

# Updated Bylaws of OPC Foundation effective on 1<sup>st</sup> of January 2025

The OPC Foundation has approved updates to its bylaws, effective January 1, 2025. These changes reflect the organization's ongoing commitment to governance, transparency, and member engagement. Below is a summary of the amendments:

- **Membership Structure**
  - **Nonvoting Members:** Allows the Board of Directors to extend the list of categories for nonvoting members.
- **Corporations & Affiliates**
  - **Affiliate Participation:** The new bylaws allow Affiliates of Voting or Nonvoting Members to enjoy membership rights and privileges, subject to an “Affiliate Participation Policy” set by the Board of Directors.
  - **Single Vote:** Clarification that a Member and its Conventional Affiliates collectively have only one vote on any matter.
  - **Membership Terms:** The same membership terms that apply to Voting or Nonvoting Members also apply to their participating Affiliates.
  - **Termination of Rights:** If an entity ceases to be an Affiliate, its membership rights terminate immediately.
  - **Responsibility and Liability:** The Voting or Nonvoting Member is responsible for the actions and compliance of its Affiliates.
  - **Definition of Affiliate:** An Affiliate is defined as any entity that owns, is owned by, or is under common ownership with a Voting or Nonvoting Member, except for Excluded Affiliates per OPCF’s IPR Policy or any Independent Affiliate Members.
- **Board of Directors**
  - **Number; Qualifications:** All Directors serving on the Board of Directors of the OPCF are now required to be adult employees of a Voting Member or one of its Affiliates. The bylaws only allow one Director on the Board of Directors per corporation (including all its affiliates). This ensures that not a single corporation wields disproportionate control over OPCF activities.

- **Removal of Directors:** While directors are voted to the Board of Directors as individuals (not as company representatives), the employment by a Voting Member is an important aspect for their election and an eligibility criterion. For this reason, now directors are automatically removed if they change their employer.
- **Duration of Fillings:** Removed duplicative terms relating to the term of new directors appointed after an increase in the number of directors on the board.
- **Conflicts of Interest**
  - **Conflicts of Interest:** Reference to OPCF's conflict of interest policy is made explicit to ensure transparency and integrity in decision-making.

Please note that this is a summary of the changes and not a collection of the exact wording changes. For more detailed information and exact wording please review the updated bylaws which are available on the OPC Foundation website at <https://opcfoundation.org/imprint/>.