

Plain-English version of the

Charter of the Open Source Robotics Alliance

A Program of the Open Source Robotics Foundation

This is a simplified text to help people understand the legal document. This is NOT the legal Charter of the Open Source Robotics Alliance. Please consult the [official text](#) if you need to confirm the legality of any action or argument. Note also that the OSRA Charter is interpreted in light of the laws of the State of California in the United States of America, and that such interpretation can get complex.

I. OPEN SOURCE ROBOTICS ALLIANCE

Article 1: Purpose

The Open Source Robotics Foundation (OSRF), a California non-profit organization, is creating the Open Source Robotics Alliance initiative to provide a governance system for open source projects. The governance system is intended to provide technical oversight, help with providing resources of all types required by projects, and in general contribute to the long-term stability of the projects while remaining vendor-neutral.

Article 2: Membership in the OSRA

The OSRF allows organizations and individual people to become members in the OSRA. There are six classes of membership: Platinum, Gold, Silver, Associate, Supporting Organization, and Supporting Individual. There are criteria for eligibility to join and to remain in each membership class, one of which is regular payment of a membership fee.

The OSRF has the right to reject any application for membership, and to terminate at any time the membership of any member who does not continue to meet the membership criteria. Members also have the right to resign their membership at any time.

The Board of Directors may call a meeting of one class of members or all members across all classes. At these meetings the members may be asked to vote on actions to be taken on their behalf.

Article 3: Rights of OSRA Membership

Each membership class provides certain rights to the members in that class.

- **All members** except for Supporting Organizations have the right to vote on anything presented to that class for a vote.

- **Platinum members** may directly select one person to serve on the Technical Governance Committee.
- **Gold members** may participate in an election to choose the people who will represent them in a voting capacity on the Technical Governance Committee. There is one Gold representative for every three Gold members.
- **Silver members** may participate in an election to choose the people who will represent them in a voting capacity on the Technical Governance Committee. There is one Silver representative for every five Silver members.
- **Supporting Individual members** participate in an election to choose the person who will represent them in a voting capacity on the Technical Governance Committee. There is one Supporting Individual representative. Supporting Individual members may also participate in elections to choose the person(s) who will represent them in each Project Management Committee.
- **Associate members** participate in an election to choose the person who will represent them in a non-voting capacity on the Technical Governance Committee. There is one Associate representative.

The OSRF may provide other rights and benefits to members based on their membership class.

II. TECHNICAL GOVERNANCE COMMITTEE

Article 4: Technical Governance Committee

The OSRA has a Technical Governance Committee (TGC). The OSRF Board of Directors has delegated oversight of the OSRA and projects governed by it to the TGC.

The TGC is responsible for approving the proposed activities of each Project Management Committee (PMC), approving Project Leader nominations, reporting to the Board on the activities of the OSRA and status of each project, and forming Special Interest Groups (SIGs) and Technical Committees (TCs) as needed to do its work.

The total number of people on the TGC varies depending on the number of members in each membership class and the number of projects being managed by the OSRA. The TGC is composed of the following people, all of whom participate in decision making except where noted.

- The Chair of the TGC, who is selected for this position by the Board of the OSRF.
- A Developer Advocate appointed by the OSRF.
- The Project Leader for each OSRA project.
- One Platinum representative from each Platinum member.
- Some number of Gold representatives, determined by the number of Gold members.
- Some number of Silver representatives, determined by the number of Silver members.
- One Supporting Individual representative.
- Some number of project representatives (in addition to the Project Leaders), the number determined by the TGC Chair to ensure that the total number of

representatives of projects is equal to the total number of voting representatives of members.

- One Associate representative, who is non-voting and so does not take part in decision making.
- A secretary, appointed by the OSRF, who is non-voting.
- Some number of advisors appointed by the OSRF, who are non-voting.

All member and project representatives serve one-year terms, without term limits. Representatives may resign early. When this happens, an election is held to replace that representative.

There are qualifications that must be met to serve on the TGC. TGC members need to have the necessary technical knowledge and skills to actively participate in technical discussions and make informed decisions. Representatives of member organizations must remain in the employ of that organization. To ensure diversity of representation, no more than two TGC members may be from the same organization (with the exception of Project Leader representatives).

Article 5: Meetings, Quorum, Majority and Voting

The TGC meets at least once per quarter (so a minimum of four times per year); the TGC Chair may call additional meetings as required. The TGC Chair is responsible for organizing and running meetings; when absent the Vice Chair (if any) or a temporary chair appointed by the OSRF Board does this job in place of the TGC Chair.

Meetings are held following the [Chatham House Rule](#), which allows participants to use the information received from the meeting but forbids revealing the identity or affiliation of the speaker(s), directly or indirectly.

Meetings may be held in-person or online. Notice of a meeting must be provided at least 30 days in advance of meetings with an in-person option, and 10 days in advance of an online meeting. The meeting notice must also include an agenda of items to be discussed at the meeting; no items not on the agenda may be officially discussed.

The quorum of a TGC meeting (the number of voting TGC members participating in the meeting that is required to hold the meeting) is a simple majority of the voting members. Each voting TGC member gets one vote; members may vote directly or by providing a proxy to the TGC Chair or Secretary in advance of the meeting. The TGC may also, when necessary, hold a vote and take a decision outside of a meeting.

The minutes of each TGC meeting shall use the Chatham House Rule. They will be distributed to TGC members for review. TGC members have one week to review the minutes for information they wish to have redacted; a member who wishes to redact some information must inform the TGC Chair within this week. Once the minutes have been reviewed, they are posted on the website of the OSRA for public viewing.

Article 6: TGC Member Elections

The representatives on the TGC of the OSRF (the TGC Chair and the Developer Advocate) are selected by the Board of the OSRF.

Each Project Leader is automatically a voting TGC member for as long as they are Project Leader.

Each platinum member directly elects their own representative, who serves on the TGC for as long as the Platinum member remains a member of the OSRA, or until the Platinum member decides to change their representative.

Gold, Silver, Supporting Individual and Associate representatives are elected by their respective member classes. The process is as follows.

1. When a vacancy develops, the Chair of the TGC calls for nominations from the member class that has a vacancy. Two weeks are allowed for members to submit their nominations. Each nomination includes a description of the candidate's qualifications to serve on the TGC.
2. The TGC Chair circulates the list of nominees to all members of that member class via e-mail, along with ballots. The distributed information includes the number of representatives to be elected.
3. By the closing date of the election, each member of the member class votes for their preferred candidate(s), using the voting method specified by the TGC Chair.
4. The TGC Chair announces the result of the election.

Project representatives are elected by each PMC when the Chair of the TGC determines that there is a need for an additional project representative from a project. This may occur when an additional member representative is added, due to the need to maintain balance in the TGC, or a currently-serving project representative resigns, which may result in the project representative seat being allocated to the same or another project at the discretion of the TGC Chair. The process is as follows.

1. The Chair of the TGC calls for candidate nominations from the project with a vacant seat in the TGC. Two weeks are allowed for PMC Members to submit candidate nominations. Each nomination includes a description of the candidate's qualifications to serve on the TGC.
2. The TGC Chair circulates the list of nominees to all PMC Members of that project via e-mail, along with ballots. The distributed information includes the number of representatives to be elected.
3. By the closing date of the election, each PMC Member of the project votes for their preferred candidate(s), using the voting method specified by the TGC Chair.
4. The TGC Chair announces the result of the election.

Article 7: Special Interest Groups and Technical Committees of the TGC

The TGC may create subcommittees as and when it needs to do so. These subcommittees may be either Special Interest Groups or Technical Committees. The TGC provides each subcommittee with a governing charter when it is created.

Special Interest Groups (SIGs) are created when the TGC needs to gather information on a particular topic to aid planning and decision-making. They don't make any formal decisions, but do provide regular reports to the TGC on their activities and the information gathered or insight gained. A SIG may be closed, in that only TGC members and specified outside experts may participate, or it may be open, allowing any individual to participate, including those who are not OSRA members. Each SIG is chaired by a TGC member. No formal minutes are required to be kept.

Technical Committees (TCs) are created when the TGC has an in-depth task that needs to be performed. A TC is given its task by the TGC when it is created, and is expected to perform that task by the date given by the TGC. Only those directly appointed by the TGC and those outside experts directly invited by the TC can participate in a TC. Only TGC members participating in a TC can take part in voting within the TC, although decisions are preferably taken by consensus. TCs only vote to make recommendations to the TGC. Each TC is chaired by a TGC member. Formal minutes are only required to be kept of decisions taken regarding recommendations to be made to the TGC.

Both SIGs and TCs are created for a maximum term of one year. The TGC may renew the charter of a SIG or TC if it wants to extend its lifetime. SIGs can be renewed indefinitely, but TCs can only be renewed up to two times, giving TCs a maximum lifetime of three years.

III. PROJECTS OF THE OSRA

Article 8: Projects of the OSRA

Any project that the OSRF delegates governance to the OSRA is known as an OSRA Project. The Board of Directors of the OSRF is responsible for delegating governance, and may terminate that governance by the OSRA at any time, reverting the responsibility to the OSRF.

Each OSRA Project must have a Project Charter. The Charter specifies, at a minimum, the following items.

- The name of the project.
- The details of the project's governance, including publication requirements.
- When and how the project reports its activities to the TGC, and to the public.
- How often the Project Management Committee (PMC) for the project needs to meet, and how those meetings are conducted.
- How formal decisions are made within the project, when they are necessary, what particular items *must* be made by a formal decision, and what decisions, if any, must be ratified by the TGC.
- The duties and rights within the project of the PMC, the Project Leader, PMC Members, and Committers.
- Any public and private documents the PMC must create and maintain.
- The process by which someone can become a PMC Member.
- The process by which someone can become a Committer.
- How the project creates and manages Working Groups.
- How the project enacts OSRA-wide technical policies that are set by the TGC.

Each project's governance structure includes the following.

- A Project Leader.
- One or more Committers.
- A Project Management Committee (PMC), consisting of:
 - the Project Leader, who chairs the PMC;
 - the Chair of the TGC;
 - the PMC Members, who are those individuals who have passed through the process for obtaining this status; and
 - One or more Supporting Individual representatives, elected by the Supporting Individual member class.

The Project Leader is responsible for organizing the PMC and chairing its meetings, coordinating the work of the project, including the Committers, and representing the project in the TGC in order to provide the project's view in discussions and decisions, and enable oversight of the project by the TGC.

The Project Leader serves for a one-year term, with no term limits. At each annual election of the Project Leader, the PMC submits a list of PMC Members who are candidates for Project Leader to the TGC. The TGC reviews the candidates, ensuring they meet the criteria to be Project Leader. The TGC Chair then organizes an election of the Project Leader from amongst the candidates accepted by the TGC, with the PMC Members voting for their preferred candidate(s) using the voting method specified by the TGC Chair.

The PMC is responsible for the day-to-day management and execution of its project, including:

- setting project-specific processes and requirements to realize the OSRA-wide policies set by the TGC;
- setting management policies for the project's online entities, such as source code repositories;
- creating the project's public roadmap;
- enacting directives from the TGC; and
- making requests to the TGC for funds to cover project costs.

The PMC does not need to keep formal minutes of its meetings, but formal decisions taken must be recorded, including recording the vote of each member of the PMC.

A PMC can create Working Groups (WGs) when and as necessary to perform specific tasks of the project. Each WG is provided with a governing charter when created, and serves in an advisory capacity to the PMC that created it, meaning they do not make formal decisions and do not cross project boundaries. Working Groups are open to participation by any individual, including those who are not OSRA members.

The Committers for an OSRA Project are those individuals who have passed through the process specified in the project's charter and been accepted by the PMC of the project. Becoming a Committer provides an individual with rights and responsibilities as determined

by the PMC, which include the right to commit to one or more of the project's repositories in order to approve or reject contributions from the project's contributors.

Both PMC Members and Committers may be removed from their position by the TGC or Board of Directors of the OSRF, either on the recommendation of the PMC or unilaterally by the TGC or Board. Except in the case of the Board of the OSRF making the decision, a decision to remove a Committer or PMC Member may be appealed to the Board of the OSRF.

Article 9: Working Language

The working language of OSRA is English. Only the officially-published English version of the OSRA Charter is relevant in disputes and for third parties.

Article 10: Confidentiality

Members will keep confidential information learned about other members of the OSRA and the OSRF itself confidential. This includes all confidential, proprietary, or trade secret information which is not publicly known or available, whether that information was received orally or in writing. This includes information related to affiliates of the OSRF or a member of the OSRA.

Article 11: Antitrust

The OSRF is focused on charitable and educational purposes. All members of the OSRA commit to furthering these purposes. The OSRA may contain members who are competitors. These members must ensure that they and their representatives do not violate any applicable antitrust laws and regulations.

Article 12: Freedom of Action

Participation in the OSRA does not prevent members from carrying out other business activities or provide any other form of control of the members, such as use of OSRF software or implementation of OSRF specifications. This includes the development of competing or alternative products.

Article 13: Amendment

This charter may be amended at any time by the Board of Directors of the OSRF. The TGC may recommend changes to the Board by a two-thirds majority vote in a meeting that has a quorum of voting TGC members present. The Board is free to approve or reject those recommended changes.