

THE LINUX FOUNDATION (LF)

Xen Project Advisory Board Membership Application

Thank you for your interest in becoming a Advisory Board Member of the Xen Project. Xen Project Advisory Board Members will enjoy the privileges described in the Xen Project Charter, as from time to time amended with the approval of the LF Board of Directors. **Please note** that you must be a Corporate Member of LF to be eligible to become an Advisory Board Member of the Xen Project (Xen Project). For further information, visit the [Corporate Membership](#) page at the LF Web Site.

Participation in Xen Project Advisory Board:

All members of the Xen Project Advisory Board must be members of the Linux Foundation and must sign this Xen Project Advisory Board Membership Application. Members represented on the Advisory Board commit to:

- Steering the Project to advance its market and technical success;
- Participating in the Interest Groups;
- Disclosing their status as a member of the Xen Project;
- Maintaining their status as a member in good standing of the Linux Foundation; and
- Serving as a positive ambassador of the Project.

Advisory Board members also acknowledge they are expected to be active technical contributors to the Xen Project.

On completion in full of this application, please sign and send a copy of this application in PDF form by email to membership@linuxfoundation.org, and an invoice will be sent to you. In each case, a countersigned copy of this application will be returned to you by email for your records when your eligibility for membership has been confirmed. Membership rights and privileges will not commence until payment in full of membership fees have been received by LF.

Contact Information: All legal, billing, financial and technical notices from LF relating to your participation in Xen Project will be sent to the individuals already on file with LF under those categories unless you designate a different individual at the end of this application:

Name of Applicant: _____

Membership Class:

_____ **Advisory Board Governing Member:** \$25,000 annual dues

_____ **Advisory Board Startup Member:** \$5,000 annual dues

- Startup Membership is only available to companies with fewer than 100 consolidated employees and requires approval of the Governing Board Members.

Current Participation Obligations: Advisory Board member firms acknowledge they are expected to be active technical contributors to the Xen Project.

PR: Please initial here if you **do not want** LF to announce your Advisory Board membership via press release: _____

Please initial here if you **do not want** LF to include your company logo at the Xen Project Website: _____

By signing below, the applicant acknowledges and agrees that, when signed and accepted by LF, this application represents a binding contract between the parties and commits the applicant to the following terms and obligations:

1. Applicant will make payment of annual membership dues and fees as determined from time to time by the LF Board of Directors, within thirty days of date of invoice from LF. Notice of any increase in membership dues or fees for the following calendar year will be given on or before November 15 in the current calendar year.

2. Applicant will dedicate such additional technical resources to the achievement of Xen Project goals as from time to time determined by the LF Board of Directors. Notice of any increase in dedicated technical resources for the following calendar year will be given on or before November 15 in the current calendar year.

3. Applicant's membership for each calendar year, and its obligation to pay Xen Project membership dues and fees for the following calendar year, will renew annually, unless the applicant delivers written notice of non-renewal to LF on or before December 1 of the current Xen Project membership year. Applicant acknowledges that LF and other Xen Project members depend on reliable membership renewal information to budget effectively, and that LF's ability to provide services to Xen Project members will suffer in the event of nonpayment of Applicant's membership dues and fees.

4. Applicant will comply with all such policies as the Board of Directors and/or the Xen Project Advisory Board may from time to time adopt with notice to Xen Project members.

Applicant Authorization:

Accepted:

(Print Applicant Name)

THE LINUX FOUNDATION

By: _____
(signature)

By: _____

Name: _____

Name: _____

Title: _____

Title: _____

Date: _____

Date: _____

Contact Information Changes (if any):

Technical Contact: _____

Phone No: _____

Fax No.: _____

E-Mail: _____

Legal/Financial Notices: Name/Title: _____

Phone No: _____

Fax No.: _____

E-Mail: _____

Billing Contact/Title: _____

Phone/Fax No: _____

Email: _____

Billing Address: _____

Please indicate acceptable method(s) for receiving invoices:

Hard copy via Federal Express _____ PDF via email _____

THE LINUX FOUNDATION (LF)

Xen Project Charter Version 1.0

SCHEDULE B

Charter

A. Mission: The Xen Project shall focus upon the development and support of an open source hypervisor and related components, developed and designed to run with the Linux platform, under the Xen Project name, more fully described as follows:

B. Participation: The Xen Project shall:

1. be open for participation to such individuals as may from time to time be invited to participate by Project personnel, based upon their skills and position in the community; and
2. have such interest groups as are consistent with its Mission, above, and have been approved by the Advisory Board.

C. Budget: Subject to the Agreement, The Linux Foundation shall have custody of and final authority over the usage of any Project participation fees and other Project receipts and assets, including a general allocation of administrative and other overhead items, determined in a manner consistent with that from time to time employed by The Linux Foundation Collaborative Projects in connection with its other Collaborative Projects.

D. Operations: The Xen Project:

1. shall operate under such rules and procedures as may from time to time be approved by the Advisory Board and confirmed by The Linux Foundation Board of Directors;
2. shall establish a budget to be developed and approved by the Advisory Board and approved by The Linux Foundation; and
3. may have such staff as may from time to time be approved under a plan approved by the Advisory Board and, to the extent compensated, fully funded under a budget approved by The Linux Foundation;
4. is subject to such Policies and Procedures Applicable to All Linux Foundation Collaborative Projects, as set forth in G. below, and as may be adopted by The Linux Foundation from time to time.

E. Participation in Advisory Board:

All members of Advisory Board must be Silver, Gold or Platinum members of The Linux Foundation, or representatives of Linux Foundation corporate members, and must sign the Advisory Board Membership Application. Members represented on the Advisory Board commit to:

1. Steering the Project to advance its market and technical success;
2. Disclosing their status as a member of the Xen Project;
3. Maintaining their status as a Silver, Gold or Platinum member of The Linux Foundation in good standing; and
4. Serving as a positive ambassador of the Project.

F. Membership Levels

The Xen Project Advisory Board has two levels of membership:

1. Governing Members appoint a voting representative to the Advisory Board, with full participation rights in all Xen Project activities.
2. Startup Members will annually elect one (1) Voting Representative per every five (5) Startup Members, limited to at most three (3) Voting Representatives, to represent the Startup Members as a voting member of the Advisory Board. All Startup Members may participate in all meetings of the Advisory Board and Xen Project activities, but only the Voting Representatives shall be counted towards a quorum and entitled to vote on matters before the Advisory Board. Startup Members applications will be accepted only upon a majority vote of the Advisory Board. If during an annual term, an additional five (5) Startup Members are accepted, the Advisory Board may choose to hold an election for an additional Voting Representative.

G. Policies and Procedures Applicable to All Linux Foundation Collaborative Projects

Project Funding. All Collaborative Projects hosted by The Linux Foundation must be fully funded by the project host(s).

Any and all costs associated with the project will be reimbursed to the Foundation.

Costs will be fully-burdened to account for Foundation administrative expenses.

A budget for the project expenses will be agreed upon in advance for all planned expenses.

Budgets will be approved by project host(s) in advance in half year increments, and funded with cash received in advance of planned spending.

Funds received will be comingled with Foundation accounts but tracked separately.

Written and/or oral reports will be provided to the project host(s) by the Foundation on the expenditure of all directed funds on a quarterly basis or as otherwise agreed between the Foundation and the host(s).

The Foundation will request incremental funding as required to meet project costs and such funding will be provided by host(s) within thirty (30) days following the request. Such requests will be accompanied by a written and/or oral report on the expenditure of all directed funds and will include an updated project budget.

Domain Names and Trademarks. All trademarks and domain names associated with the project will be owned by the Foundation and all costs associated with the registration, maintenance and enforcement of the marks and domains shall be included in the project costs.

Events services will be provided by The Linux Foundation.

Site Management. All projects hosted by the Foundation will:

- Be hosted by the Foundation and/or provide full administrative access to the Foundation for website administration;
- Display the standard Foundation footer or header which includes links to the Foundation's generally applicable policies and terms;
- Use GIT for version control;
- Implement a "signed off by" contribution procedure for code contributions to the project; and
- implement a clearly stated open source licensing policy for project contributions.

Project Participation.

Project hosts must maintain their membership with the Foundation for the full term of the project.

All project participants, including any member of a project Advisory Board, must:

- Comply with rules implemented by the project; and
- Comply with all generally applicable rules of the Foundation.

Information regarding project participation, including information regarding attendance at project related events, must be made available to the Foundation upon request.

All project activities must be operated so as to maintain the goodwill and esteem of the Foundation in the community.