**Source: TIA: Cheryl Blum/Ed Tiedemann**

**Title: Proposed Edits to Section 1.9 Members of the Draft Partnership Agreement**

**Agenda item: TBD**

|  |  |
| --- | --- |
| Decision | **X** |
| Discussion |  |
| Information |  |

**Contribution for:**

**Proposed Edits to Section 1.9. This revised version replaces the definition of Affiliate to be that from Section 38 of Version 28 (May 2011) of the ETSI Directives. The existing Section 1.9 text has also been updated to the latest.**

## 1.9      Members A oneM2M Member is a company [/organization] which is a legal entity and that has an interest in the development and/or implementation of oneM2M Technical Specifications and Technical Reports and that has agreed to abide by the IPR policy of a Partner Type 1 for the purposes of contributing to oneM2M.  A oneM2M Member has committed itself to the undertakings included in this partnership agreement.

## Companies and their affiliates, or non-member-based organizations and their affiliates, may have a single membership.

## "AFFILIATE" of a first legal entity means any other legal entity:

## directly or indirectly owning or controlling the first legal entity, or

## under the same direct or indirect ownership or control as the first legal entity, or

## directly or indirectly owned or controlled by the first legal entity,

## for so long as such ownership or control lasts.

## Ownership or control shall exist through the direct or indirect:

## ownership of more than 50 % of the nominal value of the issued equity share capital or of more than 50 % of the shares entitling the holders to vote for the election of directors or persons performing similar functions, or

## right by any other means to elect or appoint directors, or persons who collectively can exercise such control. A state, a division of a state or other public entity operating under public law, or any legal entity, linked to the first legal entity solely through a state or any division of a state or other public entity operating under public law, shall be deemed to fall outside the definition of an AFFILIATE.

**The list of Members will be maintained by the Secretariat and visible to all oneM2M Participants.**

Note: If the group decides on the one company/SDO, then the section can be modified by adding “For each Partner Type 1” in the front of the added paragraph. Thus, the first sentence of this paragraph would be:

For each Partner Type 1, companies and their affiliates, or non-member-based organizations and their affiliates, may have a single membership.