Caring for a balance of IP rights

ARTICLES OF ASSOCIATION

OF

ECTA AISBL

A INTERNATIONAL NON-PROFIT ASSOCIATION

("Association internationale sans but lucratif")

Adopted 26 June 2025

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Part 1

INTERPRETATION, NAME, LIMITATION OF LIABILITY AND AIMS

1. Name, legal form and office

1.1 The name of the association (hereinafter called "the Association") is ECTA. It has the legal form of an international non-profit association (“association internationale sans but lucratif”) governed by the Act.

1.2 The registered office of the Association shall be situated in the district of Brussels, Belgium.

2. Liability of the Members

2.1 The Members are not liable for the debts or obligations of the Association.

2.2 If upon the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its income and property to an extent at least as great as is imposed on the Association under or by virtue of Article 5.1 hereof, such institution or institutions to be determined by the General Meeting of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some charitable object.

3. Defined terms

In these Articles, unless the context requires otherwise:

"Act" means the Belgian Companies and Association Code enacted by the law of 23 March 2019;

"Articles" means the Association's Articles of Association;

"Association" means ECTA;

"Internal Rules" means the internal rules of the Association made pursuant to Article 12;

"Board of Directors" means the board of directors of the Association established by Article 13;

"Supervisory Board Observer" means an Ordinary Member who has been President of the Association, who is not presently a member of the Supervisory Board and who has not been disqualified pursuant to Article 10;

"Document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"Electronic Form" means sent or supplied by electronic means (for example, by e-mail or fax), or by any other means while in an electronic form;

"Electronic Means" means sent initially and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means;

"EU" means the European Union;

"Honorary Member" means a Member admitted as an Honorary Member pursuant to Article 9;

"Member" means a person admitted to any (sub) class of membership mentioned in Articles 6 and 7;

"Member State" means a Member State of the European Union;

"Non-Ordinary Member (Adhering Member)" means a Member admitted under Article 7;

"Office" or "EUIPO" means the European Union Intellectual Property Office;

"Ordinary Member" means a Member admitted as an Ordinary Member pursuant to Articles 6. ;

"Ordinary Resolution" means a resolution passed by a simple majority;

"Poll" means an entering and counting of votes otherwise than by show of hands;

"President" means the person holding the office of President pursuant to Article 14.1 (a);

"Professional Representative" means a person entitled to appear before the Office or the trade mark registry of a Member State, either on behalf of his or her employer or on behalf of a professional client;

"Secretary General" means the Secretary General for the time being appointed under Articles 14.1 (d) and 31 or any person appointed to perform the duties of the Secretary of the Association;

“Supervisory Board” means the supervisory board of the Organisation established by article 17;

"Treasurer" means the Treasurer appointed under Article 14.1 (e) or any person appointed to perform the duties of the Treasurer of the Association;

"Vice-President" means a person holding the office of First Vice-President or Second Vice-President pursuant to Articles 14.1 (b) and (c); and

"Writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

3.1 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Association.

3.2 A reference to an enactment or statutory provision shall include a reference to any subordinate legislation made under the relevant enactment or statutory provision and is a reference to that

enactment, statutory provision or subordinate legislation as from time to time amended, consolidated, modified, re-enacted or replaced.

4. Object of the Association

The Association shall have the following objects:

(a) to maintain and improve the professional standards and expertise of Professional Representatives in trade mark and other Intellectual Property matters having a place of business or employment in a Member State of the EU;

(b) to consider and promote improvements in the legal protection available for trade marks and other Intellectual Property rights in the EU and elsewhere and to support or oppose alterations therein and to effect improvements in administration;

(c) to provide the Commission of the EU and other EU authorities and governments and national authorities in the EU with means for ascertaining the views of Professional Representatives in trade mark and other Intellectual Property matters as regards the protection of trade marks and other Intellectual Property in the EU and all related matters;

(d) to co-operate with the European Union Intellectual Property Office (EUIPO) and other international authorities in:

(i) administering the law concerning the registration and other means of protection of trade marks and other Intellectual Property rights in the EU; and

(ii) establishing and maintaining standards of qualification and a code of professional conduct for the representatives to practice before the EUIPO;

(e) offering advice to and diffuse information on all matters affecting Professional Representatives in trade mark matters and other Intellectual Property matters and to publish, issue, circulate and give access to such papers

and other publications as may seem conducive to the attainment of any of the objects of the Association;

(f) to procure the delivery of lectures on all matters affecting Professional Representatives in trade mark matters and other Intellectual Property matters;

(g) to cultivate and obtain reciprocal relations with sister associations whether of a national or an international nature;

(h) to provide facilities for social intercourse between the Members of the Association and their friends and colleagues;

(i) to purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which the Association may consider necessary or convenient for the purposes of its activities;

(j) to sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Association;

(k) to take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;

(l) to borrow and raise money in such manner as the Association may think fit;

(m) to undertake and execute any trusts, the undertaking whereof the Association may consider to be desirable, either gratuitously or otherwise;

(n) to enter into any arrangement with the Commission of the EU or any other international authority or with any government or national authority that may seem conducive to the attainment of the Association's objects or any objects of the Association and to obtain from such authority and to exercise any rights, privileges, licences and concessions which may seem desirable;

(o) to invest the money of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;

(p) to apply the money of the Association in any way in or towards the establishment, maintenance, benefit, or extension of any association, institution, fund, exhibition, or show intended to advance the interests of Professional Representatives in trade mark matters and other Intellectual Property matters and whether or not in common with other classes of persons, and to contribute to any fund raised by local or public subscription for any purpose whatsoever or to any charitable object;

(q) to form, establish and bring out, or assist in bringing out any other associations having similar objects, or partly similar, to those of the Association, and to subscribe for and to shares of debentures, bonds or obligations of any such associations and guarantee the payment of any securities issued by any such associations;

(r) to merge with any companies, institutions, societies or associations having similar objects or in part similar to those of the Association;

(s) to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate;

(t) to do all other lawful things either being incidental or conducive to the attainment of the above objects or any of the objects of the Association;

(u) in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

5. Application of income and property

5.1 The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in these Articles and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to Members of the Association.

5.2 Provided that nothing herein shall prevent any payment in good faith by the Association of reasonable and proper remuneration to any Member, officer or servant of the Association for any services rendered to the Association nor prevent the payment of interest on money lent by any Member of the Association at a rate per annum not exceeding 2 per cent less than the interest rate on the main refinancing operations rate (fixed rate) prescribed for the time being by the European Central Bank, or 3 per cent whichever is the greater, or of reasonable and proper rent for premises demised or let by any Member of the Association or of fees, remuneration or other benefit in money or money's worth to a company of which a Member of the Association may be a Member or to any Member of the Association of out-of-pocket expenses.

Part 2

THE ASSOCIATION AND ITS MEMBERS

6. Ordinary Members

6.1 Every candidate for admission as an Ordinary Member shall:

(a) have his or her place of business or employment within the European Economic Area and is authorized to represent before the EUIPO,

(b) And/or have his or her place of business or employment within the European Economic Area and be qualified to represent before the European Patent Office,

(c) And/or be qualified to represent before a National Intellectual Property Office of a Member State of the European Economic Area.

6.2 Ordinary Members have voting rights.

7. Non-Ordinary Members

7.1. IP Professionals who do not meet the requirements of Article 6 (1) may apply to join the Association as Non-Ordinary Members.

7.2. Non-Ordinary Members do not have voting rights.

7.3. Should a candidate qualify as Ordinary Member and also as Non-Ordinary Member, the Ordinary Member status shall prevail.

8. Membership Compliance

Every candidate for membership shall comply with requirements for admission contained in these Articles and in the Internal Rules.

9. Honorary and Retired Members

9.1 The Supervisory Board shall be empowered at their discretion to admit as an Honorary Member any person who by reason of his or her special service to Intellectual Property law or practice is in the opinion of the Supervisory Board worthy of such honour.

9.2 An Honorary Member who immediately before admission as such was an Ordinary Member shall during his or her honorary membership continue to have the rights of an Ordinary Member so long as he or she remains qualified to be admitted as an Ordinary Member.

9.3 If the conditions set forth at 9.2 are not met, Honorary Members shall be considered as Non-Ordinary Members.

9.4 Retired Ordinary Members and Retired Non-Ordinary Members may continue to be Members of the Association and shall both be considered as Non-Ordinary Members.

9.5 An Honorary Member may also be a Retired Member.

9.6 All other provisions of the present Articles and of the Internal Rules of the Association apply

10. Withdrawal and Expulsion

10.1 Any Member may withdraw from the Association by giving one month's notice in writing of his or her intention to do so and, upon the expiration of such notice.

10.2 All Members must pay their yearly membership fee according to the amount and procedure set out in the Internal Rules. In compliance with said Internal Rules, non-payment of the membership fees entails the loss of the quality of Member.

10.3 A Member who for any cause ceases to satisfy the qualifications for admission to membership shall cease to be a Member.

10.4 The Board of Directors may expel a Member from the Association or suspend his or her membership in accordance with the procedure set out in the Internal Rules.

10.5 Whatever the cause of loss of Membership, the concerned person shall remain liable for the payment of Membership fees or other moneys (if any) due to the Association upon his or her ceasing to be a Member. Where any person who has withdrawn from membership in accordance with this Article seeks readmission, he or she shall not be required to furnish particulars anterior to the date of his or her original admission, but must with this exception comply with these Articles and the Internal Rules and such other terms and conditions as the Board of Directors may think fit to require in each individual case.

11. Subscriptions and Admission Fees

11.1 Every Member (other than an Honorary Member) shall from time to time pay to the Association such subscription as shall be prescribed by resolution of the General Meeting on the recommendation of the Supervisory Board.

11.2 If a Member makes a default in the payment of any subscription for more than two months after notice from the Secretary General of the amount payable, the privileges of membership shall be thereafter *ipso facto* suspended until such payment be made.

11.3 The Supervisory Board may by resolution require the payment of an admission fee as a condition of admission to any class of membership (other than honorary membership) and may from time to time by resolution vary, discontinue or re-impose such requirement. Any such admission fee shall be of such amount as shall be from time to time prescribed, and different amounts may be prescribed for different classes of membership.

12. Internal Rules

The Supervisory Board shall have power by Ordinary Resolution to make Internal Rules for the regulation of the affairs of the Association and for the pursuit of its objects and from time to time to amend or revoke the same. All such Internal Rules for the time

being in force shall be binding upon the Members in the same manner as these Articles. In the event of any conflict between the Internal Rules and these Articles the provisions of these Articles shall prevail. In the interpretation of the Internal Rules the provisions of Article 1, so far as applicable, shall apply thereto.

Part 3

ADMINISTRATION

13. Board of Directors

The administrative competences of the Association are entrusted to a Board of Directors, which decides on all matters not expressly reserved to the General Meeting or reserved to the Supervisory Board according to the Articles.

14. Board of Directors – Composition and functions

14.1 The Board of Directors is composed of the following functions:

a) the President:

The President represents the Association in general. He or she leads the Board of Directors. The President sets the agenda for and convenes and chairs the meetings of the Board of Directors as well as the meetings of the Supervisory Board. He or she also chairs the General Meetings. The President presents a full report of the Association's activities for discharge at the General Meeting.

b) the First Vice-President:

The First Vice-President replaces the President in all the above functions whenever the President is unavailable. His or her main task is to organize the working programme of the Annual Conference of the Association, as well as of the other educational events of the Association.

c) the Second Vice-President:

The Second Vice-President replaces the President and/or the First Vice-President in their functions whenever they are unavailable. His or her main task is to supervise and coordinate the activity of the committees.

d) the Secretary General:

The Secretary General is mainly responsible for the smooth internal operation of the Association and for the handling and the signing of contracts. He or she handles staff matters. The Secretary General may fill in for any of the Presidents, in case of need; and

e) the Treasurer:

The Treasurer is in charge of the finances of the Association. He or she prepares the general budget as well as the budget of the various events in particular and supervises the financial flow of the Association. The Treasurer' report is presented for discharge at the General Meeting.

14.2 The persons holding office respectively as President, First Vice-President, Second Vice-President, Secretary General and Treasurer shall at all times be Ordinary Members. They shall have their principal place of business or employment in different Member States, unless no other candidate can be found.

14.3 The occupant of such office shall retire from the position after two years and the Supervisory Board shall elect by ballot from among their members a replacement. The positions of President, First Vice-President and the Second Vice-President shall change by rotation. Two years after the appointment, the President shall retire from the position. The First Vice-President shall then become President, and the Second Vice-President shall become First Vice-President. The Supervisory Board shall then elect a new Second Vice-President, following a transparent procedure set by the Board of Directors

14.4 The Secretary General and the Treasurer are elected for 3 years and may be re-elected for another term of 3 years. They may also be elected President, First-Vice President or Second-Vice President if they have served at least one regular term.

14.5 The Supervisory Board may elect one of their members to fill a casual vacancy in any of the said offices, and a member so elected shall hold office for the residue of the term of office of the person whose vacancy he or she fills.

14.6 The Board of Directors prepares and recommends actions and decisions for approval by the Supervisory Board. Routine administrative actions and decisions of daily management can also

be taken by the Board of Directors alone without any involvement or approval by the Supervisory Board. The Board of Directors convenes the meetings of the Supervisory Board through notice sent at least 14 days in advance. The Board of Directors also prepares and sends out the agendas for the meetings of the Supervisory Board together with this notice. The Board of Directors shall provide the Supervisory Board with a report of its activities at least once per year.

14.7 The Board of Directors shall meet at least 4 times per year.

15. Powers and Duties of the Board of Directors

15.1 The business of the Association shall be managed by the Board of Directors, who may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by the Act or by these Articles required to be exercised or done by the General Meeting or the Supervisory Board or require prior authorisation by the Supervisory Board as set out in these Articles.

15.2 The Board of Directors is responsible for the daily management of the affairs of the Association.

16. Delegation

16.1 General

Subject to the Articles, the Board of Directors may delegate any of the powers which are conferred on it under the Articles:

(a) to such person, committee or other body

(b) by such means (including by power of attorney);

(c) to such an extent;

(d) in relation to such matters or territories; and

(e) on such terms and conditions;

as the Board of Directors considers fit.

16.2 Special proxy

The Board of Directors may grant special proxies to one or more persons. The Association shall be validly represented by these special proxyholders within the limits of their mandate.

The members of the Board of Directors may revoke any delegation in whole or part, or alter its terms and conditions.

17. Supervisory Board

17.1 Within the Association, a Supervisory Board shall be set up, whose members are elected in accordance with the procedure laid down in these Articles.

17.2 The Supervisory Board has the following powers:

(a) the selection and nomination of candidate members of the Board of Directors for appointment and dismissal of the members of the Board of Directors;

(b) the submission to the General Meeting of proposals for the Modification of the Articles;

(c) the evaluation of the functioning of the Board of Directors;

(d) all other powers expressly granted to the Supervisory Board by these Articles.

The division of powers between the Board of Directors and the Supervisory Board may not be invoked against or by third parties.

17.3 A binding opinion of the Supervisory Board is required for resolutions of the Board of Directors regarding the accounts of the Association according to Article 39.

17.4 The operation and composition of the Supervisory Board is governed by the Articles and/or the Internal Rules and regulations.

18. Representation Power of the Association

18.1 Every member of the Board of Directors is empowered to validly represent and bind the Association in all acts towards third parties.

18.2 Every member of the Board of Directors may appoint a proxy-holder, who shall be empowered to represent the Association within the limits of its mandate.

19. Deliberation and decision-making within the Board of Directors

19.1 The decision-making within the Board of Directors is carried out in accordance with the rules provided for in Article 17.3 of these Articles, in particular with regard to the prior authorisation of the Supervisory Board.

19.2 The quorum at the meetings of the Board of Directors shall be 5. Decisions shall be made by a majority of votes. In the event of an equality of votes at meetings of the Board of Directors, the President shall have a second or casting vote.

19.3 In case of exceptional circumstances the Board of Directors may take decisions with a quorum of 3. In case three directors take a decision on the basis of the present Article 19.3, unanimity of the three directors is required in order for the decision to be validly taken. In case four directors take a decision on the basis of the present Article 19.3, the President shall have a casting vote. The directors shall state the reasons why they consider it appropriate to apply this simplified procedure to a specific decision and will document these reasons in the minutes.

19.4 The President or, failing him or her, the First or Second Vice-President (in that order) shall preside as Chair at every meeting of the Board of Directors.

191.5 Meetings of the Board of Directors shall only take place if:

(a) the meeting has been convoked and takes place in accordance with the Articles;

(b) Where required, prior authorisation of the Supervisory Board has been obtained;

(c) the Members have the possibility to communicate to the others any information or opinion they have on any particular item of the agenda of the meeting;

19.6 Decisions of the Board of Directors may also be taken without prior deliberation, by unanimous written decision.

19.7 Every member of the Board of Directors can provide a written proxy to another member of the Board of Directors in order to represent him or her at a specific meeting of the Board of Directors and to validly vote in his or her place.

20. Insurance

20.1 The Association shall purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant Board Member in respect of any relevant loss.

20.2 The decision for purchasing and maintaining insurances will be made at the General Meeting.

20.3 In case any claim or dispute would arise against a relevant Board Member, the Association will provide all necessary assistance, including, but not limited to, legal and financial assistance, in the matter.

20.4 In this Article:

(a) a "relevant Board Member" means any member or former member of the Board of Directors or the Supervisory Board of the Association;

(b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Board Member in connection with that relevant Board Member’s duties or powers in relation to the Association.

21. The Supervisory Board – Composition

21.1 The Supervisory Board consists of:

(a) not more than such number of persons elected by the General Meeting from among the Ordinary Members as is provided for in Article 21.2 (as amended from time to time);

(b) the persons who for the time being hold the office of President, First Vice-President and Second Vice-President;

(c) the person who for the time being holds the office of Secretary General;

(d) the person who for the time being holds the office of Treasurer; and

(e) such additional Members as may be co-opted pursuant to Article 25.

21.2 The elected Members mentioned in Article 21.1 (a) above shall comprise in respect of each Member State the number of persons specified below (or such smaller number as may be nominated) having their principal place of business or employment in such Member State, namely:

France	4	Denmark	2
Germany	4	Ireland	2
Italy	4	Netherlands	2
Belgium	2	Spain	3
Greece	2	Portugal	2
Austria	2	Finland	2
Sweden	2	Bulgaria	2
Romania	2	Poland	3
Czech Republic	2	Hungary	2
Slovakia	2	Lithuania	2
Latvia	1	Slovenia	1
Estonia	1	Cyprus	1
Malta	1	Croatia	2
Luxembourg	1		

22. Nomination of the members of the Supervisory Board

22.1 Every candidate for election pursuant to Article 21.1 (a) as a member of the Supervisory Board at a General Meeting must be nominated in writing by not less than three other Ordinary Members having their principal place of business or employment in the same Member State as the candidate. Such nomination may also be made electronically. It shall specify the Member State in

which the candidate has his or her principal place of business or employment, shall state that the candidate is willing to serve if elected, shall state the term of his or her mandate and shall be submitted electronically by filing the respective online nomination form (prior to a date to be notified each year to the Ordinary Members).

22.2 A member of the Supervisory Board may be reappointed, in so far as the total term of his or her mandate does not exceed eight years. Members of the Board of Directors pursuant to Articles 15 and 16 who are also Members of the Supervisory Board are, as long as they serve in the Board of Directors, exempted from the requirement that their mandate as Supervisory Board Members may not exceed eight years in total. Members of the Board of Directors are also exempted from participating in the Supervisory Board elections and automatically stay on the Supervisory Board as long as they serve in the Board of Directors.

22.3 In exceptional circumstances, and in particular where there are fewer than ten Ordinary Members having their principal place of business or employment in a particular Member State, the Supervisory Board may in its discretion accept a nomination for a member of the Supervisory Board made by:

(a) one other Ordinary Member having its principal place of business or employment in such Member State; and

(b) two other members of the Supervisory Board.

22.4 In every election of members of the Supervisory Board pursuant to Article 21.1 (a) every Ordinary Member shall be entitled to vote for as many candidates as there are vacancies to be filled.

22.5 Prior to a General Meeting of the Association, the Secretary General shall provide voting papers. These papers shall contain a list of the persons nominated as candidates to serve on the Supervisory Board for the ensuing two years. They shall also indicate the Member State in which each such person has his or her principal place of business or employment. They may also state other particulars as the Supervisory Board may determine. The papers shall be served upon every Ordinary Member, indicating the date by which and an address to which such voting papers shall be returned. At a General Meeting of the Association

it shall be the duty of the Secretary General to report to the meeting the result shown by such voting papers.

22.6 The provisions of Article 22.4 apply only where more than one candidate per Member State vacancy has been nominated under Article 22. In each case where there is only one nomination for a Member State vacancy, voting may instead take place at a General Meeting and not on the voting papers. The voting papers sent out under Article 22.4 must however be accompanied by a statement showing the single nominations for Member State vacancies and giving notice that voting in respect of these nominations will take place at a General Meeting.

22.7 There shall be elected from among candidates having their principal place of business or employment in each Member State only so many candidates as shall be requisite to maintain the numerical representation of Member States set out in Article 21.2. Subject thereto, the candidates who receive the greatest numbers of the votes cast shall be elected.

22.8 In case of an equality of votes appearing from the report of the scrutineers to have been given to two or more candidates, and the vacancies not permitting both or all to be elected, the Ordinary Members present at the meeting shall by ballot determine which of such candidates is or are to be elected.

22.9 Any question arising upon the Secretary General's report or otherwise in connection with the election of the Members of the Supervisory Board shall be determined by the Association in the General Meeting.

23. Casual Vacancy of members of the Supervisory Board

23.1 Provided that there be no departure from the said representation of Member States, the Supervisory Board shall have power from time to time to appoint any Ordinary Member to be a Member of the Supervisory Board to fill a casual vacancy arising from the death or vacation of office.

23.2 The continuing members of the Supervisory Board may act notwithstanding any vacancy in the Supervisory Board.

23.3 Every Member appointed to the Supervisory Board under Article 23.1 to fill a vacancy shall retire but shall be eligible for re-election at the General Meeting following their appointment.

24. Increase or Decrease in Member States

24.1 In the event of any increase in the number of Member States the Supervisory Board may by Special Resolution increase the number of members of the Supervisory Board by:

(a) determining the number of additional members of the Supervisory Board who shall represent each new Member State, and

(b) appointing not more than that number of members of the Supervisory Board to fill such additional places from among Ordinary Members having their principal place of business or employment in such new Member State.

24.2 Similar provisions will apply mutatis mutandis in the case of any decrease in the number of Member States.

24.3 For the purposes of these Articles:

(a) the numbers of members of the Supervisory Board specified in relation to Member States in Article 23.2 shall be deemed to be varied by the addition of numbers determined by the Supervisory Board under Article 24.1 (a) above;

(b) the number of persons specified in Article 21.1 (a) shall be deemed to be varied by the addition of numbers determined by the Supervisory Board under Article 24.1 (a) above, and

(c) Members appointed to the Supervisory Board under Article 24.1 (b) above shall be deemed to have been elected thereto on the date when they were so appointed.

25. Co-option by the Supervisory Board

25.1 The Supervisory Board may at any time co-opt not more than four Ordinary Members who, having been candidates for election to the Supervisory Board pursuant to Article 21.1 (a) at the last preceding General Meeting, received more votes than another candidate who was elected but were not themselves elected because their election would have been inconsistent with the first sentence of Article 22.6.

25.2 The Supervisory Board may also at any time co-opt not more than four Ordinary Members or persons admitted to any other class of membership.

25.3 The maximum number of co-opted Members according to Articles 25.1 and 25.2 shall be eight in total.

25.4 Co-opted members are entitled to vote unless the Supervisory Board stipulates otherwise at the time of the co-option.

25.5 The members of the Supervisory Board co-opted under this Article shall hold office until the General Meeting next following their co-option.

26. Retirement and Re-election of members of the Supervisory Board

Not later than two months before every General Meeting all Ordinary Members shall receive a notice showing the names of those members of the Supervisory Board who are due to retire at the meeting pursuant to this Article and stating (unless they shall have ceased to be Ordinary Members) that they are eligible for re-election.

27. Disqualification of members of the Supervisory Board

A member of the Supervisory Board shall vacate office:

(a) if, not being a member co-opted under Article 25.2, he or she ceases to be an Ordinary Member; or

(b) if being a co-opted Member, a resolution is passed by the General Meeting terminating his or her membership; or

(c) if the member of the Supervisory Board becomes bankrupt or insolvent or makes a conveyance or assignment of his or her property for the benefit of, or executes any deed of arrangement in favour of, or makes any composition or arrangement with, his or her creditors generally or any class of his or her creditors; or

(d) if the member of the Supervisory Board becomes of unsound mind; or

(e) if the member of the Supervisory Board is absent from six consecutive meetings of the Supervisory Board without special leave of absence and he or she is requested to resign by a resolution passed by a majority of the members of the Supervisory Board present and voting at a meeting of the Supervisory Board of which special notice shall have been given of intention to propose the resolution, provided that such resolution is approved by the General Meeting; or

(f) if the member of the Supervisory Board resigns the office by notice in writing to the Association; or

(g) if the member of the Supervisory Board ceases to hold office or is prohibited from acting by virtue of any provision of any statute.

28. Responsibility of the members of the Supervisory Board

Subject to the Articles, the members of the Supervisory Board are responsible for the execution of their powers in virtue of these Articles.

29. Committees

29.1 Committees (“Committees”) to which the Supervisory Board delegates any of its powers must follow procedures which are based (as far as they are applicable) on those provisions of the

Articles which govern the taking of decisions by the Supervisory Board.

29.2 The Supervisory Board may make rules of procedure for all or any committees. In case of inconsistency with these Articles those rules shall prevail.

29.3 The President and the Vice-Presidents shall be ex-officio members of every committee.

29.4 Every committee shall elect a Chair, who need not necessarily be the President or a Vice-President.

29.5 Every committee shall in the exercise of the power conform to any regulations that may be imposed on it by the Supervisory Board.

29.6. The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Supervisory Board as far as these are applicable and not superseded by any regulations made by the Supervisory Board under the last preceding Article.

30. Proceedings of the Supervisory Board and Committees

30.1 The Supervisory Board may meet together for the dispatch of business, adjourn or otherwise regulate their meetings as the members thereof may think fit.

30.2 The quorum at meetings of the Supervisory Board for the transaction of business shall be 25 members entitled to vote. The quorum for meetings of the Supervisory Board deciding on amendments to the Articles shall be 35 members entitled to vote. Unless otherwise fixed by the Supervisory Board the quorum at the meetings of every committee shall be 3.

30.3 Questions arising at meetings of the Supervisory Board or of any committee shall be decided by a majority of votes. In case of an equality of votes at meetings the Chair shall have a second or casting vote.

30.4 The President or, failing him or her, the First or Second Vice-President (in that order) shall preside as Chair at every meeting of the Association, but if neither the President nor Vice-President is

present within half an hour after the time appointed for holding the meeting, or if none is willing to act, the members of the respective body present shall elect someone to be Chair of the meeting.

30.5 Meetings of the Supervisory Board or committees, or part of the Supervisory Board or committee meeting, shall only take place if:

(a) the meeting has been called and takes place in accordance with the Articles;

(b) the members have the possibility to communicate to the others any information or opinion they have on any particular item of the business of the meeting;

30.6 The meeting of the Supervisory Board may be held either in physical presence, or via telephone or video conference (or any other electronic means), provided the members of the Supervisory Board may communicate with each other and vote.

30.7 Every member of the Supervisory Board or a committee can provide a written proxy to another member of the Supervisory Board body or committee in order to represent him or her at a specific meeting of the Supervisory Board or committee and to validly vote in his or her place.

30.8 Supervisory Board Observers may attend any meeting of the Supervisory Board or committee meeting, with the exception of a meeting of the Board of Directors, or any part of a meeting of the Board of Directors or such committee, and provide advice to the Supervisory Board on the business of the Association. Supervisory Board Observers do not have any right to vote at meetings of the Supervisory Board or committees.

30.9 Minutes of all meetings of the Supervisory Board and the Committees shall be provided and duly recorded in so far as they relate to:

(a) the appointments/dismissals of members of the Board of Directors;

(b) the names of the members present at each meeting; and

(c) the resolutions and proceedings of the meetings.

The minutes of any meeting, if signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence, without any further proof, of the matters stated in such minutes.

31. Secretary General

31.1 Subject to the Act, the Secretary General shall be appointed by the Supervisory Board for such term, at such remuneration and upon such conditions consistent with the provisions of Article 5.1 as the Supervisory Board may think fit, and any Secretary General so appointed by the Supervisory Board may be dismissed by the Supervisory Board.

31.2 Anything required or authorised to be done by or to the Secretary General may, if the office is vacant or there is for any other reason no Secretary General capable of acting, be done by or to any member of the Board of Directors authorised on that behalf.

Part 4

GENERAL MEETINGS

32. Powers of the General Meetings

Without prejudice to other stipulations in the Act or these Articles, the General Meeting has the power to decide on the following topics:

(a) Approve the annual accounts and the annual budget of the Association;

(b) Determine the financial conditions, the insurance and other conditions of the mandates as member of the Supervisory Board and of the Board of Directors, as well as the conditions of the termination of these mandates;

(c) Dismiss and appoint a member of the Supervisory Board in accordance with these Articles;

(d) Appoint and dismiss the statutory auditor of the Association and determine his or her fees;

(e) Decide on the winding up of the Association and on the closing of its liquidation;

(f) Decide on the transfer of the universality of the assets and liabilities of the Association and on the merger or demerger of the Association.

(g) Rejection or approval of the text of the amended Articles in accordance with the draft text submitted by the Supervisory Board.

For the avoidance of doubt, the power of the General Meeting set out in Article 32 (g) does not include a right of amendment to the draft text as submitted by the Supervisory Board.

In case of rejection by the General Meeting as set out under Article 32(g), the draft text will be sent back to the Supervisory Board for amendment and can be re-submitted to the next General Meeting, who may again

decide on the approval or the rejection of the draft text (without a right of amendment).

33. Organisation of General Meetings

33.1 The Board of Directors and the Supervisory Board may, whenever it thinks fit, convene a General Meeting.

33.2 Every meeting shall be called by fourteen days' notice in writing, at least. The notice shall be exclusive of the day for which it is given. The notice shall specify the place, the day and the hour of meeting and its agenda. The notice shall be given to all Ordinary Members.

33.3 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

33.4 The General Meeting may be held via telephone or video conference (or any other electronic means), provided the Members may communicate with each other and vote.

33.5 The President or, failing him or her, the First or Second Vice-President (in that order) shall preside as Chair at every General Meeting of the Association, but if neither the President nor either Vice-President is present within half an hour after the time appointed for holding the meeting or if no one is willing to act, the members of the Supervisory Board present shall elect someone to be Chair of the meeting.

33.6 If at any meeting no member of the Supervisory Board is willing to preside or if no member of the Supervisory Board is present within half an hour after the time appointed for holding the meeting, the Ordinary Members present shall choose someone to be Chair of the meeting.

33.7 The person chairing a meeting in accordance with this Article is referred to as "the Chair".

33.8 The Chair may (and shall if directed to do so by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty

days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

34. Attendance and Speaking at General Meetings

34.1 A person is able to exercise the right to speak at a General Meeting when that person is in a position to communicate during the meeting to all attendees any information or opinions which that person has on the business of the meeting.

34.2 A person is able to exercise the right to vote at a General Meeting when:

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

34.3 The Supervisory Board may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.

35. Voting by Show of Hands

35.1 At any General Meeting a proposed resolution shall be put to vote by way of show of hands unless (before or on the declaration of the result of the show of hands, as the case may be) a Poll is demanded by the Chair or by at least three Ordinary Members present and entitled to vote.

35.2 On the proposal of the Chair or any five Ordinary Members present and entitled to vote at the meeting it is determined that a postal or electronic ballot shall be held.

35.3 Unless a Poll be so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried

unanimously, or by a particular majority, or lost and an entry to that effect in the records containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against such resolution.

35.4 The demand for a Poll may be withdrawn.

35.5 Except as provided in Article 35.4, if a Poll is duly demanded it shall be taken in such manner as the Chair directs, and the result of the Poll shall be deemed to be the resolution of the meeting at which the Poll was demanded.

35.6 A Poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A Poll demanded or any other question shall be taken at such time as the Chair of the meeting directs, and any business other than that upon which a Poll has been demanded may be proceeded with, pending the taking of the Poll.

35.7 If it is determined that a postal or electronic ballot shall be held, the ballot shall be conducted in such manner as the Supervisory Board (or, with the consent of the Supervisory Board, the Secretary General) directs and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was determined upon. Any business other than that upon which a ballot has been demanded may proceed pending the taking of the ballot.

35.8 In case of any equality of votes, whether on a show of hands or on a Poll or on a postal or electronic ballot, the Chair of the meeting at which the show of hands takes place or at which the Poll is demanded or the postal or electronic ballot is determined upon shall be entitled to a second or casting vote.

36. Voting by Postal or Electronic Ballot

36.1 Subject to Article 36.4 below, the Supervisory Board may at any time conduct a postal or electronic ballot of Ordinary Members on any resolution notwithstanding that the resolution has not been proposed at a General Meeting.

36.2 Subject to the provisions of the Act, a resolution adopted by a postal or electronic ballot conducted under this Article shall be as valid

and effective as if the same had been passed at a General Meeting of the Association duly convened and held.

36.3 A resolution proposed by postal or electronic ballot under this Article may be proposed as an Ordinary Resolution or a Special Resolution, provided that a Special Resolution shall be passed only by a majority of not less than three-fourths of the votes cast in the ballot.

36.4 No ballot shall be conducted by the Board under this Article on any resolution which shall have been proposed and rejected at a General Meeting or in a previous postal ballot within a period of three months immediately preceding the holding of the ballot.

37. Voting Majorities and Proxies

37.1 The approval of

(a) the annual accounts;

(b) the reports of the Board of Directors;

(c) the reports of the auditors;

(d) the election of members of the Supervisory Board; and

(e) the appointment of and the fixing of the remuneration of the auditors

shall not be deemed special and requires approval by way of a resolution passed by a majority of more than 50%.

37.2 All other business transacted at a General Meeting shall be deemed special and requires a resolution passed by a majority of not less than 75%.

37.3 Every Ordinary Member shall have one vote. No Member of any other class shall be entitled to vote.

37.4 No Ordinary Member shall be entitled to vote unless all moneys presently payable by him or her to the Association have been paid.

37.5 On a Poll votes may be given either personally or by proxy.

37.6 The instrument appointing a proxy shall be in writing under the hand of the appointer. A proxy must be an Ordinary Member of the Association.

37.7 The instrument appointing a proxy shall be produced at the meeting at which the proxy vote authorised by it is to be cast.

37.8 An instrument appointing a proxy shall be clear and unambiguous and in any usual or common form.

37.9 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a Poll and to propose or join in proposing a postal or electronic ballot.

37.10 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Part 5

ADMINISTRATIVE ARRANGEMENTS

38. Means of Communication

38.1 Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that act to be sent or supplied by or to the Association.

38.2 Where a notice is sent by post, service of the notices shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the time at which the letter was so posted. In the case of any notice sent using electronic means, it shall be sufficient to prove that the notice, document or other information was properly addressed.

38.3 Notice of every General Meeting shall be given in any manner hereinbefore authorised to

(a) every Ordinary Member; and

(b) the auditors for the time being of the Association.

No other person shall be entitled to receive notices of General Meetings.

39. Accounts

39.1 The Board of Directors shall provide accounting records to be kept in accordance with the Act.

39.2 The accounting records shall be kept at the registered office of the Association or, subject to the Act, at such other place or places as the Board of Directors thinks fit, and shall always be open to the inspection of the members of the Supervisory Board.

39.3 The Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what

conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members not being members of the Supervisory Board, and no Member (not being member of the Supervisory Board) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Supervisory Board or by the Association in General Meeting.

39.4 The Board of Directors shall from time to time, and in accordance with the Act provide the Association in a General Meeting with such income and expenditure account balance sheets, group accounts (if any) and reports as are referred to in those sections. The auditors' report shall be open to inspection and be read before the meeting.

39.5 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the auditors' report and report of the Board of Directors, shall not less than fourteen days before the date of the meeting be sent to every Member and every holder of debentures of the Association, unless the Association has not been provided with any address of such Member or holder of debentures.

40. Audit

40.1 Once at least in every year the accounts of the Association shall be examined and the correctness of the annual accounts shall be ascertained by one or more properly qualified auditor or auditors.

40.2 Auditors shall be appointed and their duties shall be regulated in accordance with the Act.

Part 6

FINAL PROVISIONS

41. Financial Year

The financial year of the Association runs from January 1st through December 31st of each year.

42. Language

42.1 The working language of the Association is English.

42.2 Pursuant to Belgian law, these Articles are drawn up in French, with an English translation. In case of inconsistency, the French version will prevail.

Appendix

INTERNAL RULES OF THE ASSOCIATION

1. Payment of Subscriptions

1.1 ECTA AISBL is a non-profit association that relies on and operates, in part, on the contributions of its Members.

1.2 Each Member must be up to date with their contribution as of 1 January of the current year.

1.3 The members subscription for the current year must be paid before registering for the Conference as a member.

1.4 The Secretariat may send reminders to Members who are not up to date with their contributions, however the Association will not be responsible for non-receipt of the said reminders.

1.5 Any Member whose contribution has not been settled by 31 March of the current year will be formally requested to pay within fifteen days. This formal request will be sent to their professional mail address held on record in their ECTA membership profile

1.6 Failure to make payment within the specified timeframe, and without further correspondence, will result in the individual or entity losing their status as a Member of the Association and all associated benefits.

1.7 The excluded individual or entity may apply for reinstatement on the condition of paying the full contribution for the current year and to the appropriate administrative fees.

2. ECTA Code of Conduct

2.1 This Code contains general principles concerning the professional conduct of the Members of the Association, thus complementing the statues and Internal Rules of the Association. The conduct of all Members shall be governed by the provisions of this Code.

2.2 Members shall carry out their professional activities honestly and courteously, as befits the dignity of the Association.

2.3 Members shall not disclose confidential or private information received in the exercise of their professional activities, unless released from their obligations in this respect.

2.4 Members shall maintain good relationships with other Members.

2.5 Competition in professional matters shall be fair and honest. The comparison of Members' services based simply upon price schedules shall not be regarded as fair competition.

2.6 Members shall be responsible for prompt payment of their financial obligations.

2.7 Where advertising of Members' services is permitted, it shall be fair and honest and consist of information of a professional nature.

2.8 Members shall not represent conflicting or opposing parties in a matter.

2.9 Non-compliance with the provisions of any of these Internal Rules may result in the expulsion of the Member from the Association.

3. Disciplinary Provisions

3.1 A Member shall at all times comply with the Code of Conduct and such guidelines relating to such conduct as the Board of the Association shall from time to time determine and publish.

3.2 A Member shall be responsible to the Board for the acts and defaults of any of his or her partners who are not Members of the Association and of his or her staff, so far as such acts and defaults relate to matters within the scope of his or her practice as a Trade Mark Attorney.

3.3 If any Member:

(a) becomes bankrupt or insolvent or suspends payment or enters into any composition with his or her creditors generally, or

(b) is found by any competent authority to have become of unsound mind, or

(c) is convicted by any competent tribunal of any offence which in the opinion of the Disciplinary Committee (as defined in Internal Rule 3.5 below) renders him or her unfit to be a Member of the Association, or

(d) fails to comply with any of the regulations contained in these Internal Rules or any regulations or decisions lawfully made by the Board or the Articles, or

(e) is in the opinion of the Board guilty of dishonourable or disgraceful conduct, or in his or her conduct or business, acts in a manner detrimental to the interests of the Association or unbecoming the character of a Member, the Board shall have the power, using the procedure set out in the following Internal Rules, to suspend all or any of his or her rights of membership or to call for and accept his or her resignation, or to reprimand him or her or to propose to the General Meeting to decide on his or her exclusion from membership.

3.4 The Board Members elect every two years from among its Members a Membership and Disciplinary Committee consisting of at least four Members from different Member States, of whom three shall form a quorum, for the purpose of investigating and considering questions of professional practice generally and cases of alleged misconduct. This Committee has to be approved by the Board. All such cases shall be notified for investigation and consideration by the Membership and Disciplinary Committee in the first instance and, if the said Committee believes there to be substance in the case, it shall refer the case to the Board for a decision by the Board. Any Corporate Member appointed for this purpose shall notify the Board within two weeks of appointment of the employee nominated to represent itself on the Membership and Disciplinary Committee.

3.5 In the case of a Member whose conduct is referred to the Board by the Disciplinary Committee under subparagraph (a), (c), (d) or (e) of Internal Rule 3.3 above, if the Board also considers there to be substance in the case, the Management Committee shall convene a meeting of the Board specifying its intention to consider the case. The Board shall give to the Member concerned notice of the

meeting of the Board and the Member shall be entitled either by himself or herself (or in the case of a Corporate Member, by a nominated employee) or by some other Member appointed by him or her in writing or by or with an Attorney and/or Counsel representing him or her to appear at such meeting of the Board and to be heard or to have the persons as aforesaid (if any) representing him or her heard there at or to make written representations in explanation of his or her conduct. The Disciplinary Committee and the Board may appoint an Attorney and/or Counsel to attend and advise the said Committee and the Board both before and at their respective meetings.

3.6 The meeting of the Board referred to in Internal Rule 3.5 must:

(a) be convened with notice to consider the case, and

(b) be attended in person by not less than one half of the Board Members.

3.7 Any resolution of the Board relating to the case shall specify which of the subparagraphs of Internal Rule 3.3 constitutes the ground of the resolution and shall be passed by a majority of not less than 3/4th of those present and voting. If the Resolution is not passed by the requisite majority, the Board shall be at liberty to direct that no minute thereof be recorded and that any reference thereto already entered in any minutes be expunged.

3.8 Any decision of the Board taken in accordance with Internal Rule 3.6 shall not prevent the Association from recovering any arrears of subscription or other moneys due from the Member to the Association.

3.9 The Board may in its absolute discretion and in such manner as it thinks fit notify or cause to be notified to the public the fact that any Member has been expelled or has ceased to be a Member and the name of such Member. No action or other proceedings shall under any circumstances be maintainable by the person referred to in such notification against the Board publishing or circulating the same.

3.10 Any dispute, controversy or claim arising under, out of or relating to a decision of the Board under these Disciplinary Provisions shall be referred to and finally determined by arbitration in accordance with the WIPO Expedited Arbitration Rules. Unless otherwise agreed, the place of arbitration shall be Brussels and the language

to be used in the arbitral proceedings shall be English. The dispute, controversy or claim shall be decided in accordance with the laws of Belgium.