



GLOBAL WORKSPACE ASSOCIATION

Global WorkSpace Association (GWA) ANTITRUST COMPLIANCE POLICY

Section 1. Antitrust Laws:

The antitrust laws are designed to ensure that business is conducted in an open, competitive atmosphere and that competition should not be unreasonably restricted. The challenging aspect of antitrust laws is that it is complicated and the general language in which the statutes are written does not specify the exact conduct that would be considered a violation. Therefore, you should review these guidelines at least annually.

Why You Should Be Concerned

Federal antitrust statutes originated with the Sherman Antitrust Act and include the Clayton, Robinson-Patman, and the Federal Trade Commission acts. These laws make monopolization and unreasonable restraints of trade illegal. Their violation may be a felony punishable by large fines and imprisonment, and a number of executives guilty of antitrust crimes have been sentenced to jail.

In addition, corporations and other persons injured by violation of federal (and many state) antitrust laws may recover treble damages and all their attorneys' fees. As a result, bringing antitrust lawsuits is encouraged, and accused individuals and corporations, whether innocent or guilty, are exposed to the aggravation, inconvenience, and costs of defense. Remember, the mere exchange of price, product, or cost information can give rise to an investigation.

Your ultimate task, as a member of GWA, is to avoid any appearance or basis for characterization of impropriety and not just to remain honest in fact. Accordingly, there is a need for all GWA members to ensure their own compliance with these guidelines and to tactfully suggest to others, who might inadvertently stray, that being vigilant benefits us all.

What Is Prohibited

Prohibited by the antitrust laws are agreements to:

- Fix prices
- Divide markets or customers.
- Boycott or jointly refuse to deal with customers or other OBCs.
- Arrive at any understanding, express or implied, respecting any anticompetitive concert of action.

An anticompetitive agreement need not be formal or even express and can be proven by circumstantial evidence. Thus, if such circumstances as the exchange of pricing plans permit the inference of a tacit understanding to “act in concert” or “follow the leader,” a jury may be allowed to find intentional violation of the law. The courts have sometimes deemed trade associations as possible “hotbeds of conspiracy.”

Thus, GWA is desirous that none of its activities, as carried out by its members, even remotely suggest antitrust misconduct. Therefore, to avoid accusations of violating antitrust laws, whenever you attend an GWA event, keep in mind these basic guidelines:

Section 2. Policy Statement

It is the policy of the Global Workspace Association (GWA) to comply strictly with the letter and spirit of all applicable federal, state, and international competition and antitrust laws and regulations. Any activities of GWA or GWA-related actions of its staff, officers, board members, Local Member Network (LMN) officers, committee chairs, committee members or members that violate these laws or regulations can be detrimental to the interests of GWA and are contrary to GWA policy. Because antitrust investigations and litigation are lengthy, complex, disruptive and expensive, GWA and its members must not only comply with the antitrust laws in fact, but must also conduct themselves in a manner that avoids even the appearance that the law is being violated.

The antitrust laws are the rules under which our competitive economic system operates. Their primary purpose is to preserve and promote free competition. Association meetings, workshops and other activities by their very nature bring together professional organizers and others who do or potentially could compete with one another. Accordingly, it is necessary to avoid discussions of sensitive competitive topics and especially important to avoid agreements or recommendations with respect to such subjects. Agreements among competitors to fix prices or fees for products or services, to allocate markets or clients, to engage in boycotts of certain customers or suppliers, to refuse to deal with third parties, to purchase only from a specific third party, or to purchase only on certain terms or conditions are automatically illegal under the antitrust laws and must be avoided at all costs. It does not matter what the reason for the agreement might be.

An antitrust violation does not require proof of a formal agreement. A discussion of potentially anticompetitive conduct followed by parallel action by those involved in or present at the discussion, can be enough to show an antitrust conspiracy. As a result, those attending an association-sponsored meeting must remember the importance of avoiding not only unlawful activity, but also even the appearance of unlawful activity.

As a practical matter, violations of these rules can have serious consequences for GWA, as well as for its members. The Sherman Antitrust Act is both a civil and criminal statute. Violations are felonies punishable by penalties of up to \$11 million for corporations and by imprisonment of up to three years or penalties of up to \$350,000, or both, for individuals. In addition, the Justice Department, state attorneys general, and any person or company injured by a violation of the antitrust laws may bring civil actions for three times the amount of the damages suffered, plus attorneys' fees and injunctive relief.

Section 3. Implementation

Implementation of this Antitrust Compliance Policy shall include, but shall not be limited to, the following:

- A. At any GWA meeting or in any GWA-related document, statements or discussions regarding any of the following are contrary to GWA policy and will not be tolerated: pricing policies or prices or fees for professional services, including elements of price such as payment terms, credit terms, rebates, mark-ups or discounts; profitability, including margins; quality ratings of suppliers or their products or services; those that might be interpreted as a dividing up of territories or clients; those which may cause a competitor to cease purchasing from a particular supplier or dealing with a particular client, or to purchase or deal with such person or entity only on specified terms.
- B. GWA Board Meetings shall be conducted pursuant to agendas distributed in advance to attendees; discussions shall be limited to agenda items, and minutes shall be prepared and distributed to attendees promptly. **Each meeting shall begin with notice to all attendees of this Antitrust Compliance Policy.**
- C. No officer, director, LMN officer, committee chair, or other GWA member shall make any representation in public or private, orally or in writing, that states, or appears to state, an official policy or position of GWA without specific authorization to do so.
- D. GWA members or staff who participate in conduct that is contrary to this Antitrust Compliance Policy shall be subject to disciplinary measures up to and including termination of membership on the Board, committee, chapter board, or the Association itself.

What You Can Do

- You may discuss common problems and challenges of a general, administrative, or logistical nature as long as a purpose is not to encourage uniform action and the elimination of competition with respect to future transactions
- You may exchange credit information as long as you do not agree to boycott delinquent debtors, regulate credit terms, or fix prices. To minimize risk on problem accounts, information provided to others should be limited to bank ledger data or other records that are believed factual and accurate.
- You may communicate with respect to a unified position vis-à-vis government agencies. But be careful that you do not give a speech with respect to *standing up* to groups of competitors or to anyone except the government.

How You Can Avoid the Appearance of Impropriety

As an LMN leader or organizer of GWA meetings, use common sense to consider which of the following suggestions, if any, should be applied in a particular case:

- Prepare an agenda or list that sets out the subjects for discussion.
- Take minutes that accurately reflect the content of the meeting.
- Have an attorney present at gatherings of peers, when you deem it appropriate after studying this document, to monitor and, if necessary, redirect the conversation to keep the group away from inappropriate discussions.
- Seek the advice of legal counsel if your LMN wishes to consider membership eligibility or expulsion of a member, creation of a code of ethics or other forms of self-regulation, or the development of joint statistical or cooperative research programs.