

Opening Statement for Meetings of ODVA Special Interest Groups (“SIGs”)

(This statement is to be read by the Chair of the SIG or his/her designee, at the opening of each meeting of the SIG or its sub-groups at least once per year or whenever the meeting includes new participants.)

ODVA’s Technical Review Board (“TRB”) establishes standing special interest groups (“SIGs”) for technical standards of the corporation. SIGs are formal technical working groups that have been approved to develop enhancements to the ODVA Specifications, as well as guidelines and recommendations for the application of ODVA technologies.

A SIG operates as a working group of ODVA. As a working group of ODVA, a SIG shall operate within ODVA’s legal and philosophical framework as an open standards development organization (“SDO”). In this regard, ODVA is committed to improving the industrial automation industry through the development, enhancement, certification and promotion of widely adopted standards for devices used in industrial automation. As part of this commitment, ODVA embraces standards and practices of open access and transparency. Compliance with ODVA’s policies and meeting guidelines are essential to avoid violation of applicable laws or violation of ODVA’s nonprofit, tax-exempt status under US law. All participants in SIG meetings shall review, understand and comply with applicable policies and guidelines. In particular, participants shall review (1) ODVA’s Policy for Conduct of ODVA Activities for Compliance with Antitrust and Competition Laws, and (2) ODVA’s Policy regarding Intellectual Property.

As an SDO, ODVA and participants in its working groups shall be very careful to avoid violations of antitrust and competition laws. In bringing competitors together, one element of a possible violation may already be present – a combination of competitors. Thus, all that may be needed to prove a violation of law is an action to restrain competition. Several aspects of ODVA’s activities deal with subjects that are sensitive from an antitrust/competition law viewpoint – product standards, certification, best-practices discussions, and customer relations. Therefore, adherence to ODVA’s guiding principles of open access and transparency are essential.

As a working group of ODVA, a SIG operates under ODVA’s Policy Regarding Intellectual Property. Under the Policy Regarding Intellectual Property, participants in a SIG have an obligation to disclose certain patent rights. If YOU, as a participant in a SIG, have actual knowledge that the use of information included in a specification or proposed specification is covered by your company’s patents or patent applications, then YOU must disclose your company’s patent rights to ODVA, unless YOU or your company provided the covered information to ODVA. (If YOU or your company provided the covered information to ODVA, then it will automatically be licensed to ODVA under the Policy regarding Intellectual Property.)

You are reminded that all information YOU are exposed to in a SIG is confidential information of ODVA that should not be disclosed to third parties. **Notwithstanding the foregoing, provided that YOU are a participant from a member and not an invited expert, YOU may share ODVA confidential information with employees of your member company unless and until the SIG chair or the president notifies you to the contrary. When permitted, YOU may only share such confidential information with employees of your member company who (i) have a business need to know, and (ii) are bound by confidentiality obligations and use restrictions that are no less restrictive than set forth in ODVA’s Policy Regarding Intellectual Property. Specifically, YOU and your company’s other employees must use at least commercially reasonable efforts to maintain the confidentiality of such information unless and until ODVA allows it to be publicly released, and YOU may use such confidential information only for SIG-related purposes (including without limitation your company’s product development efforts relating to the SIG’s activities). YOU understand that your member company will be liable for any failure of YOU and such member company employees to comply with the foregoing requirements.** If YOU disclose your own confidential information to the SIG, it will not be treated as confidential for YOU or your member company and it will no longer be protected as a trade secret.

Furthermore, ODVA is an industry SDO and your participation is for that purpose. Participating in an SDO that includes your competitors creates the potential for cooperation or exchanges of information that may violate applicable antitrust and competition laws. While participating in an SIG, YOU shall avoid discussing the following topics:

1. Current or future prices of your company or of your competitors.
2. Matters related to prices, such as discounts, credit terms, profit levels, or production volumes.
3. Other recent data that might allow comparison of market share or sales figures, and aggregate market data to the extent that it may be disaggregated to give individual figures.
4. Wage and salary rates, equipment prices, or other actual costs of individual companies, because these costs are an element of price.
5. Dividing up, allocating, or rationalizing markets, bids, geographic areas, types of business, or customers among competitors.
6. Refusals to deal with suppliers, customers, or other competitors.

For more information about complying with antitrust and competition laws, see the Policy for Conduct of ODVA Activities for Compliance with Antitrust and Competition Laws located at the ODVA website.