

Affiliate Participation Policy

This Affiliate Participation Policy describes the terms that apply to participation in OPC Federation (or OPCF) activities by affiliated entities of OPCF Members.

This document outlines two options for participation by an Affiliated Entity (as defined in the OPCF Articles of Association). The Conventional Affiliate participation category applies to all Affiliated Entities of Members by default. Affiliated Entities may also decide to join as Independent Affiliate Members of OPCF. Both are described in detail in this document.

We encourage Affiliated Entities of Members that are large corporations in their own right and recognized as important players in their respective markets to opt into Independent Affiliate Membership, even if it is not required from a legal point of view. This demonstrates to the public the actual strength of the OPCF and the OPC UA eco-system from which the Members and their Affiliated Entities benefit.

All capitalized terms not defined in this policy will have the meaning described in the OPCF Articles of Association. For the avoidance of doubt, “**Affiliated Entity**” means any legal entity that, directly or indirectly, owns, is owned by, or is under common ownership with a Member, as indicated (a) by ownership of the majority of the stock or other equity interests of the relevant legal entity (b) by the right to vote for the election or dismissal of the majority of directors or an equivalent governing body of the relevant legal entity, (c) by virtue of the relevant legal entity's articles of association or agreements concluded with it; (d) when holding, by virtue of agreements concluded with other partners of the relevant legal entity, the majority of the voting rights attached to all of the stock or other equity interests, but excluding any “**Excluded Affiliates**” as defined in the Association's Intellectual Property Rights Policy.

General Responsibility

A Member is responsible for ensuring all its Affiliates comply with the rules set forth by the OPCF and any applicable laws and regulations that apply to participation in OPCF.

OPCF complies with the rules and regulations of the U.S. Department of Treasury's Office of Foreign Asset Control (“OFAC”) and of the European Union's restrictive measures (sanctions) that respectively prohibit U.S. and European institutions from doing business in certain countries and with certain individuals and entities. A Member is responsible for ensuring that no U.S. or EU sanctioned Affiliates participate in OPCF in any way.



Conventional Affiliate Participants

All Affiliated Entities are eligible to participate in OPCF activities under the umbrella of the Member with whom they are affiliated (the “Main Member” as defined in the OPCF Articles of Association). Participation as a Conventional Affiliate includes (i) access to all benefits and rights of the Main Member, except for certain marketing benefits, voting privileges, and discounts; and (ii) the performance of duties, as described in Articles 12.1, 12.2. and 12.4. of the Articles of Association and further below. Only the Voting Representative duly assigned in accordance with Article 7.5 of the Articles of Association is eligible to vote in the name of the Main Member in an OPCF election and technical or operational committees. To receive the benefits and rights of a Conventional Affiliate, an Affiliate should individually register as Conventional Affiliate, disclose their affiliation with a current Member, and be confirmed by the Member Representative of the Main Member¹.

A Main Member and its Conventional Affiliates will be collectively represented in OPCF activities under the Main Member’s name and brand, unless the Main Member designates an Affiliate under which name and brand the Main Member and its Conventional Affiliates’ OPCF activities will be listed (the “**Named Affiliate**” as defined in the OPCF Articles of Association). If a Main Member designates a Named Affiliate, the Main Member’s membership fee will be the greater of the applicable fee for the Named Affiliate or the Main Member legal entity. All publicly accessible benefits and rights of OPCF membership will only list the Main Member (or the Named Affiliate, if applicable) and not the name of any Conventional Affiliates. Benefits and rights falling under this category include sponsorship of OPCF activities like the OPCF newsletter, exhibition participation (partner pods), listing as a supporter of OPCF and OPC UA technology on OPCF’s website, product listings in the OPC Marketplace and participants named in Member-only events. Similarly Conventional Affiliates may benefit from its Main Member’s license rights for OPCF redistributables and applications as long as the use is for products that are promoted with the name and brand of the Main Member or Named Member, as applicable.

Examples

Affiliate X, a Conventional Affiliate of Main Member Y (who has not designed a separate Named Member), is participating in a regional exhibition as a sponsor/partner of the OPCF. OPCF will list Main Member Y, not Affiliate X, as participating in the activity. This for example allows regional representatives of a Main Member to join an exhibition in the name of the Main Member.

¹Conventional Affiliates that share corporate names with current Members will be exempt from these explicit Affiliate confirmation requirements.



If Affiliate X desires to or is required to be listed itself, an Independent Affiliate Membership is required. Affiliate X desires to list products in the OPC Marketplace. Affiliate X will need to get the product entered by the Main Member and the product will be shown as a product of the Main Member. If Affiliate X desires to or is required to be listed itself, an Independent Affiliate Membership is required.

Independent Affiliate Membership

With an Independent Affiliate Membership, or “**Independent Affiliate Members**”, Affiliated Entities will get additional benefits/rights but must register separately for membership, disclose their affiliation with a current Member, and pay its own membership fee independently from the affiliated Member. The OPCF Board will review all Independent Affiliate Members and has the right to decline a request for an Independent Affiliate Membership, tailor the rights of an Independent Affiliate Membership (such as limiting voting rights, but retaining the other benefits), or revoke existing Independent Affiliate Memberships for purposes of legal compliance and in consideration of antitrust (or competition law) principles, to avoid any group of Affiliated Entities from having outsized or unfair influence in any OPCF activity.

Independent Affiliate Members are entitled to all benefits and rights of their selected membership category and all benefits of a Conventional Affiliate of the Main Member. These benefits may include visibility as supporter of the OPCF and the OPC UA technology, voting rights at elections and technical or operational committees, benefiting from the commercially advantageous license terms, and discounts for the membership category of the Member. They are eligible to vote independently of the Main Member.

Some more details regarding additional benefits of Independent Affiliate Members (over Conventional Affiliates) are:

Voting rights

Independent Affiliate Members are eligible to vote independently, in accordance with OPCF Articles of Association, rules and procedures. This allows these Independent Affiliate Members with other technical or market related focuses to place votes according to their own specific company’s strategy.

Marketing Activities

An Independent Affiliate Member is allowed to be listed under its own entity name in connection with any available marketing activities. This allows Independent Affiliate Members to associate their commitment and OPCF enabled products with their own company brand. Partner Pods at conferences and trade shows can promote the Independent Affiliate Member and its brands.



Advertisements in the OPCF Newsletters can feature the Independent Affiliate Member and its brands.

Independent Affiliate Members will have an independent company listing in the OPCF member directory and as such can add/edit/remove their products in the OPC Marketplace independently.

Discounts

Corporate Members of the OPCF invest in the OPCF and the OPC technology. As such they are eligible to certain discounts for services provided by the OPCF. Independent Affiliate Members similarly support the OPCF and therefore are eligible for the same discounts. Conventional Affiliates must pay the full rate for any such services, if they use those services to bring products under their own company brand to the market.
