



association des praticiens du droit des marques et des modèles

APRAM

ARTICLES OF ASSOCIATION

ARTICLE 1

An association governed by the law of July 1, 1901 and the decree of August 16, 1901 established between the members of the present Articles of Association, with the following title:

"ASSOCIATION DES PRATICIENS DU DROIT DES MARQUES ET DES MODÈLES", in short : **"APRAM"**.

ARTICLE 2

The Association is established for an indefinite period of time.

ARTICLE 3

The registered office is located at the domicile of the current President of the Association, on the French territory. It may be transferred by simple decision of the Board of Directors to any other place on French territory.

ARTICLE 4

The purpose of this international association is to bring together, notably during conferences held mainly in French, French-speaking or Francophile practitioners of Trademark and Design Law who are of good character and capacity. The Association aims to protect, assist and promote their common interests, to create centers for study and action of problems concerning Trademark and Design law and, in general, Intellectual Property, in France and at the European and international levels.

It also envisages friendly relations with other foreign and international French Associations or Organizations interested in the field of Industrial Property and, in general, of Intellectual Property.

ARTICLE 5

The Association is composed of:

- Active members.
- Trainee members.
- University members.
- Honorary members.
- Free Auditors.

Only Active Members, Trainee Members, University Members and Honorary Members shall be Members of the Association.

I. GENERAL CONDITIONS OF ADMISSION

Regardless of the criteria set forth below for each category, in order to be admitted, Members and Free Auditors must not have been convicted of any act contrary to probity and morality; they must not be a former ministerial officer dismissed, a lawyer disbarred, an industrial property attorney disbarred from the list of industrial property attorneys, or a civil servant dismissed by disciplinary measure for misconduct contrary to probity and morality.

Any person wishing to join the Association as an Active Member, Trainee Member or Free Auditor may only be admitted upon presentation of two sponsorships from two Active Members who are up to date with their fees, practising in two different entities, one of which must be independent of the candidate for membership

II. SPECIAL CONDITIONS OF ADMISSION A. *Active members*

Any individual may be admitted as an active member, who:

- (a) either holds a Master I degree in law or a higher education diploma of the same level and has devoted a substantial part of his professional activity for more than three years to representing, advising, assisting or hiring out his services to persons or enterprises in order to ensure the protection, conservation or defense of their trademark and design rights.
- (b) for more than eight years, has devoted, a substantial part of his professional activity to representing, advising, assisting or hiring out his services to persons or enterprises for the protection, conservation or defense of their trademark and design rights.
- (c) Notwithstanding the foregoing under (a) and (b), any individual may be admitted as an Active Member or an individual basis:
 - belonging to an intellectual property office or institute, or
 - practicing within a specialized jurisdiction or having a dominant activity in intellectual property

B. *Trainee members*

Any candidate who meets the conditions listed in Article 5.II.A.1 above may be admitted as a Trainee Member, with the exception however of the condition of length of professional activity.

The status of Trainee Member is retained until the latter condition is met at which time the status of Active Member is automatically acquired.

The fee for Trainee Members is set at half the fee decided by the General Assembly for Active Members of the Association.

C. *University Members*

Any natural person who devotes a substantial part of his professional activity to trademark and design law within a university, college or training or research organization, and who does not combine this activity with another activity making him eligible for another category of Member, may be admitted as such.

University Members are exempt from paying any membership fee. They enjoy the same rights as other Members of the Association, but do not have the right to vote at the General Assembly.

D. *Honorary members*

Any individual of great merit to the Association may be appointed as such by the Board of Directors.

This status is recognized by right, upon cessation of their professional activities in the field of Intellectual Property to the Founding Members and to the former Presidents and Vice-Presidents of the Association.

Honorary members are exempt from paying any dues.

E. *Free Auditors*

The Board of Directors may authorize certain natural persons who cannot be members of the Association to follow its activities and receive its publications, as free Auditors, when it considers that by their presence, these persons can contribute to the realization of the goals of the Association.

The fee payable by persons admitted as free Auditors is fixed at twice the fee decided by the General Assembly for Active Members.

Free Auditors do not have Member status and cannot participate in the General Assembly. They will not be able to be part of the working committees. However, the Board of Directors may authorize them to participate in an advisory capacity.

ARTICLE 6

The Board of Directors decides on the admission of Members and Auditors once the Supervisory Committee has decided on their application. It decides by a majority of three quarters of its members present or represented and does not have to justify its decision. Member status is acquired only on the day of the effective payment of the contribution of the current year. University Members are exempt from paying any dues and their membership is acquired on the day of their admission by the Board of Directors. In addition, candidates admitted to the Association by the Board of Directors at its meeting in the last quarter of a calendar year are exempted from payment of the current year's dues; their

membership shall be acquired only upon receipt of actual payment of the dues due for the following year.

ARTICLE 7

I. GENERAL PROVISIONS

Active membership shall not be lost by reason of the remoteness of the person concerned or when he or she chooses to exercise his or her activity in a field other than that of Intellectual Property. Suspension for such reasons is granted, at the request of the person concerned, by the Board of Directors for a maximum period of five years from the date of the request. During this time, the suspended member shall cease to benefit from the services usually provided by the Association to its active members and shall be exempted from payment of the annual fee. The suspended member may not take part in voting at the annual general meeting. Reinstatement to the previous status is decided, under the same conditions, when the cause that motivated it has ceased.

Status of Former Active Members: The status of Active member is not lost when the person concerned retires or gives up active life. Accordingly, a former Active Member shall, if he or she so desires, continue to enjoy all rights and services provided by the Association to its Members.

The fee for former Active Members is set at half of the fee decided by the General Assembly for Active Members in activity.

In addition, when an Active Member has lost his or her job for a reason other than a breach of the honorability or morality of his or her profession, the Board of Directors may, at his or her request, grant him or her a reduction in exemption from payment of annual dues for a period of up to two years. During this period the inactive member continues to benefit from all the rights and services provided by the Association to its active members.

II. SPECIAL CASES

eases to be a Member who :

- (a) Has passed away,
- (b) Has resigned in writing,
- (c) Has been expelled by decision of the Board of Directors,
- (d) No longer meets the requirements set forth in Article 5,
- (e) Has not been reinstated at the expiration of the suspension period provided for in Article 7 - I, above,
- (f) Has not paid his or her dues for two consecutive or non-consecutive years, with the exception of University Members and Honorary Members, or unless an exemption is granted by the Board of Directors due to the loss of employment of the person concerned.

With the exception of Academic Members and Honorary Members, a Member who has not paid his or her dues by June 30th of the current year shall cease to receive communications from the Association and shall not be eligible to participate in conferences organized by the Association, either alone or in conjunction with another organization, and generally shall cease to benefit from the services provided by the Association. In order to be eligible to receive the services of the Association again, the Member shall pay all dues due, including those for the current year.

ARTICLE 8: BODIES

The Association comprises the following bodies:

- (a) the General Assembly,
- (b) the Board of Directors and its Bureau,
- (c) the Committees.

ARTICLE 9: THE GENERAL ASSEMBLY

1- General provisions

The General Assembly is the main body of the Association. Only paid-up members have voting rights. University Members do not have the right to vote. Each voting Member may receive one proxy and represent up to five Members who are unable to attend, except for the current members of the Bureau, for whom the capacity of representation may be up to ten proxies each.

The General Assembly meets ordinarily during the first half of the year, upon convocation by the Board. It is held within one month of being convened.

The Board of Directors sets the agenda.

No decision can be validly taken on any subject whatsoever, if it has not been previously included in the Agenda.

An extraordinary General Assembly shall be convened when at least one quarter of the Members with voting rights, representing equally the three families referred to in Article 10, so request the President. The same number of Members with voting rights may validly obtain the inclusion of a particular matter on the Agenda, if they so request within eight days of receipt of the notice of the General Assembly.

The General Assembly can only validly deliberate if one quarter of the Members entitled to vote are present or represented. In the absence of a quorum, a new General Assembly is convened within two weeks with the same agenda and can validly decide regardless of the number of members present.

The General Assembly elects annually a Treasury Committee consisting of two active members who are not members of any other body of the Association, with the mission of examining the accounts.

The General Assembly hears the reports of the Board of Directors and the Treasury Committee. It approves the accounts, discharges the Board of Directors from its management. It sets the amount of the membership fee.

It elects the members of the Board of Directors by a show of hands if there is only one candidate for each position to be filled, and by secret ballot if there are several candidates for each position to be filled, by an absolute majority in the first round, and by a relative majority in the second round, of the Members present or represented.

The elections are held separately.

The attendance sheet and the minutes of the deliberations are signed by the Bureau.

2- Electronic voting

The Board of Directors may, by a majority of its members, decide to set up an electronic voting system, which shall be conducted under the following conditions

Members who are unable to attend the Ordinary or Extraordinary General Assembly may either give a proxy to a Member participating in the Assembly or vote electronically.

The Board of Directors shall determine the procedures for electronic voting in accordance with the techniques and regulations of the moment in order to ensure the security of the voting process, which shall be guaranteed through a secure site. These procedures will be communicated to the Members when the invitation to the Ordinary or Extraordinary General Assembly is sent.

The practical details and conditions will be defined in the Association's internal regulations.

ARTICLE 10: THE BOARD OF DIRECTORS

A. The Board of Directors shall be composed exclusively of Active Members who have been members of the Association for more than one year. They are elected for three years, and may be re-elected once.

In order to ensure an equitable distribution of the different families, the positions of the Board of Directors and the Bureau are distributed, as far as possible, as follows

- 7 lawyers or jurists practicing in a law firm,
- 7 industrial property attorneys specialized in trademarks - designs or lawyers practicing in an industrial property firm or trademark agents.
- 7 legal employees of a company or industrial or commercial establishment.

The Board of Directors is renewed by thirds each year. A director may not serve more than two consecutive terms. In the event of a definitive vacancy, during the course of a term, of a seat already filled, the Board of Directors may co-opt an active member to this position, whose term of office will end on the date on which the term of the director thus replaced expires.

Each director may not serve more than two consecutive terms or more than seven consecutive years in the event of co-option. Consequently, if the co-option of the new director occurs during the first two years of the current term of office, he will be eligible for only one term. If the co-option occurs during the third year of the current term, the co-opted director will be eligible for two consecutive terms.

Any candidate for election to the Board of Directors, including any member of the Board of Directors whose term of office is renewable, must submit his or her candidacy in writing to the Secretary no later than fifteen days before the General Assembly.

B. The Board of Directors manages the Association.

It creates the ad hoc Committees. It appoints, for each of them, a President and a Vice-President. Persons who are not members of the Association may be included in such Committees which shall operate under the conditions defined in the Internal Regulations.

It establishes and modifies the Internal Regulations.

It regularly controls the status and quality of Members and Auditors, and in particular the respect of the conditions of admission fixed in Article 5. It thus has the power to remove or change the status of Members, and to sanction, on the advice of the Supervisory Committee, Members who have been guilty of violation of the Articles of Association, the Internal Regulations, the decisions of the Organs, or who have harmed the interests or the reputation of the Association.

- C. The Board of Directors meets quarterly, upon convocation by the President, or upon request of the majority of its members. It can only validly deliberate if half of its members are present. Votes are taken by absolute majority.

ARTICLE 11: THE BUREAU

The Board of Directors shall elect an Executive Committee from among its members.

(a) Composition and Term of the Bureau

The Board shall consist of:

- a President.
- two Vice-Presidents.
- a Treasurer.
- an Assistant Treasurer.
- a Secretary.
- an Assistant Secretary.

The Board of Directors, when electing the President, shall ensure, as far as possible, that the families alternate and shall make every effort to ensure that the new elected President is not from the same family as the outgoing President.

The term of office of the President and Vice-Presidents shall be two years; the outgoing President shall not be immediately eligible for re-election to the office he/she ceases to hold. However, the Board, authorized in advance by a decision of the General Assembly taken for exceptional reasons, may re-elect the outgoing President for a single new term.

The outgoing President shall participate in the meetings of the Bureau as of right for a period of two years after the end of his or her duties as President.

(b) Election

The Board of Directors shall elect every two years a Chairman who is or must have been a Director.

In addition, on the proposal of the President, it shall also approve the appointment of the Vice-Presidents, the Secretary and his deputy, and the Treasurer and his deputy who are Directors or have been Directors during the three years preceding their appointment.

At least six months prior to the expiration of the term of the President-Elect, the Board of Directors shall elect a President-Elect to succeed the President-Elect who shall succeed the President-Elect upon expiration of the latter's term. This election shall be conducted in a manner consistent with the goal of alternating between families as set forth in Article 11 (a).

The President-Elect shall participate in the meetings of the Bureau.

(c) Powers and duties

The Board administers the Association.

It prepares and applies the decisions of the Board of Directors. It determines its own working methods. In case of emergency, it may adopt any position or take any action it deems necessary in the name of the Association, reporting to the Board of Directors at its next meeting.

(d) Operation

The President, or failing that, the most senior Vice-President of the Board of Directors among those present, presides over the meetings of the General Assembly and the meetings of the Board of Directors. He is invited to the meetings of various Committees but does not chair them.

The Secretary handles the correspondence, the minutes of the meetings of the General Assembly and the Board of Directors.

The Treasurer manages the funds and other assets of the Association. He/she disposes of the assets in the bank. He pays the expenses on the advice of the President. The Board meets at least once a month upon convocation by of the President.

The Association is validly represented by the President, or in his or her absence, by one of the Vice-Presidents.

(e) Permanent Vacancy of the President

In the event of a permanent vacancy of the President, the most senior Vice-President of the Board of Directors among those present or, if the latter is unable to attend , the other Vice-President, shall preside over the meetings of the General Assembly and the Board of Directors. He/she shall be required to report to the Board of Directors to ensure the proper functioning of the Association, until the expiration of the term of office of the President so replaced.

Subject to the preceding paragraph, and if necessary, the Board of Directors shall elect a new President whose term of office shall expire at the end of the term of office of the replaced President.

The fact of having been a replacement President shall not prevent one from running for the office of President at the expiration of the term of the replaced President.

ARTICLE 12: THE SUPERVISORY COMMITTEE

The Supervisory Committee is composed of six active Members who have been practicing the profession for more than ten years under the conditions described in Article 5 I - A, at the rate of two Members per family (industry, industrial property attorney, lawyer). They are appointed for a period of three years by the Board of Directors acting by a majority of its members. Their mandates end with the General Assembly of the third year following their appointment and are renewable under the same conditions.

The Supervisory Committee shall ensure that Members comply with the obligations incumbent upon them by virtue of the Articles of Association, the Internal Regulations and the decisions of its Bodies. To this end, it examines membership applications submitted to it under the responsibility, control and initiative of the current President of the Association, or any member of the Bureau mandated by him for

this purpose, as well as proposals to confer honorary membership on recognized personalities. It gives its opinion on the appropriateness and determination of any sanctions.

The meetings and proceedings of the Supervisory Committee are not public.

Applications for membership may be examined either in collective meetings or by written consultations, at the initiative of the Chairman of the Committee. The latter must then forward to all the members of the Committee a copy of the application files submitted to him, inviting each member of the Committee to give his or her opinion and, where appropriate, his or her comments. In the event of a written consultation under the conditions indicated above, each member of the Committee thus consulted must give his or her opinion or lack of comments to the President of the Committee in writing.

The Supervisory Committee reserves the right to request additional information on the candidate or to hear the candidate.

The Committee elects its President and Secretary who is responsible for keeping the minutes of the meetings. It decides by a majority of its members and transmits its opinion to the Board of Directors.

ARTICLE 13: THE APPEALS COMMITTEE

When the Board of Directors pronounces a sentence of suspension or dismissal against a Member, the Member may appeal this decision to the Appeals Committee within one month of the notification.

The Appeals Committee shall be composed of the three most recent past Presidents who no longer hold office on the Board of Directors at the date of the Board of Directors' decision against which an appeal is filed.

The Appeals Committee shall make its decisions under the same conditions as those described in Article 12. Its decisions are final.

ARTICLE 14: AMENDMENT OF THE ARTICLES OF ASSOCIATION

Any request to amend the Articles of Association may be

- proposed, on its own initiative, by the Board of Directors to the General Assembly.
- requested by one third of the active members of the Board of Directors. In this case, it must be included in the agenda of the next General Assembly.

The decision of the General Assembly can only be validly taken by a 2/3 majority of the Members present or represented. The new text of the Articles of Association adopted can only be modified under the same conditions.

ARTICLE 15: DISSOLUTION

The Association may be dissolved only by a 2/3 majority of the votes cast at the General Assembly attended by at least half of the Members. The Board of Directors will then take care of the liquidation.

Any credit balance and all assets owned by the Association will have to be given to an association having the same goals- which could succeed it or to a charitable association, at the discretion of the Board of Directors.

ARTICLE 16: LEGAL PROVISIONS

The Association gives mission to its Bureau, to ensure the legal capacity provided for in Article 6 of the Act of July 1901, by complying with the requirements of the said Act and the Decree of August 16, 1901, as well as the Acts of June 23, 1948 and July 20, 1971.

Text updated after the Annual General Meeting of January 20, 2022