



ifa
INTERNATIONAL
FERTILIZER ASSOCIATION

GENERAL COMPETITION LAW GUIDELINES FOR IFA MEETINGS AND FUNCTIONS

MARCH 2022



The International Fertilizer Association (IFA) is the voice and ear of the international fertilizer industry, promoting the efficient and responsible production and use of plant nutrients.

As a trade association, IFA has strict competition / antitrust law compliance obligations and must be sensitive to possible competition implications of concerted activities. This is highly relevant for all IFA meetings and activities involving two or more members that are competing with one another. The reason for this is that such meetings and exchanges provide an opportunity for discussion among IFA members that can go beyond topics related to the legitimate missions of the IFA and give rise to illegal collusion.

IFA is committed to meeting these responsibilities in full compliance with all competition laws applicable to its operations. See also our **IFA Competition Law Compliance Policy**.

To achieve the goals of this competition law compliance commitment, IFA and its members should adhere to the following guidelines when participating in IFA meetings and activities. In case of questions on this guidance, please contact the IFA Secretariat.

I. Do's

All IFA meetings and activities involving two or more members that are competing with one another shall be governed and supervised as follows:

Governance

- Every IFA meeting attended by IFA members shall have a specific, demonstrable purpose. Ensure that an agenda is prepared and distributed to all participants prior to any IFA meeting.
- Each participant shall review the agenda in advance and check that the discussion relates to the legitimate mission of the IFA and will not involve the discussion of competitively sensitive information or other anti-competitive behaviour involving competitors (see detailed checklist under II. below). If you are concerned about an agenda, please provide feedback to the IFA Director in charge of the meeting in advance.
- All discussions shall closely follow the topics of the agenda during meetings. Minutes of meeting shall be taken to accurately reflect the discussion and actions taken. This applies to all IFA meetings, including, but not limited to, General Meeting, Board of Directors, Executive Board, Finance Committee, Thematic Committees and their subcommittees, meetings of IFA Ambassadors and other IFA regional/country-based meetings. In case of doubt, meeting minutes shall be reviewed by legal counsel prior to circulation. Meeting minutes shall be retained by IFA for its records for a period of six years or as necessary in accordance with statutory requirements.
- All participants must comply with this guidance during all meetings, and the meeting must not be used or perceived as an opportunity to form or maintain a cartel or any other form of anti-competitive behaviour (see below checklist under II. below).
- IFA Secretariat shall ensure that this guidance is shared with external speakers prior to IFA conference along with "guidelines for speakers".in IFA conference whenever participating in an IFA meeting/function. If you would like to have a copy of this guidance or have any questions on this please contact the IFA secretariat.
- Ensure that participants in all IFA meetings are reminded of the IFA competition law compliance policy and its competition law guidelines for IFA meetings and functions. All agendas for IFA meetings of all types should include the following: *"We remind participants that all IFA meetings and functions are subject to IFA Competition Law Guidelines"* (and provide link thereto).

- If a meeting participant is uncertain whether a discussion or conduct raises competition / antitrust law concerns, the discussion on the topic should be stopped or suspended until clearance can be obtained from legal counsel, and that fact shall be recorded in the meeting minutes.
- Participation in meetings in IFA activities is voluntary, and no member is pressured into participating or penalised for not doing so. Any decision taken should be made by members individually. Members are not restricted in how they decide to conduct their respective businesses. All actions of members remain voluntary.

Supervision

- Ensure an IFA Secretariat representative attends each meeting held under the auspices of IFA.
- Ensure that each participant in IFA meetings receives a copy of these guidelines together with the meeting agenda.
- Ensure that IFA members are reminded that activities at IFA meetings may be subject to competition laws of a number of countries on the basis of their sole effects even though the activities do not take place in a particular country.
- A competition law compliance statement should be read at every meeting to inform participants that the meeting will be conducted in accordance with competition laws.
- Ask the IFA Secretariat, or your legal counsel or compliance team, if you have any questions on these important matters.
- Individuals who represent members at IFA meetings are expected to have compliance training within their own organisation on a regular basis to ensure compliance at all times, including before and after meetings and in all correspondence.

II. Don't

All participants planning to attend IFA meetings where representatives of competitors will be present must NOT engage in any of the following practices:

- **Do not disclose, exchange or share any competitively sensitive information.**

Competitively sensitive information broadly comprises **all information whose disclosure could (or could reasonably be perceived to) influence the competitive behaviour of the recipient**. Such information is highly competitively sensitive if it is recent, current or concerns future plans.

Competitively sensitive information includes but is not limited to non-public information that relates to:

- Pricing or pricing policy / strategy and procedures, including price components, profit price differentials, price calculation methods, mark-ups, discounts/rebate levels, allowances, promotional terms or credit terms;
- margins or costs (e.g., purchasing, production and distributions costs);
- production, sales/supply, capacity, storage or inventory levels, or consumption;
- trading positions and strategy;
- bid amounts and terms;
- terms of key supply contracts such as price, volumes, delivery timetables, credit terms;
- contract or sales terms with customers, including information on pending orders;
- market shares;
- a company's actions or strategies to manage the market, supply, demand, recovery or other

conditions affecting competition, and on any supply chain arrangements;

- a company's future plans, strategies or investments, including planned investments, expansions/closures, deals in the pipeline or business plans;
- status and condition of specific facilities, including current or future planned and unplanned shutdowns, outages and asset availability;
- salaries and wages of, or limitations on hiring a competitor's employees; or
- limits on sales levels or sales of certain products to certain regions.

When one participant unilaterally discloses competitively sensitive information during a meeting, then this can give rise to a breach of competition laws.

In the event that competitively sensitive information is inadvertently shared during a meeting, IFA personnel or member representatives shall insist that the discussion stops immediately. If the discussion continues, IFA personnel and member representatives must leave the meeting and ask that the minutes reflect this.

- **Do not fix, set or signal prices**, including minimum or fixed prices, prices ranges, percentage price increases, margins, discounts/rebate levels, charges for additional services, credit terms.
- **Do not limit production, sales, output or capacity.**
- **Do not allocate customers or sales territories / markets**, including limiting sales levels or sales of certain products to certain regions.
- **Do not exclude suppliers or customers (group boycott).**
- **Do not align your bidding behaviour in (private or public) tenders**, including on bidding terms/bid amounts, the number, level or frequency of bids, rotating of bids.

If a meeting participant is uncertain whether a discussion or conduct raises competition law concerns, the discussion on the subject should be stopped or suspended until clearance can be obtained from legal counsel, and that fact shall be recorded in the meeting minutes.

The same principles apply to conduct at social gatherings or other informal events around IFA meetings and conferences. Communications between members using the IFA website, IFA conference mobile apps, or IFA-moderated social media groups are also subject to these guidelines.



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