

seL4 Foundation

Rules of Operations

1- Fundamentals

- (a) **Relation to seL4 International Articles of Association**
 - (i) These **Rules of Operations** supplement the **Articles of Association** of the seL4 International association. They describe the rules of operations of various operational aspects of the seL4 International association not defined in the **Articles of Association**.
 - (ii) Terms not defined in this document are defined in the **Articles of Associations**.
- (b) **Adoption and Amendments**
 - (i) These **Rules of Operations** are adopted by the **Board** and may be amended from time to time by the **Board** by a two-third majority of votes cast.

2- The Board

- (a) **Conduct of Board meetings**
 - (i) Unless all **Board Directors** agree otherwise, they must receive at least 5 business days' notice of a meeting, written on paper or electronically.
 - (ii) **Board** meetings will be private (that is, limited to the **Board Directors** and invited guests) unless decided otherwise by the **Board**. The **Board** may decide whether to allow any **Board Director** to nominate an alternate person to attend in their place for a specific meeting of the **Board** or of any Committee. The **Board** may invite (non-voting) guests to participate in the consideration of specific topics. The meetings may be conducted electronically, via teleconference, or in person at the discretion of the **Board**.
- (b) **Quorum and voting**
 - (i) Quorum for **Board** meetings requires the presence of at least 50% of the **Board Directors**. If notice of the meeting has been given in accordance with section 2-(a)(i)(a)(i)2-(a)(i), the **Board** may continue to meet even if quorum is not met, but may not make any decisions at the meeting.

- (ii) Each **Board Director** has 1 vote.
- (iii) While the **Board** will strive to make decisions based on consensus, except where otherwise required in these **Rules of Operations**, decisions of the **Board** will be passed by a simple majority vote at a meeting provided quorum is met. The **Board** may pass decisions without a meeting if each **Board Director** signs a document stating that they are in favour of the decision set out in the document.
- (iv) In the event of a tied vote with respect to an action that cannot be resolved by the **Board**, the resolution is rejected (the **Board Chair** has no casting vote).

(c) Officers

- (i) The **Board** will appoint by majority decision the following officers (**Officers**) at its first meeting: the Chairperson (**Chair**) and the Treasurer (**Treasurer**). Additional Officer positions may be created by the **Board**.
- (ii) The **Chair** will preside over meetings of the **Board**, manage any day-to-day operational decisions, and will submit minutes for **Board** approval.
- (iii) The **Treasurer** will assist in the preparation of budgets for **Board** approval, monitor expenses against the budget, and authorise expenditures approved in the budget.
- (iv) One person may hold two or more offices. The **Board Chair** and the **Treasurer** must be **Directors** of this **Association**. All **Directors** may nominate candidates for **Officers**. **Officer** elections shall be conducted at least once per calendar year at a **Board** meeting. Re-election is unlimited.
- (v) Any **Officer** may resign at any time by giving written notice to the **Chair** or the **Board of Directors**. An **Officer's** resignation shall take effect at the time specified in the notice of resignation, and, unless otherwise specified in said notice, acceptance shall not be necessary to make such resignation effective. If no effective date is specified in the notice, resignation shall be effective upon delivery of the notice.
- (vi) Each **Officer** shall serve until the following election, or until his or her earlier death, resignation or removal or until he or she ceases to be a **Director**.
- (vii) A vacancy in any Officer position may be filled by the **Board** for the remaining unexpired portion of the term of such **Officer**.

(d) Responsibilities

In addition to the duties described in the **Articles of Association**, the **Board's** responsibilities include:

- (i) raising funds for specific projects in support of the **Association's** purpose;
- (ii) nominating and electing **Officers**;
- (iii) overseeing all of the **Association's** business and community outreach matters, and managing any legal matters that arise;
- (iv) adopting and maintaining policies or rules and procedures for the **Association**;
- (v) establishing any Committees to support the **Association**;
- (vi) establishing any conformance programs for the seL4 kernel and associated technologies managed by the **Association** (including in relation to verification);
- (vii) establishing policies and rules in relation to the use of any trade or service marks owned or licenced by the **Association**, whether registered rights or based on common law; and
- (viii) publishing use cases, user stories, websites and priorities to help inform the ecosystem and technical community.

(e) Power

- (i) The **Board** shall have the power to select and remove all officers, employees and contractors, to authorize and empower officers to enter into contracts and other commitments on behalf of the **Association**, and to appoint and delegate responsibilities and authority to committees and **Officers**.

3- Members

(a) Qualification requirements

- (i) **Premium Members, General Members** and **Associate Members** shall be entities that engage in or support the **Association's** purpose.
- (ii) Technical Leader Members shall be individuals that are the creators of or outstanding technical contributors to the seL4 technology, and that engage in or support the **Association's** purpose.
- (iii) The eligibility criteria for any membership shall be at the sole discretion of the **Board**. The **Board** will not seek to exclude any **Member** based on any criteria, requirements or reasons other than those that are reasonable and applied on a non-discriminatory basis to all **Members**.

(b) Privileges and Obligations

- (i) **Members** are entitled to identify themselves as members of the **Association**, but subject always to any trade mark or service mark policies and rules established by the **Board**.
- (ii) **Members** may be entitled to additional benefits as determined by the **Board** and may be amended from time to time by the **Board**. Benefits to members shall be published on the **Association**'s website.
- (iii) **Members** must comply with these **Rules of Operations**, the **Association's Articles of Association**, and any policies in relation to the **Association** and their **Members** as the **Board** may adopt with notice to **Members**.
- (iv) **Premium Members** and **General Members** shall pay fees, as determined by the **Board** and may be amended from time to time by the **Board**; provided, however, that no increase in fees shall take effect until such time as any then-current **Member** becomes obligated to pay its next annual membership fees.
- (v) Membership fees definition shall be published on the **Association**'s website.
- (vi) **Members** are considered to be in breach of their obligation to pay membership fees when they are no longer in good standing, as defined in the **Association**'s Good Standing Policy. The Good Standing Policy is determined by the **Board** and may be amended from time to time by the **Board** with notice to Members, and shall be published on the **Association**'s website.