

(Def. 7 July 2002)

EPLA : Articles of incorporation (translation from French)

We, the undersigned,

Mr. Pierre Véron, ...

Mr. Winfried Tilmann, ...

Mr. Kevin Mooney, ...

Mr. Peter Heinrich, ...

Mr. Fernand de Visscher, ...

agreed to form a non-profit making corporation in accordance with the following Articles of Incorporation:

Article 1.- Name

The name of the association shall be : "European Patent Litigators Association", which may be abridged to "EPLA".

Article 2.- Seat

The place of incorporation shall be the Capital Region of Brussels (Belgium). It may be transferred to any other place in the same region by a decision of the Board.

The registered office is Avenue Louise, 149 (20), at (B-1050) Bruxelles.

Any change in the registered office seat shall be published within one month in the Belgian Official Gazette (*Moniteur Belge*).

Article 3.- Purpose of the association

The main object of the association is to promote the equitable and efficacious handling of patent disputes in Europe and to strengthen the links between lawyers having relevant litigious experience in patent law in Europe.

The association may engage in any activity which is directly or indirectly related to the aforementioned main object, namely encouraging exchanges of information between the members as well as studying, proposing and promoting to the authorities all kinds of measures

to improve the handling of patent disputes in Europe, having regard to the experience of its members.

Article 4.- Members

There shall be no upper limit on the number of members but there shall be a minimum number of three members.

Only members admitted to a bar or similar legal society (natural persons) in a country in the European Economic Area and Switzerland shall be admitted as members of the association. Such lawyers must have substantial litigation experience in patent law. The application for membership needs to be supported by two members of the association, preferably from the candidate's country.

The Board shall decide on the admission of new members.

On admission a new member shall be deemed to accept these Articles of Incorporation and all Regulations.

The first members are the undersigned.

Article 5.- Associate Members

The General Assembly may decide to create another category of members who shall not have voting rights in the association, hereinafter "the Associate members".

The Associate Members shall be admitted by Board decisions.

Article 6.- Members of Honour

The General Assembly may decide to appoint as Members of Honour persons having rendered outstanding services to the association and to the patent law.

Article 7.- Retiring – Exclusion

A member may retire at any time from the association by notice in writing to the Board.

The General Assembly may exclude a member who is guilty of a serious breach of his obligations hereunder or who has damaged the honour or the reputation of the association. Such exclusion requires a two thirds majority of those members taking part in the vote. The member whose exclusion is proposed shall be invited to the meeting in order to present his defence.

The Board may exclude an Associate member for the same reasons as set out above and according to the same procedural rules.

Article 8.- Financial resources

Members and Associate members shall pay an annual fee which shall be decided by the General Assembly and shall not exceed 300 (three hundred) Euros. The annual fee may be increased by a vote of two thirds of the members voting in person or by proxy at a meeting of the General Assembly.

The association may accept the benefit of donations.

The accounting year shall be from January 1st to December 31st of each year.

Article 9.- Board : members

The association shall be managed by a Board formed by at least five directors. The directors shall be elected from the members for a three year term; a director may be dismissed by the General Assembly at any moment. Any election or dismissal shall be published in the Belgian Official Gazette (*Moniteur Belge*).

The General Assembly shall appoint three deputy directors who according to their seniority shall replace those of the directors ceasing their office prior to the expiry of the three year term.

The General Assembly shall appoint from the elected directors the President, two Vice-Presidents, the Secretary and the Treasurer of the association.

No director shall be eligible to serve more than two successive terms. The office of director shall not be remunerated.

The Board meets at least twice a year, upon notice from the President of one month prior to the fixed date; it shall also meet upon the request of one fourth of the Members.

Any director who without a legitimate reason does not participate in two consecutive Board meetings shall be deemed to have retired.

Article 10.- Decisions of the Board of directors

Decisions of the Board shall be by majority vote of the directors taking part in the vote in person or by proxy. The President shall have a casting vote.

A director may nominate an alternate in writing.

Notwithstanding the above decisions of the Board may be made in writing (including by telefax or e-mail) if all directors consent.

Article 11.- Powers of the Board

The Board of directors shall have all the powers needed for the governance of the association as well as all the powers not expressly given to the General Assembly by law or these Articles of Incorporation.

Article 12.- Signatures

The association shall only be bound by the joint signatures of two Directors.

The same joint signatures shall be required for issuing the minutes (in whole or in part) of the General Assembly and Board meetings.

Article 13.- General Assembly

All members shall be entitled to attend the General Assembly. The President of the Board or in his absence by another director, being first the oldest Vice-President shall chair the General Assembly. A secretary for each meeting will be appointed by the General Assembly.

Article 14.- Notices of meetings and Powers of the General Assembly

Written notice of each meeting of the General Assembly shall be given by the Board, at least fifteen days in advance. A detailed and accurate agenda shall be annexed to the notice by the Board. An item not mentioned in the agenda shall not be dealt with at the meeting.

The General Assembly shall have its annual ordinary meeting on the first Thursday of February at 3 p.m.; the books of account and a report of the Board's activities shall be approved; the income and expense budget shall be also approved. The Board shall explain the activities of the association and its management thereof during the preceding year.

A meeting of the General Assembly shall also be held upon request of one fifth of the Members.

The powers of the General Assembly shall be the following: amending the statutes, adopting and amending Regulations, appointing and dismissing directors, the approval of the budget and of the accounts, the approval of the management by the Board, the exclusion of a Member, authorising the Board to delegate some of its powers, voting to dissolve the association, deciding the liquidation process and the future of any remaining assets.

Article 15.- Voting rights in the General Assembly

Each Member shall have one vote. In the event of a tie, the President shall have a casting vote.

The Associate members are allowed to participate and to express their opinions but shall not have voting rights.

Article 16.- Minutes

The decisions of the Board and of the General Assembly shall be recorded in the minutes book which may be inspected by Members and third parties at the registered office.

Article 17.- Regulations

The Board may adopt Regulations which must thereafter be ratified by the General Assembly with the voting majority required for amending the Statutes (i.e. two thirds).

Such Regulations are aimed at regulating matters not otherwise regulated by these Articles of Incorporation, for example the internal administration of the association.

Article 18.- Applicable Law

Matters not regulated by these Articles of Incorporation shall be determined according to the Belgian Statute of 27 June 1921 (as amended) under which non profit-making associations and foundations with a public purpose are incorporated.

Article 19.- Arbitration

Any dispute concerning these Articles of Incorporation, the interpretation and the performance thereof shall be heard and determined in first and last instance by a single arbitrator who shall be a member of a Belgian bar and a member or a past-member of a bar council, and who shall be appointed by the Belgian Center for Arbitration (CEPANI) and shall render his judgement in accordance with the proceedings rules of CEPANI. The place of arbitration shall be Brussels.

Made at Brussels,...

In as many copies as the undersigned, increased by the number required for the mandatory legal announcements; each party has received his own copy.

On 23 July 2001,

(signatures)

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