

Article of agreement of the European Lawyers cooperation EEIG

Preamble

The firm of solicitors Ciper & Collegen, Düsseldorf (Germany)
the firm of solicitors Dr. Paulick, Hamburg (Germany)
the lawyer Mr. Dr. Helmut Blum, Linz (Austria)
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the firm of solicitors Simon, Ostrop, Brötz, registered office Schottstr. 20, 70192 Stuttgart,
the lawyer Mrs. Margot Rheinheimer, registered office Marktplatz 5, 65183 Wiesbaden,
the lawyer Mr. Hans Kleine-Brenne, registered office Linkgasse 8-10, 42561 Solingen,
the lawyer Mr. Oliver Hopp, registered Office Oberer Graben 17, 08257 Plauen
hereby found a European economic interest grouping (EEIG) according to the regulation (EEC) No. 2137/85 of the council from the 25th of July 1985 („EWIV REGULATION“) and determine the articles of agreement as follows:

Article of agreement of the European Lawyers cooperation EEIG

I. General regulations

§ 1

Name, registered seat, members

1. The association bears the name „Europäische Anwaltskooperation (EAK) EEIG“ and has its seat in Duesseldorf (Germany).
2. Members of the association are:
 - a. the firm of solicitors Ciper & Collegen, Company constituted under civil law, registered offices Wildenbruchstraße 41, 40545 Düsseldorf (Germany),
 - b. the firm of solicitors Dr. Paulick, Company constituted under civil law, registered offices Cremon 36, 20457 Hamburg (Germany),
 - c. the lawyer Mr. Helmut Blum, Linz (Austria),
 - d. the firm of lawyers Dr. Schmitz, Luicke, Tröber, Denno, registered offices Wolbecker Straße 68-70, 48155 Münster (Germany)
 - e. the firm of solicitors Camp, Funken und Heuß, registered offices August-Bebel-Str. 26, 01809 Heidenau
 - f. the lawyer Mr. Thomas Fruth, registered offices Oranienstr. 25, 10999 Berlin,
 - g. the lawyer Mr. Christian Remuß, registered offices Viktoria-Louise-Platz 9, 10777 Berlin,
 - h. the lawyer Mr. Michael Rössler, registered offices Schillerstr. 1.6,78333 Stockach,
 - i. the lawyer Mrs. Andrea Schuldt, Kanzleisitz Markt 2, 50374 Erftstadt,
 - j. the firm of solitcitors Simon, Ostrop, Brötz, registered offices Schottstr. 20, 70192 Stuttgart,
 - k. the lawyer Mrs. Margot Rheinheimer, registered offices Marktplatz 5, 65183 Wiesbaden,
 - l. the lawyer Mr. Hans Kleine-Brenne, registered offices Linkgasse 8-10, 42561 Solingen,
 - m. the lawyer Mr. Oliver Hopp, registered offices Oberer Graben 17, 08251 Plauen

§ 2

Line of business

1. The line of business of the association is the association of lawyers and lawyers partnerships, in particular:
 - a. conduction of advanced training seminars,
 - b. the creation of joint purchasing possibilities for legal needs of all kinds,
 - c. the constitution of a national and international cooperative network,
 - d. Public relations and advertising to the extent legally permitted,
 - e. internal association in focal areas to increase the effectiveness and quality of legal advice
2. The association will take action for its members exclusively

§ 3

Membership

1. Members of the association may be:
 - a. natural persons
 - b. legal entities
 - c. other legal units (e.g. Societies of the civil right) as long as they or the natural person behind them are accredited under the respective law of the member state of the European union to work as a lawyer.
2. The application for membership is to be given in writing. The application for membership must specify whether a legal unit or a natural person is to receive the member status.
3. A new Member may only be admitted if in the regional court district, and/or in the European member state the comparable district, in which it has its registered office, not already more than two members have their registered offices.
4. The members decide unanimously about the admission. The decision can be made in a written procedure.
5. The accepted member has to make a cash deposit of **DM 500,00**. The capital of the association is increased by this amount.
6. The association cannot accept members from outside the European Union as associated members.
7. The membership ends:
 - a. with death (natural person) or the liquidation (legal entity, other legal unit) of the member
 - b. by notice of termination (§ 18)
 - c. by exclusion from the association (§ 9)
 - d. by termination of the professional activity as a lawyer

II. Funds,deposits, loss compensation, contributions

§ 4

Funds, deposits

1. the association has funds of DM 2.600,00 (in words: Deutsche Mark two thousand six hundred). The firm of solicitors Ciper & Collegen, Düsseldorf (Germany),
the firm of solicitors Dr. Paulick, Hamburg (Germany),
the lawyer Mr. Dr. Helmut Blum, Linz (Austria),
the firm of solicitors Dr. Schmitz, Luicke, Tröber, Denno,
the firm of solicitors Camp, Funken und Heuß, Heidenau (Germany),
the lawyer Mr. Thomas Fruth, Berlin (Germany),
the lawyer Mr. Christian Remuß, Berlin (Germany),
the lawyer Mr. Michael Rössler, Stockach (Germany),
the lawyer Mrs. Andrea Schuldt, Erfstadt (Germany),
the firm of solicitors Simon, Ostrop, Brötz, Stuttgart (Germany),
the lawyer Mrs. Margot Rheinheimer, Wiesbaden (Germany),
the lawyer Mr. Hans Kleine-Brenne, Solingen (Germany),

the lawyer Mr. Oliver Hopp, Plauen (Germany)

participate with a deposit of DM 200,00 each in the association.

2. The deposits are to be paid in cash immediately after the registration of the association in the trade register.

§ 5

Loss compensation, contributions

1. All members are obliged in accordance with their participation in the funds of the association to contribute to the compensation of the losses of the association.

2. To cover the running expenses all members commit themselves to pay an annual contribution to the association, the general meeting decides the amount and time for payment with effect for the following financial year.

III. Managing director, management, representing

§ 6

Appointment, dismissal, employment and notice of managing directors

1. The managing directors are appointed and dismissed by the general meeting of the members. The appointment of the managing directors is revocable at any time, regardless of the requirements of existing contracts.

2. The general meeting of the members decides on the appointment and dismissal of the managing directors by means of the majority of the votes. The meeting of the members decides on the conclusion and the modification of employment contracts with the majority of the votes and on the regular or irregular termination of employment contracts with a majority of three quarters of the votes.

§ 7

Management

1. The association has two managing directors.

2. The managing directors are obliged to follow the instructions of the members, especially the rules of procedure laid down by the members and to carry out commercial transactions that are subject to approval only with the approval of the members. The general meeting of the members decides on the affairs specified in clause 1 with the majority of the votes.

§ 8

Representing

Each managing director is entitled to represent the association alone. This is valid independently of whether one or more managing directors are appointed.

IV. General meeting, decisions of the general meeting

§ 9

General meeting

1. The meeting of the members is responsible for all tasks, as far as they are not transferred to the management.

2. The statutory meeting of the members takes place in the June of each year.

3. The meetings of the members are convened by the managing directors. Each managing director is authorized to convene a meeting. The managing directors are obliged to convene a meeting of the members by the request of each member to do so..

4. The summoning takes place via written announcement to each member stating place, day, time and agenda with a deadline of four weeks with regular meetings of the members and of at least two weeks with irregular meetings of the members.

5. The meetings of the members principally takes place - if the members don't decide something else - at the seat of the association in Duesseldorf. The meeting selects a chairman with the majority of the votes. The chairman leads the meeting.
6. If all members are present or represented and in agreement with the adoption of resolutions, then resolutions can be adopted even if the legal or contractual laws valid for the summoning and announcement were not kept.
7. Minutes are to be taken of the negotiations of the meeting of members, indicating the place and day of the meeting, the participants, the subjects of the agenda, the substantial contents of the negotiations and the resolutions of the members. The minutes are to be signed by the chairman. Each member is to receive a copy of the minutes.

§ 10

Decisions of the general meeting

1. Each member has one vote. The resolutions of the members are to be adopted by the meeting.
2. Outside a meeting resolutions can be adopted in a vote by letter or by telex , if each member is to be called to vote with a deadline of two weeks. Such notice may be served by letter or by telex. The written voting procedure is not permissible in case of fundamental affairs. If a member through no fault of its own was prevented from voting punctually, the voting procedure is to be repeated after a written request stating the reasons, if the vote can have an influence on the result of the voting.
3. A minute is to be made immediately about the resolutions of the members by the managing directors, which state the day and the form of the adoption of resolutions, contents of the resolution and the vote. The minutes are to be sent to each member by the managing directors immediately.

§ 11

Quorum, majority requirements, votes of the members

1. The meeting of the members is, as long as the resolutions of the members are in accordance with the regulations of the EWIV – decree and don't have to be adopted with the votes of all members (unanimously), only then quorate, if at least half of the members are present. It is considered as quorate, as long as the absence of a quorum is not determined. The application to determine a quorum can be made by each present member. If the absence of a quorum is determined, a meeting of the members with the same agenda is to be convened immediately. This meeting of the members is without consideration of the number of members present quorate, if this circumstance has been referred to in the summoning.
2. Resolutions of the members, that after the regulations of the EWIV decree or this article of agreement do not have to be passed unanimously are adopted with the majority of the votes.
3. In the written voting procedure a resolution with the majority of the delivered votes has passed.

§ 12

Change of the articles of agreement

The resolutions of the members over the change of the present article of agreement will have to be passed, as far as they according to the regulations of the EWIV -decree don't have to be passed unanimously, with a majority of the votes by two thirds.

V. Supervisory board

§ 13 Supervisory board

The members can decide unanimously the institution of a supervisory board. The supervisory board has three members. The regulation § 52 paragraph 1 of the German GmbHG (companies' act) is to apply appropriately.

VI. Committees

§ 14 Committees

The members can appoint committees for special tasks. The committees consist of at least 2 members. For the limit of a year a budget can be placed at the disposal of the committees to carry out the task. The committees report through a speaker elected from their midst on their activities and give account over the use of the budget during the respective annual meeting.

VII. Financial year, annual settlement, profit and loss

§ 15

Financial year

The financial year of the association is the calendar year.

§ 16

Annual settlement

1. The managing directors have to prepare the annual settlement (balance, profit and loss account, management report) within the first three months of the financial year for the preceding financial year according to the regulations §§ 238 et seq., 264 et seq. of the German Code of Commercial Law for small capital companies and to present it to the members for adoption of resolution. The annual settlement is to be prepared in the German language.
2. The meeting of the members decides over the statement of the annual settlement with majority of the votes.

§ 17

Profit and loss, appropriation of profits

1. The members participate in the profit and loss of the association according to their participation in the capital of the association.
2. The annual surplus of the association (plus an accumulated profit, minus an accumulated loss) is, if the members do not decide else unanimously at a value of 75% (seventy-five per cent) to be distributed to the members and of 25% (twenty five per cent) to be paid into the surplus reserve.

VIII. Notice, exclusion, liquidation

§18

Notice

1. Each member can give notice to the association with a term of notice of 6 months to the end of the financial year, for the first time to the end of the second financial year after the foundation of the association.
2. The notice requires writing and is to be presented to a managing director of the association. The notice does not require the agreement of the other members.
3. The quitting member retires upon expiration of the term of notice from the association. The association continues to exist among the remaining members, unless the remaining members decide with the majority of the delivered votes to liquidate the association within nine months after receiving the notice.

§19

Exclusion

A member can be excluded from the association, if they grossly offended against his obligations or if they caused major damages to the work of the association or is likely to do so. A resolution over the exclusion of a member requires the majority of three quarters of the votes of all members. The member concerned is not entitled to participate in this resolution.

IX. Miscellaneous

§ 21

Court of arbitration

1. All disputes about the associations articles of agreement, in particular over their effectiveness or the effectiveness of individual regulations, will be settled before a court of arbitration under exclusion of the regular course of law.
2. Competence, composition and procedures of the court of arbitration are regulated by the members in the arbitration agreement from this day.
3. Each new member that joins the society, irrelevant by which legal procedure, submits to the court of arbitration according to the agreements made in the arbitration agreement.

§ 22

Partial inefficacy

If individual regulations of the present contract should be ineffective or the present contract contains gaps, the effectiveness of the remaining regulations is not affected thereby. In place of the ineffective regulation that effective regulation is agreed upon as valid, which corresponds to the sense and purpose of the ineffective regulation. In case of gaps that regulation is agreed upon as valid, which corresponds to what in all sense and purpose of the present contract would have been reasonably agreed upon, if the members would have considered the affair from the beginning.

§ 23

Applicable right

The legal relationship of the members are subject to the laws of the Federal Republic of Germany.