

English translation  
(note: not all amendments to the German version have to be adopted in English)

## **Statutes**

**as amended by decision of the General Assembly on 17. September 2021  
registered in the Register of Associations on [• •]**

### **S e c t i o n I Name, Domicile, Objective, and Financial Year**

#### **§ 1**

"Deutsche Vereinigung für gewerblichen Rechtsschutz und Urheberrecht" (German Association for the Protection of Intellectual Property) is a scientific society. It has its registered office in Berlin. The Association is registered in the Register of Associations. The "Gesamtvorstand" (General Board) is entitled to establish a second registered office.

#### **§ 2**

(1) The objectives of the Association are to promote the science and research as well as to promote the education and continued education with the primary aim of fostering and further developing intellectual property rights, in particular industrial property law, copyright and unfair competition law, as well as antitrust law and other related areas of law at national, European and international level.

(2) The Association will exclusively and directly pursue non-profit purposes in accordance with the section of the German "Abgabenordnung" (Tax Code) dealing with "steuerbegünstigte Zwecke" (purposes entitled to tax relief).

#### **§ 3**

(1) The objectives of the Association shall in particular be pursued by:

- a) discussion and elaboration of questions on the areas of law mentioned in § 2 para. (1) in committees, assemblies, seminars and scientific publications,
- b) the publication of professional journals (print and online),
- c) the education and training in the areas of law mentioned in § 2 para. (1);
- d) the allocation of funds to domestic and foreign legal entities under public law, in particular to state colleges and universities as sponsors of chairs and institutes or other research institutions, as well as to corporations under private law pursuing the objectives specified in § 2 para. (1), whereby corporations subject to unlimited or limited tax liability in Germany must in turn be tax-privileged in Germany due to their non-profit status,
- e) support for the legislature and for administrative agencies with regard to the areas of law mentioned in § 2 para. (1);
- f) cooperation with associations pursuing common objectives,
- g) the awarding of scholarships and printing subsidies to particularly qualified young academics in the areas of law mentioned in § 2 para. (1), e.g. to doctoral and post-doctoral students,
- h) the awarding of prizes for academic work in the areas of law mentioned in § 2, para. (1).

(2) The Association pursues non-profit activities and does not primarily pursue its own economic purposes.

(3) The funds of the Association may only be used for statutory objectives. The members will not receive any benefits from the funds of the Association for their membership. No individual shall benefit from these funds through expenditure which is contrary to the Association's objectives or through disproportionately high remuneration.

#### **§ 4**

The financial year is the calendar year.

### **Section II Members**

#### **§ 5**

(1) Membership shall be open to natural persons, enterprises with any legal form, legal entities under public law, associations, professional associations and other entities.

(2) Corporate members can be represented by one natural person when being affiliated to or participating in the Association's bodies and committees, and when attending the Association's events. This person has to be nominated in the membership application and any change of this person has to be notified unsolicited. Involvement and participation of further individuals belonging to a corporate member require individual membership of these individuals.

(3) The "Geschäftsführender Ausschuss" (Executive Committee) shall decide on the admission of a member. If the residence or registered office of the member-to-be is within the region of one of the "Bezirksgruppen" (Regional Groups) (§11), this "Bezirksgruppe" (Regional Group) shall be heard beforehand.

(4) If the "Geschäftsführender Ausschuss" (Executive Committee) rejects the membership application, the applicant will be notified by registered letter. The applicant will have the right to appeal to the "Gesamtvorstand" (General Board) within one month, starting at the date of mailing the registered letter.

#### **§ 6**

Each member shall pay an annual subscription. The amount of the subscription shall be determined by the "Hauptversammlung" (General Assembly).

#### **§ 7**

Membership shall end:

a) upon termination of the membership with effect from the end of the financial year. A written notice of termination of the membership must be notified to the "Geschäftsführender Ausschuss" (Executive Committee) at least one month in advance;

b) upon expulsion by the "Gesamtvorstand" (General Board) after the member has been heard by the "Gesamtvorstand" (General Board). A member may be expelled for serious breach of its duties towards the Association or for seriously disrespecting the Association;

c) upon expulsion at the end of the financial year if the member has not paid the annual subscription in spite of a reminder including a notice of expulsion.

## § 8

Upon petition of the "Gesamtvorstand" (General Board) the "Hauptversammlung" (General Assembly) may confer Honorary Membership upon persons who have rendered outstanding services in the area of activity of the Association.

## Section III Composition and Organisation of the Association

## § 9

(1) The Association shall be composed of the following bodies:

- the "Gesamtvorstand" (General Board)
- the "Geschäftsführender Ausschuss" (Executive Committee)
- the "Hauptversammlung" (General Assembly).

(2) The meetings of the bodies and committees of the Association may be held either in the form of a pure face-to-face event, as a purely audio or video conference (including online meeting and virtual discussion conference) or as a hybrid event. The respective body or member of a body or committee responsible for convening a meeting in accordance with the Statutes shall decide on the form of a meeting. In the case of secret ballots, it must be technically ensured that secret ballots can also be cast electronically in a manner that complies with data protection law.

(3) Resolutions of the bodies and committees of the Association may, subject to sentence 2, also be adopted by written circulation procedure, provided that the majority of votes required for the respective adoption of the resolution also declares its consent to the adoption of the resolution by circulation procedure; the written form shall be deemed to have been complied with by means of a simple e-mail (without qualified signature) or by other documentable transmission of the vote in electronic form, including in the digital formats referred to in para. (2) sentence 1. A circulation procedure is not permitted for elections and for resolutions on amendments to the statutory objectives and the means for pursuing them, on restructuring of assets of the Association and on the dissolution of the Association.

## § 10

(1) The "Gesamtvorstand" (General Board) is composed of at least twelve and not more than thirty-six members elected by the "Hauptversammlung" (General Assembly), two delegates from each "Bezirksgruppe" (Regional Group), the Chairpersons of the "Fachausschüsse" (Special Committees) and the "Wissenschaftsausschuss" (Science Committee), as well as the honorary members of the Association. When composing the "Gesamtvorstand" (General Board), diversity shall be taken into consideration and, in particular when electing the elected members, adequate consideration of women shall be aspired. A percentage of women proportional to the percentage of female members of the Association shall be achieved.

(2) The "Geschäftsführender Ausschuss" (Executive Committee) shall be composed of the President, three Vice Presidents, the Secretary General and optionally a Deputy Secretary General, the Treasurer and up to six assessors.

(3) The President, the Vice Presidents and the Secretary General are the legal representatives of the Association according to section 26 of the German Civil Code ("BGB"). Each of them has full power of representation.

## § 11

(1) The Association has "Bezirksgruppen" (Regional Groups), which shall be established and defined in territory by the "Gesamtvorstand" (General Board). The "Bezirksgruppen" (Regional Groups) are legally non-independent subdivisions of the Association.

(2) Affiliation of a member to a "Bezirksgruppe" (Regional Group) shall be determined by the member's residence or registered office; members having residence or registered office outside the area of the "Bezirksgruppen" (Regional Groups) belong to the "Bezirksgruppe" (Regional Group) at the registered office of the Association.

(3) Each member is entitled to join a different "Bezirksgruppe" (Regional Group) from the one the member is affiliated to.

(4) Each "Bezirksgruppe" (Regional Group) shall establish procedural rules, which must be approved by the "Gesamtvorstand" (General Board).

(5) The procedural rules shall include rules for the election of a Chairperson and of representatives of the "Bezirksgruppe" (Regional Group) to the "Gesamtvorstand" (General Board) to be elected by a general assembly of the members of the "Bezirksgruppe" (Regional Group).

(6) The "Bezirksgruppen" (Regional Groups) are in charge of managing the funds for their objectives made available by the "Geschäftsführender Ausschuss" (Executive Committee); the "Bezirksgruppen" (Regional Groups) are accountable for their funds to the Treasurer of the Association.

(7) The "Bezirksgruppen" (Regional Groups) may establish special committees for matters within the Association's area of expertise.

## § 12

(1) The "Gesamtvorstand" (General Board) shall elect the "Geschäftsführender Ausschuss" (Executive Committee) from among its members and determine the distribution of offices.

(2) Each year, one third of the members of the "Gesamtvorstand" (General Board) elected by the "Hauptversammlung" (General Assembly) shall retire from office; said third shall be determined by the term of office, and in case of equal terms of office by drawing lots; in calculating said third of members, any fraction shall be rounded to one whole.

(3) The "Gesamtvorstand" (General Board) shall direct the Association on the basis of principles established by the "Hauptversammlung" (General Assembly).

(4) The "Gesamtvorstand" (General Board) shall have a quorum if it has been properly convened; it is deemed to be convened properly if an invitation including an agenda has been mailed in textform (section 126b of the German Civil Code "BGB") to its members at least fourteen days before the meeting; the "Gesamtvorstand" (General Board) shall adopt its resolutions by a majority of the cast votes; abstentions do not count as cast votes.

## § 13

The "Geschäftsführender Ausschuss" (Executive Committee) shall direct the Association's current affairs. The "Geschäftsführender Ausschuss" (Executive Committee) shall prepare the resolutions of the "Gesamtvorstand" (General Board) and the "Hauptversammlung" (General Assembly) and is in charge of their implementation.

## § 14

The President shall preside the meetings of the "Hauptversammlung" (General Assembly), the "Gesamtvorstand" (General Board) and the "Geschäftsführender Ausschuss" (Executive Committee). If the President is not present, one of the Vice Presidents or, if necessary, the member of the "Gesamtvorstand" (General Board) oldest in years shall take the chair in place of the President.

## § 15

The Treasurer shall collect the membership subscriptions and manage the Association's assets. He shall report annually to the "Hauptversammlung" (General Assembly); the reports shall comprise a statement of account for the current year and a preliminary estimate of the budget of the Association for the following year. The preliminary estimate for the following year shall be approved by the "Geschäftsführender Ausschuss" (Executive Committee) beforehand.

## § 16

(1) The "Gesamtvorstand" (General Board) shall establish central "Fachausschüsse" (Special Committees) which shall prepare the Statements of the Association on legal and legislative issues. The members of the "Fachausschüsse" (Special Committees) shall be appointed by the "Gesamtvorstand" (General Board) for a three-year-term.

(2) The members of the respective "Fachausschüsse" (Special Committees) shall elect Chairpersons and their deputies.

(3) The "Fachausschüsse" (Special Committees) shall determine the positions of the Association on legal and legislative matters in cooperation with the President and the Secretary General. In the event of diverging opinions, the "Geschäftsführender Ausschuss" (Executive Committee) shall be involved in the decision.

(4) The President and the Secretary General shall jointly represent the opinions externally.

## § 17

(1) The "Gesamtvorstand" (General Board) shall establish a "Wissenschaftsausschuss" (Science Committee) to manage the science budget set by the "Geschäftsführender Ausschuss" (Executive Committee). The "Wissenschaftsausschuss" (Science Committee) shall have at least five and up to seven voting members, who shall be elected by the "Gesamtvorstand" (General Board) for a term of four years upon the proposal of the "Geschäftsführender Ausschuss" (Executive Committee). The Treasurer of the Association shall be a non-voting member of the "Wissenschaftsausschuss" (Science Committee).

(2) The voting members shall elect a chairperson and a deputy chairperson from among their number.

## § 18

The "Gesamtvorstand" (General Board) may establish further committees and entrust them with specific tasks.

## § 19

(1) The Association shall hold annual meetings of the "Hauptversammlung" (General Assembly), the time and place of which shall be determined by the "Geschäftsführender Ausschuss" (Executive Committee). § 9 para. (2) and para. (3) remain unaffected.

(2) In urgent cases, the "Geschäftsführender Ausschuss" (Executive Committee) may convene an "außerordentliche Hauptversammlung" (Extraordinary General Assembly). Upon a written motion by at least 30 members including an indication of purpose and reasons, an "außerordentliche Hauptversammlung" (Extraordinary General Assembly) shall be convened within one month.

(3) If urgent matters render holding the "Jahreshauptversammlung" (Annual General Assembly) impossible, the "Gesamtvorstand" (General Board) shall have the power to relocate or postpone the

meeting. In this case, all terms of office shall be extended until the next meeting of the "Hauptversammlung" (General Assembly).

## **§ 20**

Each member shall have one vote at any of the Association's meetings. Each member may transfer his or her vote to another member by a power of representation in text form (section 126b of the German Civil Code "BGB"). One member shall not collect more than five powers of representation. Any power of representation shall be transmitted to the Chairperson before or at the beginning of the meeting.

## **§ 21**

The "Hauptversammlung" (General Assembly) has the following duties:

- a) Approval of the Annual Report;
- b) Approval of the Annual Financial Report by the Treasurer on the basis of the report delivered by the Auditors elected at the previous meeting (see under g) below);
- c) Formal approval of the actions of the "Gesamtvorstand" (General Board);
- d) Approval of the preliminary estimate of the budget;
- e) Determination of the membership subscriptions;
- f) Election of the electable members of the "Gesamtvorstand" (General Board); the election may be carried out en bloc, more detailed provisions are set forth in the Election Regulation;
- g) Election of two Auditors;
- h) Decision on proposals made by the "Gesamtvorstand" (General Board) and by the "Geschäftsführender Ausschuss" (Executive Committee) or by the members.

## **§ 22**

(1) The "Hauptversammlung" (General Assembly) shall have a quorum if it has been properly convened.

(2) The invitation to the "Hauptversammlung" (General Assembly) shall be mailed fourteen days in advance in text form (section 126b of the German Civil Code "BGB"), announcing the agenda. The dispatch of the invitation shall be decisive for its timeliness.

(3) Motions by members shall be submitted in text form (section 126b of the German civil Code "BGB") to the "Geschäftsführender Ausschuss" (Executive Committee) at least one week before the "Hauptversammlung" (General Assembly). Motions submitted after this deadline shall be presented to the "Hauptversammlung" (General Assembly) for consideration and decision if a majority of three quarters of the validly cast votes of the "Hauptversammlung" (General Assembly) considers the matter to be urgent, abstentions do not count as cast votes.

## **§ 23**

Decisions of the "Hauptversammlung" (General Assembly) shall be made by the majority of the cast votes unless these statutes provide different provisions; abstentions do not count as cast votes.

## **§ 24**

The Secretary General shall take minutes of the "Hauptversammlung" (General Assembly); if the Secretary General is not present, a person elected by the "Hauptversammlung" (General Assembly) shall take minutes; the minutes shall be countersigned by the Chairperson and the person having taken the minutes. Resolutions have to be recorded literally in the minutes.

**S e c t i o n I V**  
**Amendments to the statutes and dissolution of the Association**

**§ 25**

Requests for amendments to the Statutes shall be proposed to the members of the Association text form (section 126b of the German Civil Code "BGB") with the invitation to the "Hauptversammlung" (General Assembly). A majority of three quarters of the valid votes cast at the "Hauptversammlung" (General Assembly) shall be required for adopting an amendment to the Statutes; abstentions do not count as cast votes.

**§ 26**

Requests for dissolving the Association shall be notified to the members of the Association at least three months before the General Assembly by registered letter. Dissolution shall require a majority vote of three quarters of the valid votes cast at the "Hauptversammlung" (General Assembly); abstentions do not count as cast votes.

**§ 27**

In case of dissolution of the Association or in case of the cessation of the tax privileged objectives, all assets of the Association shall be passed over to Max-Planck-Gesellschaft zur Förderung der Wissenschaften e.V., Munich, for direct and exclusive use of these assets for the promotion of science and research, preferably in the areas of law mentioned in § 2 para. (1).

**§ 28**

Upon approved dissolution of the Association, the "Gesamtvorstand" (General Board) shall remain in office until the Association has been liquidated.

**§ 29**

Amendments to the Statutes concerning the Association's objectives and the appropriation of financial means or which may affect the recognition of the Association as non-profit entity shall only be adopted or presented to the Association register for registration after consent of the tax authority geographically responsible for the Association.

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**Election Regulation**

**§ 1**

**Election proposals and election management**

- (1) Election proposals may be made
- a. by the "Geschäftsführender Ausschuss" (Executive Committee)
  - b. by the members

(2) Election proposals by the "Geschäftsführender Ausschuss" (Executive Committee) and, as far as received, election proposals presented by members shall be notified with the invitation to the "Hauptversammlung" (General Assembly). Election proposals by the members must be submitted in text form (section 126b of the German Civil Code "BGB") to the established office of the Association no later than one week (§ 22 para. (3) sentence 1 of the Statutes) before the election. They must be

signed by at least ten members. Each member may sign several election proposals and also propose him/herself for the election.

(3) The President or in the event of absence one of the persons mentioned in § 14 of the Statutes shall preside over the election.

(4) No later than at the beginning of the election, the person presiding over the election shall announce the election proposals.

## **§ 2 Election procedure**

(1) The election shall be carried out in secret and in writing on prepared voting ballots listing the candidates in alphabetical order. Each member shall have as many votes as there are candidates to be elected. Only one vote may be cast for each candidate. The candidates who have received the majority of the validly cast voting ballots, and among these the candidates with the most votes shall be elected.

(2) If the number of candidates proposed for election matches the highest permissible number, the candidates may be elected en bloc by raising hands if the "Hauptversammlung" (General Assembly) passes a resolution to this effect with a majority of three-quarters of the cast votes.

(3) A voting ballot shall be invalid if more names are ticked than the number of candidates to be elected, if more than one vote is cast for one candidate or if the voting ballot contains other additional remarks.

## **§ 3 Acceptance of the election**

(1) The person presiding the election (§ 14 of the Statutes) shall give notice of the result of the election. If the person elected is not present at the time of giving notice of the election result, she or he shall be notified of the election by the President in text form (section 126b of the German Civil Code "BGB").

(2) The elected persons who are present shall declare their acceptance immediately; the persons elected who are absent shall declare their acceptance immediately after the receipt of the notification as provided in para. 1.

## **§ 4 Changes to the election regulation**

§ 25 of the Statutes of Association shall apply accordingly.