

# **THE OPC FOUNDATION**

## **Antitrust Policy**

### **FOREWORD**

The purpose of The OPC FOUNDATION (the “Association”) is to promote the use of the OPC Classic and OPC Unified Architecture technologies for interoperability between and among automation and control applications, field systems devices, and business and office applications.

As a professional development (trade) association, the Association is subject to both federal and state antitrust laws and to applicable competition-related laws in the various jurisdictions where it operates. The Association therefore recognizes the need to be constantly vigilant and to comply in all respects with the antitrust laws. In furtherance thereof it hereby endorses the basic principles contained in this Policy for members and staff of the Association.

### **STATEMENT OF POLICY**

The purpose of antitrust laws is to preserve a competitive economy in which free enterprise can flourish. The Association insists upon full compliance with all legal requirements in the antitrust field not only to stay within the bounds of the law, but also because the Association believes that the preservation of a free competitive economy is essential to the welfare of the Association, the profession/industries it represents, and the consumers that these industries serve

This statement is intended to present the Association’s policy and to provide guidelines for compliance with the law. The Association unequivocally supports the policy of competition served by the antitrust laws and reaffirms its uncompromising intent to comply strictly in all respects with those laws.

To assist the members, directors, officers, and staff in recognizing situations which may raise the appearance of an antitrust problem, the Association shall furnish to each of such persons a copy of this Antitrust Policy and may engage general legal counsel when questions arise as to the manner in which the antitrust laws may apply to the activities of the Association.

Matters of mutual interest to the members of a trade association freely discussed are necessary for the successful operation of the Association. It is important, however, to recognize and to observe the legal limitations imposed by law on these discussions. Broad areas of conduct that are considered as restraint of trade and illegal, are set forth in the antitrust laws. The broad language of the acts makes it important to keep in mind that all communications and discussions between competitors or between seller and customers, which might be considered anti-competitive, are often the basis from which the courts infer antitrust violations. The following is a guide to the Association and to its members in determining the areas covered by the antitrust law and the compliance therewith.

### **MEMBERSHIP**

- (1) Any individual or firm meeting the requirements of membership as set forth in the By-Laws shall be admitted to membership in the Association on a non-discriminatory basis.

- (2) No member of the Association shall have authority to represent that such member is communicating on behalf of and as an official representative of the Association without prior approval of the Association.
- (3) Participation in any and all Association activities by a member is wholly voluntary. The Association shall conduct all statistical functions on a voluntary basis and all data collected from individual members shall be treated confidentially and reported back to them in composite form unless written authorization for its release is obtained. Such data shall be released if legally required.
- (4) No member shall be expelled from membership except for just cause, and in such manner as is established in the By-Laws to assure that such expulsion is fair, objective, reasonable and non-discriminatory.

### **ANTITRUST GUIDELINES**

#### **MEETINGS**

- (1) All Association meetings shall be regularly scheduled.
- (2) In conducting a meeting, the chairman thereof shall prepare and follow a formal agenda.
- (3) Minutes of each meeting shall be kept by a designated party who shall accurately portray what actions were taken at the meeting. Minutes of all meetings shall be submitted to the group for approval at its next meeting.
- (4) In informal or social discussions at the site of an Association meeting, which are beyond the control of its officers and chairmen, all members and staff are expected to observe the same standards of personal conduct required of the Association in its compliance with these antitrust guidelines.

#### **TOPICS OF DISCUSSION**

- (1) Association activities or communications shall include discussion or action on matters of general interest to the industry.
- (2) Without first consulting with legal counsel, no Association activity or communication shall include discussion or action, for any purposes or in any fashion, of prices or pricing methods, production quotas or other limitations on production or of sales.
- (3) No Association activity or communication shall include discussion or action which might be construed as an attempt to prevent any person or entity from gaining access to any market or to any customer for goods or services, or to prevent or boycott any business entity from obtaining a supply of goods or otherwise purchasing goods or services freely in the market.
- (4) No Association activity or communication shall include discussion or action which might be construed as an agreement or understanding to refrain from purchasing materials, equipment, services or other supplies from any supplier.

- (5) No Association activity or communication shall include discussion or action, which would tend to restrict competition in any manner between members or within the industry generally.

## GENERAL OPERATING PROCEDURES

- (1) Where appropriate, speakers at Association functions and authors of Association materials shall be informed of the need to comply with Association antitrust guidelines in the preparation and presentation of matters to the membership.
- (2) At least annually a copy of this Antitrust Policy will be circulated to the directors of the Association. This Policy will also be presented to the Members of the Association at the beginning of each annual meeting of the Members.
- (2) Association legal counsel shall make as-needed reports, at appropriate Association meetings and in periodic Association communications, of current antitrust law developments.
- (3) In making this Policy available to its members, the Association intends it to serve as a practical aid to members and staff in dealing with the antitrust laws which have particular application to Association activities. The guide is by no means an attempt to provide a detailed analysis of the antitrust laws or as a substitute for individual legal advice in handling specific matters.