

THE LINUX FOUNDATION

THE ACADEMY SOFTWARE FOUNDATION FUND Directed Fund Participation Agreement

Thank you for your interest in joining the Academy Software Foundation Fund (the “Directed Fund”), a directed fund project of The Linux Foundation (the “LF”). The purpose of the Directed Fund is to raise, budget and spend funds in support of open source or open specification projects supporting the motion picture industry. The governance for the Directed Fund will operate pursuant to the Directed Fund Charter (the “Charter”), set forth as Exhibit B, and as amended in the future by the Governing Board with the approval of the LF. **Please note** that you must be a member of the LF to be eligible to participate as a member of the Directed Fund. For further information, visit the [Corporate Membership](#) page at the LF web site.

Participants will enjoy the privileges and undertake the obligations described in the Charter and will comply with all such policies as the LF Board of Directors and/or the Directed Fund’s Governing Board may from time to time adopt with notice to members. The LF reserves the right to refuse any Participation Agreement submitted by a member who has payment obligations outstanding to the LF or to any other LF directed funds. Technical oversight governance for each Technical Project (as defined in Exhibit B) is set forth in the applicable technical charter.

Please have this agreement executed by an authorized representative of the member company named below (“Member”) and send a copy in PDF form by email to membership@linuxfoundation.org. A countersigned copy will be returned to you by email for your records when your eligibility for membership has been confirmed and an invoice will be emailed to you for payment of applicable membership fees. Note that this is not an indication of interest; execution of this agreement creates an irrevocable, binding obligation for the member company to make the payments provided for and to otherwise perform in accordance with its terms.

Contact Information: If you are an existing LF Member, all legal, billing and financial notices from the LF relating to your participation will be sent to the individuals already on file with the LF under those categories unless you designate a different individual in Exhibit A.

Premier Membership Term:

Premier members will commit at least 1 Full Time Equivalent of engineering resources during the calendar year. For the initial two-year period of the Directed Fund, the FTE requirement may be met through participation in either approved Technical Projects or other motion picture related open source projects. Beyond the initial two-year period of the Directed Fund, the FTE requirement may be met through participation in either approved Technical Projects or other motion picture related open source projects approved by the Governing Board. This requirement may be met with existing FTEs working on such projects. Premier membership also requires an initial two-year membership commitment. One year’s fees are due on acceptance as a member, and the second year’s fees are due at the first anniversary of membership. Notwithstanding anything to the

contrary, a Premier Member's participation fees for its initial two-year membership may not be increased. At the third anniversary of membership, if membership is not canceled at least thirty days prior to the third anniversary of membership, a pro-rated amount of the applicable fees for the remainder of that calendar year (a "stub period") will be invoiced (and membership will proceed on a calendar- year based renewal cycle thereafter).

General Membership Term and Fee Scale:

In calculating the appropriate fee for General membership, please indicate your current consolidated employee headcount in the membership level selected.

Solely for purposes of calculating fees, Consolidated Employees do not include third party contractors.

For General Members, at the first anniversary of membership, if membership is not canceled at least thirty days prior to the first anniversary of membership, a pro-rated amount of fees for the remainder of that calendar year will be assessed (and membership will proceed on a calendar-year based renewal cycle thereafter).

Membership Terms:

For all levels of membership, an initial full year's payment of fees is due upon receipt and acceptance of an executed membership agreement and payable within thirty days of the date of invoice from the LF. Your membership will be invoiced for a membership period starting the 1st day of the month following execution of this agreement. All Fee amounts are irrevocable and non-refundable commitments based in US Dollars. We reserve the right to refuse your Participation Agreement if you have outstanding obligations to the LF or any other LF projects.

All Fee amounts are irrevocable commitments based in US Dollars. In no event will fees be refunded, upon a Member's resignation or otherwise.

Each Member acknowledges that the LF and other Directed Fund members depend upon reliable participation renewal information to budget effectively, and that the LF's ability to provide services to the Directed Fund would suffer in the event of nonpayment of participation fees. Each member acknowledges The Linux Foundation's Good Standing Policy, available at <https://www.linuxfoundation.org/good-standing-policy>.

Notice of any increase in participation fees for the following calendar year will be given on or before October 15 in the current calendar year. Member's participation for each calendar year and any stub period, and its obligation to pay participation fees for the following calendar year or stub period, as applicable, will renew annually for successive one-year terms, unless the applicant delivers written notice of non-renewal to the LF on or before December 1 of the current membership year.

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Name of Member Company: _____

Membership Level (*see Exhibit C*): _____

Consolidated Employees (*if applicable*): _____

PR/Logo Usage: Do we have your permission to:

...display your logo on the Directed Fund's website (Yes or No)? _____

...announce your participation via press release (Yes or No)? _____

Preferred method(s) for receiving invoices (*PDF or Hard Copy*): _____

Is a Purchase Order (PO) required (*Yes or No*)? _____

If Yes, please provide the following details:

Name: _____

E-mail: _____

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

Authorized Representative of Member:

Accepted:

THE LINUX FOUNDATION

(Print Member Name)

Signature

Signature

Name

Name

Title

Title

Date

Date

Exhibit A

Primary Project Contact

(for all notices, including voting)

Name: _____
Title: _____
Phone No: _____
E-mail: _____

Billing Address

Billing Contact

(All invoices will be sent to this e-mail address unless the Member directs otherwise)

Name: _____
Title: _____
Phone No: _____
E-mail: _____

Exhibit B

The Academy Software Foundation Fund Charter

The Linux Foundation

Effective June 1, 2018

1) Mission and Scope of the Academy Software Foundation Fund.

- a) The primary mission (the “Mission”) of the Academy Software Foundation Fund (the “Directed Fund”) is to raise, budget and spend funds and coordinate support for open source or open specification projects supporting the motion picture industry (the “Scope”) in accordance with the provisions of this Charter. The approved open source projects (each a “Technical Project” and collectively, “Technical Projects”) will be supported by financial and other resources provided by the Directed Fund. Open source projects may be established as individual series of LF Projects, LLC, a Delaware series limited liability company. The governance of each Technical Project will be set forth in the applicable charter for each Technical Project.
- b) The Directed Fund supports the Technical Projects. The Directed Fund operates under the guidance of the Governing Board of the Directed Fund (the “Governing Board”) and The Linux Foundation (the “LF”) as may be consistent with The Linux Foundation’s tax-exempt status.
- c) The Governing Board manages the Directed Fund. The Directed Fund will also have an Outreach Committee, a Legal Committee, a Budget Committee, a Technical Advisory Council (the “TAC”) and other working groups, councils, committees and similar bodies (collectively, “Committees”) that may be established by the Governing Board. These committees report to the Governing Board.

2) Membership.

- a) The Directed Fund will be composed of Premier, General and Associate Members (each, a “Member” and, collectively, the “Members”) in Good Standing. All Members must be current corporate members of the LF (at any level) to participate in the Directed Fund as a member. All participants in the Directed Fund, enjoy the privileges and undertake the obligations described in this Charter, as from time to time amended by the Governing Board with the approval of the LF. During the term of their membership, all members will comply with all such policies as the LF Board of Directors and/or the Directed Fund may adopt with notice to members.
- b) Premier Members will be entitled to appoint a representative to the Governing Board and any Committee.
- c) General Members, acting as a class, will be entitled to annually elect one representative

to the Governing Board for every five General Members, up to a maximum of three representatives, provided that there will always be at least one General Member representative, even if there are less than five General Members. The Governing Board determines the election process.

- d) The Associate Member category of membership is limited to Associate Members of The Linux Foundation and acceptance as an Associate Member requires approval by the Governing Board, or, if the Governing Board sets additional criteria for joining the Directed Fund as an Associate Member, the meeting of such criteria. If an Associate Member is a membership organization, the rights and privileges granted to such Member will extend only to the employee-representatives of such Member, and not to its members or sponsors, unless otherwise approved by the Governing Board in a specific case.
- e) Directed Fund Membership is non-transferable, non-salable and non-assignable, except a Member may transfer its current Membership benefits and obligations to a successor of substantially all of its business or assets, whether by merger, sale or otherwise that is, or upon such transfer becomes, a member of The Linux Foundation; provided that the transferee agrees to be bound by this Charter and the Bylaws and policies required by LF membership.
- f) Members will be entitled to:
 - i) participate in Directed Fund general meetings, initiatives, events and any other activities; and
 - ii) identify themselves as members of the Academy Software Foundation and supporting the Academy Software Foundation community.

3) Governing Board

- a) The Governing Board voting members will consist of:
 - i) one representative appointed by each Premier Member;
 - ii) one representative appointed by the Academy of Motion Picture Arts & Sciences;
 - iii) the TAC Representative (as defined herein);
 - iv) the chair of the technical steering committee of CI Build System Project a Series of LF Projects, LLC (or any successor series established to support the continuous integration and build requirements of the Technical Projects); and
 - v) the elected General Member representative(s).
- b) Conduct of Meetings
 - i) Governing Board meetings will be limited to the Governing Board representatives, the Outreach Committee Chair, invited guests and LF staff.

- ii) Governing Board meetings follow the requirements for quorum and voting outlined in this Charter. The Governing Board may decide whether to allow one named representative to attend as an alternate.
- iii) The Governing Board meetings will be private unless decided otherwise by the Governing Board. The Governing Board may invite guests to participate in consideration of specific Governing Board topics (but such guest may not participate in any vote on any matter before the Governing Board).

c) Officers

- i. The officers (“Officers”) of the Directed Fund as of the first meeting of the Governing Board will be a Chairperson (“Chair”) and a Treasurer. Additional Officer positions may be created by the Governing Board.
- ii. The Chair will preside over meetings of the Governing Board, manage any day-to-day operational decisions, and will submit minutes for Governing Board approval.
- iii. The Treasurer will assist in the preparation of budgets for Governing Board approval, monitor expenses against the budget and authorize expenditures approved in the budget.

d) The Governing Board will be responsible for overall management of the Directed Fund, including:

- i) approve a budget directing the use of funds raised by the Directed Fund from all sources of revenue;
- ii) nominate and elect Officers of the Directed Fund;
- iii) oversee all Directed Fund business and community outreach matters and work with the LF on any legal matters that arise;
- iv) adopt and maintain policies or rules and procedures for the Directed Fund (subject to LF approval);
- v) subject to Section 11, establish any additional criteria or requirements for membership in the Directed Fund;
- vi) establish ad-hoc committees to resolve a particular matter or establish additional committees, in support of the mission of the Directed Fund;
- vii) establish any conformance programs and solicit input (including testing tools) from the TSC for defining and administering any programs related to conformance with any Technical Project, (a “Compliance Program”);

- viii) publish use cases, user stories, websites and priorities to help inform the ecosystem and technical community;
- ix) approve procedures for the nomination and election of any representative of the General Members to the Governing Board and any Officer or other positions created by the Governing Board; and
- x) vote on all decisions or matters coming before the Governing Board.

4) Outreach Committee

- a) The Outreach Committee will include one appointed voting representative from each Premier Member. Each General Member may appoint a non-voting representative to observe and contribute ideas to the Outreach Committee.
- b) The Outreach Committee will be responsible for the design, development and execution of community outreach efforts on behalf of the Governing Board. The Outreach Committee is expected to coordinate closely with the Governing Board and technical communities to maximize the outreach and visibility of the Technical Projects throughout the industry.
- c) The Governing Board may appoint a chairperson to oversee the Outreach Committee or delegate responsibility for selecting a chairperson to the Outreach Committee. The Outreach Committee chairperson will be responsible for reporting progress back to the Governing Board. If the Outreach Committee chairperson is not a Governing Board representative, they may attend meetings of the Governing Board, but will not attend as a voting member of the Governing Board.

5) Legal Committee

- a) The Legal Committee will consist of members of the Governing Board that wish to participate on the Legal Committee together with their legal counsel. Participation on the Legal Committee is voluntary, and the makeup of the Legal Committee will be determined annually or as otherwise directed by the Governing Board.
- b) The responsibilities of the Legal Committee include the creation of recommendations to the Governing Board in response to questions submitted to the Legal Committee by the Governing Board or the TAC.
- c) The Legal Committee will select, from among those Governing Board representatives that are participating on the Legal Committee, a chairperson of the Legal Committee who will call meetings, drive the agenda and communicate findings or recommendations of the Legal Committee to the Governing Board.

6) Budget Committee

- a) The Budget Committee will consist of representatives of the Governing Board that volunteer to be a named participant on the Budget Committee.

- b) The responsibilities of the Budget Committee include:
 - i) assisting the Treasurer in preparation of annual budgets that adhere to the principles and guidelines established by the Governing Board;
 - ii) developing and reporting metrics for the allocation of budget in relation to meeting the priorities of the Governing Board;
 - iii) reviewing the progress of the Directed Fund against the annual budget;
 - iv) preparing forecasts for future financial needs of the Directed Fund; and
 - v) such other matters related to finance and the financial operation of the Directed Fund as may be directed to the Budget Committee by the Governing Board.
- c) The Treasurer shall be chairperson of the Budget Committee.

7) Technical Advisory Council

- a) The role of the TAC is to facilitate communication and collaboration among the Technical Projects. The TAC will be responsible for:
 - i) coordinating collaboration among Technical Projects, including development of an overall technical vision for the community;
 - ii) making recommendations to the Budget Committee of resource priorities for Technical Projects;
 - iii) electing annually a chairperson to preside over meetings, set the agenda for meetings, ensure meeting minutes are taken and who will also serve on the Governing Board as the TAC's representative (the "TAC Representative"); and
 - iv) such other matters related to the technical role of the TAC as may be communicated to the TAC by the Governing Board.
- b) For the first twelve months following the initial meeting of the Governing Board and until otherwise determined by the TAC pursuant to Section 7.c., the voting members of the TAC consist of:
 - i) one representative appointed by each Premier Member;
 - ii) one representative appointed by the technical oversight body (e.g., a technical steering committee) of each TAC Project (as defined herein); and
 - iii) up to three experts from the broader motion picture industry ("Industry Representatives"). Industry Representatives are selected by vote of the TAC excluding, for quorum and voting purposes, any then currently-serving Industry Representatives. Industry Representatives serve for one-year terms and may be

replaced or re-selected for additional terms by vote of the TAC.

- c) At any time following the first anniversary of the initial meeting of the Governing Board, the TAC may by vote decide upon an alternate structure for voting representation on the TAC, subject to the approval of the Governing Board.
- d) One representative of any Member may observe meetings of the TAC. Any committers from a TAC Project may observe meetings of the TAC. The TAC may change this at any point in time, including: (a) opening meetings to a broader community; (b) holding closed meetings; and (c) holding meetings open to the public.
- e) At the start of the Directed Fund, “TAC Projects” are those Technical Projects listed as having voting representatives on the TAC on the Directed Fund’s web site. Thereafter, any Technical Project can become a TAC Project through the approval of the Technical Project’s technical oversight body, the TAC, and the Governing Board. The TAC and the Governing Board may approve a project lifecycle policy that will address the incubation and archival of TAC Projects.
- f) The TAC representatives will elect a chair to preside over meetings, ensure minutes are taken and drive the TAC agenda with input from the TAC representatives.

8) Voting

- a) Quorum for Governing Board and Committee meetings will require fifty percent of the voting representatives. If advance notice of the meeting has been given per normal means and timing, the Governing Board may continue to meet even if quorum is not met, but will be prevented from making any decisions at the meeting.
- b) Ideally decisions will be made based on consensus. If, however, any decision requires a vote to move forward, the representatives of the Governing Board or Committee, as applicable, will vote on a one vote per voting representative basis except as provided in Section 8.c.
- c) In any vote to be taken by the Governing Board or TAC (including all votes taken pursuant to this Section 8), whether at a meeting or by written action, for purposes of both quorum and vote, the number of eligible voting representatives appointed by Premier Members that are Related Companies (as defined herein) will be reduced so as to not exceed 30% of the total number of representatives on the Governing Board or TAC, as applicable. “Related Company” means any entity which controls or is controlled by a Member or which, together with a Member, is under the common control of a third party, in each case where such control results from ownership, either directly or indirectly, of more than fifty percent of the voting securities or membership interests of the entity in question. “Related Companies” are entities that are each a Related Company of a Member. Any Premier Member that is ineligible to vote under this Section 8.c. will have its annual membership fee reduced by an amount determined by the Governing Board through a simple majority vote of eligible voting representatives.
- d) Except as provided in Section 15.a., decisions by vote at a meeting will require a simple

majority vote, provided quorum is met. Except as provided in Section 15.a., decisions by electronic vote without a meeting will require a majority of all voting representatives.

- e) In the event of a tied vote with respect to an action that cannot be resolved by the Governing Board, the Chair may refer the matter to the LF for assistance in reaching a decision. If there is a tied vote in any Committee that cannot be resolved, the matter may be referred to the Governing Board.

9) Good Standing

- a) The Linux Foundation's Good Standing Policy is available at <https://www.linuxfoundation.org/good-standing-policy> and will apply to Members of this Directed Fund.

10) Trademarks

- a) Subject to written consent and agreement of any existing trademark owner, any trademarks relating to the Directed Fund or any Technical Project, including without limitation any mark relating to any Conformance Program, must be transferred to and held by LF Projects, LLC and available for use pursuant to LF Projects, LLC's trademark usage policy, available at www.lfprojects.org/trademarks/.

11) Antitrust Guidelines

- a) All Members must abide by The Linux Foundation's Antitrust Policy available at <http://www.linuxfoundation.org/antitrust-policy>.
- b) All Members must encourage open participation from any organization able to meet the membership requirements, regardless of competitive interests. Put another way, the Governing 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.

12) Budget

- a) The Governing Board will approve an annual budget and never commit to spend in excess of funds raised. The budget and the purposes to which it is applied must be consistent with both (a) the non-profit and tax-exempt mission of The Linux Foundation and (b) the aggregate goals of the Technical Projects.
- b) The Linux Foundation will provide the Governing Board with regular reports of spend levels against the budget. Under no circumstances will The Linux Foundation have any expectation or obligation to undertake an action on behalf of the Directed Fund or otherwise related to the Directed Fund that is not covered in full by funds raised by the Directed Fund.
- c) In the event an unbudgeted or otherwise unfunded obligation arises related to the Directed Fund, The Linux Foundation will coordinate with the Governing Board to

address gap funding requirements.

13) General & Administrative Expenses

- a) The Linux Foundation will have custody of and final authority over the usage of any fees, funds and other cash receipts.
- b) A General & Administrative (G&A) fee will be applied by the Linux Foundation to funds raised to cover Finance, Accounting, and operations. The G&A fee will be 9% of the Directed Fund's first \$1,000,000 of gross receipts each year and 6% of the Directed Fund's gross receipts each year over \$1,000,000.

14) General Rules and Operations. The Directed Fund activities must:

- a) engage in the work of the project in a professional manner consistent with maintaining a cohesive community, while also maintaining the goodwill and esteem of The Linux Foundation in the open source community;
- b) respect the rights of all trademark owners, including any branding and usage guidelines;
- c) engage or coordinate with The Linux Foundation on all outreach, website and marketing activities regarding the Directed Fund or on behalf of any Technical Project that invoke or associate the name of any Technical Project or The Linux Foundation; and
- d) operate under such rules and procedures as (i) the Linux Foundation may from time to time adopt or (ii) may be approved by the Governing Board and confirmed by The Linux Foundation.

15) Amendments

- a) Subject to 8(c), this Charter may be amended by a two-thirds vote of the entire Governing Board, subject to approval by The Linux Foundation.
- b) Subject to 8(c), upon a two-thirds vote of the entire Governing Board, The Linux Foundation shall cause the transfer of the net assets, accounts and trademarks associated with the Directed Fund or Technical Project to another qualified tax-exempt organization designated by the Governing Board.

Exhibit C

Membership Levels

The membership levels and associated fees are listed below.

Membership Class	Annual Membership Fees	FTE Commitment
Premier Member	\$50,000	1
Premier Member (Related Company)	\$25,000	1
General Member	See Fee Scale	N/A
Associate Member (pre-approved non-profits, open source projects, and government entities)	\$0	N/A

The annual fee for Premier membership is reduced to \$25,000 for any Related Companies to an existing Premier member in Good Standing. At least one member in Good Standing in the group of Related Companies must be at the \$50,000 membership fee level.

The annual fee for General membership is determined according to the following table, based on your current consolidated employee headcount:

Consolidated Employees	General Membership Fees
5,000 and above	\$20,000
From 2,000 and to 4,999	\$15,000
From 500 and to 1,999	\$10,000
Less than 500	\$5,000

Linux Foundation Membership Information. Your organization will need to be a current member of the LF. If your organization is already a member of the LF, there is no need to do anything. If you are not a member of the LF, there are three tiers of LF membership available. The fees associated with each level of LF membership are included below for non-members to easily reference. Please visit the Corporate Membership page at the LF web site for full details:

- LF Platinum – \$500,000
- LF Gold – \$100,000
- LF Silver – Under 100 employees: \$5,000; 100-499 employees: \$10,000; 500-4,999 employees: \$15,000; 5,000 or more employees: \$20,000.
- LF Associate membership is available for non-profit, open source, and government entities at no cost.