

AMENDED AND RESTATED POLICIES AND PROCEDURES

1 OSCI Organizational Overview

In order to carry out all activities to further the objectives and purpose of the Open SystemC Initiative, a California nonprofit mutual benefit corporation (“OSCI”), as outlined in its Articles of Incorporation and Bylaws, three levels of organization are necessary: grass roots technical work; promotional activities; and overall policy and legal/administration. These levels are known as the Working Groups (“WG”), the Promotions Group (“PG”), and the Board of Directors (“Board”) respectively.

2 Board of Directors

2.1 *Charter and Mission*

The Board is chartered with all executive decision power. However, subject to limitations imposed by applicable law or the governing documents of OSCI, the Board may decide to delegate some of these decisions to the Chairman, President or other officers or to a committee of Board.

2.2 *Composition*

The Board consists of a number of directors (“Directors”) as set forth in the Bylaws. Directors are elected from representatives nominated by the Corporate Members (as defined in the Bylaws). Directors must be present in person or by telephone at Board meetings – no proxies are allowed.

Invitees are allowed at Board meetings, at the discretion of the Board, in an advisory capacity, for the relevant part of the meeting only. The PG chair and WG chairs may be invited to relevant parts of Board meetings to present any issues relevant to the Board.

Refer to the Bylaws for all matters relating to election and duties of Directors.

2.3 *Scope and Process*

The Board has oversight responsibility over the officers of OSCI (the “Officers”) and the overall administration of OSCI. This includes all issues relating to finance, organization, promotion, legal, strategy, technology, and all fiduciary matters related to OSCI’s operation as a nonprofit corporation. The following list details responsibilities of the Board, in addition to those listed in the Bylaws:

2.3.1 **Working Group Issues**

- 2.3.1.1 Oversee the activities of all WGs.
- 2.3.1.2 Review WG progress periodically to (1) identify and resolve inconsistencies including addressing inter- or intra- WG issues and (2) respond to issues within a WG, including those elevated by the WG chair.
- 2.3.1.3 Appointment and re-appointment of the WG chairs and vice chairs on an annual basis.
- 2.3.1.4 Removal and replacement of WG chairs and/or vice chairs if needed.
- 2.3.1.5 Form and disband WGs.
- 2.3.1.6 Verify that WG chairs are enforcing the participation requirements for the WGs and adhering to the contribution process set forth in Appendix B and the SystemC Open Source License Agreement (the “License”).
- 2.3.1.7 Vote on release plans proposed by WGs.

- 2.3.1.8 Review, accept or reject any Contributions (as defined in the License).
- 2.3.1.9 Review and respond to issues highlighted in feedback on specs, language reference manuals ("LRM") and implementations.

2.3.2 Financial Issues

- 2.3.2.1 Develop and approve budget.
- 2.3.2.2 Review and approve financials.
- 2.3.2.3 Approve employment agreements.
- 2.3.2.4 Approve expenditures (certain Officers may be given ability to approve small expenditures independently).
- 2.3.2.5 Authorize the PG to make expenditures within the OSCI-approved budget in connection with promotional activities.

2.3.3 Administrative, Strategic and Promotional Issues

- 2.3.3.1 Develop and implement strategy for the development of SystemC.
- 2.3.3.2 Review and oversight of the PG including the PG budget.
- 2.3.3.3 Develop and implement public relations strategy and plans.
- 2.3.3.4 Review and approve all releases (LRMs, specs, implementations, etc.), press releases, roadmap, etc.
- 2.3.3.5 Approve strategic alliances with other parties.
- 2.3.3.6 Designate and approve Key Contributors.
- 2.3.3.7 Designate and approve strategic relationships with other organizations ("Affiliates") and individual representatives of such Affiliates ("Affiliate Representatives"). See Section 5 below for procedure.
- 2.3.3.8 Terminate relationships with Affiliates and/or Affiliate Representatives.

For all issues requiring a vote, an absolute majority (more than 50%) of all Directors present is necessary. In order to have a valid vote, a quorum representing an absolute majority of all Directors is needed.

3 Promotions Group

3.1 Charter and Mission

The PG is responsible for overseeing the promotional activities of OSCI.

3.2 Composition

The PG is made up of one (1) designee of each Corporate Member. Each individual has an equal vote and all are expected to be fully competent regarding marketing and promoting technology, particularly SystemC. Additionally, the Officers may take part in PG activities, but only in an advisory (non-voting) role unless they were nominated by a Corporate Member as a member of the PG. The PG will nominate its own chair and vice chair to the Board for approval. The chair and vice chair of the PG shall each serve for a term of one (1) year, but may be re-elected for additional one (1) year terms. If for any reason the chair is no longer a member of the PG, resigns or is removed, then the vice chair shall automatically become the chair to serve until the end of chair's term.

The Board may also designate Affiliate Representatives to take part in PG activities. Affiliate Representatives are allowed full access to PG materials and proceedings and participate in discussions, but do not have the right to vote on decisions of the PG. The chair of the PG has the responsibility to report to the Board not less than once per year regarding the value to the PG of the participation of its Affiliate Representatives.

3.3 Scope and Process

3.3.1 Responsibilities

To the extent requested by the Board, the PG will have the following scope and responsibilities:

- 3.3.1.1 Develop and recommend a budget for marketing and promotional efforts for the review and approval of the Board.
- 3.3.1.2 Coordinate with outside public relations firm.
- 3.3.1.3 Ensure that promotional efforts remain within budget.
- 3.3.1.4 Establish sub-groups to address regional promotional efforts such as the Japan Promotions Group.

3.3.2 General Process

The PG can make decisions by meeting in-person, by telephone and by written vote (via e-mail, or via regular mail, or via fax). When necessary, PG members can be represented by proxies. Proxies of Corporate Members should also be competent marketing representatives of that Corporate Member.

The objective is decision making by consensus rather than by voting. As such, the PG can conduct its business with a relatively low quorum – one third of members – provided at least two (2) weeks notice of meetings is given. Any PG member can request that any issue before the PG is put to a vote. Should there be a need for voting, then a two-thirds majority of the PG (of all members, not just of the members who are present) will be required to carry a decision.

The PG chair is responsible to ensure a written agenda is available and meeting minutes are taken and circulated. The minutes of PG meetings, documenting formal PG decisions will be available to all members of the PG and the Board. Upon resolution of any decisions requiring Board approval, the minutes shall be available to any member of OSCI. All PG members shall comply with the Bylaws and the Membership Agreement of OSCI. In particular, all PG members shall strictly adhere to the Antitrust Guidelines, attached to the Membership Agreement as Appendix B.

4 Working Groups

4.1 Charter and Mission

The WGs are where the detailed work on the SystemC language, implementations and other technical work takes place.

4.2 Composition

Every member of OSCI, including Key Contributors and Affiliate Representatives, is entitled to take part in WG activities as a participant. Corporate Members and Associate Corporate Members (as defined in the Bylaws) can appoint as many representatives as they wish to the WGs. To become member of a WG, a member should contact the chair of that WG.

The Board may also designate Affiliate Representatives to take part in WG activities. Affiliate Representatives are allowed full access to WG materials and proceedings and to participate in the discussion, but are not considered with regard to consensus. The chair of each WG has the responsibility to report to the Board not less than once per year regarding the value to the WG of the participation of its Affiliate Representatives.

Each WG will nominate its own chair and vice chair to the Board for approval. The chair and vice chair of each WG shall each serve for a term of one (1) year, but may be re-elected for additional one (1) year terms. If for any reason the chair of any WG is no longer a member of the WG, resigns or is removed, then the vice chair shall automatically become the chair of such WG to serve until the end of chair's term.

4.3 Scope and Process

4.3.1 General Process

The scope and objective of each WG shall be as set forth in the WG proposal which was approved by the Board. Each WG will operate within the scope of the WG proposal approved by the Board.

All WG members are expected to further the objectives of the WG. Further, the activities of all WG members are expected to remain within the scope of the WG. All WG members shall comply with the Bylaws and the Membership Agreement of OSCI. In particular, all WG members shall strictly adhere to the Antitrust Guidelines, attached to the Membership Agreement as Appendix B.

The objective within the WGs is decision making by consensus, not based on voting (not being able to reach consensus is often a sign that things aren't working). The WG Chair has the authority to determine when consensus has been reached on a particular issue. The determination of consensus is to be explicitly communicated in the meeting minutes. If any WG member believes that an improper determination of consensus has been made, then the WG chair will refer the determination to the Board for review. Such an objection must be raised in writing within two (2) weeks of the recording of a decision in order to be considered valid.

If any WG member violates any OSCI policies or procedures, then the WG chair shall remind such WG member of his or her obligations. If the violations continue, then the WG chair shall have the discretion to take such reasonable actions as are necessary to prevent further violations and/or raise the issue to the Board for resolution. However, no WG member may be excluded from a WG meeting or removed from a WG without the approval of the Board. If the violation involves the WG chair, any WG member may raise the issue to the Board for resolution. If the violation relates to antitrust laws, the violation shall be raised promptly to the Board for further action.

The minutes of WG meetings will be available to all members of OSCI.

4.3.2 Working Group Chair Responsibilities

The chair of the WGs will have the following scope and responsibilities:

- 4.3.2.1 Administer the WG.
- 4.3.2.2 Ensure that only representatives of members of OSCI, Affiliate Representatives, and Key Contributors participate in WG activities including email reflectors.
- 4.3.2.3 Enforce the contribution procedures as set forth in Appendix B.
- 4.3.2.4 Enforce other applicable OSCI policies and procedures.
- 4.3.2.5 Record and distribute WG meeting minutes as defined in Section 4.3.1.
- 4.3.2.6 Maintain documents for the management of the activities of the WG. The following documents should be maintained by the WG chair or by another member of the WG to whom the chair delegates the responsibility:
 - Functional requirements
 - List of issues. The list must identify which issues are open and which are closed, including decisions reached by consensus.
 - List and status of action items. This should be maintained using the web site facilities.
 - List of contributions, including whether contribution forms have been signed and submitted (to avoid surprises at release time).
 - List of current WG members. This should be maintained using the web site facilities.

4.4 Procedure for New Working Groups

Any OSCI member can make a proposal to create a new WG. This proposal must provide the following information:

- Field of contribution, objectives in the form of a white paper
- Required extensions to the language if possible
- Proposed initial members and proposed chairperson
- Detailed initial plan of action.

The Board will review this proposal based on relevance, scope, and clarity of the proposal, sufficient number of experts among the proposed members and details of the proposed action plan.

5 OSCI Affiliates and Affiliate Representatives

The Board may, from time to time establish an affiliation with another organization for a specific purpose such as technical coordination, promotional activities or for other purposes. The Board may designate one or more Affiliate Representatives to the PG and/or one or more WGs to facilitate the purposes of the affiliation.

5.1 Procedure for Proposal of the Establishment of an Affiliate Relationship

A proposal for the establishment of an Affiliate relationship with another organization may be made to the Board by any Board member, any WG chair or by the PG chair. Such a proposal should include the following:

- 5.1.1 Purpose and scope of the Affiliation.
- 5.1.2 Reciprocal benefit to OSCI.
- 5.1.3 Primary contact within the proposed Affiliate.
- 5.1.4 Any Affiliate Representatives that are proposed.

5.2 Affiliate Representatives

- 5.2.1 Affiliate Representative status may be granted for a specified or unspecified term, and may be terminated at any time by the Board.
- 5.2.2 Affiliate Representatives must be familiar with and follow OSCI policies and procedures in their interactions with the PG and WGs.
- 5.2.3 Each Affiliate Representative who is participating in any WG activities must be a party to the License.

6 Amendment

These Amended and Restated Policies and Procedures can be further amended only by an affirmative vote of the Board.

APPENDIX A – Release Procedure

1. All releases must be approved by the applicable WG.
2. If a release is approved by a WG, it shall be sent to the chair and vice chair of each WG along with a request to provide comments within two (2) weeks.
3. After reviewing and, if applicable, making revisions based upon the comments of the chairs and vice chairs of the other WGs, the release shall be submitted to the Board for review and approval.
4. If the Board approves the release, then OSCI shall make such release available as soon as reasonably practicable thereafter.
5. In no event shall the Board authorize any release until all contribution forms have been received in accordance with Appendix B.

APPENDIX B – Contribution Process

1. These processes supplement the processes and procedures for making Contributions, as defined and described in the License.
2. Contributor (as defined in the License) emails full specifications, code, examples directly to the Secretary of OSCI and cc's the WG chair.
3. Within thirty (30) calendar days of the date of such email, Contributor shall mail, fax or PDF a copy of a completed Exhibit B and Exhibit C to the License covering such contribution to the Secretary of OSCI, who shall advise the WG chair and the Contributor of receipt.
4. If the completed Exhibit B and Exhibit C with respect to any Contribution is not received within such thirty (30) calendar day period, then such Contribution shall be removed and deleted.
5. For any entity, each Exhibit C form must designate an executive officer or a member of the legal department making the Contribution. However, any executive officer or any member of the legal department of any entity may designate another person who is authorized to make Contributions and deliver Exhibit Cs on behalf of such entity. Such designation shall be in the form of an authorization letter delivered to the Secretary of OSCI.
6. For any individual making any Contribution, each Exhibit C form must designate the individual making the Contribution.
7. The Secretary of OSCI shall inform the chair of the WG following receipt of any completed Exhibit Bs and Exhibit Cs, and shall be responsible for maintaining copies of all such completed Exhibit Bs and Exhibit Cs.
8. The chair of each WG shall periodically inform the Board and the Secretary regarding the status of received and pending Exhibit Bs and Exhibit Cs.
9. At each meeting of the Board, the Secretary of OSCI shall report on the status of received and pending Exhibit Bs and Exhibit Cs.