

ARTICLES OF ASSOCIATION

Name of Association: Brand Protection Group – Lebanon

Article I: INTRODUCTION

A non-political and not for profit Association under the name Brand Protection Group – Lebanon is hereby founded and established in the Republic of Lebanon.

Article II: HEAD OFFICE OF THE ASSOCIATION

The head office shall be located at: **Ajaltoun, Tallet al Aassafir, Indevco Bldg., Kesrwan, Lebanon.**

Telephone: 09/230130 – 03/474000

Fax: 09/235575

The Head Office may be relocated to any other location in Lebanon by a vote of the General Assembly. The Ministry of Interior should be informed of any such move.

Article III: OBJECTIVES OF THE ASSOCIATION:

Endeavor with the appropriate bodies to contribute:

- 1- In confronting the phenomenon of counterfeiting, smuggling and copying all types of products, and in particular consumer products, in order to preserve the rights of the Lebanese Consumer and to protect same against fraud and illicit competition.
- 2- In ameliorating the marketing services standards of consumer products in order to provide the Lebanese Consumer with better services and products.
- 3- In working and cooperating with the private and public sectors, particularly with the Ministry of Economy and Trade and the Customs Authorities, in order to protect consumer products, the Consumer, all other products, and intellectual property rights from any tempering or copying or counterfeiting or smuggling.
- 4- In encouraging, promoting and upholding trade, production, and marketing of consumer products in Lebanon, in a way that guarantees lawful competition aiming at protecting the welfare of Lebanese Consumers and the products, particularly consumer products, and intellectual property rights from the copying, counterfeiting, smuggling and fraud and preserve Lebanon's reputation internationally.
- 5- In organizing meetings, seminars, conferences, and lectures to educate the Lebanese Consumer, private and public institutions, with regard to consumer products and the protection of the Consumer from the copying, counterfeiting, smuggling and protecting the intellectual property rights.
- 6- In carrying out studies, preparing statistics and research, and publishing the results thereof in any available manner, about various products and economic sectors, particularly commercial, industrial, and agricultural, which are affected by smuggling, forgery, counterfeiting, and illicit competition whether in Lebanon or abroad.

- 7- In exchanging studies, research, statistics and expertise with other local, regional, and international organizations and associations, in the fields of marketing services, trade, and industry with regard to products in general and consumer products in particular, and their protection and the protection of the intellectual property rights and any other matter related to the objectives of the Association.

Article IV: FINANCIAL RESOURCES OF THE ASSOCIATION:

The resources of the Association shall be derived from the following:

1. Funds, movable and immovable properties allotted to the Association by its members;
2. Contributions by local, regional, and international corporations, associations, and organizations having similar objectives, or willing to support the activities of the Association;
3. Loans, donations, wills, aids, and assistance offered from the government, private/public institutions, individuals, or any other organization;
4. Subventions and subsidies granted to the Association in line with the provisions of the laws in effect;
5. Any other form of revenue admitted by law and regulations;
6. Annual membership fees set at **USD 2000** per member or its equivalent in Lebanese Pounds;
7. Proceeds of receptions, conferences, trainings, and all other activities the Association may carry out to achieve its objectives, provided that the Association shall spend all its funds, independently of its source, towards achieving its objectives.

Article V: ACQUISITION OF MOVABLE AND IMMOVABLE PROPERTY

The Association may rent or purchase movable and immovable property provided that it is used to carry out its objectives.

Article VI: THE ASSOCIATION'S ORGANIZATION

The Association is made up of two bodies: the Administrative Board and the General Assembly.

The Administrative Board represents the Association and manages it according to its Internal Regulations and within the scope of applicable laws.

Article VII: SPECIAL COMMITTEES

The Internal Regulations of the Association may include the creation of special committees and specific bodies, whose identity, missions, and method of appointment or election of its respective members must be therein specified.

Article VIII: JOINING THE ASSOCIATION

A. Applicants to the Association should:

1. Be an establishment, a company or a branch of a company or a representative office duly incorporated in Lebanon, having a commercial or marketing activity in Lebanon, provided that it is represented by its manager or by a Lebanese person properly appointed by proxy by the legal signatory of the company provided that the representative has not been convicted of any crime or felony.
2. Be an association or a syndicate registered in Lebanon and having a similar activity to that of the Association or supporting its objectives.
3. Deal in commerce or production or marketing of products in general and particularly of consumer products in Lebanon or in neighboring countries or in organizing its production or its licensing or its marketing through syndicates or administratively;
4. Accept the Articles of the Association and its moral values and work in achieving its objectives;
5. Not be seeking any personal benefit out of its becoming a member;
6. Submit a written application together with all the required documents.

B. The member must:

1. Pay the annual membership fees.
2. Work towards achieving the objectives of the Association.
3. Appoint its representative to attend the meetings of the General Assembly and carry out the requested services.
4. Participate in the activities of the Association.
5. Abide by all the duly taken resolutions of the Association.

Article IX: MEMBERSHIP APPLICATION

- Applicants fulfilling the membership conditions must submit a written request for membership together with a duly certified copy of its commercial register, a duly certified copy of its latest commercial circular, and the proxy to its representative including the rights to vote, nominate and be nominated.
- Applications are reviewed by the Administrative Board during a duly held meeting and decisions therefore are taken by the majority of the members present.

Article X: THE GENERAL ASSEMBLY

The General Assembly is composed of all the duly registered members who have settled their annual membership fees. The Internal Regulations shall determine its duties and powers.

Article XI: THE ADMINISTRATIVE BOARD

The Administrative Board is composed of 7 (seven) members at least, elected by the General Assembly by secret voting; provided that the quorum of the voting assembly is the majority of the members of the General Assembly who have paid their annual membership fees at least three months prior to the elections. Any member of the General Assembly may be represented by a duly written proxy.

The period of office of the Administrative Board is two years.

The election meeting shall be presided by a commission of at least three members of the General Assembly, and the election shall be supervised by a representative of the Ministry of Interior and Municipalities.

Article XII: ANNOUNCEMENT OF THE ELECTION

A copy of the document announcing the election of an Administrative Board, specifying the date and place thereof must be notified at least one month prior to the election date to the relevant department of the Ministry of Interior provided that the election takes place at least one month prior to the expiry of the term of office of the previous Administrative Board.

The security agency of the locality where the elections are to take place must also be notified.

Article XIII: DISTRIBUTION OF TASKS WITHIN THE ADMINISTRATIVE BOARD

The election of the Administrative Board and distribution of tasks between its members shall be done immediately if the Internal Regulations of the Association so specify. Otherwise, the newly elected Administrative Board shall convene under the presidency of the eldest member, and shall appoint from within its members a president, a vice-president, a secretary, a treasurer, an accountant, and a representative of the Association towards the government.

A member of the Administrative Board may hold two positions at most, with the exception of the power to decide and spend.

The powers of the Administrative Board and of each of its members shall be specified in the Internal Regulations of the Association.

Article XIV: CONSTITUTION PROCEDURES AND AMENDMENT TO THE ARTICLES

The founding members shall take on the powers of the Administrative Board for a period of one year as of the date of the licensing of the Association.

The founding members shall complete all constitution procedures and call for the election of an Administrative Board within one year as of the date of the publication of the notice of registration of the Association in the Official Gazette. Failure to do so shall result in the annulment of the license.

The General Assembly may amend these present Articles if proposed by the Administrative Board, or by 20% (twenty percent) of the members of the General Assembly who have paid their annual membership fees; and the ratification of at least 2/3 (two thirds) of the active members is required.

Article XV: ELECTION OF A NEW ADMINISTRATIVE BOARD

The General Assembly may call for the election of a new Administrative Board before its term of office expires if proposed by 1/3 (one third) of its members and ratification of at least 2/3 (two thirds) of its members.

Article XVI: DURATION OF THE ASSOCIATION

The Association is constituted for an unlimited period of time.

Article XVII: DISSOLUTION OF THE ASSOCIATION

In addition to the conditions set forth in the law governing associations, it is possible to dissolve the Association at its own request, if supported by a decision of the General Assembly ratified by at least 75% (seventy five percent) of its active members.

Article XVIII:

After dissolution, the assets of the Association are automatically transferred to the Consumer Protection Department of the Ministry of Economy and Trade.

SIGNATURES OF THE FOUNDING MEMBERS

Industrial Development Company – INDEVCO SARL
represented by Me. Roger Youssef Tanios

Procter & Gamble Levant SAL
represented by Mr. Mohammed Assaad Mehieddine Salhab

Spartan Chemicals SARL
represented by Mr. Malek Ahmed Mokhtar Al Rifaii

F.A. Kettaneh SAL (Kettaneh Brothers)
represented by Mr. Hadi Adel Tabchi

B.A.T. (UK & Export) LTD
represented by Mr. Nasser Rachad Bakar

Khalil Fattal & sons SAL
represented by Me. Randa Jean Bou Assi

Transmed SAL
represented by Ms. Kawkab Mehieddine Sinno

Henkel Lebanon SAL
represented by Mr. Aouni Joseph Khoros