

## **STATUTES OF ARBITRARE**

### **Article 1**

#### **Name and Head Office**

1. The association shall adopt the name ARBITRARE – Arbitration Centre for Industrial Property, Domain Names, Trade Names and Corporate Names.
2. The association has its registered head office in Avenida Engenheiro Duarte Pacheco, Tower two, eighth floor, office nine, parish of Santa Isabel, municipality of Lisboa.
3. The Legal Persons Identification Number of the association is 508 403 707 and the Social Security number is 250 840 370 78.

### **Article 2**

#### **Nature and Duration**

The association is a non-profit legal person governed by private law and established for an indefinite period of time.

### **Article 3**

#### **Scope and Object**

1. The association has national scope and specialized nature.
2. The object of the association is the settlement of disputes in the areas of industrial property, .PT domain names, trade names and corporate names, by providing services such as information, mediation, conciliation or arbitration according to its regulation and that by special law are not submitted exclusively to a judicial court or to necessary arbitration, with the exception foreseen in paragraph 3 of the present article, and also

to provide to other institutionalized arbitration centres technical advice, mediation and arbitration services or the management of those services.

3. It is, moreover, incumbent upon the association, the settlement of disputes arising from industrial property rights involving reference medicines and generic medicines, submitted by law to compulsory arbitration.

#### **Article 4**

##### **Associates**

1. The association has the following founding associates:

a) APREGI -Association of Domain Registration Providers and Accommodation, with head office in Praça Duque de Saldanha, number 1, 4<sup>o</sup> H, Lisbon, legal person no. 507 227 336;

b) APOGEN –Portuguese Association of Generic Drugs, with head office in Avenida Sidónio Pais, number 24, ground floor, left, Lisbon, legal person no. 506 576 515.

2. Other legal persons governed by public or private law can be associates, under proposal submitted by the Chairman of the Board of Directors of ARBITRARE or by the Board of Regents and subsequent approval by the General Meeting.

#### **Article 5**

##### **Governing Bodies**

1. The association has the following governing bodies:

a) General Meeting;

b) Board of Directors;

c) Supervisory Board;

d) Board of Regents.

2. The mandate of the governing bodies terminates after a period of three years, except for the mandate whose term is referred to in article 7 paragraph 4.

3. On the composition of the governing body referred to in paragraph 1 a) and in paragraph 1 c), the distribution of offices by the various associates must be ensured every three years, according to a rotation system.
4. The associated entities can replace their representatives, at any moment, in the governing bodies, provided that a notice is given to the Board of Directors.
5. The governing bodies can regulate their own functioning by elaborating their own regulations, as long as they don't contravene the provisions of these statutes.

## **Article 6**

### **General Meeting**

1. The General Meeting is composed by all associates and is run by a board composed of three elements, a Chairman and two secretaries.
2. The board members are appointed by the General Meeting, after hearing the Board of Regents, being the secretaries responsible to replace the Chairman in his absence or impediments.
3. The General Meeting has the powers defined in article 172 of the Portuguese Civil Code and in these statutes, namely:
  - a) To appoint the members of the governing bodies mentioned in article 5 paragraph 1 b) and c), upon prior proposal of the Board of Regents, with the exception provided in paragraph 2 of the following article;
  - b) To remove the holders of the bodies of the association mentioned in article 5, paragraphs 1 b) to d), as well as the members of the General Meeting;
  - c) To request the Board of Directors for complete and updated information on the activities undertaken;
  - d) To approve the balance sheet, the business plan, the budget, the report and the accounts;
  - e) To approve the amendment of the statutes, subject to prior approval of the Board of Regents;

- f) To comment on any matters proposed in accordance with the statutes and to perform other duties arising from the law;
  - g) To approve its own internal regulation.
4. The deliberation on the matter mentioned in paragraph e) requires that all members attend to the meeting and that they all agree on such an amendment.

## **Article 7**

### **Board of Directors**

1. The Board of Directors comprises the Chairman and two members.
2. The Chairman of the Board of Directors is appointed by the Board of Regents, after a non-binding judgment by the General Meeting.
3. The members of the board are nominated by the General Meeting, under proposal of the Board of Regents.
4. The office referred to in paragraph 2 shall be exercised on a commission basis, according to article 244 paragraph 2 of the Portuguese Labour Code, for a renewable period of three years.
5. The Board of Directors has the following competences:
  - a) To ensure the management and representation of the association;
  - b) To submit to the approval of the General Meeting the business plan, the budget, the report and the accounts;
  - c) To execute the resolutions and recommendations of the General Meeting;
  - d) To approve the creation of delegations of the association, under proposal of the Board of Regents;
  - e) To exercise all other powers conferred by the ARBITRARE Arbitration Rules;
  - f) To approve its own internal regulation.
6. The power referred to in paragraph a) may be delegated on the Chairman of the Board of Directors.

7. The association shall be legally bound by joint signatures of two members of the Board of Directors, one of whom shall be the Chairman and the other one of the members of the board.

## **Article 8**

### **Chairman of the Board of Directors**

The Chairman of the Board of Directors has the following powers:

- a) To execute the resolutions and recommendations of the General Meeting and Board of Directors;
- b) To coordinate and oversee the management of all services provided by the association;
- c) To ensure the proper functioning of the association in accordance with the strategic goals outlined by the Board of Regents;
- d) To recruit the staff needed to carry out its activity, after consulting the Board of Regents;
- e) To propose to the Board of Regents the entry of new members;
- f) To propose to the Board of Regents any alterations to the ARBITRARE Arbitration Rules and to the ARBITRARE Regulation of Procedural Costs;
- g) To propose to the Board of Regents a list of arbitrators and mediators;
- h) To exercise the other powers defined in the ARBITRARE Arbitration Rules.

## **Article 9**

### **Supervisory Board**

1. The Supervisory Board is constituted by a Chairman and two members of the board.
2. The members of the Supervisory Board are nominated by the General Meeting, under proposal of the Board of Regents.

3. The Supervisory Board is responsible for issuing an opinion regarding the balance sheet and upon all matters that the General Meeting and the Board of Directors submit to its appreciation.
4. The Supervisory Board can approve its own internal regulation.

## **Article 10**

### **Board of Regents**

1. The Board of Regents is composed by the entities which have celebrated cooperation protocols with the association.
2. The Board of Regents has the following powers:
  - a) To approve the strategic goals pursued by the association;
  - b) To propose the entry of new associates to the Board of Directors;
  - d) To propose the composition of the governing bodies to the General Meeting;
  - e) To nominate the Chairman of the Board of Directors;
  - f) To express an opinion on the list of arbitrators of the association;
  - g) To express an opinion on the alteration proposals to these Statutes and to the ARBITRARE Arbitration Rules;
  - h) To express an opinion on the business plan, the budget, the financial performance report, the balance sheet and on the accounts report of the association;
  - i) To express an opinion on the receipt of donations, subsidies or contributions granted to the association by public or private entities;
  - j) To attend to meetings of other governing bodies, with no right to vote;
  - l) To adopt its internal regulation;
  - m) To express an opinion on any matter that is required, under the present statutes.

## **Article 11**

### **Financial Regime**

1. The annual funding of the association results of its own income and also from contributions resulting from protocols of cooperation adopted or to be adopted in the future by the association.
2. The patrimony of the association is composed by goods, services and acquired rights received from any of its associates, as long as they are accepted by the Board of Regents.
3. All goods, services and rights acquired in return of payment or free of charge according to the law, may integrate the patrimony of the association, as well as the revenues referred to in the following paragraph.
4. The revenues of the association are, amongst others, the following:
  - a) The contributions referred to in paragraph 1;
  - b) The product resulting from the services rendered;
  - c) Grants and donations from other entities;
  - d) Income resulting from the sale of publications and other work developed by the association.

## **Article 12**

### **Extinction**

1. Upon the extinction of the association, the destination of goods allocated by public entities reverts in their favor.
2. The destiny of the remaining goods integrating the patrimony of the association, which were not allocated to a particular goal and that haven't been donated or left with a specific charge, will be decided by deliberation of the members.

### **Article 13**

#### **Supplementary Regimen**

Regarding all issues not referred to in these statutes, and as long as they are not contrary to its dispositions, the regimen of articles 167 and following of the Portuguese Civil Code is applicable.