

## **AMCA International's Antitrust Guidelines**

The Air Movement and Control Association International. (AMCA International) provides members the lawful opportunity to meet together to transact AMCA International business and to further AMCA International's legitimate goals. Such lawful activities include: the development of performance standards that provide a benefit to the public, the running of certification programs, the petitioning of federal, state, local, or foreign governments on issues that have an impact on AMCA International's members as a whole, the promotion of the industry, the conducting of educational programs, the provision of statistical reporting, and the conducting of pre-competitive research. Because participants in AMCA International's meetings are companies with competing, and sometimes opposing economic interests, AMCA International's actions are subject to close antitrust scrutiny. Therefore, AMCA International and its members adhere to the following conservative antitrust guidelines.

### **Notice and Records**

- Each AMCA International meeting must be preceded by notice of the date and time of the meeting along with a copy of the agenda for the meeting.
- Minutes are required of every AMCA International meeting. The minutes must be clear, complete, and accurate with regard to the discussion that occurred, the actions taken, and the basis for the action.
- An AMCA International staff person shall attend every meeting and act as executive assistant.
- There are no "off the record" conversations. AMCA International does not support and will not condone the holding of any unofficial meeting by its members in conjunction with an AMCA International meeting.
- AMCA International's General Counsel will attend meetings where the executive assistant or a member believes that potentially sensitive matters may arise during the meeting.

### **Appropriate and Inappropriate Discussions**

It is not possible to identify in a set of guidelines every possible topic that might raise serious antitrust questions if discussed at an AMCA International meeting. The legality of communications among competitors often turns on the particular purpose and context of the communication. Generally, all communications and discussions that could directly influence the decisions of individual AMCA International members regarding production levels, product pricing, marketing strategies, or selection of customers or suppliers must be avoided. The following areas must not be discussed at AMCA International meetings:

- Price or any elements of price or pricing policies, including costs, discounts, rebates, profit margins, etc.
- Terms or conditions of sale, including warranties, credit, and shipping arrangements.
- Particular competitors, suppliers, or customers.
- Sales or production quotas or limits, allocation of customers or sales territories or refusal to sell to certain customers or to buy from certain suppliers.
- The market share or sales territory of any particular competitor.

- The operating statistics, inventories, sales, marketing methods, or strategies of any particular competitor.
- Controlling competition or excluding any competitor from any market.

#### **Participant Conduct during Meetings**

- Afford all members an adequate opportunity to express their views.
- Ensure participants are not inhibited or afraid to argue technical positions.
- Consider all opinions before actions are voted upon.
- Ensure due process (notice, opportunity to participate and appeal timely decisions) to all interested affected parties (suppliers, manufacturers, distributors, customers, and users).
- Participate and behave in a reasonable manner.
- Prohibit informal sessions or discussions between members once a meeting is adjourned.

#### **Guidelines when Discussing Standards and Certification**

- Confine discussions of product standards or certification of compliance with standards to technical, scientific, engineering, and safety considerations. Commercial considerations are not proper factors for consideration or discussion.
- Provide truthful representations with respect to testing procedures and performance rating standards.
- Prevent discussions on prices, production, or competitors.
- Develop performance standards not construction or specification standards except in exceptional circumstances.
- Insure that standards reflect existing technology.
- Insure that standards are kept current and adequately updated to allow for technological innovation.
- Develop voluntary standards.

#### **Guidelines for Statistics Programs**

Statistical programs are lawful as long as they are not part of a scheme to fix prices, allocate production, or otherwise restrain trade.

- Maintain strict confidentiality of all individual company data with data reported in only in composite form.
- Prevent disclosure or discussion of individual company statistics, sales, or production plans outside of confidential disclosure to AMCA International statistical department staff.

#### **Guidelines for Pre-competitive Research**

AMCA International may undertake collective research if such research is not likely to be done separately as expeditiously, effectively or economically, and if such collective research will not unreasonably restrain or substantially lessen competition.