to sustain the Corporation being operated as a separate entity. Mike stated that the few remaining Contributing members would be asked to complete their migration to the Belgian-based foundation over the coming few months, consistent with what all of the previous members had done. Mike did indicate that the Corporation also counts over 100 other entities as Associate members, but that unfortunately over the years many of them are no longer active. He stated that staff would make an effort to migrate as many of them as possible as well. He also stated it is expected the entire process of winding up the Corporation will be completed in the June/July timeframe.

With all Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

WHEREAS, the Corporation's Board of Directors ("Board") took the decision in 2020 to execute a multi-year strategy for the establishment of non-profit open source organizations based in Belgium and Canada under the name "Eclipse Foundation" (the "International Strategy"), which notably and primarily included the objective of redomiciling Eclipse Foundation to be a Belgian-based not-for-profit (EF-Belgium) whose Purposes are substantially consistent with the Corporation's Purposes, and to encourage members of the Corporation to migrate their membership from the Corporation to EF-Belgium; and

WHEREAS, the vast majority of those members did migrate their membership to EF-Belgium, and as a result the current voting membership of the Corporation has now dwindled to a point where, in the Directors and Officers' reasonable opinion, continuing to operate the Corporation on an on-going basis is impractical and unnecessary; and

WHEREAS, the Directors and Officers believe it is in the best interest of the Membership At-Large to dissolve the Corporation in accordance with the Bylaws; therefore

RESOLVED, that following discussion and consideration by the Board, the Board authorizes, instructs and directs the officers of the Corporation, for and on behalf of the Corporation, to retain such advisors to prepare such documents, papers or instruments necessary, appropriate or desirable in connection with the dissolution the Corporation as contemplated by the Bylaws, and to return to the Board for final approval of such documents, papers or instruments; and

FURTHER RESOLVED, the Board authorizes the officers and management of the Corporation to publicly communicate to the membership and other stakeholders this intention and justification to dissolve the Corporation as soon as practical.

### **Other Business**

Paul White informed the Board that the merger of OpenHW Group and Eclipse Foundation Canada was completed effective 1 January 2025, and that the process of having OpenHW Group members migrate their membership to the newly formed OpenHW Foundation, which is operating as an Eclipse Foundation working group, was well underway.

### **Adjournment**

There being no further questions, the meeting was adjourned.

**Action Item:** None

\* \* \* \* \*

This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on January 22, 2025, is attested to and signed by me below.

Paul White  
Secretary of Meeting