

## **MEMBERSHIP RULES**

### **A. OBJECTIVES**

1. The Antitrust Alliance is a forum of independent antitrust practices in the European Economic Area that has been created as an immediate reaction by private antitrust practitioners to the modernisation and decentralisation of the EC competition rules since 1 May 2004. The objectives of the Antitrust Alliance include the exchange of information on EC and national antitrust developments, joint training and the creation of direct contacts between antitrust practices so as to facilitate the provision of specialised antitrust counselling in the decentralised post-1 May 2004 environment.

### **B. MEMBERSHIP COMMITMENTS**

2. Membership of the Antitrust Alliance implies a commitment:

(a) by the law firm concerned to:

- maintain a specialized antitrust team that has proven expertise to handle antitrust issues and cases within its jurisdiction with a high degree of professionalism;
- refer in external communications describing its practice to antitrust law as a separate practice area where the law firm can claim particular expertise; and,
- contribute to the budget of the Antitrust Alliance as agreed in accordance with the Membership Rules.

(b) of the antitrust team concerned to:

- attend and prepare for both bi-annual meetings of the Antitrust Alliance, such attendance to include, at least once a year, a partner active in the antitrust team;
- provide professional service and assistance to other members of the Antitrust Alliance or their clients in respect of local antitrust matters raised by clients of such other members;
- report antitrust developments of significance in respect of its jurisdiction;
- undertake efforts to raise the profile of its antitrust team within its jurisdiction and
- provide a response (albeit on a preliminary basis or in the form of an acknowledgment of receipt) to written or oral requests of other members of the Antitrust Alliance and, in particular, the secretariat, within 48 hours.

3. Membership of the Antitrust Alliance does not:
- in any way affect the independence of the law firm and the antitrust team concerned;
  - prevent the law firm/antitrust team concerned from referring work to (or accepting referrals from) law firms that are not members of the Antitrust Alliance; or,
  - entail a commitment to promote the Antitrust Alliance in a manner that is not compatible with the established policy of the law firm concerned.

### **C. PUBLIC, PRIVATE AND ASSOCIATE MEMBERS**

4. Members of the Antitrust Alliance are the respective law firms. Except in the countries where there was already more than one member at the date of signature of these Membership Rules, in each country only one law firm shall become a member.

Notwithstanding the foregoing, any lawyer belonging to a member firm shall be free to register with any other bar association within the European Economic Area.

The membership of the Antitrust Alliance includes (i) public members, (ii) private members and (iii) associate members.

- Public members are members that meet the conditions stated in point 2 and that participate in all aspects of the Antitrust Alliance. The name of a public member is or can be included in external communications regarding the Antitrust Alliance (e.g. communications to clients, the legal community, the press or otherwise).
- Private members are members that meet the conditions stated in point 2 and that participate in all aspects of the Antitrust Alliance. The name of a private member is not included in the external communications regarding the Antitrust Alliance, it being understood that (i) the name of a private member can be mentioned upon the specific request of a client in the context of said client's possible needs for legal assistance in the antitrust area within the jurisdiction of the private member concerned and (ii) all members of the Antitrust Alliance are expected to be discrete in respect of the identity of the private members in all contacts and communications. The status of private member shall be given upon the specific request of the (candidate or associate) member concerned.
- Associate members are members that meet certain, but not all of the conditions stated in point 2 and that have agreed to an action plan to meet the remaining conditions. Associate members participate in all aspects of the Antitrust Alliance. The same policy regarding the use of their name in external communications

applies as to private members. Upon the successful completion of the action plan, a decision shall be taken at the subsequent bi-annual meeting that the relevant member becomes a public member or a private member.

#### **D. ADMISSION TO THE ANTITRUST ALLIANCE**

5. Without prejudice to point 8 below, each member is entitled to present candidates for membership in respect of the jurisdictions where the Antitrust Alliance does not yet have a public member or a private member. Relevant information with regard to a candidate (including contact details and an information sheet) shall be sent to the secretariat of the Antitrust Alliance. Unless it is clear from such information that the candidate manifestly fails to meet the criteria for admission to the Antitrust Alliance, the secretariat of the Antitrust Alliance shall invite the candidate to the next meeting (“the initial meeting”) and shall circulate the information sheet to all members.

6. Admission of a candidate as a member shall be decided not earlier than the first meeting subsequent to the initial meeting.

7. Admission to the Antitrust Alliance of a new member shall be decided by consensus of the members present or validly represented at the relevant meeting. If no consensus can be reached on a new member, admission to membership shall be decided at the same meeting with 80% of the votes of the members present or validly represented at the relevant meeting. The decision shall also specify whether the member enters as a public member, a private member or an associate member.

8. If, in respect of a jurisdiction where a private member has been admitted, a candidate presents itself or is presented by another member and such candidate is prepared to become a public member, the procedure set forth in points 5 through 7 shall be applied, as well as the procedure set forth in this point 8. In that case, the private member shall benefit from a preferential right and shall be invited by the secretariat to indicate whether it is prepared to become a public member. If the member fails to respond positively to such invitation within the deadline communicated by the secretariat, the procedure for the admission of the new candidate may be applied without further delay. The private member concerned shall not participate in the vote with regard to the admission of the candidate. If the candidate is admitted as a public member, the decision regarding such admission shall automatically entail that the private member ceases to be a member of the Antitrust Alliance (unless 80 % of the members present or validly represented of the relevant meeting expressly agree otherwise). In case of such termination of the membership of the private member, point 20 will apply and the termination will only take effect at the end of the calendar year during which the decision has been taken.

## **E. ORGANISATION OF THE ANTITRUST ALLIANCE**

9. Decisions of the Antitrust Alliance are adopted either at a bi-annual meeting or by means of a written procedure organised through the secretariat. Decisions adopted in conformity with either procedure are equally valid. Each member has one vote. Decisions require a majority of 80% of the votes of the members participating in the vote (including votes of members validly represented) and any such decisions shall be binding upon all of the members. Associate members shall not participate in the vote with regard to any membership-related decision. Private members shall not participate in the vote with regard to the content of external communications regarding the Antitrust Alliance in which the private members are not included.

10. Representation of a member by another member shall only be valid if it is in written form (including fax or e-mail) and specifies the issues to which the representation applies.

11. The Antitrust Alliance shall appoint one of the public members as its secretariat for a renewable period of three (3) years. The secretariat shall assume such practical responsibilities as shall be decided by the members. The work of the secretariat shall be free of charge except any special expenses on behalf of the Antitrust Alliance explicitly agreed upon by the members.

12. Subject to the limitations laid down in point 4 above, members of the Antitrust Alliance are entitled to:

- mention in a neutral manner their membership of the Antitrust Alliance in internal and external communications (such as, without limitation, letterhead, law firm brochures, websites or other advertising);
- refer to their membership of the Antitrust Alliance to demonstrate their ability to handle multi-jurisdictional antitrust projects;
- mention to clients and other parties requesting such information the other antitrust teams that are members of the Antitrust Alliance; and,
- issue such publicity statements with regard to the Antitrust Alliance as have been agreed at a bi-annual meeting.

13. The yearly budget of the Antitrust Alliance shall be decided at the last bi-annual meeting preceding the calendar year concerned. The budget shall be used in strict compliance with the decisions taken by the members. The secretariat shall open a separate account for the financial contributions of the members. The secretariat shall provide a detailed report at every bi-annual meeting on the use of the budget.

## **F. BI-ANNUAL MEETINGS**

14. The bi-annual meetings, each taking one working day, play a central role in the functioning of the Antitrust Alliance. Membership of the Antitrust Alliance implies a commitment to participate to the greatest extent possible in bi-annual meetings.

15. The spring meeting (March/April) will be held at a location other than Brussels and will be hosted by the member of the relevant jurisdiction. The fall meeting (November/December) will be held in Brussels.

16. On the evening prior to the meeting a social event will be organized to allow the members to meet each other in an informal setting. The cost of such event will be borne by and split between the participating members.

17. Unless agreed otherwise by the members, the cost related to the meeting itself (including fees for external speakers, if any, and lunch) will be borne by the member of the jurisdiction where the meeting is held.

## **G. TERMINATION OF MEMBERSHIP**

18. Members can withdraw from the Antitrust Alliance by notifying the secretariat in writing. The secretariat shall inform the other members of the Antitrust Alliance of the withdrawal.

19. Forced withdrawal of a member from the Antitrust Alliance shall require a 80% vote of the members present or validly represented at the bi-annual meeting where such decision has been duly scheduled. Such decision shall be deemed duly scheduled if it is included in the written agenda made available no later than one (1) month prior to the meeting.

20. Termination of membership in accordance with the membership rules shall not entitle the terminated member to any reimbursement of its financial contribution to the budget for the running calendar year. The terminated member shall not be required to pay any contribution to the budget for any calendar year following that in which its membership effectively comes to an end.

## **H. START-UP PERIOD**

21. In order to ensure the effective application of these Membership Rules and the efficient functioning of the Antitrust Alliance, the following items shall be decided by means of a written procedure (in accordance with point 9 hereof) by the law firms that have signed an unconditional deed of adherence to the Membership Rules and that have become members of the Antitrust Alliance no later than 9 February 2007 :

- level of the contribution for the calendar year 2007 and payment procedure;
- designation of the secretariat in accordance with point 11 of the Membership Rules;
- preparation of necessary steps regarding the creation of a logo and website for the Antitrust Alliance.

The written procedure shall be coordinated by contrast and must be completed no later than 23 February 2007.