

Board Policy regarding Proxies

Version 1.0

Article 1. Introduction. Pursuant the Section 4.06(B) of the Bylaws of Open Source Matters, Members of the Corporation might define a proxy to attend Members meetings and cast votes on their behalf.

Article 2. Purpose of this Policy. This Board policy aims to regulate the procedures of the usage of proxies to ensure balanced decisions at Board Meetings.

Article 3. Scope of the Policy. This policy applies only to Class 1 Members pursuant Section 4.01(A)(1) of the Bylaws.

Article 4. Procedure. Pursuant Section 4.06(B) of the Bylaws, Class 1 Members shall only give their proxies to other Class 1 Members. The Member shall inform in writings the Secretary including the name of the member who will act as proxy at the meeting. The Member shall notify also the selected peer. The notification shall include the length of the proxy and shall be sent at least (1) one hour before the planned time for the Meeting.

Article 5. Limitations. At a Full Board Meeting, each present Member shall have no more than (1) one proxy. In the eventual case a Member is chosen as proxy for more than (1) one absent Members, the Member shall notify the interested party who shall then choose another proxy.

Article 6. Notification Failure. If the proxy has not been notified as specified in Article 4 of this Policy, the Member will not have a proxy at the Meeting.

Article 7. Announcement. The Secretary will list proxies in the Meeting Agenda and in the Meeting minutes.

Article 8. Order of Precedence. In case of conflict between provisions of this Policy, the order of precedence for conflict resolution in descending order shall be as follows: (i) Bylaws, including amendments; (ii) and (iii) the Policies.

This policy has been adopted by the Board of Directors of Open Source Matters, Inc. with the motion #2018-102 on December 13, 2018 and is published under the Policies section of the organization's website.