

The Companies Acts, 1908 to 1917

AND

The Companies Acts 1985 and 1989

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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NEW ARTICLES OF ASSOCIATION

of

THE INTERNATIONAL ASSOCIATION FOR THE  
PROTECTION OF INDUSTRIAL PROPERTY  
(BRITISH GROUP) INCORPORATED

(As adopted by a Special Resolution passed  
on the Fourteenth day of May 1997)

1. In these regulations, unless there is something in the subject or context inconsistent therewith:-  
  
    "**the Act**" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;  
  
    "**the Association**" means the above-named Association;  
  
    "**the Council**" means the members for the time being of the Council hereby constituted;  
  
    "**a member of the Association**" means an individual member or a representative member of the Association;

**"in writing"** means written or printed, or partly written or partly printed.

Words importing the singular number only include the plural number and vice versa.

2. The subscribers to the Memorandum of the Association and such other persons as shall be admitted to membership in accordance with these regulations, and none others, shall be members of the Association, and their names shall be entered in the register of members accordingly.
3. For the purposes of registration the number of members of the Association is to be taken to be 300, but the Council may from time to time register an increase of members.
4. Any person, being an individual, and any corporation or company having their professional or business activity principally in the United Kingdom of Great Britain and Northern Ireland, may become a member of the Association or appoint a representative to be elected as a member who shall agree to become such member and shall pay the entrance fee (if any) and first subscription. No corporation or company shall as such be admitted to be a member of the Association but must appoint a representative to be a member thereof. Such last-mentioned members are hereinafter called "representative members".
5. There shall also be honorary members, who with their consent shall be elected by the Council but shall be exempt from any entrance fee or annual subscription.
6. The entrance fee and annual subscription shall be such sums as are prescribed by the Association in general meeting from time to time.

7. No person, corporation or company shall be admitted a member of the Association or appoint a representative member unless he or it has been entered in the Register of Members and such entry shall not take place except by the direction of the Council who shall not be bound to assign any reason for refusing to register any person or representative member.
  
8. Every application to be admitted as a member or to be permitted to appoint a representative member together in such latter case with the name of the proposed representative member and his signed consent to become a member shall be in writing and shall be submitted to the Council at their meeting next following the date of application and at such meeting or at any subsequent or adjourned meeting the Council shall proceed to the election or rejection of the candidate or in the case of a corporation or company to consider whether it shall or shall not be admitted to the right to appoint a representative member.
  
9. A representative member who shall have been appointed in writing by any corporation or company and whose appointment shall have been approved by the Council in accordance with Articles 4, 7 and 8 hereof shall be personally responsible for the obligations arising from membership of the Association in the same manner as if such representative member were himself an individual member. He shall, however, be recognised by the Association as acting only on behalf of the corporation or company of which he is the representative member and an entry recording such recognition shall be entered in a book kept at the office and he shall while acting as such representative member be entitled to exercise the same powers on behalf of the corporation or company of which he is the representative

member as if he were an individual member of the Association on his own account. The corporation or company for which such person is the representative member may at any time by notice in writing to the Association revoke the authority of such person to act as its representative member and on the receipt of such notice such person shall cease to be a member. The corporation or company so determining the authority of its representative member shall be entitled to substitute in his place from time to time any other person as its representative member subject to the approval of the Council and to the provision of these Articles.

#### TERM OF MEMBERSHIP

10. Every member shall be bound to further to the best of his ability the objects, interest and influence of the Association, and shall observe all by-laws of the Association made pursuant to the powers in that behalf hereinafter contained.
11. Any member may at any time withdraw from membership of the Association and any corporation or company having the right to appoint a representative member may abandon that right by giving one month's notice in writing of his or its intention to do so and at the same time paying all subscriptions due (if any) at the date of such notice and upon the expiration of such notice he or its representative member as the case may be shall ipso facto cease to be a member of the Association.
12. The Council may at any time by notice in writing served as hereinafter provided require any member to withdraw from the Association or require any corporation or company

having the right to appoint a representative member to abandon such right and such member or corporation or company shall at the expiration of one month from service of such notice by delivery at his or its registered address or if such notice be sent by post from the date on which it would reach such address in the ordinary course of post cease to be a member or cease to have the right to appoint a representative member as that case may be, and such member or the representative member of such corporation or company shall thereupon forfeit all the rights and benefit of membership provided that within the aforesaid period of one month the member required to withdraw or the corporation or company required to abandon such right shall be given an opportunity of appearing before the Council or a sub-committee specially appointed by the Council for the purpose of stating grounds why such withdrawal or abandonment should not be required and the Council or such sub-committee shall take such grounds into consideration and decide whether such withdrawal or abandonment shall be insisted on. In the case of a corporation or company which is finally required to abandon such rights its representative member shall at once cease to be a member of the Association. Any claim to a return of any money paid to the Association on admission as a member thereof or by way of annual subscription shall be forfeited. Nothing in this Article or in Article 11 shall affect the liability under the guarantee during the year after cessation of membership.

13. If any member shall fail to pay the annual subscription which is due from him on the first day of January in any year before the fifteenth day of December in the previous year the member shall cease to be a member of the Association at midnight on the 31st December and in the case of a representative member the corporation or company appointing him shall cease to have the right to appoint a representative member.

14. The rights of a member shall be personal and shall not be transferable and shall cease upon the death of an individual member or in the case of a representative member upon the commencement of the winding up or dissolution of the corporation or company of which he is the representative member.

#### MANAGEMENT AND POWERS OF COUNCIL

15. The management of the affairs of the Association shall be vested in the Council who shall have full power to act on behalf of the Association and to make and amend such by-laws as may seem to them necessary for achieving the objects of the Association and may pay all preliminary expenses of the Association and may exercise all such powers of the Association and do on behalf of the Association all such acts and things as may be exercised or done by the Association and are not hereby or by statute expressly directed or required to be exercised or done by the Association in general meeting but subject nevertheless to any regulations of these presents, to the provisions of any Acts of Parliament and to such regulations (being not inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Association in general meeting but no regulation made by the Association in general meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
16. The by-laws set forth in the Schedule to these Articles, and such altered and additional by-laws as shall be substituted or added, shall regulate all matters which by the Articles are not fully or expressly provided for, and which, consistently with the Articles, shall be made the subject of by-laws, provided that the by-laws shall not be deemed to form any

part of these Articles, and that no by-law shall have any validity or effect if it would constitute or involve such an alterations of or addition to these Articles as could only lawfully be made by special resolution.

#### COUNCIL AND OFFICERS

17. The Council shall except as hereinafter provided be elected at the Annual General Meeting and shall until otherwise determined by a general meeting of the Association, consist of the President of the Association, the Vice-President(s) (if any), the Honorary Secretary, the Honorary Treasurer, and not less than five nor more than 15 ordinary members.
18. The Council shall have power at any time and from time to time to co-opt not more than five additional members or representative members of the Association as ordinary members of the Council and such co-opted members shall hold office and be subject to retirement in the same manner as other ordinary members. The Council may act during any vacancy amongst its members and may fill up any casual vacancy amongst its members or the officers of the Association. Any member elected to fill up any casual vacancy shall hold office for the unexpired period of his predecessor's term of office.
19. At each Annual General Meeting of the Association the officers and ordinary members of the Council shall retire but shall be eligible for re-election. If the place of any retiring officer or ordinary member of the Council is not filled he shall if willing to act be deemed to have been re-elected, unless at the meeting it be resolved that his place be not filled. The officers and ordinary members of the Council elected at each Annual General Meeting

shall retain office until the dissolution or adjournment of the meeting at which their successors are appointed.

20. The Council shall present a list of persons whom they nominate as eligible and suitable for filling the offices of President, Vice-President(s), the Honorary Secretary, the Honorary Treasurer and ordinary members of the Council, for the ensuing year, to the Honorary Secretary at least one month before the meeting, and other nominations may be made in writing signed by at least two members of the Association or their representatives, which shall also be sent to the Honorary Secretary at least ten days before the meeting, and shall be accompanied by an intimation from the candidate of his willingness to serve if elected and such list and nominations shall be sent out in the notice of the Annual General Meeting sent to each member of the Association.
21. At all meetings of the Council the quorum shall consist of not less than three of its members. Unless he is unwilling to do so the President shall act as chairman of every meeting of the Council or any special or sub-committee at which he is present. But if there is no one holding that office, or if the person holding it is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the members present may appoint one of their number to be chairman of the meeting.
22. Subject to the provisions of the Memorandum of Association the Council may appoint such officers and servants as they may deem necessary at such salaries and such conditions as may from time to time be determined and may remove such officers and servants and

generally shall manage and regulate the property proceedings and affairs of the Association in accordance with the Articles and by-laws from time to time in force.

23. The Council may from time to time appoint such special or sub-committees of the Council as it may from time to time deemed desirable and may delegate any of its functions to such special or sub-committees. Any such delegation may be made subject to any conditions the Council may impose, and either collaterally or to the exclusion of their own powers and may be resolved or altered. Any member of the Council or of the Association may be appointed a member of any such committee. The President, Vice-President(s), the Honorary Secretary and the Honorary Treasurer from the time being of the Association shall be ex officio members of all such committees.
24. At any meeting of a special or sub-committee the quorum, except where otherwise specially provided by the Council, shall consist of not less than two of its members.
25. All questions before the Council or any Committee thereof shall be decided by a majority of the votes of the members present thereat and the chairman of the relevant meeting shall be entitled to a second or casting voting. Voting shall be by ballot if so desired by any member of the Council or the relevant special or sub-committee.
26. The office of President, Vice-President(s), the Honorary Secretary, the Honorary Treasurer or member of the Council shall be vacated:-

- (a) if he ceases or if the corporation or company which he represents ceases to be a member of the Association or to have the right to appoint a representative member as the case may be;
  - (b) if by notice in writing to the Association he resigns his office;
  - (c) if he is removed from office by an Extraordinary Resolution of the Association.
27. No member of the Council shall be required to retire or vacate his office at any time or be ineligible for reappointment as a member of the Council by reason of his attaining or having attained the age of seventy or any other age.

#### MEETINGS OF THE ASSOCIATION

28. An Annual General Meeting of the Association shall be called by the Council once every year at an interval of not more than fifteen months after the holding of the last preceding meeting for the election of the President, Vice-President(s), the Honorary Secretary, the Honorary Treasurer and ordinary members of the Council for the ensuing year, for the consideration of the annual accounts of the Association and the report of the Council and the transaction of any other business of the Association. At the Annual General Meeting any member or representative of a member may move a motion dealing with any matter concerning or arising out of the objects of the Association provided that he gives notice to the Honorary Secretary of the terms of his proposed motion in accordance with these Articles and the by-laws. Notice of every Annual General Meeting shall be given to each

member at his address appearing in the Register of Members at least twenty-one days before the meeting.

29. Extraordinary General Meetings of the Association may be called at any time pursuant to a resolution passed by the majority of the Council present at a meeting thereof and shall also be called on the requisition in writing of not less than ten members of the Association and the provisions of the Act relating to members' requisition for meetings shall *mutatis mutandis* apply. Notice of every Extraordinary General Meeting of the Association must be posted to each member of the Association at his address on the Register (at least twenty-one days before the date fixed for the meeting where a special resolution is to be proposed thereat and fourteen days in all other cases). The accidental omission to give any notice of a general meeting to any member or the non-receipt of the same by any member shall not invalidate any resolution passed at any such meeting. In the case of any business to be transacted at the Annual General Meeting other than the election of officers or members of the Council and in the case of any business to be transacted at an Extraordinary General Meeting the notice convening the meeting must state the general nature of such business.
30. Five members present in person shall be a quorum at a general meeting of the Association and no business shall be transacted at any general meeting unless the necessary quorum is present at the commencement of business.
31. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved. In any other case

it shall be adjourned to the same day in the next week or if that day be a holiday to the next working day thereafter and at the same time and place as the original meeting. At an adjourned meeting the members present whatever their number shall have power to decide upon all matters which could properly have been disposed of at the meeting from which such adjournment took place.

32. The President shall be entitled to take the chair at all meetings of the Association. If there be no president or if he shall not be present at the appointed for holding the meeting and willing to take the chair the senior Vice-president present shall be entitled to take the chair or if several Vice-Presidents of equal seniority be present the question as to which of them shall take the chair shall be decided by lot and if no Vice-President is present at the time appointed for holding the meeting and willing to take the chair the members of the Council shall elect one of their number to take the chair and if one member of the Council only is present he shall be entitled to take the chair. Subject as aforesaid the members of the Association present shall choose one of their number to take the chair.
33. At every general meeting every question shall subject to the right to demand a poll be determined by a show of hands and unless a poll is demanded by the Chairman or by at least five members personally present a minute signed as hereinafter mentioned or a declaration of the Chairman that a resolution has been carried or lost or in the case of a resolution requiring any particular majority that it was passed or not passed by the requisite majority and an entry to that effect in the Minute Book of the Association shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded in favour of or against such resolution.

34. If a poll is demanded as aforesaid it shall be taken in such manner and at such time (within fourteen days next after the meeting) and at such place as the Chairman of the meeting before the conclusion of the meeting directs and either immediately or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Any poll duly demanded on the election of a Chairman of a meeting or any question of adjournment shall be taken at the meeting and without adjournment. The fact that a poll has been demanded shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A demand for a poll may be withdrawn and no notice need be given of a poll not taken immediately.
35. Minutes shall be made in books provided for the purpose of all resolutions and proceedings of general meetings and any such minutes if signed by the Chairman of the meeting to which they refer or by any person present thereat and appointed by the Council to sign the same in his place shall be received as conclusive evidence of the facts therein stated.

#### VOTES

36. At every general meeting of the Association each member (other than an honorary member) shall on a show of hands and on a poll have one vote.
37. Votes may be given at any general meeting in person.

38. At the Annual General Meeting of the Association the Council shall present a report of the affairs of the Association together with a Balance Sheet and Statement of Accounts prepared by the Honorary Treasurer and made up to a date not more than ten months before the meeting. The Annual Report of the Council shall be read at the meeting and its adoption moved by the Chairman of the meeting.

#### AUDIT

39. Subject to the Provisions of the Act the Council may resolve:-
- i) that the Association will not appoint auditors, and
  - ii) there shall be no requirement that the accounts of the Association be examined or that the correctness of the Statement and Balance Sheet be ascertained by a qualified auditor.
40. A notice may be served by the Council upon any member, either personally or by sending it through the post prepaid, addressed to him at his registered address.
41. Any notice if served by post shall be deemed to have been served at the time when the same would be delivered in the ordinary course of post, and in proving such service it shall be sufficient to prove that the notice was properly addressed, prepaid and posted.
42. Members having no registered address in the United Kingdom shall not be entitled to any notice, and all proceedings may be taken without notice to such member in the same manner as if he had received due notice.

## INDEMNITY

43. Subject to the provisions of the Act and without prejudice to any indemnity to which he may otherwise be entitled, each of the members of the Council, auditors and other officers of the Association shall be indemnified out of the assets of the Company against liability incurred by him in defending the proceedings, whether civil or criminal, where judgement is given in his favour or in which he is acquitted in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

HUGH FLETCHER MOULTON 11 King's Bench Walk Temple EC4	Barrister-at-law
ROBERT ERIC BURRELL 1 Essex Court Temple EC4	Barrister-at-law
ARTHUR COLEGATE Carlton Club SW1	Director of Companies
JOHN JAMES VICTOR ARMSTRONG 12 Church Street Liverpool	Chartered Patent Agent
FEARNLEY OWEN St Michael's Alley Cornhill EC3	Solicitor
BERTRAM EDWARD DUNBAR KILBURN 31 High Holborn London WC1	Chartered Patent Agent
JOHN EDWARD EVANS-JACKSON 57/60 Holborn Viaduct EC1	Patent Agent

Dated the 11th day of July 1927.

Witness to the above signatures -

W R Paige

Clerk to messrs FAITHFUL OWEN & FRASER

Solicitors

St Michael's Alley

Cornhill EC3

## THE SCHEDULE ABOVE REFERRED TO

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**BY-LAWS**

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1. The order of proceedings at the Annual General Meeting shall as far as is practicable be as follows: The chair to be taken at the appointed hour, the minutes of the preceding Annual General Meeting to be read, and, if approved as correct, signed by the Chairman. Scrutineers to be appointed by the meeting to examine the ballot lists for the election of officers and members of the Council; ballot to be declared upon, to continue open until the expiration of one hour, and then closed. Motions, of which previous notice shall have been given, to be considered. The scrutineers to announce the result of the election and the number of votes allotted to each candidate; the ballot lists to be destroyed. The Chairman to announce future arrangements.
2. Notices of motion to be introduced at the Annual General Meeting shall be delivered to the Honorary Secretary at least fourteen days before such meeting takes place.
3. Every member may introduce a visitor to any meeting at which a paper, address or lecture is to be read or delivered, provided that the Council shall have the right to suspend this by-law in respect of any meeting at which in their opinion the presence of visitors would be undesirable.

4. Subject to By-law 5 below all annual subscriptions shall be payable in advance on the 15th December in the year preceding that in respect of which the subscription is to be applied.
  
5. In the case of members elected during the last three months of any year the first year's subscriptions (to be paid on election) shall count as the subscription for the year commencing on the 1st day of January next following.
  
6. The Council shall from time to time as may be necessary appoint representatives to represent the Association on the Executive Committee of the International Association for the Protection of Industrial property and may also appoint representatives to attend congresses of the International Association and may reimburse to such representatives all out of pocket expenses actually and properly incurred by them in carrying out their duties. Such representatives shall when appointed (unless appointed for a fixed term) represent the Association until they shall have received notice in writing from the Council informing them their representation is at an end.