

## FREQUENTLY ASKED QUESTIONS

### Unanimous Membership Agreement

The following information has been compiled to support the onboarding process for Canada's Ocean Supercluster (OSC) as it pertains to the Unanimous Members Agreement. For general information, please refer to the frequently asked questions on [OceanSupercluster.ca](http://OceanSupercluster.ca) and member backgrounder, or contact a member of the OSC team

**1. How do I express my interest in becoming a member of Canada's Ocean Supercluster?**

Interested parties can express their interest in becoming a member of Canada's Ocean Supercluster (OSC) by visiting [OceanSupercluster.ca/contact](http://OceanSupercluster.ca/contact) and submitting an expression of interest through the form provided.

**2. Where do I find the information I need to stay up-to-date on news and activities?**

All OSC members will have access to an online portal, giving them access to information, events, and opportunities to join projects. New members will be connected with a direct point of contact from the OSC team during the onboarding process. The member portal will serve as a primary communications tool and resource for information. In addition, the OSC regularly communicates through newsletters, our website, and social media. To stay informed, please visit [OceanSupercluster.ca](http://OceanSupercluster.ca) and follow us @CanadaOSC on Twitter.

**3. What is the difference between Industry Membership and Associate Membership, and how do I choose the best option for my organization?**

Our membership model includes a range of investment levels (classes), as well as opportunities for non-investing organizations.

Industry Members are private companies that are committing to investing cash in industry-led OSC projects and activities. While all members have opportunities to participate in projects and Innovation Ecosystem activities, Industry Members direct the development of Technology Leadership projects, including opportunities to leverage supercluster project funding from the federal government.

Associate Members are organizations who are not making cash investments in Technology Leadership projects. Associate Members can participate in Technology Leadership projects by being a technology or service provider, and are welcome to be a delivery or communications partner for Innovation Ecosystem activities. These members include, but are not limited to, companies making in-kind contributions, post-secondary institutions, Indigenous communities, incubators, accelerators, and other non-profits.

**4. Who will be my point of contact within the Ocean Supercluster?**

The OSC leadership team invites members to reach out directly with questions, ideas, or concerns at any time. The OSC will have program managers assigned to both the Technology Leadership and Innovation Ecosystem programs. The program managers will serve as the primary working level point of contact for members participating in projects.

**5. What are the differences between Class A, B, C, and D Industry Members?**

Private sector leadership distinguishes the approach of the OSC from other funding initiatives. Our membership class structure creates the environment for market driven innovation. Each class of Industry Membership is determined by the level of investment in OSC activity (projects), with Class A members providing the highest cash contributions (\$15,000,000 +). The class of industry members determines governance rights, participation in working groups and project assessment committees, and other leadership opportunities within the supercluster. Class A, B, C and D Industry Members are part of the

Technology Leadership Working Group. For more details on membership classes, please refer to the Industry Member backgrounder.

**6. How do financial commitments from industry differ between membership classes?**

The OSC has four Industry Member financial investment levels based on contribution:

- Class A (over \$15,000,000)
- Class B (over \$5,000,000)
- Class C (over \$1,000,000)
- Class D:
  - \$250,000 and over (to elect board directors)
  - \$50,000 and over (to lead the development of a TL project)

The total contribution of members is determined by combining both financial and in-kind resources; however, all Industry Members contribute cash commitments through yearly installments. These commitments are based on the **cash** contribution of the Members investment only. All Industry Members contribute 15% to the OSC, and flow as follows:

- The financial commitment for **Class A and B** members is equal installments of 15% of the total cash contribution allocated to the OSC on an annual basis for the duration of the contract.
- The financial commitment for **Class C and D** members is equal installments of 3% of the total cash contribution allocated to the OSC on an annual basis for the duration of the contract. In addition to the 3%, the remaining 12% of the contribution will be included in the technology leadership project agreements if/when a project is approved.

The balance of contribution for all Classes of members must be applied to one or more Technology Leadership programs by the end of the contract, with federal matching dollars flowing directly from Innovation, Science, and Economic Development Canada (ISED).

To learn more about financial commitments, please view **APPENDIX A**.

**7. As an Industry Member, where does the commitment of 15% from my investment go?**

As part of their financial commitment, Industry Members support the development of the cluster through the Innovation Ecosystem strategy and contribute to supercluster administration costs.

**8. Can Industry Members contribute in-kind resources as part of their total investment?**

For Industry Members, pertaining to leveraging OSC matching funding, 75% of contributions must be cash, while up to 25% can be in-kind. These in-kind contributions are subject to prior approval from the OSC, and the OSC will provide a guide for members detailing eligibility.

**9. What are my responsibilities for confidentiality?**

While the OSC encourages members to collaborate and share project information, members are not permitted to use *confidential information* for any purpose other than the identified and intended purposes. For more information about confidentiality requirements, please refer to the Unanimous Members Agreement.

**10. Will information and data from supercluster projects be made available to all members?**

Projects within the OSC are directed by industry and the companies collaborating will determine how

information is managed and shared. The OSC encourages members to share information in order to foster high impact collaborations and build a strong Innovation Ecosystem.

**11. How is the Board of Directors selected?**

A Board of Directors selected by Industry and Associate Members through a nomination and voting process governs the Ocean Supercluster. All nominations will be subject to a vote at the supercluster's annual general meeting.

Industry Members will be allocated a number of nominations and votes based on their membership class, with all classes being represented as part of the governance body.

For the purpose of the Board of Directors, there are three Associate Member sectors: 1) not for profit 2) Indigenous and 3) Academic. Each Associate Member sector has the right to nominate one director for the board.

**12. How do Associate Members participate in Technology Leadership projects?**

Associate Members have an important role to play in the development and facilitation of Technology Leadership projects. Associate Members can learn and inquire about opportunities to collaborate through the member portal, can support Technology Leadership project development, and can serve as technology or service providers.

**13. Can Associate Members bring forward ideas for Technology Leadership?**

Yes—the OSC encourages Associate Members to bring forward project ideas to Industry Members for investment. Any companies that have ideas with large potential commercial outcomes, are encouraged to leverage the supercluster network to bring their innovations to life. In order for an idea to advance through the project development process, it must meet all eligibility requirements, including the requirement to have two Industry Members interested in investing in the project.

**14. How do I connect with other Industry Members to discuss Technology Leadership project ideas?**

The Ocean Supercluster acts as a facilitator and coordinator for high-impact collaboration. Industry Members will be invited to join the Technology Leadership working group, which facilitates relationship-building between investing companies and drives the development of Technology Leadership programs and projects. Companies that have joined as Associate Members can connect with industry through the member portal and at OSC events and workshops.

**15. What happens with my 15% (A & B) 3% (C & D) commitment if my organization does not get a project approved before the matching funds are spent?**

Prior to March 31, 2023, an Industry Member may request a refund of a portion of the Mandatory Commitment. The Board of Directors shall consider the request and determine the amount of the refund, if any, with consideration of the current financial operating position of the OSC. Any refund must be approved by a Special Resolution of the Board of Directors.

If on March 31, 2023, an Industry Member has not been successful in gaining approval for a technology leadership project, it shall be entitled to a refund of a portion of their paid Mandatory Commitment proportional to the Contributed Funding actually advanced by the Member.

## APPENDIX A: Financial Commitments

Industry Members are organizations committed collaborative R&D investment to develop and commercialize technologies. The member's class is determined by the combined value of their cash and in-kind contributions.

	Collection breakdown	Yr 1	Yr 2	Yr 3	Yr 4	Y1-Y4 breakdown subtotal	% of Total Cash contribution collected as Admin fee
<b>Class A &amp; B (\$5M+)</b>	% of Total cash contribution collected in Project Agreement	0%, the admin fee is collected entirely outside of any project agreement(s)				0	<b>15%</b>
	% of Total cash contribution collected in membership billings	3.75%	3.75%	3.75%	3.75%	15%	
<b>All other cash contributions (\$50K - \$5M)</b>	% of Total cash contribution collected in Project Agreement	0	12% of project contribution, billed after contract execution, assuming one project running in Yrs 2-3		0	12%	
	% of Total cash contribution collected in membership billings	0.75%	0.75%	0.75%	0.75%	3%	

## EXAMPLES OF CASH CONTRIBUTIONS

**Scenario 1: Class B** Industry Member investing \$10,000,000 in **cash** contribution over **four** years. (joining after April 1, 2019)

The financial commitment for Class A and B members is 15% of the total **cash** contribution (1,500,000), and is required to be paid in annual installments of 3.75% over four years. For this scenario, the member would be required to contribute \$375,000 within 30 days of signing, and would be billed annually \$375,000 on April 1<sup>st</sup> for the remaining 3 years of the member agreement. The balance of the cash contribution (\$8,500,000) would be applied to one or more Technology Leadership programs through project(s) by the end of its fourth year of membership. The balance of contribution refers to the funds remaining after the financial commitment is deducted.

**Scenario 2: Class C** Industry Member investing \$2,000,000 in **cash** contributions over **four** years (joining after April 1, 2019)

The financial commitment for Class C and D members is 3.0% of the total cash contribution (\$60,000) and is required to be paid in equal annual installments over 4 years. For this scenario, the member would be required to contribute \$15,000 within 30 days of signing and would be billed \$15,000 on April 1<sup>st</sup> of the remaining 3 years of the member agreement. The 12% (\$232,800) portion will be included in technology leadership project agreements as a project cost. The balance of the cash contribution (\$1,707,200) is applied to one or more Technology Leadership programs through projects, by the end of its fourth year of membership.

**Scenario 3: Class D** Industry Member investing \$50,000 in **cash** contributions over **four** years (joining after April 1, 2019)

The financial commitment for Class C and D members is 3.0% of the total cash contribution (\$1,500) and is required to be paid in equal annual installments over 4 years. For this scenario, the member would be required to contribute \$375 within 30 days of signing and would be billed \$375 on April 1<sup>st</sup> of the remaining 3 years of the member agreement. The 12% (\$6,000) portion will be included in technology leadership project agreements as a project cost. The balance of the cash contribution (\$50,000 - \$1,500 - \$6,000 = \$42,500) is applied to one or more Technology Leadership programs through projects, by the end of its fourth year of membership.