

OW2 Legal Compliance - DRAFT

Introduction

As set forth in the OW2 Bylaws, Members agree to comply at all times with all applicable laws, rules and regulations with respect to their performance under the Bylaws.

Legal Purpose

As set forth in the Bylaws, the purpose of the Association is to develop industry grade open source middleware, to nurture the associated code base, to foster cooperation among its Members, and to help foster a vibrant ecosystem for the exploitation of its middleware code base. This purpose is legal and OW2 wants to ensure that no applicable laws, rules and regulations, in particular U.S. antitrust laws, are violated by Members as they participate in the Consortium's activities and meetings.

Antitrust

The Members understand that in certain lines of business they may be competitors and that, in this respect, it is imperative that they and their representatives act in a manner which does not violate any applicable antitrust law and regulation. To avoid the risk of liability, topics which should never be discussed in relation to the Consortium's activities, include, but not exclusively: a) agreeing to fix prices or discounts, b) agreeing to allocate customers or markets, c) agreeing to artificially increase or limit supply, d) agreeing to refuse to deal with a particular third party.

Competition

Nothing contained in this Policy, or any OW2 document, in any manner prohibits or limits a Member from making, using, selling or promoting any product that does not integrate or make use of technology from the OW2 code base. Members are not required to exclusively use, announce, or promote software from the OW2 code base. Nothing in this Policy shall be construed to prohibit or restrain the entry by any Member into any separate contract or agreement with other Members or third parties on any terms.

General Operating Procedures

The activities of the OW2 Consortium should be conducted fairly in a manner which does not unduly benefit some competitors to the detriment of others.

- Membership. Membership is open to all legal entities and individuals who support the aim and share the objectives of the Association. The Association does not restrict Membership on the basis of race, color, sex, religion or national origin or for any other reason. Members are not precluded from joining any similar organizations.
- Meetings. All meetings shall be preceded by notice to members, as set forth in the by-laws. All meetings will follow a prepared agenda and follow any procedures set forth in the by-laws. Accurate minutes shall be kept of all Board, and Councils meetings, they shall be distributed to all attendees within a short period following the meeting for their approval and will be modified upon request if necessary.

Legal Review

Each member has the responsibility in the first instance to avoid raising improper subjects for discussion in the Consortium's activities and meetings. Members, should consult their own counsel in all cases involving specific situations, interpretations or advice. If any Member has any question as to the legality of a proposed course of action, the matter should be immediately referred to the CEO, who will discuss it with legal counsel and submit the issue to the Board of Directors.