# PRO FORMA TEMPLATE FOR CMA DISCLOSURE ROOM RULES

**This document contains a pro forma template for the Disclosure Room Rules used by the CMA where Disclosure Rooms are utilised in CMA investigations. Individuals and firms must agree and adhere to these rules in order to be granted access to a CMA Disclosure Room.**

**The Disclosure Room Rules make provision for the practical operation of the disclosure room including the facilities that will be provided to participants and the conduct of participants whilst in the disclosure room and break out rooms.**

**The template has been produced based on recent CMA practice and is intended to provide advisers and parties with an indication of the basic terms/provisions and conditions that the CMA may typically include in Disclosure Room rules.**

**If/as appropriate, these may be tailored for each particular case, taking into account, for example, the nature of the CMA investigation and purpose of the disclosure exercise; the nature and sensitivity of the data/information to be disclosed; the types of document proposed to be prepared in a DR; etc.**

**Disclosure Room Rules are typically annexed to the Disclosure Room Undertakings.**

## (‘the Disclosure Room Rules’)

1. The Disclosure Room Rules apply to the Disclosure Room referred to in the undertakings to which the Disclosure Room Rules are attached (‘the Undertakings’) [and any breakout room provided by the CMA under paragraph 15 of the Disclosure Room Rules].
2. Terms used in the Disclosure Room Rules have the meaning they are given in the Undertakings.
3. The CMA will make the Disclosure Room available at its offices at Victoria House, Southampton Row, London, WC1B 4AD to the Authorised Advisers (as described in recital (7) of the Undertakings).
4. Entry to the Disclosure Room, conduct within it and use of the Disclosed Material by an Authorised Adviser is conditional on:
	1. the Adviser complying with the Disclosure Room Rules;
	2. the Adviser complying with the Individual Undertakings which he or she has given; and
	3. where relevant, the Adviser’s firm/employer complying with the Firm Undertakings which it has given in respect of the Adviser.
5. The number of Authorised Advisers is limited to [number – X] [per Relevant Party] (see recital (8) of the Undertakings). A maximum of [number ‹ X] Authorised Advisers per Relevant Party will be permitted to be present in the Disclosure Room at any one time.
6. The Disclosure Room will be open on each CMA Working Day[[1]](#footnote-1) **from [insert dates X until Y] inclusive**. Its hours of operation will be from 9.30am until 5pm on each day. Should the CMA decide to open the Disclosure Room beyond that time or period, access will continue to be governed by the Individual Undertakings, Firm Undertakings, and the Disclosure Room Rules.
7. At all times that the Disclosure Room is open, a member of CMA staff will be present to oversee compliance with the Disclosure Room Rules and shall be the person any Authorised Adviser should contact in the event of a query or difficulty concerning the operation of the Disclosure Room (including IT matters).
8. In addition to the Disclosed Material, the following material will be made available in the Disclosure Room:
	1. [list of other materials that will be provided];
	2. and stationery.
9. The Disclosure Room will contain one laptop per Authorised Adviser with the following specification:
	1. Word, Excel and PowerPoint software;
	2. Stata software;
	3. access to a specific subfolder containing the Disclosed Material;
	4. access to [X] printers;
	5. no storage medium other than the hard disk will be available (ie the USB ports and the CD writer – if any – will be disabled);
	6. no internet or email capacity; and
	7. the computers available for use by the Authorised Advisers of each Relevant Party will be networked to each other.
10. Within reason, other software may be installed on one or more computer(s) in the Disclosure Room, provided that the following procedures are followed:
	1. an Authorised Adviser must notify the CMA at least two CMA working days before the opening of the Disclosure Room if the Authorised Adviser wishes to have alternative software installed;
	2. such software must be provided on [format] only, which must contain nothing other than the software to be installed **see Drafting Note (DN)16** (see drafting notes associated with the templates for Disclosure Room undertakings);
	3. CMA staff will check such [format] prior to installation;
	4. compliance with the licence arrangements for such software remains at all times the responsibility of the Authorised Adviser(s) wishing to install it.
11. All printing activity will be logged automatically.
12. Authorised Advisers will be provided with A4 sized envelope(s) in which they may store any printed materials and any handwritten notes. The envelope(s) will be sealed and placed in a secure location at the CMA’s offices, which will be locked overnight. After the closure of the Disclosure Room any such materials will be destroyed by the CMA.
13. In accordance with paragraph [X] of the Individual Undertakings, one copy of the Report, per Relevant Party, produced by the Authorised Advisers on the computers provided in the Disclosure Room, may be removed from the Disclosure Room. Where necessary, CMA staff will redact from the Report any information which may, in their opinion, lead to a breach of the Individual Undertakings. For the avoidance of doubt, Authorised Advisers will not be considered to have been in breach of the Disclosure Room Individual Undertakings where the CMA has deemed it necessary to redact information from the Report or non-confidential Submission (hereby ensuring that such information is not removed from the Disclosure Room).
14. Authorised Advisers may talk to each other in the Disclosure Room but any conversations must be kept as brief and as quiet as possible to avoid disturbing other users of the Disclosure Room.
15. The CMA will, upon request and subject to availability, provide a breakout room during the opening hours of the Disclosure Room for reasonable use by the Authorised Advisers for:
	1. Discussions between Authorised Advisers who are present in the breakout room (‘internal communications’); or
	2. External telephone conversations (‘external communications’);

but a breakout room may not be used for internal communications and external communications at the same time. **DN17** (see drafting notes associated with the templates for Disclosure Room undertakings)

1. A maximum of [number ‹ X] Authorised Advisers per Relevant Party will be permitted to be present in a breakout room at any one time.
2. Requests to use a breakout room must be made to the member of CMA staff present in the Disclosure Room on the day the Authorised Advisers wish to use the breakout room and when making the request an Authorised Adviser must indicate whether the breakout room is to be used for internal communications or external communications. In the event that the Authorised Advisers of more than one Relevant Party wish to use the breakout room, each party concerned shall be able to use the breakout room for a maximum of 2 hours at any one time and the priority given to parties will be determined by the order in which the Authorised Advisers made the request to the member of CMA staff. In the event of a dispute, the matter shall be resolved by the member of CMA staff the Disclosure Room.
3. An Authorised Adviser must not bring into the Disclosure Room or breakout room any device allowing external communication (for example, mobile phones, PDAs, laptop computers) or storage devices (eg memory sticks or dictaphones) except as permitted in Rule 21.
4. An Authorised Adviser must not bring into the Disclosure Room or breakout room his/her own material (for example, notes, copies of working papers or other documents or textbooks) except an Adviser may bring into the Disclosure Room his/her own material if:
5. the material is in non-electronic format;
6. the material is reasonably required to facilitate the Permitted Purpose;
7. the material has not been supplied by the CMA;
8. the Authorised Adviser has informed the CMA, by 4pm of the CMA Working Day[[2]](#footnote-2) before, of the specific material that he/she intends to bring into the Disclosure Room;
9. the Authorised Adviser presents, in advance of bringing into the Disclosure Room, the material for inspection by a member of CMA staff;
10. the CMA has approved the material presented for inspection;
11. the material is not removed from the Disclosure Room (except to be taken to a breakout room used for internal communications as permitted by Rule 20); and
12. the material is given to the CMA for destruction by the end of the Disclosure Room.
13. Where a breakout room is to be used for internal communications:
14. an Authorised Adviser may take into the breakout room copies of a draft Report and/or Confidential Submission(s) and handwritten and printed notes prepared in the Disclosure Room, as well as his/her own material brought into the Disclosure Room under Rule 19 but in doing so the Authorised Adviser must not breach the Individual Undertakings he/she has given; and
15. an Authorised Adviser must not bring into the breakout room any device allowing communication with a person outside the breakout room (for example, mobile phones, PDAs, laptop computers, memory sticks).
16. Where the breakout room is to be used for external communications:
	1. an Authorised Advisers may, with the approval of a member of CMA staff, bring a mobile phone into the breakout room and use it for external communications; and
	2. an Authorised Adviser must not take into the breakout room copies of a draft Report, Confidential Submission(s), any other material prepared in the Disclosure Room or his/her own material whether brought into the Disclosure Room under Rule 19 or otherwise.
17. The usual rules for access to the CMA’s offices will apply. In particular, visitor badges must be worn visibly at all times. The Authorised Advisers must not leave the Disclosure Room at any time without informing a member of the CMA staff and outside the Disclosure Room will be accompanied by a member of CMA staff where appropriate.
18. The CMA may without consultation vary the Disclosure Room Rules where it considers there is a good reason, which may include a reasonable suspicion that there has been a breach of the Disclosure Room Rules, the Individual Undertakings or the Firm Undertakings. The variations will have effect as regards an Authorised Adviser (and, if relevant, an Authorised Adviser’s firm/employer) as soon as the variations are notified to the Authorised Adviser (and, if relevant, the Adviser’s firm/employer).
1. CMA ‘Working Day’ means any day of the week, Monday to Friday, on which the CMA office is open, excluding public or bank holidays. [↑](#footnote-ref-1)
2. CMA ‘Working Day’ means any day of the week, Monday to Friday, on which the CMA office is open, excluding public or bank holidays. [↑](#footnote-ref-2)