

PATENT DOCUMENTATION GROUP

STATUTES

AND

AGREED PRACTICES

JUNE 1996

## STATUTES

### Article 1

#### Law, Name and Seat

#### Seat of the Secretariat

1. The association exists as a "Verein" according to Swiss Law under the name of Patent Documentation Group (PDG), Patentdokumentationsgruppe (PDG), Groupe de Documentation sur les Brevets (PDG), abbreviated in these statutes as "PDG".
2. The seat of PDG is Basel.
3. PDG may keep its secretariat at any place considered suitable.

### Article 2

#### Purpose

1. The purpose of PDG is to provide for cooperation in information and documentation from and for patents and patent applications among the Members.
2. The purpose of PDG may be pursued by active cooperation and/or exchange of knowledge and experience in areas such as the following:
  - procurement of patent documents
  - information on patent equivalences and legal status
  - abstracting of patent documents
  - analysis of patent documents for coding and indexing
  - coding of patent documents for retrieval
  - information services subdivided according to fields of interest
  - development of searching techniques
  - regional searching centers
3. Within the framework of this purpose PDG may:
  - serve as a forum for the discussion of problems associated with patent information and documentation in general and especially with respect to the needs of the Members
    - provide activities such as working-, project- and ad hoc-groups, which have to be approved by the board, and in which Members may participate according to agreed practices
    - serve as a forum for the exchange of experiences with commercial patent documentation and information services

- serve as a channel of communication between its Members and organizations selling information and documentation services in order to preserve and if necessary improve the quality and coverage of such services
- serve as an international body for contacts and cooperation with international organizations or offices
- closely cooperate with other groups or organizations having similar interests

### **Article 3**

#### Membership

1. Membership is open to firms and organizations engaged in industrial research: Application for membership is to be addressed to the secretary in writing. Admittance is by the decision of the Members' Conference.
2. Membership is terminated by resignation or expulsion. For ordinary resignation, membership can be terminated on the 1st of January or the 1st of July by giving 6 months notice. The time at which expulsion of a Member becomes effective will be decided by the Members' Conference which decides upon expulsion.

### **Article 4**

#### Rights of Members

Members have the following rights:

- receiving reports issued by the board and any other information which will be distributed by PDG among the Members
- participating and voting in the Members' Conference
- participating in working-, project- and ad hoc-groups under the supervision of the board, and according to agreed practices
- participating in particular study groups which may occasionally be established by the board or the Members' Conference

### **Article 5**

#### Obligations of Members

Members have the following obligations:

- furthering the aims of PDG
- paying an annual fee covering the cost of PDG according to the decision of the Members' Conference
- fulfilling the special obligations required when participating in working-, project- and ad hoc-groups, such as to inform the board and eventually all other interested Members on the actual state and the results of those activities

## **Article 6**

### Members' Conference

1. The Members' Conference is the highest authority in PDG. Every Member has one vote. The vote shall be exercised by an authorized representative. One person may represent several Members.
2. The Members' Conference is the competent authority for:
  1. Changes in Statutes.
  2. Admission and expulsion of Members.
  3. Agreement on cooperation with organizations.
  4. Election, dismissal and discharge of board members.
  5. Agreement on the annual accounts.
  6. Approval of the provisional and the final budget and assessment of the Members' contributions to the cost of PDG.
  7. Election of the auditor.
  8. Approval of the selection of the secretary by the board.
  9. Dissolution of PDG.
3. The Members' Conference shall meet at least once a year, usually within the first six months of the year, to agree on the accounts of the past year, the final budget for the current year and the provisional budget for the coming year, the discharge of the board, the final assessment of the cost contributions of the Members for the current year and the provisional assessment of the cost contributions for the coming year. The items cited may be put to a vote by correspondence provided that all Members agree to the procedure and that article 7, paragraph 7 is considered.
4. Further meetings of the Members' Conference may be called as required.

## **Article 7**

### Proceedings at Members' Conference

1. Every Members' Conference shall be called on the board's instruction by the secretary in writing at least thirty days before the date of the conference. The notice shall specify the place, the day and the hour of the conference and contain an agenda indicating the subject matter to be dealt with. Whenever the Members' Conference is to deal with the annual account, the budget and the annual report of the board, the appropriate documents shall be attached to the notice. At least 21 days before the date of the meeting, Members can submit to the secretary additional agenda suggestions; these are to be communicated to the other Members immediately and the Members can decide upon them. If all Members are represented, a prior notice as specified above shall not be required, provided that the Members waive such notice.
2. Only matters on the agenda - possibly as supplemented according to paragraph 1 above - may be put to the vote. At a Members' Conference where all Members are

represented, if the Members waive the prior notice, the agenda may be fixed by mutual agreement of all Members.

3. No business shall be transacted at any Members' Conference unless the quorum of Members is present. 2/3 of the Members shall be a quorum. Paragraph 4 hereafter is nevertheless reserved. If the quorum of 2/3 of the Members is not present, the conference shall stand adjourned to the same day, hour and place two weeks later or to such later day and to such hour and place as the board may determine, and if at the rescheduled conference a quorum is not present, the Members present shall be a quorum, provided that the board has immediately notified the Members of the day, hour and place of the rescheduled conference.

4. In case the Members want a Members' Conference to be held and the board refuses to call it, then any Member is entitled to ask the secretary to call such a conference provided it proves to the secretary in writing that at least 1/5 of the Members support its wish. If at such a Members' Conference the quorum of 1/5 of the Members is not present, the conference shall be dissolved.

5. The chair at the Members' Conference is taken by the president of the board. If the president is not present, the vice-president shall take the chair. If he/she is also not present, the board shall elect one of its members to be chairman of the conference. The procedure of the Members' Conference and the manner in which the votes shall be taken shall be directed by the chairman, provided that any voting on persons to be nominated for or dismissed from the office shall be secret. In case the number of candidates does not exceed the number of vacancies to be filled, an open vote can be proposed and carried by approval of a 3/4 majority of the Members represented.

6. The Members' Conference decides on matters relating to article 6, paragraph 2, numbers 1-3, 6, and 9 by a 3/4 majority of the Members represented, and on all other matters by a simple majority of the Members represented. If the votes cast on each side are equal, no decision is taken. The chairman shall not have a second or casting vote.

7. A decision taken by the Members by correspondence shall be considered to be equivalent to a decision of the Members' Conference, provided that the procedure has been accepted by the board and that every Member voting in favour of the motion agrees explicitly to it. A decision by correspondence needs in every case a majority of 3/4 of all Members.

## **Article 8**

### **Board**

1. The board is the executive authority of PDG. It is obliged to carry out decisions of the Members' Conference. It is responsible for the selection, appointment and supervision of the secretary and in general for the smooth operation of PDG.

2. The board shall comprise at least 5 and not more than 9 persons, who must be active full time employees of a Member and must occupy a responsible position. It is

not permissible for two or more board members to be employees of the same Member. The composition of the board shall as far as possible reflect the structure of PDG and its activities. By choosing the board, the Members' Conference has also to take into consideration the countries and regions where the Members are domiciled, and the different industries in which they are working. To serve on the board of PDG is an honorary function.

3. The members of the board will be elected by the Members' Conference for a term of 4 years terminating with the closing of the Members' Conference in their last year of office.

4. No person is allowed to serve on the board for more than a total of 8 consecutive years. The Members' Conference may at any time dismiss any member of the board before the expiration of his term of office. The Members' Conference may elect another person in place of a member of the board dismissed from office, or to fill a casual vacancy, or as an additional member of the board for a full term of office in accordance with article 8, paragraph 3.

5. The board shall inform the Members of its activities.

## **Article 9**

### **President / Representation**

1. The board shall elect from among its members a president and a vice-president for a two-year period at times. The president is eligible for consecutive re-election twice.

The board may appoint from its members one or more committees for supervising the conduct of the business and the carrying out of its resolutions, for reporting to the board on questions of importance and for controlling the creation and the activities and results of working-, project- and ad hoc-groups and special parties formed by the Members.

2. The president represents PDG to the outside world with individual signature; the other board members act for the association with joint signature by two. The board may delegate this representation to the secretary especially with the purpose to provide him/her with the necessary power of attorney to handle the daily business.

3. The president is not entitled to enter into any obligation with financial consequences for PDG unless they are in accordance with the provisional or the final budget or are otherwise agreed by the Members' Conference. The same prescription shall apply to the secretary if he/she is entitled to represent PDG by a board's decision.

## **Article 10**

### **Proceedings at Board Meetings**

1. Meetings shall be called on the president's instructions by the secretary, in writing or in any other way the president may direct. Notice of a meeting shall be given to each board member at least 14 days in advance. In urgent cases, notice shall be given at least 3 days in advance. As well as giving notice, the secretary shall inform each board member of the agenda of the meeting. The president is obliged to call a board meeting if at least two board members request it.
2. The quorum for a board meeting shall be established when at least half of the board members are present or represented. Provided that at least 3 board members are present in person, the members of the board can represent one another if they are authorized in writing.
3. The chair of the board meeting shall be taken by the president. If the president is not present, it shall be taken by the vice-president. If the latter is not present, the members of the board present shall choose one of them as chairman.
4. The board takes its decisions by a simple majority of its members present or represented. The board member in the chair has a casting vote, whenever equal votes have been cast on each side.
5. A decision taken by the members of the board by correspondence shall be considered to be equivalent to a decision of a board meeting provided that the procedure has been initiated by the president and that every board member voting in favour of the motion agrees explicitly to it. A decision by correspondence needs a simple majority of the members of the board. Such decisions shall be entered in the minutes of the next meeting of the board.

## **Article 11**

### Secretary

1. The secretary is selected by the board and may be either a full- or part-time employee of PDG or an employee of a Member. In the latter case, the expenses for the full- or part-time secretariat will be refunded to that Member.
2. The secretary is responsible for:
  1. all administrative work including book-keeping and handling the cash.
  2. preparation of the provisional and the final budget, and of the annual account.
  3. working out projects of the board.
  4. preparation and taking the minutes at Members' Conference and board meetings.
  5. advising Members on their work including activities of working-, project- and ad hoc-groups and coordination of such work.
  6. keeping in touch with developments in documentation in industrial research and reporting on these.
  7. providing the necessary working facilities for the secretariat.
  8. carrying out any task which may be entrusted to him/her by the board.

## **Article 12**

### *Accounts*

After the end of a calendar year, the secretary shall without delay prepare the annual accounts for the last year, the final budget for the current year and the provisional budget for the next year and pass on these documents to the auditor for certifying or checking. As soon as the auditor has certified the accounts and checked the budget, the secretary shall pass on the documents, together with the report of the auditor to the board which shall approve them and prepare its proposal for the Members' Conference. All this must be done in time to comply with the provisions of article 6, paragraph 3, sentence 1 and article 7, paragraph 1, sentence 3.

## **Article 13**

### *Financial policy*

1. Apart from cash in hand required to safeguard current commitments, it is not intended to show a profit or to form any capital.
2. Subject to additional contributions by the participants of working-, project- and ad hoc-groups, the contributions of the Members to the cost of PDG shall be equal. The board may allow the Members to pay contributions in installments at dates fixed for all Members.
3. In the event of a surplus accruing, the contributions of Members shall be adjusted to meet the provision of paragraph 1 above.

## **Article 14**

### *Auditor*

1. The Members' Conference shall select an auditor to certify the annual accounts and report on the final and the provisional budget prepared by the secretary.
2. The auditor shall be selected from year to year. He/she shall be eligible for re-selection.
3. The auditor shall be an expert in book-keeping and accounting and may be an employee of a Member.
4. If the auditor carries out his profession independently, the professional charges to be paid to him/her will be agreed between the board and their auditor. If the auditor is an employee of a Member, the Member will be entitled to be reimbursed for the travel and accommodation costs arising in connection with the auditor's work. When preparing the budgets, the secretary shall make provision for the necessary sums.

## **Article 15**

### **Court of Arbitration**

Should any dispute arise between PDG and its Members either in regard to the general membership or in regard to the participation in a Special Service then the dispute shall be settled exclusively by arbitration. If the parties do not agree on the appointment of a Court of Arbitration, the Court of Arbitration will be appointed as follows: each party shall appoint an arbitrator. The arbitrators shall appoint an umpire who must be a lawyer. If the defending party does not appoint an arbitrator within 4 weeks commencing from the receipt of the information from the other party, by which the other party nominates its arbitrator, or if the arbitrators do not agree within 30 days commencing from the nomination of the arbitrator of the defending party on the nomination of the umpire, the President of the Federal Court of Switzerland shall be asked to appoint the missing arbitrator or umpire. The Court of Arbitration decides on the procedure to be followed.

## **Article 16**

### **Languages**

1. For all verbal communications, English, French and German are admitted. For communications in writing only English is admissible.
2. These Statutes are available in English, German and French; the English version is authentic.

*Accepted at the PDG Members' Conference of June 19, 1979.*

*Revised at the PDG Members' Conference of May 10, 1984 (Articles 2.1, 3.1, and 11.2.6).*

*Revised at the PDG Members' Conference of May 9, 1996 (Articles 1.1, 2 (all par's), 4, 5, 6.3, 6.4, 7.1, 7.2, 7.3, 7.4, 7.5, 8.2, 8.4, 9 (all par's), 10.1, 10.2, 10.5, 11.2, 13.2, and 16.1)*