

The Companies Act, 1929 and the Companies Act, 1985

Company Limited by guarantee and not having a share capital

**Memorandum of Association  
of the Institute of Trade Mark Attorneys**

*(Amended by Special Resolutions passed the 21<sup>st</sup> day of July, 1953, 13<sup>th</sup> January 1998  
and the 24<sup>th</sup> November 2009)*

1. The Name of the Company is “The Institute of Trade Mark Attorneys”.
2. The Registered Office of the Company will be situated in England.
- 3A. The objects for which the Company (hereinafter referred to as “the Institute”) is established are:
  - (a) To protect the interests of all companies, firms, and persons engaged in the profession of Trade Mark Attorneys or of Trade Mark Agents, and with that object to maintain a register of companies, firms and persons practising as Trade Mark Attorneys or as Trade Mark Agents.
  - (b) To protect the interests of all proprietors of Trade Marks.
  - (c) To improve, support, and protect the interests and status of Trade Mark Attorneys and Trade Mark Agents and maintain the dignity of an honourable profession.
  - (d) To give the Legislature, Public Bodies, and others, facilities for ascertaining the view of companies, firms, and persons engaged in the said profession as regards matters directly or indirectly affecting such profession, and to confer with any public bodies, companies, clubs or others with reference thereto.
  - (e) To originate and promote improvements in the laws affecting the said profession, and to support or oppose alterations therein, and to effect improvements in administration, and for the purposes aforesaid to petition Parliament and take such other steps and proceedings as may be deemed expedient.
  - (f) To afford advice to and diffuse information on all matters affecting Trade Mark Attorneys and Trade Mark Agents, and to print, publish, issue, circulate, and give access to such papers, periodicals, books circulars, and other literary undertakings as may seem conducive to the attainment of any of the objects of the Institute.
  - (g) To improve and elevate the technical and general knowledge of companies firms, and persons engaged in the said profession, or in any employment in connection therewith, and to promote just and honourable practice in the conduct of business, and to suppress mal-practice

- 3B. In pursuance of the objects in Clause 3A, the Company shall have the following powers
- (a) To act as an authorised regulatory or supervisory body under legislation applicable to the Institute or to Trade Mark Attorneys or Trade Mark Agents and, alone or jointly with other bodies, to devise, implement and operate any necessary systems of regulation, including registration schemes, of such practitioners or their firms consistent with or consequent upon such legislation, and to establish or dissolve, and delegate functions to, regulatory boards, including joint boards, in connection with such legislation and to recognise and facilitate the accountability of any such board to other bodies or authorities;
  - (b) To hold and conduct examinations for testing the knowledge and proficiency of members or would-be members of the said profession.
  - (c) To consider and discuss all questions affecting the said profession, and to procure the delivery of lectures on subjects of interest to companies, firms, or persons engaged in such profession.
  - (d) To cultivate and obtain reciprocal relations with kindred institutions in the United Kingdom or in other countries.
  - (e) To establish, form, and maintain a library and collection of models, designs, drawings, and other articles of interest in connection with the said profession.
  - (f) To provide facilities for social intercourse between the Members of the Institute and their friends.
  - (g) To adopt such means of making known any of the objects of the Institute as may seem expedient, and in particular by advertising in the Press, by circulars, by publication of books and periodicals, and by any other means.
  - (h) To undertake and execute any trusts which may be conducive to the attainment of any of the objects of the Institute.
  - (i) To take such steps by persons 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 Institute, in the shape of donations, annual subscriptions, or otherwise.
  - (j) To establish, subsidise, promote and co-operate with, become a member of, act as or appoint agents or delegates for, control, manage, superintend, or otherwise assist any association, or institution, incorporated or not incorporated, not formed for the purposes of profit and having objects altogether or in part similar to those of the Institute, and not being a trade union.
  - (k) To acquire by purchase, exchange, lease, hiring, or otherwise, any land, buildings, machinery, plant, or other property desirable to be acquired for any of the purposes of the Institute, provided that in case the Institute shall desire

to hold more land than the Law shall for the time being permit it to hold without the licence of the Board of Trade, such licence shall be obtained.

- (l) To enter into any arrangement with any Governments or authorities (local supreme, or otherwise) that may seem conducive to the attainment of the Institute's objects or any of them, and to obtain from them and exercise any rights, privileges, licences, and concessions which may seem desirable.
- (m) To raise or borrow money on any terms or conditions upon the security of Debenture Stock, Debentures, mortgages of or charged upon, all or any of the property and assets of the Institute, present or future, or without any such security, and to make, accept, endorse, and execute promissory notes, bills of exchange, and other negotiable instruments, and to issue and grant receipts and acknowledgements of moneys received or held on deposit or otherwise.
- (n) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Institute.
- (o) To apply the money of the Institute 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 the said profession, 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.
- (p) To form, establish, and bring out, or assist in bringing out any other associations or association with limited liability, having objects similar, or partly similar, to those of this Institute, and to subscribe for and take shares or debentures, bonds, or obligations of any such companies or company, and guarantee the payment of any securities issued by any such association.
- (q) To invest in any manner authorised by the Regulations of the Institute moneys not immediately required for the purposes of the Institute, and to lend money at interest upon securities or otherwise.
- (r) To amalgamate with any companies, institutions, societies, or associations having objects altogether or in part similar to those of this Institute.
- (s) 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 Institute is authorised to amalgamate.
- (t) To transfer all or any part of the property, assets, liabilities and engagements of this Institute to any one or more of the companies, institutions, societies, or associations with which this Institute is authorised to amalgamate.
- (u) To do all such lawful things as are incidental or conducive to the attainment of, or otherwise further, the objects of the Institute either in the United Kingdom or elsewhere: provided that the Institute shall not support with its

funds any object or endeavour to impose on, or procure to be observed by, its Members or others any regulation or restriction which if an object of the Institute would make it a trade union.

PROVIDED also that in case the Institute shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education and the Institute shall not sell, mortgage, charge, or lease the same without such authority or approval or consent as may be required by law, and as regards any such property, the Council or Governing Body of the Institute shall be chargeable for such property as 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 would, as such Council or Governing Body, have been if no incorporation had been effected, and the incorporation had been effected, and the incorporation of the Institute shall not diminish or impair any control or authority exercisable by the High Court of Justice, or the Charity Commissioners, or Ministry of Education, over such Council or Governing Body, but they shall, as regards any such property be subject jointly and separately to such control or authority as if the Institute were not incorporated. In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. The Liability of the Members is Limited.

5. Every Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up during the time that he is Member, or within one year afterwards, for payment of the debts and liabilities of the Company, contracted before the time at which he ceased to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the right of the contributories amongst themselves, such amount as may be required not exceeding One Pound.

6. The income and property of the Institute whence over derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum of Association; 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 the Members of the Institute: Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Institute or to any Member of the Institute in return for any services actually rendered to the Institute, nor prevent the payment of interest at a rate not exceeding five per centum per annum on money lent, or reasonable and property rent for premises demised or let by any Member to the Institute, but so that no Member of the Council of Management or Governing Body of the Institute shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Institute to any Member of such Council or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid, on money lent, or reasonable and proper rent for premises demised or let to the Institute.

PROVIDED that the provisions last aforesaid shall not apply to any payment to any company of which a Member of the Council of Management or Governing Body may be a member, and in which such Member shall not hold more than one hundredth part of the capital, and such Member shall not be bound to account for any share of profits he may receive in respect of such payment.

7. If upon the winding up or dissolution of the Institute 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 Institute, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Institute and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 6 hereof, such institution or institutions to be determined by the Members of the Institute at or before the time of dissolution and, if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Institute and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Institute; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Regulations of the Institute for the time being, such accounts shall be open to the inspection of the Members. Once at least in every year the accounts of the Institute 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.

WE, the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names, Addresses, and Descriptions of Subscribers

**Reginald W. Barker**, 56 Ludgate Hill, E.C.4. Trade Mark Agent.

**Algernon Romaine Carpenter**, 57 & 58 Lincoln's Inn Fields, W.C.2. Trade Mark Manager.

**C.W. Wade**, 116 Chancery Lane, W.C.2. Trade Mark Manager

**Walter Bray**, "Long Reddings", Chalfont St. Giles. Trade Mark Manager.

**William S. Jarratt** (Knt.) 169, Bank Chambers, 329, High Holborn, W.C.1. Secretary

**J.N. Evans-Jackson**, 15 Manson Place, S.W.7. Trade Mark Agent.

**G. Arthur Wingfield**, 61, Cheapside, London, E.C. Solicitor

**Edw. G. Griffin**, 56 Ludgate Hill, E.C.4. Trade Mark Agent.

**M.F. Rowland**, 56, Ludgate Hill, London, E.C.4. Trade Mark Agent

**F.M. Griffin**, 163, Queen Victoria Street, London, E.C.A. Trade Mark Agent.

**William Arthur Shepherd**, 2, Clarence Street, Manchester. Trade Mark Agent.

DATED the 21<sup>st</sup> day of November, 1934.

Witness to the above Signatures ---

**Eric F.S. Hodges**, 61, Cheapside, E.C.2. Clerk

*Company Registration No. 294396*

The Companies Act, 1929 and the Companies Act, 1985  
Company Limited by guarantee and not having a share capital

Articles of Association

**of The Institute of Trade Mark Attorneys**

*(Adopted by Special Resolution passed the 22<sup>nd</sup> day of September 1992, and amended by Special Resolutions passed 13<sup>th</sup> January 1998, 24<sup>th</sup> November 1998, 24<sup>th</sup> March, 2004, 6<sup>th</sup> April, 2005, 24<sup>th</sup> March 2006 and 24<sup>th</sup> November 2009)*

Preliminary

Article 1

**1** In these Articles the following words shall have the respective meanings hereby assigned to them, unless there be something in the subject or context inconsistent therewith –

“The Institute” means The Institute of Trade Mark Attorneys.

“The Council” means the members for the time being of the Council hereby constituted.

“In writing” means written or printed, or partly written and partly printed or via electronic communication.

“the List” means the Register of Members kept pursuant to Section 352 of the Companies Act 1985.

“Members” means those persons who are for the time being Members of the Institute.

“the Office” means the principal business address of the Institute for the time being.

“Month” means calendar month.

“The Register” means the register required to be kept pursuant to Section 83 of the Trade Marks Act 1994 and to the Register of Trade Mark Agents Rules 1990.

“These Articles” means the Articles of Association of the Institute from time to time in force.

“Trade Mark Attorney” means a person registered as prescribed in Section 83 of the Trade Marks Act 1994 (whether practising under that title or description or under the title or description of “Trade Mark Agent”), and nothing herein shall be construed as conferring upon any person not so registered the right to use such title.

“Trade Mark Agent” means a person, not under the professional supervision of others, in the business of acting as agent for the purpose of applying for or obtaining the registration of trade marks and of conducting proceedings relating to applications for or otherwise in connection with the registration of trade marks, and shall if the context

so permits, include such a person practising under the title or description of “Trade Mark Attorney”.

“Trade mark agency work” means work done in the course of carrying on the business of acting as agent for others for the purpose of applying for or obtaining the registration of trade marks in the United Kingdom or of conducting proceedings before the Comptroller relating to applications for or otherwise in connection with the registration of trade marks, and shall include if the context so permits, such a business carried on under the title or description of Trade Mark Attorney.

“Administrator” means a person, acting under the professional supervision of a Trade Mark Attorney or Trade Mark Agent, primarily involved in keeping trade mark records, dealing with maintenance requirements and the associated administrative tasks of trade mark agency work.”

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

Words importing the masculine gender include the feminine gender.

These Articles shall be construed with reference to the provisions of the Companies Act, 1985 and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act.

## Members

### Article 2

**2** Such persons as shall have been duly and regularly admitted to membership and remain Members at the date of adoption of these Articles and such other persons as shall be admitted hereafter in accordance with these Articles and the By-Laws made hereunder and none other, shall be Members of the Institute and shall remain or be entered in the List of Members accordingly, as the case may require.

## Classes of Members

### Article 3

**3** The members of the Institute shall consist of Corporate Members comprising Fellows, Ordinary Members and Corporate Honorary Members, and of Non-Corporate Members comprising Affiliate Members, Associate Members, Non-Corporate Honorary Members, Overseas Members, Allied Members, Administrator Members and Student Members.

## General Qualification for Membership

### Article 4

**4** (i) Every candidate shall satisfy the special regulations contained in these Articles and the By-Laws of the Institute as to the qualification of candidates for particular classes of membership and any rules from time to time made by the Council, and, in addition, before being elected to membership of any class the Council shall satisfy itself that the candidate is of good character and repute, of adequate educational attainments and by reason of his profession or intended profession or of

the office which he holds or intends to take up is in all respects a fit and proper person to be admitted to membership.

(ii) No candidate for election to any class of Corporate Membership of the Institute should be eligible for such election unless he is entitled to be entered on the Register and his name and details are so entered.

(iii) If at any time the name of any person who is a Corporate member of the Institute should be erased from the Register then that person shall automatically thereby cease to be a Member. The Council shall be under no obligation to notify that person of such cessation of his membership. Where any person who has ceased to be a Member by reason of such erasure desires reinstatement of his membership of the Institute following restoration of his name to the Register, he shall make application to the Council who shall resolve the matter at its discretion.

### Fellows

#### Article 5

**5** Fellows shall comprise every person who, at the date of the adoption of these Articles, is on the List as a Fellow of the Institute; and every person thereafter elected into the class of Fellows.

#### Article 6

**6** Every candidate for election as a Fellow shall be sponsored in his application for election as a Fellow by three Corporate Members (of whom at least one shall be a Fellow) and shall have for at least five years been an Ordinary Member of the Institute having practised as a Trade Mark Attorney or in the employ of a Corporate Member practising as a Trade Mark Attorney and shall in the opinion of Council have contributed significantly to any of the objects as set out in the Institute's Memorandum.

#### Article 7

**7** Every Fellow shall be eligible for election to the Council and to all Offices of the Institute (except those of Auditor and Secretary), and shall be entitled to all rights including voting rights and privileges of the Institute.

### Ordinary Members

#### Article 8

**8** Ordinary Members shall comprise every person who, at the date of the adoption of these Articles, is on the List as an Ordinary Member of the Institute; and every person thereafter elected into the class of Ordinary Member.

#### Article 9

**9** Every candidate for election as an Ordinary Member shall comply with one of the following conditions.

a)(i) That he has passed the qualifying examinations of the Institute

and

(ii) That he has not less than two years' full-time practice in the field of intellectual property, including substantial experience in Trade mark agency work, under the supervision of either a Trade Mark Attorney or a Registered Patent Agent, barrister, solicitor or, in Scotland or the Isle of Man, an advocate, being a Registered Patent Agent, barrister, solicitor or advocate who is engaged in or has substantial experience of trade mark agency work in the United Kingdom.

or

b)(i) That he is proposed and seconded by Corporate Members

(ii) That he is a Trade Mark Attorney and

(iii) That he is and has been for at least three years immediately preceding his application practising as a Trade Mark Attorney or as a Trade Mark Agent in the United Kingdom.

#### Article 10

**10** Every Ordinary Member shall be eligible for election to the Council and to all offices of the Institute (except those of Auditor and Secretary), and shall be entitled to all rights including voting rights and privileges of the Institute.

#### Honorary Members

#### Article 11

**11** Honorary Members shall comprise those persons who, at the date of the adoption of these Articles, are on the List as Honorary Members of the Institute; and every person thereafter elected as such. All candidates for Honorary Membership shall be nominated by at least three members of the Council.

#### Article 12

**12** Subject to the By-Laws the Council may elect as:

(i) a Corporate Honorary Member any Fellow or Ordinary Member who in the opinion of the Council has rendered outstanding assistance in promoting the objects of the Institute;

(ii) a Non-Corporate Honorary Member any person (other than a Fellow or an Ordinary Member) who in the opinion of the Council has rendered outstanding assistance in promoting the objects of the Institute.

#### Article 13

**13** (i) Corporate Honorary Members shall be entitled to all rights and privileges of, and shall be subject to the same restrictions as, Fellows and Ordinary Members provided that every Corporate Honorary Member who is also a Past President of the Institute but is no longer a member of Council shall be entitled to attend meetings of Council but without the right to vote at such meetings.

(ii) Non-Corporate Honorary Members shall be entitled to the same rights and privileges as Fellows and Ordinary Members except that they shall have no right to attend or vote at General Meetings of the Institute or be elected to the Council or to nominate candidates for election to the Council or Institute or to take part in the management of the affairs of the Institute.

### Affiliate Members

#### Article 14

**14** Affiliate Members shall comprise those persons who, at the date of adoption of these Articles, are on the List as Affiliate Members of the Institute; and every person thereafter elected into the class of Affiliate Members. Every candidate for election as an Affiliate Member shall comply with the following conditions.

(i) That he has passed the examinations of the Institute and is working towards qualification as a qualified Trade Mark Attorney

and

(ii) That he is proposed and seconded by Corporate Members.

#### Article 15

**15** If an Affiliate Member who is qualified for election as an Ordinary Member fails to apply for transfer to Ordinary Membership within a period of three months from the date of the service by the Council of a notice requiring him to do so, then at the expiration of such period his name shall be removed from the List of Non-Corporate Members and he shall be deemed to have resigned from the Institute.

#### Article 16

**16** Affiliate members shall be entitled to the same privileges of membership as Fellows and Ordinary Members except the right to attend or vote at General Meetings of the Institute or to be elected to the Council or to nominate candidates for election to the Council or Institute or to take part in the management of the affairs of the Institute.

### Associate Members

#### Article 17

**17** Associate Members shall comprise those persons who, at the date of adoption of these Articles, are on the List as Associate Members of the Institute; and every person thereafter elected as such.

Every candidate for election as an Associate Members shall not be eligible for election as a Corporate Member, shall be sponsored by two Corporate Members and shall not be in practice as a Trade Mark Attorney or as a Trade Mark Agent, or otherwise engaged in Trade mark agency work but shall in the opinion of the Council by reason of his qualifications be able to advance the objects of the Institute.

#### Article 18

**18** If an Associate Member who is qualified for election as a Fellow, Ordinary Member, Affiliate Member, Student Member, Allied Member or Administrator Member fails to apply for transfer to the relevant category of membership within a period of three months from the date of the service by the Council of a notice requiring him to do so, then at the expiration of such a period his name shall be removed from the list of Non-Corporate members and he shall be deemed to have resigned from the Institute.

#### Article 19

**19** Associate Members shall be entitled to the same privileges of membership as Fellows and Ordinary Members except the right to attend or vote at General Meetings of the Institute or to be elected to the Council or to nominate candidates for election to the Council or Institute or to take part in the management of the affairs of the Institute.

#### Overseas Members

#### Article 20

**20** Overseas Members shall comprise those persons who, at the date of adoption of these Articles, are on the List as Overseas Members of the Institute and every person thereafter elected as such.

Every candidate for election as an Overseas Member shall prove to the satisfaction of the Council that he is (and has been for such period as the Council may prescribe) practising as or engaged in the profession or work of a Trade Mark Agent outside the United Kingdom and that he does not practice in the United Kingdom, shall be proposed and seconded by Corporate Members and shall in the opinion of the Council be of good repute.

#### Article 21

**21** If an Overseas Member who is qualified for election as a Fellow, Ordinary Member, Affiliate Member, Associate Member, Student Member, Allied Member or Administrator Member as they are practising in the United Kingdom fails to apply for transfer to the relevant category of membership within a period of three months from the date of the service by the Council of a notice requiring him to do so, then at the expiration of such a period his name shall be removed from the list of Non-Corporate members and he shall be deemed to have resigned from the Institute.

#### Article 22

**22** Overseas Members shall be entitled to the same privileges of membership as Fellows and Ordinary Members except the right to attend or vote at General Meetings of the Institute or to be elected to the Council or to nominate candidates for election to the Council or Institute or to take part in the management of the affairs of the Institute.

#### Student Members

#### Article 23

**23** Student Members shall comprise those persons who, at the date of adoption of these Articles, are on the List as Student Members of the Institute; and every person

thereafter elected as such. The Council may elect as a Student Member any person who is sponsored by a Corporate Member. The Council shall have the power to elect as a Student Member any other candidate whom it considers eligible.

#### Article 24

**24** (i) A person shall not be elected or remain as a Student Member if he is qualified for election to another class of membership

(ii) If a Student who is qualified for election as an Affiliate Member fails to apply for transfer to Affiliate Membership within a period of three months from the date of the service by the Council of a notice requiring him to do so, then at the expiration of such period his name shall be removed from the List of Non-Corporate Members and he shall be deemed to have resigned from the Institute.

#### Article 25

**25** Student Members shall enjoy such privileges as the Council may from time to time determine, provided that they shall not be entitled to receive notice of or attend or vote at General Meetings of the Institute or to be elected to the Council or to nominate candidates for election to the Council or Institute or to take part in the management of the affairs of the Institute with the exception of affairs relating to the education and training of Student Members as may be determined by Council from time to time.

#### Allied Members

#### Article 26

**26** Allied Members shall comprise those persons who, at the date of adoption of these Articles, are on the List of Associate Members and have notified the Institute that they wish to transfer their membership to become an Allied Member having met the criteria in Article 27 (i) and (ii); and every person thereafter elected into the class of Allied Member.

#### Article 27

**27** Every candidate for election as an Allied Member shall comply with the following conditions.

(i) That he is a barrister or solicitor qualified in the United Kingdom who is engaged in practice as a Trade Mark Attorney or as a Trade Mark Agent, or otherwise engaged in trade mark agency work but shall, in the opinion of Council, by reason of his qualifications be able to advance the objects of the Institute

and

(ii) That he has not less than two years' full-time practice in the field of Intellectual Property including substantial experience in trade mark agency work, under supervision of either a Trade Mark Attorney or a Registered Patent Agent, barrister, solicitor or, in Scotland or the Isle of Man, an advocate, being a Registered Patent Agent, barrister, solicitor or advocate who is

engaged in or has substantial experience of trade mark agency work in the United Kingdom

and

(iii) That he is proposed and seconded by Corporate Members.

#### Article 28

**28** If an Allied Member who is qualified for election as an Ordinary Member fails to apply for transfer to Ordinary Membership within a period of three months from the date of the service by the Council of a notice requiring him to do so, then at the expiration of such period his name shall be removed from the List of Non-Corporate Members and he shall be deemed to have resigned from the Institute.

#### Article 29

**29** Allied Members shall be entitled to the same privileges of membership as Fellows and Ordinary Members except the right to attend or vote at General Meetings of the Institute or to be elected to the Council or to nominate candidates for election to the Council or Institute or to take part in the management of the affairs of the Institute.

#### Administrator Members

#### Article 30

**30** Administrator shall comprise those persons who, at the date of adoption of these Articles, are on the list of Associate Members of the Institute and have notified the Institute that they wish to transfer their membership to become an Administrator Member having met the criteria in Article 31 (i); and every person thereafter elected as such.

#### Article 31

**31** Every candidate for election as an Administrator shall comply with the following conditions.

(i) That he has passed the Trade Mark Administrators (formerly known as “Trade Mark Formalities”) qualification examinations of the Institute

and

(ii) That he is proposed and seconded by Corporate Members.

#### Article 32

**32** Administrator Members shall enjoy such privileges as the Council may from time to time determine, provided that they shall not be entitled to receive notice of or attend or vote at General Meetings of the Institute or to be elected to the Council or to nominate candidates for election to the Council or Institute or to take part in the management of the affairs of the Institute with the exception of affairs relating to the education and training of Administrator Members as may be determined by Council from time to time.

## Election and Withdrawal of Members

### Article 33

**33** All Members shall be elected by the Council.

### Article 34

**34** Every application for membership (except as regards Honorary members) shall be made to the Council upon a form to be provided by the Institute, duly completed as regards all particulars therein required unless in each case the Council directs otherwise.

### Article 35

**35** With the exception of a Member who has been notified by the Disciplinary Committee under the provisions of Article 63 that a complaint has been lodged against him and that the matter is to be reported to Council for disciplinary action to be considered, any Member may withdraw from the Institute by giving one month's notice in writing of his intention so to do, and upon the expiration of such notice, he shall cease to be a Member but shall remain liable for payment of arrears of subscriptions or other moneys (if any) due to the Institute 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 pass any entrance examination if he was formerly a Corporate Member or to furnish particulars anterior to the date of his original election, but must with these exceptions comply with such of the By-Laws and Articles of Association and such other terms and conditions as the Council may think fit to require in each individual case.

## By-Laws

### Article 36

**36** The Council shall have power to make By-Laws for the regulation of the affairs of the Institute and for the furtherance of its objects and from time to time to amend or revoke the same, provided always that no By-Laws shall be so made or shall have any validity or effect if it constitutes or involves any variation of or addition to these Articles and that no such By-Law or amendment or revocation shall come into force until the same shall have been notified to the Fellows, Ordinary Members and such other classes of Member (if any) as the Council shall in their absolute discretion consider are affected by such By-Law. All such By-Laws for the time being in force shall be binding upon the Members of the Institute in the same manner as these Articles. In the event of any conflict between the By-Laws and these Articles the provisions of these Articles shall prevail. In the interpretation of the By-Laws the provisions of Article 1, so far as applicable shall apply thereto.

### Article 37

**37** Every Member shall be bound to further to the best of his ability the objects, interests, and influence of the Institute and shall observe all the By-Laws for the time being of the Institute.

## Subscriptions and Entrance Fees

### Article 38

**38** Every Member shall from time to time pay to the Institute such subscription as shall be prescribed by or in accordance with the By-Laws.

### Article 39

**39** If a Member does not make full payment of any subscription by the date specified in a notice (by invoice or other means) from the Secretary of the amount payable by him his membership shall cease and any part payment tendered shall be refunded. In the case of annual membership subscriptions the date specified by the Secretary shall not be earlier than the last day of January in the year for which the membership subscription is due. Where any person who has ceased to be a Member by reason of default in such payment desires reinstatement of his membership he shall make application to the Council who shall resolve the matter at its discretion.

### Article 40

**40** The Council may, if they think fit, require the payment of an entrance fee from all persons seeking to become Members of the Institute and may in their discretion from time to time discontinue, reduce, remit, or re-impose such entrance fee, and any such entrance fee shall be of such amount as the Council shall from time to time fix, and shall be payable at the same time as the first annual subscription.

## General Meetings

### Article 41

**41** The Institute shall hold a General Meeting as its Annual General Meeting every year (but not more than fifteen months after the holding of the preceding Annual General Meeting) at such time and place as may be determined by the Council, and shall specify the meetings as such in the notices calling the same. All other General Meetings shall be called "Extraordinary General Meetings".

### Article 42

**42** The Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisitions, or, in default, may be convened by such requisitions as provided by Section 368 of the Companies Act 1985.

### Article 43

**43** An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at least, and a meeting of the Institute other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Institute in General Meeting, to such persons (including the Auditors) as are, under the Articles of the Institute, entitled to receive such notices from the Institute. Provided that a meeting of the Institute shall,

notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

(a) in the case of a meeting called as the Annual General Meeting by all the Members entitled to attend and vote thereat;  
and

(b) in the case of a meeting called as an Extraordinary General Meeting by a majority in number of the members having a right to attend and vote at the Meeting, being a majority together representing not less than ninety-five per cent, of the total voting rights at that meeting of all Members.

#### Article 44

**44** The accidental omission to give notice of a General Meeting, to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice, shall not invalidate the proceedings at that General Meeting.

#### Article 45

**45** Notice of every General Meeting shall be given in any matter hereinbefore authorised to:

(a) every Corporate Member except those Corporate Members who (having no registered address within the United Kingdom) have not supplied to the Institute an address within the United Kingdom for the giving of notices to them;

and

(b) the Auditors for the time being of the Institute.

No other person shall be entitled to receive notices of General Meetings.

#### Article 46

**46** All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting with the exception of the reading and approval of the Minutes of the previous meeting, the consideration of the accounts, balance sheets and reports of the Council and Auditors, and the appointment and fixing the remuneration of the Auditors.

#### Article 47

**47** The quorum for a General Meeting shall be five Corporate Members personally present.

#### Article 48

**48** If within fifteen minutes from the time appointed for a General Meeting a quorum is not present, the General Meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or at such other time and place as the President of the Council and, him failing, one of the Vice-Presidents shall determine; and if at such adjourned General meeting a quorum (as above fixed) is not present within half an hour from the time appointed for the Meeting the Members present

shall form a quorum and shall be empowered to deal with the business of the General Meeting.

Article 49

**49** Except as provided in Article 43 below, the President of the Council and, failing him, one of the Vice-Presidents (to be selected by the Meeting if more than one are present), shall preside at every General Meeting of the Institute.

Article 50

**50** If there be no President or Vice-Presidents, or if at any General Meeting none of them are present within fifteen minutes after the time appointed for holding the Meeting, the Members present shall choose a Corporate Member of their number to preside at the meeting.

Article 51

**51** The President (or other Corporate Member presiding) may, with the consent of the General Meeting adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place. When a General Meeting is adjourned for thirty days or more, notice of the adjourned General Meeting shall be given as in the case of an original General Meeting.

Article 52

**52** At any General Meeting, unless a poll is demanded by at least five Corporate Members in accordance with Article 46, a declaration by the President (or other Corporate Member presiding) that a resolution has been carried or lost or carried or not carried by a particular majority and an entry to that effect in the book of proceedings of the Institute, shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution. No poll shall be demanded on the appointment of a Corporate Member to preside at a General Meeting or on a question of adjournment.

Article 53

**53** If a poll is duly demanded by five or more Corporate Members present in person or by proxy or by a Corporate Member present in person or by proxy and representing no less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting it shall be taken in such manner as the President (or other Corporate Members presiding) directs, and the result of such poll shall be deemed to be the Resolution of the Institute in General Meeting. In the case of any equality of votes at any General Meeting, or at the poll, if a poll be demanded, the President (or other Corporate Member presiding) shall be entitled to a second or casting vote. The demand for a poll may be withdrawn.

Votes of Members

Article 54

**54** At General Meetings of the Institute every Corporate Member shall have one vote and, upon a poll, votes may be given either personally or by proxy.

Article 55

**55** The instrument appointing a proxy shall be in writing under the hand of the appointer. A proxy shall be a person otherwise entitled to attend and vote at the General meeting.

Article 56

**56** The Instrument appointing a proxy shall be deposited at the Office not less than forty-eight hours before the time for holding the General Meeting or adjourned General Meeting at which the person named in such instrument proposed to vote, but no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

Article 57

**57** An instrument appointing a proxy may be in either of the forms set out in Regulations 60 and 61 of Table A in the Companies Act, 1985, mutatis mutandis, or in any other form which the Council shall approve.

Article 58

**58** The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

COUNCIL

**1. Number, and Appointment of Council**

Article 59

**59** (i) There shall be a Council consisting of a President, two Vice-Presidents and Past Presidents, as set out in (a) and (b) below, and a Treasurer, all being members of the Council and not less than ten or more than the number to make the Council up to twenty-nine other members elected from amongst Corporate Members.

- (a) Presidents elected before 2004 may continue on Council as Past Presidents until they have completed ten years as Past President and shall then be required to stand down from Council; and
- (b) Presidents elected from 2004 onwards may continue on Council as Past Presidents until they have completed four years as Past President and shall then be required to stand down from Council;
- (c) Nothing herein shall prevent a Past President from standing for re-election to Council

(ii) Every candidate for election as a member of the Council at the Annual General meeting in each year must be nominated in writing, either by the member himself, or by any Corporate Member of the Institute. Such nominations shall be lodged at the Office prior to a date to be notified each year to the Members entitled to take part in such election.

(iii) At the Annual General Meeting of the Institute in each year those members of the Council (other than the President, Vice-Presidents, Treasurer and not

more than the given Past Presidents) who have been members of the Council for two years since election shall retire but shall be eligible for re-election.

(iv) The election of members of the Council shall be taken as follows: prior to the Annual General Meeting of the Institute in each year the Council shall cause voting papers, giving a list of the persons nominated as members to serve on the Council for the ensuing year drawn up in such form and giving such particulars as the Council may determine, to be served upon every Corporate Member of the Institute intimating in each case a date by which and the address to which such voting papers shall be returned directed to the Auditors of the Institute or such other persons as shall be nominated by the Council to act as scrutineers, and at the Annual General Meeting of the Institute in each year it shall be the duty of the scrutineers to report to the meeting the result shown by such voting papers.

(v) In case of an equality of votes appearing from such report to have been given to two or more candidates, and the vacancies not permitting both or all to be elected, the Members present at the Meeting shall by ballot determine which of such candidates is or are to be elected.

(vi) No canvassing shall take place in connection with any election of the Council. Any candidate by whom or on whose behalf, whether with or without the knowledge of such candidate, canvassing shall take place shall be liable to be disqualified for election at the election in connection with which the canvassing shall have taken place.

(vii) Any question arising as to whether any canvassing shall have taken place by or on behalf of any candidate and as to whether any candidate by or on whose behalf such canvassing shall have taken place ought to be disqualified shall be determined by the Council, whose decision shall be final and binding on all parties. Any question (which is not directed by the Articles to be dealt with by the Council) arising upon the scrutineers' report or otherwise in connection with the election of the Council shall be determined by the Institute in General Meeting.

(viii) The Council may at any time appoint a Corporate Member as a member of the Council to fill a vacancy, and any Member so appointed shall remain in office until the next Annual General Meeting, but shall be eligible for re-election at that meeting. Where a vacancy of the Council requires to be filled the Council shall normally appoint the candidate with the highest number of votes who was unsuccessful at the last Council elections and is now willing to accept appointment to the Council, but may, in its discretion, appoint any other person.

## **2. President and Vice-Presidents and Treasurer**

### Article 60

**60** The Council shall at the next meeting of the Council to be held within 28 days after each Annual General Meeting elected by ballot from members of Council a President, Two Vice-Presidents and a Treasurer of the Institute to hold office until the election to such offices at the meeting of the Council following the next Annual General Meeting. Such President and Vice-Presidents shall also become President and Vice-Presidents of the Council. The Council may, by ballot, fill up a casual vacancy in the Office of President, Vice President or Treasurer, Corporate Members

of the Institute for the time being, being members of Council, shall alone be eligible for the office of President, Vice-President or Treasurer.

#### Article 61

**61** For the purposes of such election any member of the Council may nominate by a date to be notified prior to the meeting at which the election is to take place any Corporate Member or Corporate Members of the Institute, being members of Council, as President, Vice-President or Vice Presidents and Treasurer respectively for the ensuing year and only persons thus nominated shall be eligible for election to those offices. A list of persons thus nominated shall thereupon be forwarded to every member of the Council so that the same may be received before the Meeting of the Council at which the election is to take place. In the event of it appearing at any such meeting that no one eligible and willing to serve has been nominated for any or either of such offices then the members present may proceed to fill the office or offices for which no such nomination has been received without requiring such nomination, or may postpone the election thereto to an adjourned or future meeting of the Council.

### **3. Council and Committees**

#### Article 62

**62** The business of the Institute shall be managed by the Council, who may exercise all such powers of the Institute and do on behalf of the Institute all such acts as may be exercised and done by the Institute and as are not by the Companies Act, 1985, or by these Articles required to be exercised or done by the Institute in General Meeting: subject nevertheless to the provisions of these Articles and of the said Act and to such regulations being not inconsistent with the aforesaid provisions as may be prescribed by the Institute in General Meeting; but no regulations made by the Institute in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

#### Article 63

**63** In addition and without prejudice to the provisions hereinafter contained with reference to the Disciplinary Committee, the Council may delegate any of its powers to committees consisting of such Members of the Institute as may from time to time be determined by the Council. The President and Vice-Presidents and Treasurer for the time being of the Institute shall be ex-officio members of every Committee of the Council other than the Disciplinary Committee. The President, Vice-President and Treasurer shall select a Chairman for a Committee or may choose to have a Chairman elected by the Committee. The Chairman need not necessarily be the President or a Vice-President of the Institute. Every such Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council.

#### Article 64

**64** 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.

### **4. Disciplinary Provisions**

#### Article 65

**65** There shall be appointed in each year by the Council from among its members, a Disciplinary Committee consisting of not less than five Members, of whom three shall form a quorum, for the purpose of investigating and considering questions of professional practice generally and cases of alleged misconduct.

#### Article 66

**66** (i) A Member shall not do or permit to be done in the carrying on of his practice as a Trade Mark Attorney or Trade Mark Agent any act or thing which can reasonably be regarded as an unfair or an improper method of attracting or retaining business and shall at all times comply with such rules and guidelines relating to such conduct as the Council of the Institute shall from time to time determine and publish.

(ii) A Member may not advertise or refer in any way to the name of the Institute or to his past present or prospective participation in any class of membership, so as to hold himself out as, or to imply that he is, a Trade Mark Attorney when his name is not entered on the Register. A Member shall, in describing his status, use any such designation as may be stipulated in the By-Laws and, if he does so, shall not thereby be considered to be in breach of this Article **PROVIDED THAT** he shall not cause or permit the name of the Institute to be displayed more prominently than the specified designation as to his class of membership.

#### Article 67

**67** A Member may not accept instructions or adopt any procedure which would in any way or for any purpose override his duty to execute each transaction to the best of his judgement in the interests of his client and in particular no Member may act for two or more parties, whose interests may conflict, in the same transaction at the same time before making full disclosure of all the facts of the case to all such parties and obtaining their consent in writing to his so acting.

#### Article 68

**68** A Member shall be responsible to the Council for the acts and defaults of any partner of his who are not Members of the Institute 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 or Trade Mark Agent.

#### Article 69

**69** (i) For the proper regulation of affairs of discipline and the conduct of Members Council's powers to make By-Laws under Article 29 shall include the power to make By-Laws specifying the sanctions open to Council against any Member in respect of whom a resolution is passed under paragraph (ii) of this Article.

(ii) If any Member

- (a) becomes bankrupt or insolvent or suspends payment or enters into any composition with his creditors generally;
- (b) is found lunatic or becomes of unsound mind;

- (c) is convicted by any competent tribunal of an offence which in the opinion of the Disciplinary Committee renders him unfit to be a Member of the Institute;
- (d) fails to comply with any of the regulations contained in these Articles or any regulations or decisions lawfully made by the Council or the By-Laws;
- (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 Institute or unbecoming the character of a Member;
- (f) is in the opinion of the Council guilty of breach of Article 59(ii);

the Council, at a meeting convened with notice of intention to consider the case, at which not less than one-half of the members of the Council shall be present, shall be at liberty by resolution specifying which of the above-mentioned disqualifications constitute the ground of the resolution, passed by a majority of not less than 3/4th of those present and voting, impose one or more of the sanctions prescribed by the By-Laws without prejudice to the right of the Institute to recover any arrears of subscription or other moneys due from him to the Institute.

#### Article 70

**70** In the case of a Member whose conduct is called in question under paragraph (a), (c), (d), (e) or (f) of Paragraph (ii) of Article 62 the Disciplinary Committee before reporting the case to the Council for disciplinary action under the said Article shall give to the Member concerned notice of its intention to refer the complaint to a meeting of the Council to be convened under the said Article at which his case will be considered and he shall be entitled either by himself or by some other Member appointed by him in writing or by or with a Solicitor of the Supreme Court and/or Counsel representing him to appear at such meeting of the Council and to be heard or to have the persons 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 a Solicitor of the Supreme Court and/or Counsel to attend and advise the said Committee and the Council both before and at their respective meetings.

### **5. Proceedings of Council and Committees**

#### Article 71

**71** The Council may meet together for the despatch 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 five. Unless otherwise fixed by the Council the quorum at the meetings of every Committee of the Council shall be three. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes at meetings of the Council the President, and at meeting of 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.

Article 72

**72** The President of the Institute shall preside at all meetings of the Council; but if at any time there be no such 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, one of the Vice-Presidents, to be selected by the meeting shall preside at such meeting or if there be no Vice-President 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.

Article 73

**73** 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 any such 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.

Article 74

**74** The Council shall cause Minutes to be duly entered in books provided for this purpose:-

- (1) Of all appointments of officers (being the President, Vice Presidents and Treasurer);
- (2) Of the names of the Members present at each meeting;
- (3) Of all resolutions and proceedings of General Meetings and of meetings of the Council, and any such Minutes of any meeting of the Council, or the Institute if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meetings, shall be sufficient evidence, without any further proof of the matters stated in such Minutes.

## **6. Disqualification of Members of Council and Committees**

Article 75

**75** A member of the Council shall vacate office:-

- (a) If he ceases to be a Member of the Institute.
- (b) If he becomes bankrupt or insolvent or makes a conveyance or assignment or 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.
- (c) If he becomes of unsound mind.
- (d) If he is absent in any year from three 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.

- (e) If by notice in writing to the Institute he resigns his office.
- (f) If he ceases to hold office or is prohibited from acting by virtue of any provision of the Companies Act, 1985 or the Company Directors Disqualification Act, 1986.

## ACCOUNTS

### Article 76

**76** The Council shall cause true accounts to be kept giving full particulars:-

- (1) Of all moneys, investments and assets and liabilities of the Institute;
- (2) Of all moneys received and expended by the Institute and of the matters in respect of which such receipts and expenditure arise;

and

- (3) Of all sales and purchases of goods by the Institute.

The said true accounts, whether kept in books or by electronic means or by combination of both shall give a true and fair view of the state of the Institute's affairs and to explain its transactions.

### Article 77

**77** The said true accounts shall be kept at the Office or at such other place or places as the Council may from time to time determine.

### Article 78

**78** The Institute in General Meeting may impose reasonable restrictions as to the time and manner in which the accounts and books of the Institute or any of them shall be open to the inspection of Corporate Members of the Institute, and subject thereto any such accounts and books shall be open to the inspection of such Members at all reasonable times during business hours.

### Article 79

**79** The Institute shall in accordance with the Companies Act, 1985 cause to be prepared and laid before the Institute at every Annual General Meeting of the Institute such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in the Act.

### Article 80

**80** A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Institute in General Meeting, together with a copy of the Auditors' Report shall, not less than twenty-one days previous to the Annual General Meeting, be sent to the Auditors of the Institute and to every Corporate Member of whose address the Institute is aware.

## Auditors and Audit

### Article 81

**81** Auditors shall be appointed and their duties regulated in accordance with the Companies Act, 1985.

## Notices

### Article 82

**82** A notice may be served, or notification given, by the Institute upon any Member

- (i) personally;
- (ii) by sending it first-class post in a prepaid letter addressed to such member at his last registered place of abode, in which case it shall be deemed to have been given at the expiration of 48 hours after the envelope containing it was posted; or
- (iii) by posting it on a web site for the period agreed with the Member if the Member has agreed with the Institute that notices required to be given to that person may instead be accessed by him on a web site and the Member has been notified in accordance with his agreement with the Institute of (a) the publication of the notice on a web site (b) the address of the web site; (c) the place on the web site where the notice may be accessed; (d) how it may be accessed; and (e) the period for which the notice is to continue to be published on the web site, provided that in the case of notice of a meeting of the Institute, the notification given to the Member states that it concerns notice of a meeting of the Institute; specified the place, date and time of the meeting; and states whether it is an annual or extraordinary general meeting;
- (iv) by electronic communications to such address as may for the time being be notified by that Member to the Institute for that purpose. "Electronic communication" shall have the same meaning as in the Electronic Communications Act 2000 and proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given, and a notice given by electronic communication shall be deemed to be given at the expiration of 48 hours after the time it was sent."

## Indemnity to Official

### Article 83

**83** Subject to the provisions of Section 310 of the Companies Act, 1985, every member of the Council and of every Committee and Sub-committee shall be indemnified by the Institute against all costs, losses and expenses which any such

member may incur or become liable for in anyway in the execution of his office or trusts, except the same shall be incurred or occasioned by his own wilful act or default of any other of them or for joining in receipts for the sale of conformity, or for any loss, misfortune, or damage which may happen in the execution of his office or in relation thereto, except the same shall happen by his own wilful act or default.

#### Winding up

##### Article 84

**84** The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Institute shall have effect and be observed as if the same were replaced in these Articles.

**BY-LAWS**  
**of The Institute of Trade Mark Attorneys**  
(Adopted 18<sup>th</sup> May, 1999)

**Examinations**

1. There shall be held Examinations to be treated by Council as qualifying Examinations comprising a Foundation part for candidates seeking to be elected to Affiliate membership as provided for in Article 14 and an Advanced part which, together with the Foundation part, makes up the Qualifying Examinations for candidates seeking to be elected to Ordinary Membership as provided for in Article 9(a)(i).
2. The Council have power to set the Qualifying Examinations or to recognise examinations set by others as making up the whole or parts of the Qualifying Examinations or to join with others in setting examinations as making up the whole or parts of the Qualifying Examinations.
3. The Council shall have power to make alter amend or revoke from time to time Rules relating to the qualification and examination of candidates and all matters and things arising there out and in connection therewith. Provided that no such rules shall be inconsistent with these By-Laws and in the event of any conflict between such Rules and these By-Laws the provisions of these By-Laws shall prevail.
4. The subjects for the Qualifying Examinations shall be as determined by Council from time to time. The subjects set for each Qualifying Examination and each Part thereof shall be indicated in the Rules for Examinations which shall be promulgated in good time before each Qualifying Examination is held.
5. The Council may employ any part of the funds of the Institute in the provision or award of Prizes, Medals, Scholarships or Exhibitions in connection with the subjects of the Qualifying Examination or otherwise.
6. The Qualifying Examinations shall be held at such yearly or other intervals at such times in London and at such other places, if any, as the Council may from time to time appoint or announce.
7. The foregoing provisions of these By-Laws shall have effect subject and without prejudice to Clause 29 and 30 of the Articles of Association of this Institute.

General

8. Every Member shall furnish particulars of his professional address and any changes thereof from time to time to the Secretary.
9. Upon the Council being informed of the death of any Member their name shall be removed from the List of Members.

### Library

10. The Council may employ any part of the funds of the Institute in the provision and maintenance of a suitable collection of books, reports, statistics, accounts, papers, maps, instruments, materials and other things of interest to the profession to be kept in the Library of the Institute. The Council may from time to time make, revoke and alter Rules relating to all matters connected with the Library.

### Building

11. The Council may employ any part of the funds of the Institute in the leasing, holding, rental, or disposal of any building or hall, to be used as a place of meeting, lecture, examination, or reading rooms, library and offices for the purposes of the Institute, and in the fitting-up and maintenance thereof; and the Council may, with the approval of the Members at any General Meeting, after due notice of such object, apply any part of the funds of the Institute in the purchase of any building or site, and the erection of any building thereon.

### Funds

12. The amounts of the Examination and any other fees payable by candidates or Members for Examination or other purposes shall be determined by the Council from time to time.
13. (i) Until otherwise determined by the Institute in General Meeting the annual subscription (where applicable) shall be such amounts as the Council may from time to time determine and publish during the month of November. The subscription shall be payable in advance on the first day of January in each year and should be paid no later than the last day of March. An Ordinary Member elected as a Fellow shall not be required to pay any additional subscription for the year in which he is elected as a Fellow, but shall be required to pay the appropriate subscription for the year commencing first of January next after his election, and in subsequent years. The subscription of an Ordinary Member, Affiliate Member, Allied Member, Associate Member, Overseas Member, Administrator Member or Student Member elected during the course of a year shall upon election be required to pay the subscription for the remaining full calendar months in that year on a pro-rata basis for that class of Member.  
  
(ii) Where a subscription payment is not paid by the last day of March, his membership shall cease and he will be deemed to have resigned from the Institute. Any payment received after the last day of March will be subject to a late payment administration charge, the amount to be determined by the Council.
14. The Council may, in cases of ill-health, misfortune, advanced age, or on other grounds in its opinion sufficient, waive or remit the annual subscription and arrears, if any, of any Member.

### Lists and Records

15. Records shall be kept of the names of all persons elected to membership, and the dates when they were elected, transferred from one class to another, ceased to be Members, or were re-admitted, with such further particulars as may be necessary. Lists of Candidates for the Qualifying Examinations, showing when they sat, withdrew, failed or passed, and were elected to membership, shall be kept.
16. Catalogues of the Books and Paper in the Library, if any, shall be kept.
17. The Council shall have power to authorise and supply for use, and to vary from time to time as may be thought fit, such forms for Inquiries, Applications, Recommendations, and otherwise, as may be necessary, and to require any persons using the same to fill them up, in order that they may give full information. The Secretary shall file such forms when received, duly filled up, for future reference, or enter particulars thereof in records. The Council shall also have power to authorise and vary from time to time as may be thought fit, such forms of Certificates of Membership, Examination Certificates, Dispensations, and otherwise as may be required. The Secretary shall enter particulars thereof, as issued, in records.

### **Continuing Professional Development**

18. All Fellows and Ordinary Members are required to undertake Continuing Professional Development as a requirement to remain on the Register of Trade Mark Attorneys and remain as a Corporate member of the Institute, measured by a system of credits. Council shall have the power to determine, alter, amend, revoke or waive as appropriate:

the form of credits for continuing professional development;

the allocation of credits for continuing professional development activities;

the minimum number of credits required per annum;

the form and manner of compliance;

any sanction that might apply where a person on the Register of Trade Mark Attorneys is in deficit with respect to the required minimum number of credits for any one year; and

any sanction that might apply where a Fellow or Ordinary member is in deficit with respect to the required minimum number of credits for any one year..

### Disciplinary Sanctions

19. i) In the case of any Member referred to Council under Article 62 (ii) paragraph a), c), d), e) or f) of the Articles of Association he shall be liable upon resolution of Council as specified in the said Article 62 (ii) to the imposition of one or more of the following sanctions:
- a) an unpublished warning;
  - b) a public reprimand
  - c) an order to pay a fine to the Institute up to level 5 of the standard scale of fines for summary offences as set out in section 37 of the Criminal Justice Act 1982 [c33] as amended from time to time
  - d) an order to take remedial action
  - e) an order to forego or, if appropriate, to repay some or all of the charges rendered in connection with the work complained of
  - f) an order to pay compensation to the complainant up to level 5 as in c) above
  - g) an order to pay a proportion of or the full costs of the disciplinary procedure
  - h) suspension from membership for a period of up to two years
  - i) exclusion from membership.
- ii) In the case of a Member referred to Council under Article 62 (ii) paragraph b) he shall be liable upon resolution of Council passed pursuant to Article 62 (ii) to either of the sanctions contained in sub-paragraphs h) and i) of paragraph i) above.
- iii) Council may in their absolute discretion and in such manner as they think fit notify or cause to be notified to the public details of any sanction imposed on a Member (including the name of the Member) under paragraphs b)-i) above. No action or other proceedings shall under any circumstances be maintainable by the person referred to in such notification against any person publishing or circulating the same and this By-Law shall operate as leave to any person to publish and circulate such notification and be pleadable accordingly.

### Designations

20. (i) Corporate Members only shall be permitted to use initials in order to designate their Membership of the Institute, and shall be permitted to use one or other of the designatory abbreviations indicated below and as appropriate to their classes of Membership:-

Fellows	-	FITMA
Ordinary members	-	MITMA
Corporate Honorary Members	-	FITMA(Hon) or MITMA(Hon)

- (ii) Non-Corporate Members shall, in order to designate their Membership of the Institute, use only the title of the relevant class of Membership as indicated below:-

Affiliate Member of The Institute of Trade Mark Attorneys  
or  
Affiliate Member, I.T.M.A.

Associate Member of The Institute of Trade Mark Attorneys  
or  
Associate member, I.T.M.A.

Overseas Member of The Institute of Trade Mark Attorneys  
or  
Overseas Member, I.T.M.A.

Honorary Member of The Institute of Trade Mark Attorneys  
or  
Honorary Member, I.T.M.A.

Student Member of The Institute of Trade Mark Attorneys  
or Student Member, I.T.M.A.

Allied Member of The Institute of Trade Mark Attorneys  
or  
Allied Member, I.T.M.A.

Administrator Member of The Institute of Trade Mark Attorneys  
or  
Administrator, I.T.M.A.

For the purposes of the above, the abbreviation I.T.M.A. may instead be used  
in the form ITMA.