

### **POL – 3 NACE General Rules of Antitrust Compliance**

The following rules are applicable to all NACE activities and must be observed in all situations and under all circumstances without exception or qualification other than as noted below:

- 3.1. Neither NACE nor any committees, areas, sections, or activities of NACE shall be used for the purpose of bringing about or attempting to bring about any understanding or agreement, written or oral, formal or informal, express or implied, among members with regard to prices or pricing methods, current or potential bids, procedures for responding to bid invitations, terms and/or conditions of sales, distribution volume or production, or allocation of territories or customers.
- 3.2. No NACE activity or communication shall include any discussion for any purpose relating to prices or pricing methods, production quotas, production levels, production capacity, costs of production, inventories or other limitations on either the timing or volume of production or sale, or allocation of territories or customers.
- 3.3. No NACE committee, area, or section shall undertake, without first obtaining the advice of legal counsel provided by the Association, any activity that involves the exchange or collection and dissemination among members of any information relating to prices or pricing methods, development, costs of production, distribution, marketing plans, business plans, product or service roll-out dates, territories or customers, or non-public information regarding any member's market share.
- 3.4. No NACE activity or communication shall include any discussion for any purpose that could be broadly interpreted as an attempt to prevent any person or business entity from gaining access to any market or customer for goods or services, or to prevent any business entity from obtaining a supply of goods or otherwise purchasing goods or services freely.
- 3.5. No person or entity shall be unreasonably excluded from participation in any NACE committee, area, section, or activity,
- 3.6. Neither NACE nor any committee, area, or section thereof shall make any effort to bring about the standardization of any product or service for the purpose or with the effect of (a) preventing the manufacture or sale of any product or service not conforming to a specified standard or (b) artificially (without legitimate business justification) inflating the price at which a product or service may be offered for sale or sold.
- 3.7. No NACE activity or communication shall include any discussion for any purpose that could be broadly interpreted as facilitating an agreement or understanding to refrain from purchasing any raw materials, equipment, services, or other supplies from any supplier.
- 3.8. No NACE committee, area, or section shall undertake to convene any scheduled meeting without a published agenda of items to be addressed at the meeting. The agenda shall be followed closely at the meeting and no items shall be discussed that are not reflected on the agenda, unless a legal representative is present. A copy of the agenda shall be retained in the Association's files.

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- 3.9. A complete set of minutes from any NACE committee, area, or section meeting shall be prepared whenever feasible, and approved. Only approved minutes shall be distributed to members or participants as applicable (to avoid the preservation of misstatements or ambiguities), and a copy of the minutes as approved shall be retained in the Association's files.
- 3.10. Authors of conference and meeting papers shall be provided with a copy of NACE's Antitrust Policy Statement before presenting at any NACE conference, meeting or activity, and shall comply therewith in the preparation and presentation of such papers.
- 3.11. Any NACE information, publications, materials, or reports that are made available to NACE members shall be made available to non-members on reasonable terms where the non-availability of such information, publications, materials, or reports would significantly impair the ability of non-members to compete with NACE members.
- 3.12. All NACE staff and NACE members shall be provided a copy of NACE's Antitrust Policy Statement and these General Rules of Antitrust Compliance, and agree to abide by them.

Failure to abide by the antitrust laws can have grave consequences. To minimize the risk that the Association's activities could expose the Association or its members to antitrust sanctions, any NACE staff member who violates the guidelines reflected in this policy statement is subject to discipline as circumstances require, including termination, and any employee of a member who violates these guidelines in NACE activities may be subject to sanctions by such member. In addition, the Association's bylaws provide that members may be terminated for "unethical conduct or willful violation of the Association's policies." (Bylaw II, Section 9). Additional disciplinary actions are detailed in I-4 of this manual and the Policy Committee Operating Manual.