



Electronic Commerce Code Management Association

Meeting Guidelines

March 2013

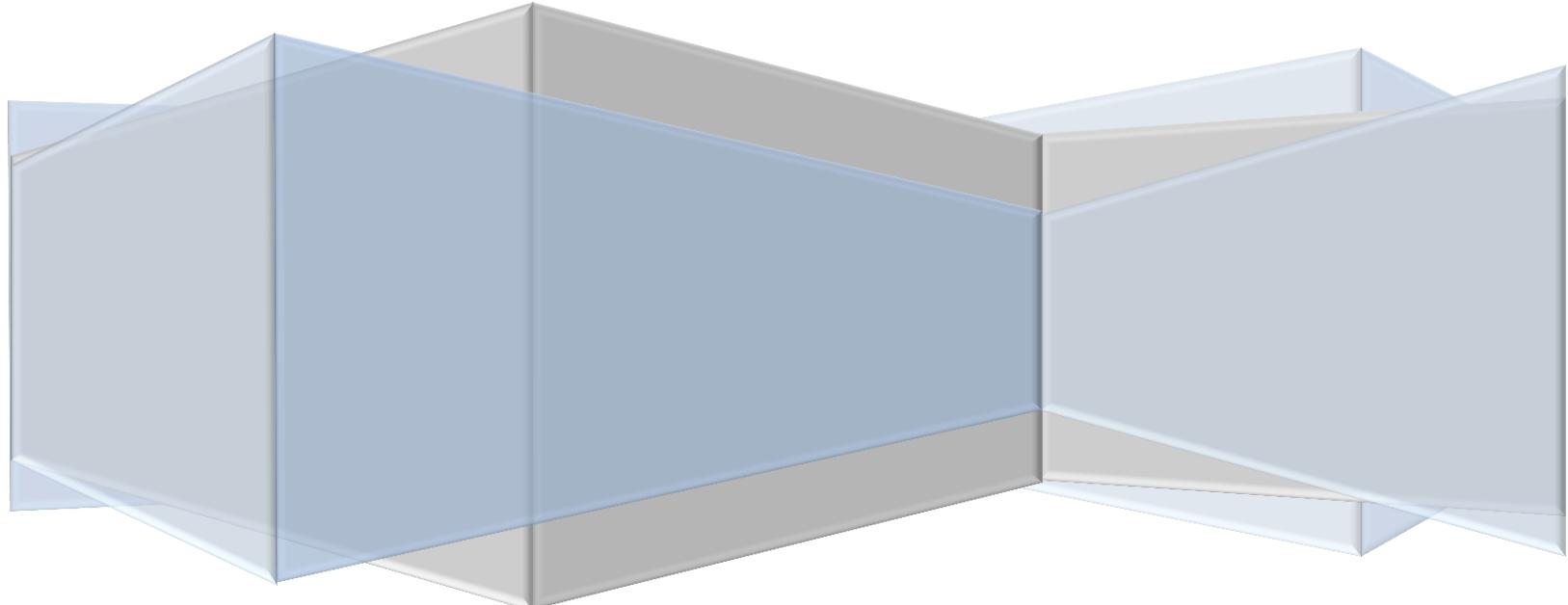


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When properly conducted, association meetings play a respected role in promoting competition and consumer welfare. Associations must be acutely sensitive to antitrust issues, however, because their meetings also may provide opportunities to reach unlawful agreements.

The criminal penalties for violating the antitrust laws are severe. Corporations and other organizations may be fined up to \$100,000,000 per offense and individuals up to \$1,000,000 and/or up to ten years in jail. In addition, private parties injured by antitrust violations may sue for treble damages. The costs of defending an antitrust suit are usually very high. In light of these harsh penalties and costs, ECCMA takes a conservative approach to antitrust issues. Meetings must be conducted to avoid even the appearance that members are taking common action that might unreasonably restrict competition.

1.0 About ECCMA

ECCMA is a not-for-profit International Association of Master Data Quality Managers set up in 1999, to develop and maintain open solutions for *Faster – Better – Cheaper* access to authoritative master data. ECCMA is the original developer of the UNSPSC, the project leader for ISO 22745 (open technical dictionaries and their application to the exchange of characteristic data) and ISO 8000 (information and data quality), as well as, the administrator of US TAG to ISO TC 184 (Automation systems and integration), TC 184/SC 4 (Industrial data) and TC 184/ SC 5 (Interoperability, integration, and architectures for enterprise systems and automation applications) and the international secretariat for ISO TC 184/SC 5.

2.0 Notice and Agenda

Each ECCMA meeting must be preceded by a notice mailed to the members. A copy of the meeting agenda should also be sent. This will alert the members to the business to be considered, enabling them to prepare for a productive meeting.

3.0 Discussion Topics

It is not possible to provide a comprehensive list of anti-trust rules that would cover every situation that might be encountered at an ECCMA meeting. However, a general rule, which is to be followed at all ECCMA meetings, is that no commercial topics should be acted upon or even considered. To avoid the most sensitive areas, there should never be a discussion of the following at ECCMA meetings:

- Current or future prices or components thereof (including discounts)
- Price lists or procedures for coordinating price changes
- Sales or production budgets/quotas
- Allocation or division of territories or members along manufacturers, distributors or retailers
- Boycotting or denying any party access to markets, products, product inputs or information
- Identified individual association statistics or market
- Commercial practices of particular competitors or customers

4.0 Standards

When standardization activities are under consideration at a meeting, ECCMA policy requires that the discussion be confined to technical, engineering and safety factors. Commercial considerations (warranties, guarantees, etc.) are not proper factors to be considered. Also, since ECCMA standards are voluntary, there must be no agreement to adhere to them or any discussions as to when members will begin to offer products conforming to the standards.

Bring Essential Patent Claims to the attention of ECCMA early in the standards development process. ECCMA and ANSI policies provide that standards may embrace “essential patent claims” if technical reasons justify that approach. A patent claim contained in a patent or published patent application is “essential” if its use is necessary to create a compliant implementation of the mandatory portions of the normative clauses of the ECCMA Standard or proposed ECCMA Standard when there is no commercially and technically feasible non-infringing alternative. Participants in the standards development process are encouraged to bring essential patent claims to ECCMA’s attention early and at any time during the

course of the standards development process. Participants will be asked to certify at the time of ballot whether or not they are aware of any essential patent claims. Companies that hold essential patent claims are required to make a licensing commitment as spelled out in ANSI's policy. Commercial discussions relating to licensing and legal discussions of patent construction and validity should not take place at standards development meetings.

5.0 Minutes

The legal importance of minutes of ECCMA meetings must not be underestimated. They are the official record of the association and represent the only contemporaneous evidence of what transpired at the meeting. They are one of the first types of documents that litigants and investigators request. The secretary is responsible to see that the minutes are clear, complete and accurate with regard to the actions which were taken and the justification for those actions.

6.0 Presence of ECCMA Staff Member

ECCMA policy requires the full-time attendance of a member of the ECCMA staff at every meeting where ECCMA business is conducted. What constitutes, "ECCMA business," should be broadly interpreted. For example, members should not meet to discuss proposals for submission at a future ECCMA meeting without an ECCMA staff member present. If a member of the ECCMA staff cannot attend the meeting, a meeting must be postponed. ECCMA's staff has been instructed in the conduct of meetings and is familiar with ECCMA policy and procedure. They can alert the members to situations that pose antitrust pitfalls, some of which may be innocently and unintentionally be approached by the members. The presence of an ECCMA staff member is a safeguard the members must not forego.

7.0 Rump Sessions

When an ECCMA meeting is adjourned, it should be over in all respects and not simply in name. Informal "rump" sessions present too great a temptation for "confidential" or prohibited subjects. If anti-competitive industry practices follow such meetings, the results could be disastrous for the member, the member's company and ECCMA. Memoranda of supposedly "secret" meetings often figure prominently in prosecutions for price fixing.

8.0 Conclusion

Almost every standards-setting body has specific guidelines for governing themselves that are spelled out in their policy and procedures manuals and ECCMA is not an exception. Individual committees may also provide detailed statements of their specific programs, objectives and procedures.

The object of the rules and procedures is to achieve, through orderly and legal procedures, a consensus of the participants and to produce valid standards that will be used because of their technical and economic merit. ECCMA's rules and procedures are constantly being updated, so it is imperative that one is working with the latest revision.

Knowledge and understanding of the procedures is probably one of the most valuable tools an expert can have when working in the standards development arena. Not understanding these policies and procedures could jeopardize your company and/or its representatives legally, place your strategy in jeopardy or give the competition an unearned advantage.

Your participation as a knowledgeable expert is key to successfully influence the contents of international standards and to ensure the global relevance of the standards produced.

ECCMA hopes that this document has been helpful in answering a few of the questions you may have regarding processes and procedures that you may experience. We strive to offer you the information and services you require to be informed and equipped with the knowledge necessary to succeed in your chosen field.