

Antitrust Policy

Policy Name	WEF Antitrust Policy
Policy Category	Legal
Policy Number	2020-001
Policy Origination and Review Dates	April, 2020; October, 2024
Requirements	Not required to comply with federal or state statutes
Review Cycle	5 years
Legal Review Needed	Yes

A. General Policy Statement

Antitrust laws promote and protect business competition and prohibit activities between competitors in restraint of trade; they apply to all competitors/business rivals that sell products or services to the same customers in the marketplace. Such laws extend to not-for-profit associations, such as Water Environment Federation (WEF), which bring competitors together for the exchange of information. WEF (the organization) may have competitors (e.g. AWWA), and WEF's members also may have competitors (e.g. consultant vs consultant, manufacturer vs manufacturer). Violations of antitrust laws can have serious consequences for WEF and its Trustees, Volunteer Leaders, Volunteers, Members and Staff including, but not limited to, damage suits, criminal fines and penalties, imprisonment, and damage to reputations for WEF and those involved.

WEF will comply with all applicable antitrust laws and will enforce this WEF Antitrust Policy (Policy). WEF will not directly or indirectly be involved in conduct that leads to or implies an agreement among its members that would restrain trade and/or otherwise violate antitrust laws. WEF Trustees, Volunteer Leaders, Volunteers, Members, and Staff must abide by this Policy and its requirements when participating in WEF Functions. Any conduct by WEF Trustees, Volunteer Leaders, Volunteers, Members or Staff that is contrary to antitrust laws and this Policy is subject to appropriate disciplinary action.

B. Requirements

To comply with this Policy, WEF's Trustees, Volunteer Leaders, Volunteers, Members and Staff must adhere to the following, whether as an individual or as part of a group:

DO NOT:

- Make agreements on prices or pricing policy with, or in the presence of, a direct competitor
- Accept or solicit a price list or written information on prices or pricing directly from a competitor (except when purchasing services of a competitor)
- Make agreements on dividing or allocating territories or customers with a competitor
- Make agreements to standardize, limit or restrict a product or service with a competitor
- Attempt to coerce a distributor to maintain certain resale prices
- Make agreements with a competitor(s) to boycott or refuse to deal with certain customers or vendors
- Participate in unscheduled, informal, or secret meetings held in conjunction with formal meetings. Such meetings seriously jeopardize legitimate WEF activities and create a substantial risk of investigation.

DO:

- Be attuned to the potential for situations, discussions, or information exchanges that could give rise to antitrust allegations or the appearance of antitrust behavior
- Provide reminders of WEF's Antitrust Policy to members as appropriate
- Hold formal WEF meetings ONLY when there are proper matters to be discussed that are related solely to the legitimate purpose of WEF and which justify the meeting
- Distribute in advance, and adhere to, an agenda for formal WEF meetings avoiding subjects that are not on the agenda
- Avoid competitively sensitive topics that could create an antitrust compliance issue at both formal WEF meetings and at informal gatherings of members
- Prepare minutes or notes that accurately document actions taken, if any, at formal WEF meetings
- Request to halt any discussions at a formal WEF meeting that are of doubtful antitrust legality. If discussion continues after a request to halt, attendees should leave the meeting and the departures be documented in minutes or notes. WEF staff and/or the meeting chair are to take action to halt discussions of doubtful legality.
- Request Legal Counsel participate in meetings where there is potential for discussion of legally sensitive subjects. Members must cooperate with Legal Counsel in all matters, particularly when counsel has ruled adversely about a particular activity.

EXHIBIT CAUTION:

Several areas may or may not be illegal under federal and state law, depending on the circumstances, and could undergo a "rule of reason" analysis in a court of law. It is important that actions or discussions in the following areas are conducted properly, with the assistance of Legal Counsel, as needed:

- Membership decisions (inclusion, exclusion, termination of)
- Industry-wide surveys, data collection, statistical gathering and similar activities
- Standardization and certification programs