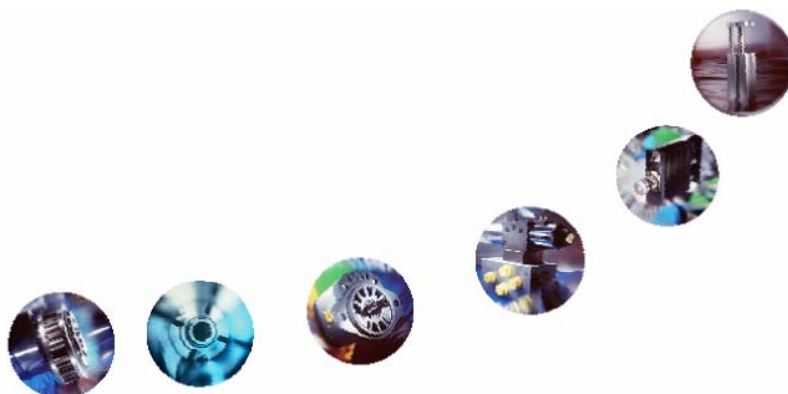




**artema**

French Mechatronic Industries Association



***ARTEMA CODE OF CONDUCT***



***JANUARY 2012***

*Artema is fully aware that companies must do business in a freely-competitive environment. It deems it essential that its business be conducted under all circumstances in accordance with the applicable legislation and, more specifically, with competition law.*

*Artema recognises that the aim of competition law is to stimulate free competition, which is a principle it fully supports. Artema considers it important to reaffirm these beliefs by adopting a Code of Conduct. It binds all Artema's members and, more generally, every participant in its business.*

*The aim of this Code of Conduct is to set clear and precise rules for Artema members in order to reduce the risks of inappropriate behaviour for which they may be penalised.*

*The following rules must be followed by Artema members under all circumstances.*

*The term "meeting" hereby refers to any meeting of a decision-making body, committee, group or task force and any other form of cooperation between companies that are Artema members.*

## **BASIC RULES**

**1** - Before every meeting, a written summons must be issued requesting that members attend. The agenda shall be sent to them before the meeting is held.

**2** - Every meeting shall be recorded in minutes, which shall be sent to all the relevant members. The minutes must be kept both in organised fashion and for a sufficient length of time.


**3** - Exchanges and discussions relating to the market (i.e. that could relate to the position of members in a competitive situation or that could enable them to determine this position) shall only take place at official meetings, which shall be recorded in minutes.


**4** - In the course of these exchanges and discussions, it must not be decided to examine certain subjects on condition that the discussions not be recorded in the minutes. In the event that such a condition is requested, the chair of the meeting must refuse to discuss the subject in question.


**5** - Every meeting must be held in the presence of at least one Artema representative, who shall monitor subjects that are sensitive in terms of competition law. When in doubt, a subject shall only be examined with legal approval, or once the limits which must not be exceeded in the course of the discussions have been set.

## A. PROHIBITED SUBJECTS

*Discussions, consultations or measures relating to the following subjects are prohibited and cannot be held or taken, particularly during meetings with Artema members and especially between companies that could be considered as competitors:*

 **Sales prices**, rates, revision or adjustment of prices (forecasts), joint calculation of costs, recommended prices, discounts, profit margins and other subjects relating to the prices of products or services of member companies;

 **The publication of average prices** or ranges of prices charged in the industry;

 When they are sensitive from a commercial or competitive point of view and can therefore have an effect on the strategy of the companies, **exchanges between member companies of individual market information which is not in the public domain and of which not all the operators are aware**, particularly regarding production, turnover, sales, investments, disposals, research and development expenses or the intentions or decisions of companies relating to such matters;



**The boycotting** of certain suppliers or customers or of their products or services, or the decision not to deal with certain categories of customers or other partners;



**The granting of exclusive rights** to certain member companies to represent producers or importers; the division or sharing of the market, e.g. by allocating a specific geographical area, specific contracts, customers or groups of customers to certain member companies;



**The limitation of production or sales;**




**Prior consultations** relating to calls for tenders, replies to calls for tenders, whether for public- or private-sector contracts; decisions by member companies to pass on costs featured in the tenders of their competitors; agreement between all the competitors to increase their tenders (these increases then being able to be used to “compensate” the companies that are not selected).





Any other subject that could lead to **coordination of business practices** constituting restriction of competition.

## B. ACCEPTABLE SUBJECTS

*The following subjects are at the heart of most of Artema's business. There should be no problem, in terms of competition law, in holding discussions or consultations or taking measures regarding these subjects, provided that this does not lead to those mentioned in paragraph A, and under the following conditions:*

 **General information on the state of production or sales, production or sales methods**, general macroeconomic or current economic data and the business climate, provided that they do not include the disclosure of individual company information of competitive interest;

 **Exchanges of opinions or experience**, exchanges relating to the different aspects of management, methods, professional training, progress or difficulties in terms of the research or technologies necessary for the development of companies in the industry;

 **Lobbying activities which aim to defend the collective interests of the industry and which principally relate to the legislation, regulations and other public matters regarding the industry**; accordingly, relationships between professionals in the industry and the public authorities or other organisations;



**Legal questions and exchanges on legal problems encountered by companies in the industry;**

questions relating to social security law and health and safety, as well as relating to the environment and sustainable development, which Artema is committed to improving with regard to the industry's products;



**The general terms of sale and/or service, and other key documents regarding professional or interprofessional practices (guides, templates, charters, etc.):**

provided that they do not relate to sensitive competitive parameters (prices, rates, price indexing methods, decision and method of passing on certain costs) and that their implementation is never compulsory or imposed;



**Questions regarding standardisation, provided:**

- That the procedure for the setting of the standard is transparent and that any interested party may participate,
- That there is no obligation to comply with the standard,
- That the standard is awarded under fair, reasonable and non-discriminatory conditions,
- And that the discussions involved in the process for setting the standard only cover technical aspects.

As the aim of standardisation is to ensure the compatibility of products and promote technical progress, it should therefore provide benefits for the end user;



**Trade shows:** partnerships or collective negotiations organised by Artema, its members or entities they control, with the organiser of such shows, particularly in order to obtain a better price or other conditions, do not constitute breaches of competition law. N.B. every company is free to participate in any trade show of its choice and companies shall not be asked in memos or instructions to boycott a show;



**Conditions of admission and membership:** Artema decides, in accordance with its articles of association, to admit or refuse to admit new members. N.B. neither the access of companies to the market nor their customers' purchasing decisions are necessarily or decisively dependent on the fact that they are or are not Artema members;



**Economic statistics and studies:** Artema's administrative department may collect individual information on companies, provided that it only publishes it in aggregate form (economic statistics, indicators and indices, balanced scorecards, etc.); these measures shall be taken in strict accordance with the conditions set by competition law, paying particular care whenever the market in question is oligopolistic and concentrated; in particular, Artema and its administrative department agree that no individual company data shall be disclosed by it or may be deduced from this aggregate data.

Other subjects that do not fit into any of the categories mentioned in A.





*ARTEMA is the French mechatronic industries association.*

*It represents some 120 companies supplying components,  
solutions and systems in the following fields:*

**Mechanical Transmissions,**

**Sealing Technologies,**

**Mechatronics,**

**Gears and Gearboxes,**

**Linear Bearings and Guides,**

**Hydraulic Transmissions,**

**Pneumatic Transmissions**

*ARTEMA now represents 4.7 billion of turnover, 28,200 dedicated employees and 80% of national production. ARTEMA is a member of FIM (Fédération des Industries Mécaniques - French Federation of Mechanical Industries) and the following European committees: CETOP, EUROTRANS and FEBMA*



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