



Fiber Optic Sensing Association
Connect and protect

APPROVED BY THE FOSA BOARD OF DIRECTORS
MAY 17, 2017

FIBER OPTIC SENSING ASSOCIATION
GUIDELINES FOR COMPLIANCE WITH ANTITRUST LAW

PROLOGUE

To ensure compliance with the antitrust laws, it is crucial that all members of the Fiber Optic Sensing Association (“FOSA”) understand the laws’ requirements and prohibitions. In addition, such an understanding will alert members to their rights under the laws, so they may protect themselves and FOSA from violations of the laws by others.

GUIDELINES

A. General Areas of Prohibited Discussion or Activity

1. Agreement as to Price Among Competitors – Any agreement as to price among competitors is a violation of the antitrust laws, regardless of the reasonableness of the price set or whether the effect of the agreement is to raise, lower, peg or stabilize price levels. It follows that any discussion or other activity engaged in by FOSA members related to price or price levels is forbidden.
2. Agreement Not to Compete Among Competitors – Any agreement not to compete among competitors is a violation of the antitrust laws. It follows that any discussion or other activity engaged in by FOSA members related to division of territories or customers or limitations on nature of business is forbidden.
3. Concerted Refusals to Deal – Any agreement to act in concert and refusal to deal (boycotts) is a violation of the antitrust laws. It follows that any discussion or other activity engaged in by FOSA members related to “black” or “white” lists and any favorable reports involving particular suppliers is forbidden.

B. Meetings

1. Each meeting of the Board of Directors of FOSA and its committees and any formal meeting of FOSA’s members, including the Annual Meeting, (“Meetings”) shall be conducted with advance notice and pursuant to a written agenda, which shall be cleared with FOSA’s legal counsel in advance.
2. The notice and agenda for each Meeting must be specific enough to alert Directors or members in advance to issues that may raise legal questions concerning issues of potential competitive significance.
3. Meetings must be conducted strictly in accordance with the notice and agenda; except that:
 - a. Prior to the beginning of Meetings and after notice and agenda have been sent, a submission dealing with New Business may be made and considered so long as FOSA’s legal counsel reviews the submission prior to any discussion or consideration and concludes that the topic does not deal with matters of competitive significance; or

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- b. The Chairman of the Meeting may raise a topic not listed in the agenda for discussion if –
 - i. He/She deems the topic to be sufficiently urgent and requires immediate discussion,
 - ii. The discussion of the topic is cleared by FOSA’s legal counsel who concludes that the topic does not deal with matters of competitive significance, and
 - iii. The discussion is held consistent with the Guidelines.
4. At Meetings, all discussions and actions shall be accurately reported in minutes taken at the Meeting, which shall be circulated as required by FOSA’s By Laws.
5. At Meetings, a Director, member, or FOSA’s legal counsel may ask that discussion be terminated if he/she believes it involves topics of competitive significance.
6. At Meetings, Directors or members should not hold informal or “rump” sessions or conduct any “off the record” discussions.
7. Directors or members should not discuss topics of competitive significance at informal social gatherings at Meetings.
8. At Meetings, there shall be no discussions or exchange of information relating on any topic with competitive significance, including –
 - a. Commercial or marketing strategies or other proprietary company-specific information;
 - b. Prices or any elements of price, terms of sale, or pricing policies, including costs, expenses (such as salary information), margins, or discounts;
 - c. Sales or production quotas;
 - d. Current or future price increases or decreases;
 - e. “Fair” project levels;
 - f. Production capacity or inventory levels;
 - g. Market shares;
 - h. Boycotting firms, products, or services;
 - i. Limiting or excluding anyone from manufacture or sale;
 - j. Allocation of markets, customers, or suppliers;
 - k. Refusal to deal with a corporation or industry because of its pricing or distribution practices;
 - l. Efforts to control, exclude, or monitor competitive strategies;
 - m. Favorable or unfavorable reports about particular suppliers.
9. At Meetings, the following general subjects are among those permitted for discussion—
 - a. General industry or economic trends;
 - b. Advances or problems in relevant technology or research;
 - c. More effective methods of purchasing, manufacturing, or marketing;
 - d. Management education or training;
 - e. Industry relations with or advocacy to government;
 - f. Experiences and developments in employment relations;
 - g. Legal issues facing the industry and FOSA members;

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10. The following subjects may be discussed at Meetings but only if they have been cleared with FOSA's legal counsel –
 - a. Standards;
 - b. Certification;
 - c. Statistical gathering and reporting.
11. FOSA members should never be coerced into taking part in FOSA activities, meetings, or elsewhere.