The National Dental EDI Council, Inc. (NDEDIC) has throughout its existence followed a rigorous program of compliance with the Sherman Act and other antitrust statutes. This Policy statement provides a reference for members of NDEDIC and others who attend Council functions. All who attend NDEDIC meetings should read and understand this policy.

Adherence to the guidelines below will avoid potential violations by individuals, member firms, and NDEDIC itself. Violations of the antitrust laws are serious criminal violations, punishable by jail terms and substantial monetary fines, as well as treble damage civil penalties.

NDEDIC is committed to full compliance with antitrust laws. The guidelines set forth below have been established by the Board of Trustees to prevent any possibility of violation.

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| ***Subjects Which May Not Be Discussed*** |

Any agreement as to price among competitors is a violation of the Sherman Act, regardless of the reasonableness of the price set or whether the agreement is to raise, lower, peg, or stabilize price levels. It follows that any discussion of price or price levels at Council meetings is not permitted. This includes any discussion of prices of products, supplies, or service. Similarly, there must be no discussion of any elements of company operations which might influence price, such as:

1. company costs of operations, supplies, or services;
2. allowances or discounts;
3. terms of sale;
4. margins;
5. plans of individual companies concerning production, distribution or marketing of particular products;
6. changes in industry production, capacity or inventories, except historical data.

Any agreement not to compete among business firms also violates the antitrust laws. Accordingly, no discussion of division of territories or customers, or limitation on nature of business, may be held at any NDEDIC function. Joint refusals to deal (boycotts) are likewise unlawful, and no discussions related to this practice are permitted. Included within this prohibition are any discussions of black lists and any unfavorable reports involving particular suppliers.

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| ***Meetings***  |

These standards apply to all Board, Executive Committee, committee and all other meetings sponsored by NDEDIC and all meetings attended by NDEDIC members in that capacity. The agenda should be strictly followed; there must be no deviations, particularly in so far as subjects described in 1, above, might be discussed. During meetings, participants should conduct themselves as though the meeting were open to the public. Minutes of each meeting should be prepared by a designated secretary or staff member, and circulated to all in attendance following the meeting.

In the case of NDEDIC-sponsored meetings, NDEDIC staff or a member of the Executive Committee will be in attendance at all times. NDEDIC’s President, Chairman, and its legal counsel may direct that certain meetings shall be attended by legal counsel.

Informal, unofficial meetings between competitors are dangerous from a legal standpoint, and have often led to antitrust investigations and indictments. Therefore, NDEDIC urges its members not to hold any meetings that are not conducted in strict adherence to these guidelines.

If counsel announces that a particular question, statement, or discussion at a meeting borders on an area of antitrust sensitivity, the discussion will end immediately. If anyone in attendance at an NDEDIC meeting has a question about whether a discussion is proper or not, the question should be raised immediately and counsel will determine whether the discussion should be terminated. If counsel is not present, the attendee should request the President or Chairman to end the discussion until legal advice can be obtained; if the discussion is not ended, the attendee should leave the meeting.

While it is impossible to cover every contingency that might arise, it is essential that all NDEDIC members and staff have at least a basic understanding of the Federal Antitrust Laws. These guidelines are offered as part of NDEDIC’s commitment of maintaining healthy competition necessary to a strong business community.

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