



European Communities Trade Mark Association

ARTICLES OF ASSOCIATION

OF

EUROPEAN COMMUNITIES TRADE MARK ASSOCIATION

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European Communities Trade Mark Association

**A PRIVATE COMPANY LIMITED BY GUARANTEE
AND
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
OF
EUROPEAN COMMUNITIES TRADE MARK ASSOCIATION**

(Incorporated in England and Wales on 8 October 1980 as European
Communities Trade Mark Practitioners Association)

Adopted on 20 June 2013

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FOREWORD

The last version of the Articles of Association of ECTA emanates from August 2010. With the Treaty on the Functioning of the European Union as well as the enlargement, there has risen a need, however, to make some revisions and amendments both regarding the language and the inclusion of Croatia, which became a member of the European Union on 1 July, 2013.

In addition, the decision made by the General Meeting in Bucharest, Romania, in connection with the 32nd Annual Conference, to make it possible for Companies to become members of ECTA has naturally to be reflected in the Articles. This is an important development in the history of ECTA, which so far has been an Association for the trade mark and design profession only, i.e. physical persons. The hope is that this amendment will strengthen the Association and make it even more professional and relevant for the Intellectual Property Community in the years to come.

We are grateful to Hogan Lovells, who have kindly assisted ECTA in this respect. It is also on their recommendation we have consolidated the Articles of Association into one document, which hopefully is more readable than before.

We do trust that the updated Articles will serve ECTA and particularly its members for the coming years.



Domenico de Simone
President



Max Oker-Blom
Secretary General

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Part 1

INTERPRETATION, NAME, LIMITATION OF LIABILITY AND AIMS

1. **Defined terms**

In these Articles, unless the context requires otherwise:

"Act" means the Companies Act 2006;

"Articles" means the company's Articles of Association;

"Association" means the European Communities Trade Mark Association;

"Bye-Laws" means the Bye-Laws of the Association made pursuant to Article 12;

"Council" means the Council of the Association established by Article 13, or the Members of the Council present at a duly convened meeting of the Council at which a quorum is present;

"Council Member" means a duly elected member of the Council;

"Document" includes, unless otherwise specified, any document sent or supplied in Electronic Form;

"electronic form" has the meaning given in section 1168 of the Act;

"electronic means" has the meaning given in section 1168 of the Act;

"EU" means the European Union;

"First Vice-President" and "Second Vice-President" mean respectively the persons holding the offices of First Vice-President and Second Vice-President pursuant to Article 18.1;

"Honorary Member" means a Member admitted as an Honorary Member pursuant to Article 9.3;

"Member" means (except with reference to a Member of the Council) a person (or in relation to corporate members any corporate body) admitted to any class of membership mentioned in Article 7.2;

"Member State" means a Member State of the European Union;

"Office" means the Office for Harmonization in the Internal Market (OHIM);

"Ordinary Member" means a Member admitted as an Ordinary Member pursuant to Article 9;

"Ordinary Resolution" has the meaning given in section 282 of the Act;

"Poll" means an entering and counting of votes otherwise than by show of hands;

"President" means the person holding the office of President pursuant to Article 18.1;

"Professional Representative" means a person entitled to appear before the Office or the trade mark registry of a Member State, either on behalf of his employer or on behalf of a professional client;

"Seal" means the common Seal of the Association;

"Secretary" means the Secretary for the time being appointed under Article 22.1 or any person appointed to perform the duties of the Secretary of the Association;

"Special Business" means any resolution to be voted on at a general meeting which requires approval by way of Special Resolution;

"Special Resolution" has the meaning given in section 283 of the Act;

"Subsidiary" has the meaning given in section 1159 of the Act;

"Vice-President" means a person holding the office of First Vice-President or Second Vice-President; and

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"Writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

- 1.1 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Association.
- 1.2 A reference to an enactment or statutory provision shall include a reference to any subordinate legislation made under the relevant enactment or statutory provision and is a reference to that enactment, statutory provision or subordinate legislation as from time to time amended, consolidated, modified, re-enacted or replaced.

2. **Regulations of the Association**

These Articles are the Articles of Association of the Association and:

- (a) the Companies Act 2006 Model Articles For Private Companies Limited By Guarantee;
- (b) the Regulations in Table C to any Companies Act (as defined in section 2 of the Act) or Companies (Consolidation Act prior to the Companies Act 1985; and
- (c) the Regulations in Table C of the Companies (Table A to F) Regulations 1985 (SI 1985/805), as amended from time to time,

do not apply to the Association.

3. **Name and office**

- 3.1 The name of the company (hereinafter called "the Association") is "EUROPEAN COMMUNITIES TRADE MARK ASSOCIATION", abbreviated ECTA.
- 3.2 The registered office of the Association shall be situated in England.

4. Liability of the Members

4.1 The liability of the Members is limited.

4.2 Every Member of the Association (other than an Honorary Member) undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a Member or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Association contracted before he ceases to be a Member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding ten pounds.

4.3 If upon the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Association under or by virtue of Article 6.1 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some charitable object.

5. Powers of the Association

5.1 The Association shall have the following objects:

- (a) to maintain and improve the professional standards and expertise of Professional Representatives in trade mark matters having a place of business or employment in a Member State of the EU.;
- (b) to consider and promote improvements in the legal protection available for trade marks in the EU and elsewhere and to support or oppose alterations therein and to effect improvements in administration;
- (c) to provide the Commission of the EU and other Union authorities and governments and national authorities in the EU with means for ascertaining the views of Professional Representatives in trade mark matters as

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- regards the protection of trade marks in the EU and all matters related;
- (d) to co-operate with the OHIM and other international authorities, in,
 - (a) administering the law concerning the registration and other means of protection of trade marks in the EU; and
 - (b) establishing and maintaining standards of qualification and a code of professional conduct for the representatives to practice before the Office,
 - (e) to consider, afford advice to and diffuse information on all matters affecting Professional Representatives in trade mark matters and to print, publish, issue, circulate and give access to such papers and other publications as may seem conducive to the attainment of any of the objects of the Association;
 - (f) to procure the delivery of lectures on all matters affecting Professional Representatives in trade mark matters;
 - (g) to cultivate and obtain reciprocal relations with kindred associations whether of a national or an international nature;
 - (h) to provide facilities for social intercourse between the Members of the Association and their friends;
 - (i) to purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which the Association may consider necessary or convenient for the purposes of its activities;
 - (j) to sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Association;
 - (k) to take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be

deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;

- (l) to borrow and raise money in such manner as the Association may think fit;
- (m) to undertake and execute any trusts the undertaking whereof the Association may consider to be desirable, either gratuitously or otherwise;
- (n) to enter into any arrangement with the Commission of the EU or any other international authority or with any government or national authority that may seem conducive to the attainment of the Association's objects or any of them, and to obtain from such authority and to exercise any rights, privileges, licences and concessions which may seem desirable;
- (o) to invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (p) to apply the money of the Association in any way in or towards the establishment, maintenance, benefit, or extension of any association, institution, fund, exhibition, or show intended to advance the interests of Professional Representatives in trade mark matters, and whether or not in common with other classes of persons, and to contribute to any fund raised by local or public subscription for any purpose whatever or to any charitable object;
- (q) to provide a superannuation fund for the employees of the Association, or otherwise to assist any such employees and their dependants;
- (r) to form, establish and bring out, or assist in bringing out any other associations having objects similar, or partly similar, to those of this Association, and to subscribe for and to shares of debentures, bonds or obligations of any

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such associations and guarantee the payment of any securities issued by any such associations;

- (s) to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of this Association;
- (t) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements, of any one or more of the companies, institutions, societies or associations with which this Association is authorised to amalgamate;
- (u) to transfer all or any part of the property, assets, liabilities and engagements of this Association to any one or more of the companies, institutions, societies or associations with which this Association is authorised to amalgamate;
- (v) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them;
- (w) while remaining primarily a Trade Mark Association, to do in relation to designs all that it is empowered to do in relation to trade marks, as though references to trade marks in this Article 5.1 were references also to design provided that,
- (x) in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (y) the objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers; and
- (z) in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of the

Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they could as such Council have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court or the Charity Commissioners over such Council but it shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

6. Application of income and property

- 6.1 The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in these Articles and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to Members of the Association.
- 6.2 Provided that nothing herein shall prevent any payment in good faith by the Association of reasonable and proper remuneration to any Member, officer or servant of the Association for any services rendered to the Association nor prevent the payment of interest on money lent by any Member of the Association at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Bank of England, or 3 per cent whichever is the greater, or of reasonable and proper rent for premises demised or let by any Member of the Association or of fees, remuneration or other benefit in money or money's worth to a company of which a Member of the Association may be a Member or to any Member of the Association of out-of-pocket expenses.

Part 2

THE ASSOCIATION AND ITS MEMBERS

7. Members

- 7.1 There shall be no limit to the number of Members of the Association.

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7.2 There shall be the following classes of Members of the Association

- (a) Ordinary Members,
- (b) Honorary Members,
- (c) such other classes of membership as the Association upon the recommendation of the Council may, subject to these Articles and the Bye-Laws, from time to time determine,

In accordance with Article 7.2(c), the following additional classes of Members shall be introduced:

- (a) every candidate for admission as an associate member shall be either a person who is not a national of a Member State, but who has his place of business or employment in a Member State and is entitled to practice as a Professional Representative before the Trade Marks Registry of the Member State in which he has his place of business or employment, or a person who is entitled to practice as a Professional Representative before the Trade Marks Registry of the country outside the EU in which he has his place of business or employment, and in each case, unless he is so entitled by possession of a special professional qualification, has habitually so practised for at least five years, and be involved in the Trade mark matters of the EU or Member States of the EU, and be sponsored by two Ordinary Members;
- (b) every candidate for admission as an affiliate member shall be a person who is, otherwise than as a Professional Representative, involved in or responsible for the Trade mark matters in the EU or Member States of the EU or Member States of the EU, by virtue of his activity or employment inside or outside the EU, and be sponsored by two Ordinary Members;

- (c) every candidate for admission as a conference member shall be a person who, not otherwise being a Member of the Association, wishes to attend the annual conference of the Association Members, unless in the meantime elected to another category of membership, shall cease to be Members of the Association at the end of the calendar year in which they became Members;
- (d) every candidate for admission as a student member shall be a national of one of the Member States, shall be an undergraduate or post-graduate undertaking a full time course of study at a university in a Member State, shall have an interest in the law of trade marks and designs, and be sponsored by two Ordinary Members;
- (e) every candidate for admission as a recently graduated member shall be a national of one of the Member States, shall have completed a full time course of study at and graduated from a university in a Member State within three years prior to the date of the candidate's application for membership of the Association, shall have an interest in the law of trade marks and designs and be sponsored by two Ordinary Members provided always that a person's status as a recently graduated Member shall expire at the end of the calendar year in which the third anniversary of his or her said graduation occurs;
- (f) every candidate for admission as a retired member shall have been an Ordinary Member or an associate Member or an affiliate Member for a continuous period of not less than five years and be no longer active in trade mark practice; and
- (g) every candidate for admission as a corporate member shall be a corporate entity either: (i) incorporated in a Member State; or (ii) having a presence through an entity (which shall include, without limitation, an affiliate, establishment or subsidiary) which entity is a national of a Member State or is domiciled or has a real and effective

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industrial or commercial establishment in a Member State, and which does not provide legal advice to third parties as part of its business. At all times throughout their membership corporate members shall have a nominated employee to be the individual responsible for administrative dealings with the Association.

8. **Membership Compliance**

- 8.1 Every candidate for membership shall comply with requirements for admission contained in these Articles and in the Bye-Laws.
- 8.2 Before an individual is admitted as a Member the Council shall satisfy themselves that the candidate is of good character and repute and by reason of his profession or employment is in all respects a fit and proper person to be admitted a Member.
- 8.3 Before a corporate body is admitted as a Member the Council shall satisfy themselves that the candidate has a sufficient presence in a Member State and is of good reputation and sound financial standing and will in all respects be a suitable Member by virtue of its involvement in, and contribution to, trade mark matters of the EU or Member States of the EU.

9. **Ordinary Members**

- 9.1 Every candidate for admission as an Ordinary Member shall (subject to Article 9.2 below):
 - (a) be a national of one of the Member States,
 - (b) have his place of business or employment in a Member State,and,
 - (c)
 - (a) before the coming into force of any law regulating the entitlement of persons to practise as Professional Representatives before the Office, be entitled to practise as a Professional Representative before the Trade Mark Registry of

the Member State in which he has his place of business or employment and, unless he is so entitled by possession of a special professional qualification, have habitually so practised for at least five years; or

- (b) after the coming into force of any such law, be entitled to practise before the Office for Harmonization in the Internal Market (Trade Marks and Designs), and such entitlement shall be deemed to exist where the existence of such entitlement is recorded in a Communication of the President of the Office concerning Professional Representation.

9.2 During the period of three years immediately following the incorporation of the Association a candidate for admission as an Ordinary Member shall be deemed without limit of time to satisfy the conditions set out in Article 9.1(c)(a) above if he is a Member of an organisation for the time being approved in Writing by the Council for the purposes of this Article in respect of the Member State in which he has his place of business or employment.

9.3 The Council shall be empowered at their discretion to admit as an Honorary Member any person who by reason of his special service to trade mark law or practice is in the opinion of the Council worthy of such honour. An Honorary Member who immediately before admission as such was an Ordinary Member shall during his honorary membership continue to have the rights of an Ordinary Member so long as he remains qualified to be admitted as an Ordinary Member.

9.4 Every application for membership shall be made to the Council upon a form to be provided by the Association, duly completed as regards all particulars therein required. The Council shall accept every application for ordinary membership satisfying the requirements of Articles 9.1, 9.2 and 9.3 above and any further requirements of the Bye-Laws Applications for membership of any class mentioned in Article 7.2(c) shall be determined in accordance with the Bye-Laws governing such class.

10. **Withdrawal**

10.1 Any Member may withdraw from the Association by giving one month's notice in writing of his intention to do so and, upon the

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expiration of such notice, he shall (subject to Article 10.2 below) cease to be a Member of the Association but shall remain liable for payment of arrears of subscription or other moneys (if any) due to the Association upon his ceasing to be a Member. Where any person who has withdrawn from membership in accordance with this Article seeks readmission, he shall not be required to furnish particulars anterior to the date of his original admission, but must with this exception comply with such of the Bye-Laws and these Articles and such other terms and conditions as the Council may think fit to require in each individual case.

10.2 Where, before the expiration of notice given by a Member under Article 10.1 above (but either before or after the giving of such notice), proceedings are commenced by the Council under Article 10.4 for the expulsion or suspension of that Member, the Member shall not cease to be a Member of the Association until:

- (a) the expiration of such notice, or
- (b) the final determination of such proceedings, whichever shall be the later, provided always that, in the event that such proceedings result in an order for the expulsion of the Member, any date of expulsion specified in such order shall be the date when his membership shall cease notwithstanding this Article.

10.3 A Member who for any cause ceases to satisfy the qualifications for admission to membership of his class shall cease to be a Member.

10.4 The Council may in accordance with the Bye-Laws expel a Member from the Association or suspend his membership.

11. **Subscriptions and Admission Fees**

11.1 Every Member (other than an Honorary Member) shall from time to time pay to the Association such subscription as shall be prescribed by resolution of the Association on the recommendation of the Council.

11.2 If a Member makes a default in the payment of any subscription for more than two months after notice from the Secretary of the amount payable by him his privileges of membership shall be thereafter ipso facto suspended until such payment be made. If

any matter arises during the interval between such suspension and payment in respect of which he would but for such default have been entitled to seek the assistance of the Association he shall notwithstanding such payment be in respect of such matter excluded from the privileges of membership unless the Council otherwise resolve.

- 11.3 The Association may by resolution require the payment of an admission fee as a condition of admission to any class of membership (other than honorary membership) and may from time to time by resolution vary, discontinue or re-impose such requirement. Any such admission fee shall be of such amount as shall be from time to time prescribed, and different amounts may be prescribed for different classes of membership.

12. **Bye-Laws**

The Association shall upon the recommendation of the Council but not otherwise have power by Ordinary Resolution to make Bye-Laws for the regulation of the affairs of the Association and for the furtherance of its objects and from time to time to amend or revoke the same. All such Bye-Laws for the time being in force shall be binding upon the Members in the same manner as these Articles. In the event of any conflict between the Bye-Laws and these Articles the provisions of these Articles shall prevail. In the interpretation of the Bye-Laws the provisions of Article 1, so far as applicable, shall apply thereto.

NUMBER AND APPOINTMENT OF COUNCIL

13. **Nature of Council**

- 13.1 There shall be a Council consisting of:
- (a) not more than such number of persons elected from among the Ordinary Members as is provided for in Article 13.2 (as amended from time to time);
 - (b) the two persons (or if there are not two such persons that one person, if any) who for the time being last held office successively as President;
 - (c) the person who for the time being holds the office of Secretary General;

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- (d) the person who for the time being holds the office of Treasurer General; and
- (e) such additional Members as may be co-opted pursuant to Article 17,

each of whom shall be a duly appointed director of the Association.

- 13.2 The elected Members mentioned in Article 13.1(a) above shall comprise in respect of each Member State the number of persons specified below (or such smaller number as may be nominated) having their principal place of business or employment in such Member State, viz:

France	4	Denmark	2
Germany	4	Ireland	2
Italy	4	Netherlands	2
United Kingdom	4	Luxembourg	1
Belgium	2	Spain	3
Greece	2	Portugal	2
Austria	2	Finland	2
Sweden	2	Bulgaria	2
Romania	2	Poland	3
Czech Republic	2	Hungary	2
Slovakia	2	Lithuania	2
Latvia	1	Slovenia	1
Estonia	1	Cyprus	1
Malta	1	Croatia	2

13.3 Provided that there be no departure from the said representation of Member States:

- (a) the Council shall have power from time to time to appoint any Ordinary Member to be a Member of the Council to fill a casual vacancy; and
- (b) without prejudice to the power of the Council under this Article, the Association may from time to time by Ordinary Resolution in general meeting appoint any Ordinary Member to be a Member of the Council to fill a casual vacancy.

14. **Increase in Council Members**

14.1 In the event of any increase in the number of Member States the Council may thereupon increase the number of its elected Members by:

- (a) determining the number of additional elected Members who shall represent each new Member State, and
- (b) appointing not more than that number of Ordinary Members to fill such additional places from among Ordinary Members having their principal place of business or employment in such new Member State.

14.2 For the purposes of these Articles:

- (a) the numbers of Council Members specified in relation to Member States in Article 13.2 shall be deemed to be varied by the addition of numbers determined by the Council under Article 14.1(a) above;
- (b) the number of persons specified in Article 13.1(a) shall be deemed to be varied by the addition of numbers determined by the Council under Article 14.1(a) above, and
- (c) Members appointed to the Council under Article 14.1(b) above shall be deemed to have been elected thereto on the date when they were so appointed.

14.3 The number of additional elected Members determined by the Council under Article 14.1(a) above shall be subject to variation by the Association at the general meeting next following the

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determination (but not otherwise save by Special Resolution amending these Articles).

15. **Convening a General Meeting**

- (a) Every Member appointed to the Council under Article 13 to fill a vacancy arising from the death or vacation of office of any Member of the Council, shall retire but shall be eligible for re-election at the general meeting following their appointment.
- (b) Not later than two months before every general meeting the Council shall cause to be served upon every Ordinary Member a notice showing the names of those Council Members who are due to retire at the meeting pursuant to this Article and stating (unless they shall have ceased to be Ordinary Members) that they are eligible for re-election.

16. **Nomination of Council Members**

- 16.1 Every candidate for election pursuant to Article 13.1(a) as a Member of the Council at a general meeting must be nominated in writing by not less than three other Ordinary Members having their principal place of business or employment in the same Member State as the candidate. Such nomination shall specify the Member State in which the candidate has his principal place of business or employment shall state that the candidate is willing to serve if elected and shall be lodged at the office of the ECTA Secretariat of the Association prior to a date to be notified each year to the Ordinary Members. The location of the office of the ECTA Secretariat shall be determined by the Council from time to time.
- 16.2 In exceptional circumstances, and in particular where there are fewer than five Ordinary Members having their principal place of business or employment in a particular Member State, the Council may in its discretion accept a nomination for a Member or Members of the Council made by:
 - (a) one other Ordinary Member having their principal place of business or employment in such Member State; and
 - (b) two other Members of the Council.

- 16.3 In every election of Council Members pursuant to Article 13.1(a) every Ordinary Member shall (subject to Article 30.2) be entitled to vote for as many candidates as there are vacancies to be filled.
- 16.4 Prior to a general meeting of the Association, the Council shall cause voting papers, giving a list of the persons nominated pursuant to Article 16 as candidates to serve on the Council for the ensuing two years and the Member State in which each such person has his principal place of business or employment to be drawn up in such form and giving such other particulars as the Council may determine and to be served by post upon every Ordinary Member indicating in each case a date by which and an address to which such voting papers shall be returned directed to the auditors of the Association or such one or more other persons as shall be nominated by the Council to act as scrutineers and at a general meeting of the Association it shall be the duty of the scrutineers to report to the meeting the result shown by such voting papers.
- 16.5 The provisions of Article 16.4 apply only where more than one candidate per Member State vacancy has been nominated under Article 16. In each case where there is only one nomination for a Member State vacancy, voting may instead take place at a general meeting and not on the voting papers. The voting papers sent out under Article 16.4 must however be accompanied by a statement showing the single nominations for Member State vacancies and giving notice that voting in respect of these nominations will take place at a general meeting.
- 16.6 There shall be elected from among candidates having their principal place of business or employment in each Member State only so many candidates as shall be requisite to maintain the numerical representation of Member States set out in Article 13.2. Subject thereto, the candidates who receive the greatest numbers of the votes cast shall be elected.
- 16.7 In case of an equality of votes appearing from the report of the scrutineers to have been given to two or more candidates, and the vacancies not permitting both or all to be elected, the Ordinary Members present at the meeting shall by ballot determine which of such candidates is or are to be elected.

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16.8 Any question arising upon the scrutineers' report or otherwise in connection with the election of Members of the Council shall be determined by the Association in general meeting.

17. Council Powers

17.1 The Council may at any time co-opt not more than four Ordinary Members who, having been candidates for election to the Council pursuant to Article 13.1(a) at the last preceding general meeting, received more votes than another candidate who was elected but were not themselves elected because their election would have been inconsistent with the first sentence of Article 16.6.

17.2 The Council may also at any time co-opt not more than four Ordinary Members or persons admitted to any other class of membership.

17.3 Members of the Council co-opted under this Article shall hold office until the general meeting next following their co-option.

18. Officers

18.1 At the Council meeting following the general meeting two years after the appointment of one or more of:

- (a) the President;
- (b) the First Vice-President;
- (c) the Second Vice-President;
- (d) the Honorary Secretary (Secretary General); or
- (e) the Honorary Treasurer (Treasurer General),

the occupant of such office shall retire from the position and the Council shall elect by ballot from among their Members a replacement.

18.2 The Council may elect one of their number to fill a casual vacancy in any of the said offices, and a Member so elected shall hold office for the residue of the term of office of the person whose vacancy he fills.

18.3 The persons holding office respectively as President, First Vice-President and Second Vice-President shall at all times be Ordinary Members having their principal place of business or employment in different Member States.

19. Powers and Duties of Council

19.1 The business of the Association shall be managed by the Council, who may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by the Act or by these Articles required to be exercised or done by the Association in general meeting, subject nevertheless to the provisions of these Articles and of the Act and to such regulations being not inconsistent with the aforesaid 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.

19.2 The Council may delegate any of their powers to committees consisting of such ordinary or other Members as may from time to time be determined by the Council. The President and the Vice-Presidents shall be ex-officio Members of every committee of the Council. Every such committee shall elect a chairman, who need not necessarily be the President or a Vice-President. Every such committee shall in the exercise of the power so delegated conform to any regulations that may be imposed on it by the Council.

19.3 The meetings and proceedings of any such committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Council so far as the same are applicable and are not superseded by any regulations made by the Council under the last preceding Article.

20. Proceedings of Council and committees

20.1 The Council may meet together for the dispatch of business, adjourn or otherwise regulate their meetings as the Members thereof may think fit. The quorum at meetings of the Council for the transaction of business shall be seven Members entitled to vote. Unless otherwise fixed by the Council the quorum at the meetings of every committee of the Council shall be three. Questions arising at meetings of the Council or of any committee

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shall be decided by a majority of votes. In case of an equality of votes at meetings of the Council or any committee the Chairman shall have a second or casting vote. The continuing Members of the Council may act notwithstanding any vacancy in their body.

- 20.2 The President shall preside at all meetings of the Council, but if at any time there be no President or if at any meeting the President be not present within five minutes after the time appointed for holding the same or be not willing to act, the First Vice-President, or failing him the Second Vice-President, shall preside at such meeting, or if neither Vice-President is present and willing to act the Members present shall choose some one of their number to preside at such meeting, and the person so chosen shall preside at such meeting accordingly.
- 20.3 Subject to the Articles, Members participate in a Council or committee meeting, or part of a Council or committee meeting, when:
- (a) the meeting has been called and takes place in accordance with the Articles;
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting;
 - (c) in determining whether Members are participating in a Council or committee meeting, it is irrelevant where any Member is or how they communicate with each other; and
 - (d) if all the Members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 20.4 All acts bona fide done by the Council or by any committee of the Council shall be valid notwithstanding that it be afterwards discovered that there was some defect in the appointment of the Council or committee or of some Member or Members thereof, or that any Member of such Council or committee was not duly qualified to act.
- 20.5 The Council shall cause minutes to be duly entered in books provided for the purpose:

- (a) of all appointments of officers,
- (b) of the names of the Members present at each meeting of the Council or a committee thereof; and
- (c) of all resolutions and proceedings of general meetings and of meetings of the Council and committees thereof,

and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence, without any further proof, of the matters stated in such minutes.

21. Disqualification of Members of Council

A Member of the Council shall vacate office:

- (a) if, not being a Member co-opted under Article 17.2, he ceases to be an Ordinary Member, or
- (b) if, being a co-opted Member, a resolution is passed by the Council terminating his membership, or
- (c) if he becomes bankrupt or Insolvent or makes a conveyance or assignment of his property for the benefit of, or executes any deed of arrangement in favour of, or makes any composition or arrangement with, his creditors generally or any class of his creditors, or
- (d) if he becomes of unsound mind, or
- (e) if he is absent from six consecutive meetings of the Council without special leave of absence and he is requested to resign by a resolution passed by a majority of the Members of the Council present and voting at a meeting of the Council of which special notice shall have been given of intention to propose the resolution, or
- (f) if by notice in Writing to the Association he resigns his office, or
- (g) if he ceases to hold office or is prohibited from acting by virtue of any provision of any statute.

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22. **Secretary**

- 22.1 Subject to the Act, the Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions consistent with the provisions of Article 6.1 as the Council may think fit, and any Secretary so appointed by the Council may be removed by the Council.
- 22.2 Anything required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any officer of the Association authorised in that behalf.

COUNCIL MEMBERS' POWERS AND RESPONSIBILITIES

23. **Council Members' Powers**

Subject to the Articles, the Council Members are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

24. **Council Members may delegate**

Subject to the Articles, the Council Members may delegate any of the powers which are conferred on them under the Articles:

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as they think fit.

- 24.2 If the Council Members so specify, any such delegation may authorise further delegation of the Council Members' powers by any person to whom they are delegated.
- 24.3 The Council Members may revoke any delegation in whole or part, or alter its terms and conditions.

25. **Committees**

- 25.1 Committees to which the Council Members delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Council Members.
- 25.2 The Council Members may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

GENERAL MEETINGS

26. **Organisation Of General Meetings**

- 26.1 The Council may, whenever it thinks fit, convene a general meeting, and a general meeting shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by the Act. If at any one time there are not available within the Member States sufficient Members of the Council to form a quorum for the convening of a general meeting, any Member of the Council or any ten Ordinary Members of the Association may convene a general meeting in the same manner or as nearly as possible as that in which meetings may be convened by the Council.
- 26.2 All business shall be deemed special that is transacted at a general meeting with the exception of the consideration of the accounts, balance sheet, and the reports of the Council and auditors, the election of Members of the Council and the appointment of, and the fixing of the remuneration of, the auditors.
- 26.3 Every meeting shall be called by fourteen days' notice in Writing at the least. The notice shall be exclusive of the day for which it is given. The notice shall specify the place, the day and the hour of meeting and, in the case of Special Business, the general nature of that business. The notice shall be given to such persons as are under Article 31 entitled to receive such notice from the Association.
- 26.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

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- 26.5 No business shall be transacted at any general meeting unless a quorum of Ordinary Members is present at the time when the meeting proceeds to business, save as herein otherwise provided, a quorum shall be such number of Ordinary Members present in person or by proxy, being Members whose respective principal places of business or employment are in not less than five different Member States, as is equal to one-tenth of the total number of Ordinary Members entitled to vote at the date of the notice calling the meeting.
- 26.6 The President or, failing him, the First or Second Vice-President (in that order) shall preside as Chairman at every general meeting of the Association, but if there be no President or Vice-President or if at any general meeting neither the President nor either Vice-President is present within half an hour after the time appointed for holding the same, or if none is willing to act, the Members of the Council present shall elect one of their number to be Chairman of the meeting.
- 26.7 If at any meeting no Member of the Council is willing to preside or if no Member of the Council is present within half an hour after the time appointed for holding the meeting, the Ordinary Members present shall choose one of their number to be Chairman of the meeting.
- 26.8 The person chairing a meeting in accordance with this Article is referred to as "the Chairman".
- 26.9 If within three hours from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of the Members, shall be dissolved, in any other case it shall stand adjourned to the same day in the fourth week thereafter, at the same time and place, or to such later date and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the Ordinary Members present shall be a quorum.
- 26.10 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which

the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

27. Attendance and speaking at general meetings

27.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

27.2 A person is able to exercise the right to vote at a general meeting when:

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

27.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

27.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

27.5 Two or more persons who are not in the same place as each other attend a general meeting if they are able to exercise any rights they have to speak or vote at that meeting.

VOTING AT GENERAL MEETINGS

28. Show of hands

28.1 At any general meeting a proposed resolution shall be put to vote by way show of hands unless (before or on the declaration of the result of the show of hands, as the case may be):

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- (a) the proposed resolution has been passed by written resolution in accordance with the Act; or
 - (b) a Poll is demanded by the Chairman or by at least three Ordinary Members present and entitled to vote; or
 - (c) on the proposal of the Chairman or any five Ordinary Members present and entitled to vote at the meeting it is determined that a postal ballot shall be held.
- 28.2 Unless a Poll be so demanded or a postal ballot be so determined upon, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 28.3 The demand for a Poll may be withdrawn.
- 28.4 Except as provided in Article 28, if a Poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the Poll shall be deemed to be the resolution of the meeting at which the Poll was demanded.
- 28.5 A Poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A Poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a Poll has been demanded may be proceeded with, pending the taking of the Poll.
- 28.6 If it is determined that a postal ballot shall be held the ballot shall be conducted in such manner as the Council (or, with the consent of the Council, the Secretary) directs and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was determined upon. Any business other than that upon which a ballot has been demanded may proceed pending the taking of the ballot.
- 28.7 In case of any equality of votes, whether on a show of hands or on a Poll or on a postal ballot, the Chairman of the meeting at which the show of hands takes place or at which the Poll is

demanded or the postal ballot is determined upon shall be entitled to a second or casting vote.

29. Means of postal ballot

29.1 Subject to Article 29.4 below, the Council may at any time conduct a postal ballot of Ordinary Members on any resolution notwithstanding that the resolution has not been proposed at a general meeting.

29.2 Subject to the provisions of the Act, a resolution adopted by a postal ballot conducted under this Article shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held.

29.3 A resolution proposed by postal ballot under this Article may be proposed as an Ordinary Resolution or a Special Resolution, provided that a Special Resolution shall be passed only by a majority of not less than three-fourths of the votes cast in the ballot.

29.4 No ballot shall be conducted by the Council under this Article on any resolution which shall have been proposed and rejected at a general meeting or in a previous postal ballot within a period of three months immediately preceding the holding of the ballot.

30. Votes of Ordinary Members

30.1 Every Ordinary Member shall have one vote. No Member of any other class shall be entitled to vote.

30.2 No Ordinary Member shall be entitled to vote unless all moneys presently payable by him to the Association have been paid.

30.3 On a Poll votes may be given either personally or by proxy, provided that no Member shall cast on any resolution more than the maximum number (if any) of proxy votes for the time being prescribed for the purpose of this Article by the Bye-Laws.

30.4 The instrument appointing a proxy shall be in Writing under the hand of the appointer. A proxy must be an Ordinary Member of the Association.

30.5 The instrument appointing a proxy shall be produced at the meeting at which the proxy vote authorised by it is to be cast.

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- 30.6 An instrument appointing a proxy shall be clear and unambiguous and in any usual or common form.
- 30.7 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a Poll and to propose or join in proposing a postal ballot.
- 30.8 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in Writing of such death, insanity or revocation as aforesaid shall have been received by the Association at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

ADMINISTRATIVE ARRANGEMENTS

31. **Means of communication to be used**
- 31.1 Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that act to be sent or supplied by or to the Association.
- 31.2 Where a notice is sent by post, service of the notices shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the time at which the letter was so posted. In the case of any notice sent using electronic means it shall be sufficient to prove that the notice, document or other information was properly addressed.
- 31.3 Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) every Ordinary Member, and
 - (b) the auditors for the time being of the Association.

No other person shall be entitled to receive notices of general meetings.

31.4 The Council shall provide for the safe custody of the Seal, which shall only be used by the authority of the Council or of a committee of the Council authorised by the Council in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Member of the Council and shall be countersigned by the Secretary or by a second Member of the Council or by some other person appointed by the Council for the purpose.

32. **Accounts**

32.1 The Council shall cause accounting records to be kept in accordance with the Act.

32.2 The accounting records shall be kept at the registered office of the Association or, subject to the Act, at such other place or places as the Council think fit, and shall always be open to the inspection of Members of the Council.

32.3 The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members not being Members of the Council, and no Member (not being a Member of the Council) shall have any right of inspecting any account or book or Document of the Association except as conferred by statute or authorised by the Council or by the Association in general meeting.

32.4 The Council shall from time to time, and in accordance with the Act, cause to be prepared and printed and to be laid before the Association in general meeting such income and expenditure account balance sheets, group accounts (if any) and reports as are referred to in those sections. The auditors' report shall be open to inspection and be read before the meeting.

32.5 A copy of every balance sheet (including every Document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the auditors' report and report of the Council, shall not less than fourteen days before the date of the meeting be sent to every Member and every holder of debentures of the Association. Provided that this Article shall not require a copy of those Documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

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33. **Audit**

- 33.1 Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
- 33.2 Auditors shall be appointed and their duties regulated in accordance with the Act.

COUNCIL MEMBERS' INDEMNITY AND INSURANCE

34. **Indemnity**

- 34.1 Subject to Article 34.2, a Relevant Council Member or a director of an associated company may be indemnified out of the Association's assets against:
- (a) any liability incurred by that Council Member or director in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or an associated company;
 - (b) any liability incurred by that Council Member or director in connection with the activities of the Association or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act); and
 - (c) any other liability incurred by that Council Member as an officer of the Association or as director of an associated company.
- 34.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.
- 34.3 In this Article:
- (a) companies are associated if one is a Subsidiary of the other or both are subsidiaries of the same body corporate, and

- (b) a "Relevant Council Member" means any Council Member or former Council Member or a director of an associated company.

35. **Insurance**

35.1 The Council Members may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any Relevant Council Member in respect of any relevant loss.

35.2 In this Article:

- (a) a "Relevant Council Member" means any Council Member or former Council Member of the Association or a director of an associated company,
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a Relevant Council Member or a director of an associated company in connection with that Council Member or director's duties or powers in relation to the Association, any associated company or any pension fund or employees' share scheme of the Association or associated company, and
- (c) companies are associated if one is a Subsidiary of the other or both are subsidiaries of the same body corporate.

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Appendix 1

BYE LAWS OF THE ASSOCIATION

1. **PAYMENT OF SUBSCRIPTIONS**
- 1.1 The Treasurer shall send a notice to each Member requesting payment of the annual subscription payable in respect of each calendar year (the "subscription year"). Each such notice shall be sent on or before 15 November of the year preceding the subscription year (the "preceding year") and shall require payment on or before 15 January of the subscription year.
- 1.2 The Treasurer shall, in February of the subscription year, send a reminder to those Members whose annual subscription remains unpaid as at the date on which the reminder is sent. This reminder shall require payment by 31 March of the subscription year.
- 1.3 The Treasurer shall, during the month of April of the subscription year, send a second reminder to those Members whose annual subscription remains unpaid as at the date on which the second reminder is sent. This reminder shall notify each such Member that if payment is not made by 15 May of the subscription year the Member's name will be removed from the list of Members and they will cease to be a Member of the Association.
- 1.4 Within 15 days after sending a second reminder to a Member, the Treasurer shall, in the case of a Member who has their principal place of business or employment in a Member State, send a copy of that reminder to the Member of the Membership Committee from that Member State and, if appropriate, ask him or her to contact the Member concerned. In the case of a Member who does not have their principal place of business or employment in a Member State, the Treasurer shall send a copy of the reminder to the Chairpersons of the Membership Committee and, if appropriate, ask him or her to contact either or both of the Member concerned and any Member who signed the application form of the Member concerned for membership of the Association.
- 1.5 Any Member whose subscription remains unpaid on 16 May in the subscription year shall cease to be a Member of the Association.

1.6 Any person, or corporate body, who has ceased to be a Member pursuant to Bye-Law 1.5 shall only be readmitted to the membership of the Association pursuant to a resolution of the Council, who shall have power to impose on such person such financial conditions on re-admission to the membership as the Council thinks fit.

1.7 In this Bye-Law 1 the term "Member" does not include an honorary or conference Member.

2. **ECTA CODE OF CONDUCT**

This Code contains general principles concerning the professional conduct of the Members of the Association, thus complementing the statutes and By-laws of the Association. The conduct of all Members shall be governed by the provisions of this Code.

2.1 Members shall carry out their professional activities honestly and courteously, as befits the dignity of the Association.

2.2 Members shall not disclose confidential or private information received in the exercise of their professional activities, unless released from their obligations in this respect.

2.3 Members shall maintain good relationships with other Members.

2.4 Competition in professional matters shall be fair and honest. The comparison of Members' services based simply upon price schedules shall not be regarded as fair competition.

2.5 Members shall be responsible for prompt payment of their financial obligations.

2.6 Where advertising of Members' services is permitted, it shall be fair and honest and consist of information of a professional nature.

2.7 Members shall not represent conflicting or opposing parties in a matter.

2.8 Non-compliance with the provisions of any of these Bye-Laws may result in the expulsion of the Member from the Association.

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3. DISCIPLINARY PROVISIONS

3.1 A Member shall at all times comply with the Code of Conduct and such guidelines relating to such conduct as the Council of the Association shall from time to time determine and publish.

3.2 A Member shall be responsible to the Council for the acts and defaults of any of his partners who are not Members of the Association and of his staff so far as such acts and defaults relate to matters within the scope of his practice as a Trade Mark Attorney.

3.3 If any Member:

- (a) becomes bankrupt or insolvent or suspends payment or enters into any composition with his creditors generally, or
- (b) is found by any competent authority to have become of unsound mind, or
- (c) is convicted by any competent tribunal of any offence which in the opinion of the Disciplinary Committee (as defined in Bye-Law 3.5 below) renders him unfit to be a Member of the Association, or
- (d) fails to comply with any of the regulations contained in these Bye-Laws or any regulations or decisions lawfully made by the Council or the Articles, or
- (e) is in the opinion of the Council guilty of dishonourable or disgraceful conduct, or in his conduct or business, acts in a manner detrimental to the interests of the Association or unbecoming the character of a Member,

the Council shall have the power, using the procedure set out in the following Bye-Laws, to expel a Member from membership or to suspend all or any of his rights of membership or to call for and accept his resignation, or to reprimand him.

3.4 The Council shall appoint every two years from among its Members, a Disciplinary Committee consisting of not less than four Members, each from different Member States, of whom three shall form a quorum, for the purpose of investigating and

considering questions of professional practice generally and cases of alleged misconduct. All such cases shall be notified for investigation and consideration by the Disciplinary Committee in the first instance and, if the said Committee believes there to be substance in the case, it shall refer the case to the Council for a decision by the Council. Any Corporate Member appointed for this purpose shall notify the Council within two weeks of appointment of the employee nominated to represent itself on the Disciplinary Committee.

- 3.5 In the case of a Member whose conduct is referred to the Council by the Disciplinary Committee under subparagraph (a), (c), (d) or (e) of Bye-Law 3.3 above, if the Council also considers there to be substance in the case, the Council shall convene a meeting of the Council specifying its intention to consider the case. The Council shall give to the Member concerned notice of the meeting of the Council and the Member shall be entitled either by himself (or in the case of a Corporate Member, by a nominated employee) or by some other Member appointed by him in writing or by or with an Attorney and/or Counsel representing him to appear at such meeting of the Council and to be heard or to have the persons as aforesaid (if any) representing him heard there at or to make written representations in explanation of his conduct. The Disciplinary Committee and the Council may appoint an Attorney and/or Counsel to attend and advise the said Committee and the Council both before and at their respective meetings.
- 3.6 The meeting of the Council referred to in Bye-Law 3.5 must:
- (a) be convened with notice to consider the case, and
 - (b) be attended in person by not less than one half of the Members of the Council.
- 3.7 Any resolution of the Council relating to the case shall specify which of the subparagraphs of Bye-Law 3.3 constitutes the ground of the resolution and shall be passed by a majority of not less than 3/4th of those present and voting. If the Resolution is not passed by the requisite majority, the Council shall be at liberty to direct that no minute thereof be recorded and that any reference thereto already entered in any minutes be expunged.
- 3.8 Any decision of the Council taken in accordance with Bye-Law 3.6 shall not prevent the Association from recovering any arrears

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of subscription or other moneys due from the Member to the Association.

- 3.9 The Council may in its absolute discretion and in such manner as it thinks fit notify or cause to be notified to the public the fact that any Member has been expelled or has ceased to be a Member and the name of such Member. No action or other proceedings shall under any circumstances be maintainable by the person referred to in such notification against the Council publishing or circulating the same.
- 3.10 Any dispute, controversy or claim arising under, out of or relating to a decision of the Council under these Disciplinary Provisions shall be referred to and finally determined by arbitration in accordance with the WIPO Expedited Arbitration Rules. Unless otherwise agreed, the place of arbitration shall be Brussels and the language to be used in the arbitral proceedings shall be English. The dispute, controversy or claim shall be decided in accordance with the laws of England.

4. CONFERENCE MEMBERS

- 4.1 Conference Members are Members of the Association only for the period starting with the date of their approval in accordance with Bye-Law 4.3 below and ending at the end of the calendar year of the conference for which they registered.
- 4.2 Unless and until they become Members of the Association in another category in accordance with the usual rules and procedures of the Association, Conference Members have no right to vote, and no right to receive any papers or information published by the Association other than the conference papers of the conference for which they registered.
- 4.3 Conference Members shall be accepted as Conference Members of the Association as soon as their conference registration form has been approved by the Secretary General.
- 4.4 At the same time as Conference Members pay the registration fee for the annual conference they wish to attend, they shall pay the annual subscription payable by Members of the Association in accordance with Article 11.1, which will be included in the total registration fee they are asked to pay, and if, within the year to which such annual fee relates, a Conference Member becomes a

Member of the Association in another category, no further annual subscription shall be payable by him or her for that year.

5. **CORPORATE MEMBERS**

- 5.1 For each annual conference of the Members of the Association Corporate Members will be entitled to nominate employees to attend on their behalf.
- 5.2 Any such nominated employees must be notified to the Association by the individual responsible for administrative dealings at the Corporate Member (and referred to in Article 7.2 (c) (vii) no less than one month prior to the start of the annual conference.
- 5.3 Corporate Members must pay the registration fee in respect of each nominated employee who will be attending an annual conference on their behalf at the rate (or such packaged/bundled rates) as the Management Committee of the Association may determine, from time to time.
- 5.4 Any papers or information published by the Association in relation to the conference will be sent to the individual at the Corporate Member responsible for administrative dealings and it is their responsibility to distribute that information to the nominated employees due to attend the conference.