

THE AMERICAN INSTITUTE OF ARCHITECTS

ANTITRUST COMPLIANCE GUIDELINES

Introduction

The American Institute of Architects and its members are committed to full compliance with all laws and regulations, and to maintaining the highest ethical standards in the way we conduct our operations and activities. Our commitment includes strict compliance with federal and state antitrust laws, which are designed to protect this country's free competitive economy.

Responsibility for Antitrust Compliance

Compliance with the antitrust laws is a serious business. Antitrust violations may result in heavy fines for corporations, and in fines and even imprisonment for individuals. While the General Counsel provides guidance on antitrust matters, you bear the ultimate responsibility for assuring that your actions and the actions of any of those under your direction comply with the antitrust laws.

Antitrust Guidelines

In all operations and activities of the Institute, you must avoid any discussions or conduct that might violate the antitrust laws or even raise an appearance of impropriety. The following guidelines will help you do that:

- **Do not** have discussions with other members or competitors about any of the following subjects (unless you've first consulted legal counsel):
 - ◆ your prices for products or services, or prices charged by your competitors
 - ◆ costs, discounts, terms of sale, profit margins or anything else that might affect those prices
 - ◆ allocating markets, customers, territories or products with your competitors
 - ◆ limiting production

- ◆ whether or not to deal with any other business
- ◆ any competitively sensitive information concerning your own business or a competitor's.
- **Do not** stay at a meeting, or any other gathering, if those kinds of discussions are taking place.
- **Do not** discuss any other sensitive antitrust subjects (such as price discrimination, reciprocal dealing, or exclusive dealing agreements) without first consulting counsel.
- **Do not** create any documents, e-mail or other records that might be misinterpreted to suggest that the Institute condones or is involved in anticompetitive behavior.
- **Do** consult counsel about any documents or activities that touch on sensitive antitrust subjects such as pricing, market allocations, refusals to deal with any business, and the like.
- **Do** consult with counsel on any non-routine correspondence that requests one of the Institute's members to participate in projects or programs, submit data for such activities, or otherwise join other members in the Institute's actions.
- **Do** use an agenda and take accurate minutes at every meeting. Have counsel review the agenda and minutes before they are put into final form and circulated.

We're Here to Help

Whenever you have any question about whether particular Institute activities might raise antitrust or other problems, don't hesitate to contact us.

The American Institute of Architects
General Counsel's Office
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