

# **INTERNATIONAL COMPETITION NETWORK OPERATIONAL FRAMEWORK**

Adopted by ICN members: February 13, 2012

## **1. Mission and Activities**

(i) The International Competition Network (“ICN”) is a project-oriented, consensus-based, informal network of antitrust agencies that addresses antitrust enforcement and policy issues of common interest and formulates proposals for procedural and substantive convergence through a results-oriented agenda and structure.

(ii) The ICN encourages the dissemination of antitrust experiences and best practices, promotes the advocacy role of antitrust agencies, and seeks to facilitate international cooperation.

(iii) The ICN’s activities take place on a voluntary basis and rely on a high level of goodwill and cooperation among members, as well as effective working relationships with Non-Governmental Advisors (“NGAs”) and other international bodies working in the same field.

(iv) The work of ICN is project-driven. During its regularly scheduled meetings, the ICN decides which projects it will pursue and adopts a work plan for each project. The ICN is not intended to replace or coordinate the work of other organizations, nor does it exercise any rule-making function.

(v) The ICN provides the opportunity for its members to maintain regular contacts, in particular, through an Annual Conference and regular workshops.

(vi) Where the ICN reaches consensus on recommendations arising from a project, it is left to its members to decide whether and how to implement the recommendations, for example, through unilateral, bilateral or multilateral arrangements.

## **2. Membership**

(i) A member of the ICN is a national or multinational competition agency entrusted with the enforcement of competition law(s) or a competition agency of a customs territory entrusted with the enforcement of competition law(s) throughout the customs territory.

(ii) All prospective members must accede by letter to the “Mission and Activities” of the International Competition Network’s Operational Framework.

(iii) All applications for membership must be approved by the Steering Group.

(iv) In jurisdictions with more than one competition agency, each may be a member.

(v) All members enjoy the same rights and privileges of membership.

### **3. Steering Group**

#### **3.1. Mandate of the Steering Group**

The Steering Group:

(i) guides the work of the ICN;

(ii) establishes Working Groups, and designates their leadership, which carries out projects that are approved at the Annual Conference;

(iii) identifies subjects of potential interest to ICN members, and considers time-specific and ongoing project proposals led by Steering Group members, as well as projects to establish non-binding general guidelines or recommendations;

(iv) reviews and approves work plans devised by the responsible Working Groups;

(v) facilitates the financing of ICN activities by establishing an appropriate institutional framework;

(vi) reviews and decides whether to approve applications from ICN members eligible to receive funding according to the ICN Travel Funding Guidelines, which provide the criteria for funding requests for member participation at ICN events, such as the Annual Conference and workshops;

(vii) approves the member agencies hosting ICN events, such as the Annual Conference and workshops; and

(viii) based on the advice of the Annual Conference Planning Committee (“ACPC”), approves the agenda, invitations for special guests, and the ICN approach to non-member participants at the Annual Conference.

#### **3.2. Steering Group Membership**

##### *3.2.1. Composition of the Steering Group*

(i) The Steering Group shall consist of the agency head or a designated representative of each of the fifteen elected member agencies and three *ex officio* member agencies<sup>1</sup>.

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<sup>1</sup> In the event that a jurisdiction with more than one competition agency hosts an Annual Conference, the Steering Group may consider expanding *ex officio* membership for a fixed period of time.

(ii) As appropriate, the outgoing Steering Group may consider adding up to three Steering Group members, to a maximum of eighteen elected members, to the incoming Steering Group.

(iii) *Ex officio* members represent ICN members designated to host an ICN Annual Conference. These members shall serve as Steering Group members for a three-year term, beginning one year prior to the year of their hosted conference, and concluding at the Annual Conference following the year of their hosted conference.

(iv) Elected Steering Group members shall serve renewable two-year terms.

(v) If a Steering Group member chooses to leave the Steering Group before the end of the two-year term, the Steering Group may fill the vacancy until the end of that term.

### 3.2.2. *Selection Process*

(i) The incoming ICN Steering Group shall be confirmed in odd-numbered years at the ICN Annual Conference by consensus of ICN members.

(ii) The outgoing Steering Group shall recommend the composition of the incoming Steering Group to the ICN membership at the ICN Annual Conference.

(a) Any ICN member, including a member of the outgoing Steering Group, may request that the outgoing Steering Group nominate the member for the next Steering Group term.

(b) The outgoing Steering Group may also solicit the interest of one or more ICN members to be a candidate for Steering Group membership.

### 3.2.3. *Selection Criteria*

(i) All elected ICN Steering Group members shall meet the following criteria:

(a) Significant resource commitment to the ICN, mindful of the relative size of the member agency; and

(b) Consistent and effective ICN participation, which may include, but is not limited to: Working Group co-chair experience; leadership of an ICN time-specific or ongoing project; or a substantial contribution to the overall work of the ICN.

(ii) When considering the overall composition of the incoming Steering Group, members of the outgoing Steering Group shall select new members with a view to reflecting the geographic and economic diversity of ICN members.

### 3.3. Meetings

- (i) Meetings of the Steering Group can be called by the Chair or by any five elected Steering Group members. The quorum for meetings of the Steering Group is established at eight members.
- (ii) Working Group co-chairs may, at the Chair's discretion, attend and participate in Steering Group meetings. Also, at the Chair's discretion, he/she can invite ICN members to participate in a Steering Group meeting.
- (iii) Steering Group members meet in person or virtually as frequently as warranted to consider, among other matters, the status of ongoing projects.
- (iv) The minutes, the agenda, and the Note from the ICN Chair for Steering Group meetings will be posted on the ICN website.

### 3.4. Chair

- (i) The Steering Group members shall elect a Chair from among Steering Group representatives at the ICN Annual Conference in odd-numbered years.
- (ii) The Chair shall serve a renewable two-year term.
- (iii) If the Chair leaves the Steering Group before the end of the two-year term, the Steering Group shall elect a member from among themselves to serve as Chair for the remainder of the two-year term.
- (iv) The Chair is responsible for:
  - (a) chairing meetings of the Steering Group;
  - (b) representing the ICN at speaking engagements, conferences, and in other fora;
  - (c) co-chairing the Annual Conference with the Head of the Annual Conference Host Agency;
  - (d) overseeing the necessary administrative duties of the ICN, including preparation and distribution of Steering Group minutes, and acting as the depository for information regarding the operation and activities of the ICN; and
  - e) the general conduct of the affairs of the ICN where not otherwise specified to be within the responsibility of any Group or Committee.

### 3.5. Vice Chairs

- (i) The Chair of the Steering Group, after consultation with the Steering Group, may nominate up to two Vice Chairs for Steering Group approval.
- (ii) Vice Chair(s) shall serve renewable two-year terms.
- (iii) Vice Chair(s) are responsible for:
  - (a) chairing meetings of the Steering Group in the absence of the Chair; and
  - (b) representing the ICN at speaking engagements, conferences, and in other fora, when the Chair is not available to attend.

### 3.6. Initiatives led by Steering Group members

- (i) The Chair may appoint a Steering Group member to lead an initiative on a time-specific or ongoing basis.

## 4. Working Groups

- (i) Working Groups operate on a consensus basis. To the extent that a consensus cannot be achieved, Working Groups shall identify different views in their reports as appropriate.
- (ii) Working Groups determine the nature and ambit of their activities within the mandate specified by the Steering Group. Any decisions involving financial obligations of the ICN must be approved by the Steering Group.
- (iii) Working Group co-chairs or Subgroups may invite other participants including, but not limited to, NGAs and international organisations to provide support on issues related to a Working Group / Subgroup.

### 4.1. Working Group Membership

- (i) Working Groups are comprised of representatives of ICN member agencies. All ICN members are welcome and encouraged to participate and contribute to Working Group activities and products.
- (ii) Working Group co-chairs shall endeavour to reflect the diversity of the ICN in their Working Group's membership.

### 4.2. Selection of Working Group co-chairs

(i) Each Working Group is chaired by three ICN member agencies (“co-chairs”) that serve staggered three-year terms.

(ii) One Working Group Chair is selected each year and one co-chair steps down, but the outgoing co-chair may be selected for another term. Working Groups may organize the division of tasks among the co-chairs by agreement, according to the basic principle of having three co-chairs, one of which rotates every year. Working Group co-chairs are responsible for ensuring clear lines of responsibilities to effectively execute the Working Group’s work plan.

(iii) In selecting new co-chairs, the Steering Group shall consider the following criteria:

(a) the advice of the current Working Group leadership;

(b) the candidates’ participation and leadership within the ICN and the Working Group - for example, leadership of an ICN project; having served as workshop host agency; participation of speakers and moderators from member agencies in ICN events; and other involvement in ICN efforts; and

(c) the overall composition of Working Group co-chairs. Working Group leadership should be selected with a view to reflecting the geographic and economic diversity of ICN members.

(iv) Working Groups that have established Subgroups shall ensure a rotation of Subgroup chairs, considering the same criteria set forth in section 4.2.(iii).

## **5. Cooperation with other international bodies working in the same field**

(i) The ICN seeks close cooperation on antitrust issues with other international bodies working in the same field, notably the Organisation for Economic Co-operation and Development, the United Nations Conference on Trade and Development, the World Bank, the Inter-American Development Bank, and the Asia-Pacific Economic Cooperation.

(ii) The Steering Group may invite these or other international bodies working in the field of competition law and policy to designate representatives to contribute to ICN activity.

## **6. Non-Governmental Advisors**

(i) The ICN welcomes the participation of antitrust experts from relevant consumer, business, and academic constituencies, as well as from the legal and economic professions.

(ii) The ICN promotes the engagement of NGAs from a diversity of geographical origins and jurisdictions.

(iii) NGAs will be invited to participate in the ICN either in their capacity as representatives of associations invited by the Steering Group or in a personal capacity based on their individual authority and expertise in the field of antitrust. They may contribute to the work carried out by the ICN, including:

- (a) potential projects or particular aspects of projects;
- (b) issues to be considered by *inter alia*, the Steering Group, a Working Group / Subgroup or the ACPC;
- (c) through the provision of information, expertise, and resources;
- (d) the draft work product of Working Groups / Subgroups, including recommended practices and guidelines; and
- (e) participation in ICN conferences and workshops.

(iv) Members may seek information and expertise on ICN issues from NGAs of their own choosing.

(v) NGAs in any ICN activities are generally expected to bear their own expenses in relation to such activities.

(vi) NGAs shall refrain from making statements on behalf of the ICN.

## **7. Annual Conference**

### **7.1. Planning and Coordination**

(i) Planning and coordination of the Annual Conference is managed each year by the ACPC, comprised of:

- (a) a representative of the Host Agency of the next Annual Conference (Chair);
- (b) the Chair of the Steering Group;
- (c) the Vice Chairs of the Steering Group;
- (d) a co-chair(s) from each Working Group;
- (e) a representative of the previous year's Host Agency;
- (f) a representative of the following year's Host Agency; and
- (g) such other members as may be appointed by the Chair of the Committee.

(ii) The Chair of the ACPC with input from the ACPC members, prepares and makes recommendations to the Steering Group, regarding: (i) the draft conference agenda, (ii) the draft invitation letter, and (iii) the conference website.

## 7.2. Participation

(i) All ICN members are encouraged to participate in the Annual Conferences. Members may invite NGAs to attend the Annual Conference.

(ii) The Host Agency, in consultation with the ACPC and Steering Group, and the Chair may invite special guests to attend the Annual Conference.

(iii) Working Groups, subgroups, special projects groups and the Vice Chairs may invite NGAs to participate on panels and breakout sessions at the Annual Conference.

(iv) The Steering Group, acting on its own initiative or on a proposal made by a Chair of a Working Group / Subgroup, may ask the Host Agency to invite the following participants to the Annual Conference:

(a) representatives that have been designated by international bodies mentioned in section 5.(i). above, or by any other international body chosen by the Steering Group; and

(b) specified NGAs representing a balance of geographic origins and backgrounds that have been designated, upon invitation by the Steering Group, by associations of the consumer, legal, economic, and business communities, as well as other NGAs selected on the basis of their individual expertise and authority, in particular from the academic community.

(v) The number of NGAs and other representatives to be invited from each of these groups to the Annual Conference is determined by the Steering Group within the limits indicated by the ACPC, in consultation with the Host Agency. All NGAs and special guests are invited after consultations with the ICN member(s) in the individuals' home jurisdictions.

## 8. Hosting an ICN Event

### 8.1. Guidelines for Conference/Workshop Hosts

(i) An Agency chosen by the Steering Group to host the Annual Conference or another ICN sponsored conference or workshop shall be responsible for the cost of hosting the event, including the cost of the venue, some meals, and any local event planning necessary to support the event. The Steering Group may establish minimum requirements for hosting an ICN event prior to a call for expressions of interest. Minimum requirements may include:

(a) conference venue facilities, such as availability of plenary and

break-out rooms;

(b) duration of the event;

(c) meals and refreshments; and

(d) provision of simultaneous translation of proceedings into the working language of the ICN.

(ii) The host agency shall be responsible for securing the necessary funding for hosting an Annual Conference or ICN event and may accept funding from any source, provided that funds from non-governmental sources are notified in advance to the ACPC or Steering Group, or through the Working Group in the case of an ICN event. Any non-governmental sponsorship should not give rise to the perception of conflict of interest.

## **9. Funding**

(i) Limited Funding is available for eligible ICN members to attend ICN events. The *ICN Travel Funding Guidelines* set forth the requirements to determine eligibility for financial support.

## **10. Language of the ICN**

(i) English is the working language of the ICN, including its Steering Group, Working Groups, ICN website infrastructure, and the Annual Conference.

(ii) The language of written contributions to the work of the ICN is at the discretion of the contributor. Any related translation costs are borne by the contributor.

(iii) If a sufficient number of members ask for other working languages, the request will be examined by the Steering Group.

## **11. ICN Website**

(i) Modifications to the website, including the addition or deletion of content, are approved by the Chair of the Steering Group or by the Working Group co-chairs, as the case may be.

(ii) Expenditures associated with technological improvements to the ICN website must be approved by the Steering Group.

(iii) Enquiries generated from the ICN website are routed to designated contact persons within the Chair's office or the Working Groups, as appropriate.