

<b>Policy Level:</b>	3	<b>Responsible:</b>
<b>Effective Date:</b>	November 2013	President and CEO
		<b>Accountable:</b>
<b>Last Update:</b>	January 2023	VP and General Counsel

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## 1. Purpose

Project Management Institute’s (“PMI”) Antitrust Policy supplements the Employee Code of Conduct by providing requirements and practical guidance to ensure that all staff and Volunteers comply with applicable antitrust laws while conducting business on behalf of PMI or are otherwise attending or participating in activities sponsored by PMI.

## 2. Policy Statement

PMI will comply with all applicable antitrust laws. Under no circumstances will PMI 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. Any conduct by PMI’s officers, directors, or employees that is contrary to antitrust laws is contrary to PMI policy. Any officer, director or employee found in violation of this policy, or the applicable antitrust laws will be subject to appropriate disciplinary action.

All PMI Volunteers and staff must be aware of conduct that is in violation of the United States Antitrust Laws and similar laws enacted in other countries (the “Antitrust Laws”). Steps must be taken consistent with this policy to ensure that PMI staff and Volunteers do not violate Antitrust Laws at PMI Activities (“PMI Activity” or “PMI Activities”) and, if such violations do occur, that they are promptly reported so that appropriate measures can be taken to protect PMI, its Volunteers and staff from incurring criminal and civil liability under the laws.

Pursuant to the applicable charter agreements, chapters as separately incorporated entities are expected to comply with all applicable laws in their respective jurisdictions, including but not limited to Antitrust Laws.

### **2.1. Discussion Rules for PMI Activities**

In order to achieve the above general objective, the following rules are adopted by PMI to govern discussions at all PMI Activities:

1. The Pricing Information shall never be discussed at a PMI Activity
2. Any PMI Activity which may involve issues with antitrust implications, as described in the Antitrust/Competition Law Guidelines, should be approved by PMI’s Legal Department in advance of its occurrence
3. When attending a PMI Activity, Volunteers should never hold unauthorized ‘rump’ sessions on the facilities provided by PMI for purposes of discussing with their Competitors any of the subjects listed in the Antitrust/Competition Law Guidelines
4. An agenda should be prepared for each PMI Business Competitor activity, and those agendas cleared with PMI staff sponsoring the event. Where the agenda contains possible antitrust issues as described in the Antitrust/Competition Law

Guidelines, PMI staff is responsible for seeking approval of the agenda by the PMI Legal Department

5. It is a violation of the Antitrust Laws for Competitors to agree among themselves not to compete, therefore, discussions of the division of territories or customers or limitations on the nature of business carried on is not permitted at any PMI Activity
6. The Antitrust Laws prohibit Boycotts. Discussions relating to Boycotts, including but not limited to blacklisting, agreements to refuse to deal with a Competitor or supplier is strictly prohibited
7. No officer, director, employee, member, or volunteer shall make any representation in public or in private, orally or in writing, that states or appears to state, an official policy position of PMI without the specific authorization to do so
8. If the meeting is between PMI representatives and those of another organization providing goods and services that compete with or are similar to those provided by PMI, the restrictions herein apply to those discussions

## **2.2. Requirements for Conducting PMI Business Competitor Activities**

1. Due to the inherent antitrust issues involved with meetings between business Competitors, these meetings are subject to additional scrutiny
2. All meetings will follow a published agenda with prompt distribution of minutes to follow
3. To the extent that the meeting agendas may cause antitrust concerns as to the content of the meeting, counsel may be required to attend the meeting. It is the responsibility of the individual Volunteer or staff member calling the meeting to consult with PMI's General Counsel to determine whether legal counsel's attendance is necessary
4. The Antitrust Compliance Statement must be read/distributed at all PMI Business Competitor Activity meetings, including by not limited to the Global Executive Council (GEC) and Authorized Training Provider (ATP) meetings
5. If a PMI officer, director, employee or volunteer is in attendance at a PMI Activity and discussion occurs which that person believes violates this policy, he/she should immediately request that the discussion stop and ask that the request be noted in the minutes of the meeting. If others continue the discussion, he/she should excuse him/herself and ask that it be noted in the minutes that he/she is leaving the meeting. Any such incident should be immediately reported to PMI's VP General Counsel and Corporate Secretary

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### **2.3. Additional Guidelines for Employees**

1. Employees should consult the Legal Department upon receipt of any communication proposing or referring to acts or practices that appear may be questionable under Antitrust Laws
2. Employees should review in advance with the Legal Department all proposed Competitor information exchanges
3. Refer all proposals for mergers, acquisitions, divestitures, joint ventures and technology licensing arrangements to the Legal Department at early stages of consideration
4. Consult with the Legal Department regarding the legality of efforts to agree upon the price or circumstances of resale
5. Prices and terms in specific contracts negotiated with a customer or supplier should not be discussed with any third party

### **2.4. Training and Education**

The following process will be used to educate PMI staff and Volunteers regarding this policy:

1. The policy shall be distributed, and otherwise made available; to all PMI staff who are at the manager level or above. Such individuals will receive related training related to this policy periodically. The policy will be made available to the PMI Volunteers via the Volunteer Resource Management Site (VRMS), Global Volunteer Leaders Site, and the Chapter Collaboration Platform.
2. Minutes of all PMI Business Competitor activities shall be sent to the PMI Legal Department for review. Minutes must include, at minimum, the date and time of the meeting, the names of the attendees, topics discussed at the meeting, and any understandings reached
3. Educational programs should periodically be scheduled at PMI Management Team meetings, PMI Leadership meetings and other training sessions to education PMI staff and Volunteers regarding compliance with this policy
4. PMI's Legal Department will update the Antitrust/Competition Law Guidelines on an ongoing basis to maintain its currency and that ensure it accurately reflects current law
5. This policy, the Antitrust Compliance Statement, and the Antitrust/Competition Law Guidelines will be published on the PMI website

### **3. Reporting**

Any violations of this policy should be reported to Legal Department or to PMI's EthicsPoint anonymous hotline: 1-855-409-9925 in the U.S., or [click here](#) for numbers in

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other countries and the webform. Contact PMI’s Legal Department with questions about compliance with this policy: [compliance@pmi.org](mailto:compliance@pmi.org).

#### 4. Policy Distribution

Internal:

- Vice President and General Counsel
- PMI Staff

External:

- PMI Board
- PMI Volunteers
- PMI Members

#### 5. Policy Oversight

Leadership and oversight of the Antitrust Policy is the primary responsibility of the VP General Counsel and Corporate Secretary.

#### 6. Related Documents

Related procedures, forms, and other support documents enforce, maintain, and verify policy compliance. These procedures and forms support this policy:

Document Name	Document Type (Procedure, Form, User Guide, etc.)
Antitrust Compliance Statement	Statement
Antitrust/Competition Law Guidelines	Guidelines
Employee Code of Conduct	

#### 7. Revision History

Changes to this policy are made as necessary under the direction of the preparers and approvers. The change log describes new topics and other changes.

Action (Creation, Revision, Review)	Effective Date	Changes/Approvals
Creation	November 2013	

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Action (Creation, Revision, Review)	Effective Date	Changes/Approvals
Revision	January 2023	Added additional guidelines; added reporting information; updated titles of volunteer group and changed REP to ATP; updated training timeframe; the policy availability removed “Chapter Leader Site” & replaced with “Global Volunteer Leader Site” & “Chapter Collaboration Platform”; minor punctuation and pagination edits.

## 8. Glossary

This policy uses the following specific terms, acronyms, and abbreviations:

Term	Definition
Antitrust Laws	‘Antitrust Laws’ means the Sherman Act, the Clayton Act and the Federal Trade Commission Act and similar laws enacted in the United States and internationally by federal, state, or local governments which prohibit combinations of individuals or firms to restrain trade, fix prices or otherwise employ unfair methods of competition which may affect commerce either in the U.S. and/or in other countries throughout the world.
Boycott	‘Boycott’ means an agreement by independent entities not to deal with an organization and includes agreements to blacklisting, collective actions to not buy from or sell to an organization and refusal to permit individuals to participate in PMI volunteer activities in the absence of fair, reasonable and objectively applied written criteria.

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Term	Definition
Competitor	‘Competitor’ means any organization that sells the same or similar goods and services as those sold by a volunteer or their employer, or in the case of PMI and other project management association or organization which provides goods or services similar to those provided by PMI.
PMI Activity/PMI Activities	‘PMI Activity’ includes any meeting, conference, gathering, or other similar event, whether telephonic, in person or through other electronic media, at which PMI staff, members and/or Volunteers are participating.
PMI Business Competitor Activity	‘PMI Business Competitor Activity’ means any PMI Activity where the individuals or organizations involved may have a potentially competitive relationship with respect to the topics being discussed at the meeting. Such meetings include by are not limited to meetings of the PMI Global Executive Council and PMI Authorized Training Partner.

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Term	Definition
Pricing Information	<p>“Pricing Information’ means information regarding prices or terms of sale charged by Volunteers or the organization that employs the Volunteers to by their Competitor(s) or competition among such Volunteers or their organizations, including by not limited to current or future pricing (past pricing must be discussed with care and never without the prior approval of the PMI Legal Department); what constitutes a fair profit level for any good or service; terms of sale, including credit terms, cash discounts or pricing procedures; the possibility of Competitors increasing or decreasing prices; stabilization or standardization of prices; division of the markets for goods or services; either by geographic location or by product or otherwise.</p>
Volunteer	<p>‘Volunteer’ means all PMI members and non-member attendees who are attending a PMI Activity.</p>