

European Patent Litigators Association

Section I: **The Association**

Article 1: Name of Association

This Association is to be named: "European Patent Litigators Association", which will have the acronym "EPLIT".

Article 2: Terms of Association

The Association is a non-profit-making organization and will last for an indefinite duration of time.

Article 3: Seat

The seat of the Association will be in Paris.

By means of a Decision of a general meeting of the Association, the seat may be changed.

Section II: **Association's Objectives**

Article 4: Objectives of the Association

The objectives of the Association are:
to promote user-friendly, fair, efficient and cost-effective patent litigation in Europe, in particular litigation before the Unitary Patent Court;

to promote the participation of European patent attorney litigators in the conduct of litigation before the UPC;

to increase and strengthen the relationships between practitioners entitled to represent parties in patent disputes in Europe;

to encourage information exchange between its members, and in particular to represent its members before the associated authorities in order to propose and promote any measures for improving patent litigation, in particular before the Unitary Patent Court, in Europe;

to establish and maintain trusted and cordial relations with official or private national and international organizations existing in the field of intellectual property or concerning themselves with intellectual property questions; and

to undertake, directly or indirectly, all work necessary in relation to achieving its objectives.

Section III: **Members and Membership**

Article 5: Articles of the Association

Each member of this Association will abide by the Articles of the Association, and any further regulations deemed appropriate for the Association.

Article 6: Membership

The Association shall have voting members and associate members.

Anyone wishing to become a member of the Association must make a written application to the Board of Directors of the Association. The Board of Directors has the final decision on admission of new members, and this decision is taken autonomously and does not have to be reasoned.

Article 7: Voting Members

European Patent Attorneys having an appropriate qualification in patent litigation shall be admitted as voting members.

The current voting members, being the founders of the Association and the interim Board of Directors until the first annual general meeting, are as follows:

- Dr. Eugen Popp LL.M., European Patent Attorney, domiciled in Munich
- Dr. Rainer Beetz LL.M., European Patent Attorney, domiciled in Vienna
- Chris Mercer, European Patent Attorney, domiciled in Guildford
- Koen Bijvank, LL.M., European Patent Attorney, domiciled in The Hague
- Patrice Vidon, European Patent Attorney, domiciled in Paris
- Ole Bokinge, European Patent Attorney, domiciled in Linköping
- Micaela Modiano, European Patent Attorney, domiciled in Milan
- Dr. Brigitte Böhm, LL.M., European Patent Attorney, domiciled in Munich

Article 8: Associate Members

An associate member must be qualified according to Article 48(1) or (4) UPCA. Associate members are not provided with any voting rights for the Association.

Article 9: Honorary Members

Honorary members may be voted and admitted to the role of honorary member by means of a decision at an annual general meeting. Honorary members do not have to fulfil the requirements of Article 6, and will be voted to the position for having made an exceptional contribution to this Association and patent law in general.

Honorary members are provided with the same rights and obligations as voting members, however honorary members must pay no contribution to the Association.

Article 10: Exclusion and/or Resignation

A voting member or associate member may be excluded via a general meeting under the conditions of serious breach of obligations in the Association; exclusion shall also be possible in the event that the member damages the reputation and/or honour of this Association. Exclusion requires a majority of two thirds of all votes cast to become effective. A member facing exclusion must have the right to present a defence prior to a vote being taken.

Any member may resign from the Association at any time and for any reason, resignation is to be performed by written request to the Board of Directors. Non-payment of contribution by any member will lead to the member being deemed to have resigned.

Article 11: Register

A register will be maintained by the Board of Directors. This register will hold all current details of the members of the Association, and will note all admissions, resignations and exclusions, which are to be entered into the register without delay. All members of the Association may have access to the register.

Article 12: Association's Funds

No rights shall be given to the Association's funds to those members who have either resigned or been excluded; successors in title or assignees of a deceased member similarly have no rights to the Association's funds.

Part IV: **Finance**

Article 13: Financing the Association

An annual contribution, the value of which is set at a general meeting and is presently proposed at €250.00 for each voting member and €150.00 for each associate member, will be levied. Joining members will pay their annual contribution for the year of joining

at the time of joining the Association; in subsequent years all members will pay their contribution by a certain date to be set by the treasurer, once approval of the budget has been given by the Board of Directors. Any future gifts and subsidies which are granted to the Association may be used by the Association as it sees fit.

Article 14: Financial Year

The financial year according to the Association will commence on January 1, and will end on December 31 for each calendar year.

Article 15: Budget

Within a period of six months after the end of a financial year, the Board of Directors shall finalise the accounts and submit these to the annual general meeting for approval. At the same time as submitting the previous financial year's accounts, the budget for the next financial year shall be proposed.

Section IV: **Annual General Meeting**

Article 16: Annual General Meeting

An annual general meeting is open to all voting members of the Association. The meeting will be chaired by the chairperson of the Board of Directors. If the chairperson of the Board of Directors is unavailable, a further member of the Board of Directors will be designated as chairperson. A voting member who is unable to attend an annual general meeting may be represented by a further voting member of the Association. It is only possible for each voting member to hold a single proxy vote for another voting member.

Article 17: Convening an Annual General Meeting

An annual general meeting will be convened by the chairperson of the Board of Directors, wherein at least 30 days' notice before the meeting will be given. The chairperson will convene the meeting by means of an appropriate communication to each of the voting members. An annual general meeting can be convened at the request of at least one third of the voting members of the Association.

An agenda is included with the invitation to the annual general meeting, wherein any proposal which is signed by at least a 10th of the voting members must be included in the agenda. Any item which is not included in the agenda when sent with the invitation cannot be addressed during the meeting.

Article 18: Powers of an Annual General Meeting

The annual general meeting is the governing power of this Association and possesses the powers granted to it by the Articles of this Association, or by relevant law. In particular, the annual general meeting is competent for:

- Approving the Association's accounts and budget
- Amendment of these Articles of the Association
- Appointment and dismissal of directors
- The exclusion of a voting member
- Appointment and dismissal of auditors and determination of their remuneration
- The powers to be granted to directors and auditors
- The adoption and amendment of regulations for the Association authorising the Board of Directors to delegate its power to a third party
- Dissolution of the Association
- The allocation of any property at dissolution and the mode of liquidation of the Association.

During the annual general meeting the voting members will inspect the previous year's accounts, approve the coming year's budget and review and approve the Board of Directors reports on the activities of the Association. During the annual general

meeting the Board of Directors will present a summary of the activities of the Association, as well as the management performed by the Board, in the previous year.

Article 19: Extraordinary General Meetings

An extraordinary general meeting may be held at any time by decision of the Board of Directors, or by request of at least one fifth of the voting members.

Article 20: Voting

Each of the voting members and honorary members have a single equal vote at general meetings. Each resolution must be passed by a simple majority of the voting members and honorary members who are present or represented by proxy; the majority needed to adopt a resolution can be changed by law or these Articles of the Association. If the vote is tied, the chairperson of the Board of Directors will have the deciding vote.

Associate members have the right to be present and participate in the general meetings, associate members have the right to express any opinions and concerns about all matters being discussed.

Section VI: **Board of Directors**

Article 21: Composition of the Board

A Board of Directors will be appointed by the voting members at every third annual general meeting, wherein the board is charged with the operation of the Association. The Board comprises at least ten board members, who may be dismissed at any time by a decision of the voting members at a general meeting. Each board member is appointed for a term of three years, although this term may be curtailed by means of a decision of a general meeting. The term of appointment will automatically expire at the end of the three years, and a director is limited to serving a maximum of two successive terms.

All members of the Board of Directors currently serving a term as of January 1, 2014, will be dismissed from the board at the annual general meeting held in 2017. They can be re-elected at the annual general meeting held in 2017 for another three years. The members of the Board of Directors receive no remuneration for their services.

Article 22: Organisation of the Board

A chairperson, two deputy chairpersons, a secretary and a treasurer will be chosen from the elected directors. If the chairperson is temporarily unavailable to fulfil the role of chairperson, these functions will pass to one of the two deputy chairpersons; should the deputy chairpersons be unavailable, the eldest of the directors present will fulfil the role of chairperson. The chairperson and the two deputy chairpersons represent the Association.

Article 23: Meetings of the Board of Directors

The Board of Directors will meet once per year by means of the chairperson inviting the members of the board at least 15 days prior to the scheduled meeting. A meeting of the Board of Directors can also be convened upon request by at least one third of the current members of the Board of Directors.

Article 24: Powers conferred on the Board of Directors

The Board of Directors is granted full powers in order to oversee the administration and management of the Association, over and above those powers granted to the annual general meeting by law or by these Articles.

The Board is able to perform the following, non-exhaustive list, of activities, in particular: enter into any contracts or agreements, acquire, exchange, borrow, settle, accept and receive any gifts, donations, private or public grants, subsidies, legacies, receive or make any payments of any sum/value, open an account with credit establishments in the name of the Association, undertake on the opened accounts any

necessary operations, for example withdrawal of funds by cheque, transfer or other mandate, to pay sums of monies due by the Association to any of its members or third parties, waive any contractual rights or guarantees or personal guarantees of any of the members.

Article 25: Decisions by the Board of Directors

The Board of Directors will only reach a quorum if at least a majority of the members of the board are present, this means that at least half of the members of the Board of Directors must be present in order to deliberate on any aspects of the operation of the Association. If a board member is unable to attend any of the meetings, the member may appoint a proxy to act in his or her stead; each director may hold a maximum of one proxy at any meeting.

All decisions of the Board of Directors are made on a majority basis of the votes cast, either by directors who are present or those represented by a proxy. In the event of a tied vote, the chairperson or replacement will be provided with the deciding vote. If the Board of Directors so decides, decisions of the Board of Directors may be made in writing, which includes fax and email communications.

Article 26: Delegated Powers from the Board of Directors

The Board of Directors has responsibility and the power to confer on any member, be that voting, honorary or associate member, of the Association specific powers or responsibilities.

Article 27: Power of Representation of the Association

Any legal actions, be they as claimant or defendant, of the Association are brought, or supported, by the Board of Directors. Any binding acts on the Association, which includes those relating to day-to-day management, shall be signed by at least two directors of the Association. Special delegations of the Board of Directors may, under certain circumstances, be required to sign chosen binding acts on the Association. None

of the Board of Directors shall be obliged to prove their powers to sign on behalf of the Association to third parties.

Article 28: Liabilities of the Board of Directors

The Board of Directors, and each individual director thereof, does not have any personal obligations to the Association, and are responsible purely for the execution of their roles as members of the Board for the term of their membership.

Article 29: Temporary Replacement of Board Members

At every third annual general meeting, the voting members will appoint three temporary directors who will join the Board of Directors should any current member of the Board cease their functions during the term of their appointment. The incoming replacement director will finish the term of the director who is being replaced so as to form a complete Board of Directors. The annual general meeting shall choose the order in which the replacement directors enter the Board of Directors.

Section VII: **General Provisions**

Article 30: Minutes of Meetings

Minutes of all meetings held by the Board of Directors, and at general meetings, detailing the discussion and decisions of such meetings, will be made and jointly signed by at least two of the directors. A registry of these minutes will be maintained which is available to all members, irrespective of their grade, and all third parties who wish to inspect the same.

Article 31: Dissolution of the Association

If the Association dissolves, the annual general meeting will assign appropriate liquidators and determine the extent of their powers, as well as indicating the

allocation of the Association's net assets. The allocation of any assets must be made in favour of any further non-profit institution whose objectives are analogous to the current Association's objectives and whose statutes forbid the distribution of their income and of their funds to their members.

Article 32: Regulations for the Association

The Board of Directors may present a series of regulations to the annual general meeting, wherein these regulations are aimed at settling any points which are not appropriately defined by the Articles of this Association. In particular, these regulations may relate to the internal structure and administration of the Association.

Article 33: Working language

The working language of the Association is English.

Article 35: Applicable Law

The Articles of this Association are governed by French law.

Signed this 15th day of November, 2013 in Munich by the Interim Board of Directors