

# THE CHARTERED INSTITUTE OF PATENT ATTORNEYS

## CHARTER

*(Granted 11<sup>th</sup> February 2009)*

1. Except in so far as they confirm and continue the continuity of incorporation of the Institute and without prejudice to the legality or validity of anything done thereunder, the provisions of the Supplemental Charters of the Institute dated 23rd January 1937, 21st July 1983, 19th September 1991 and 2nd June 2006 are revoked.

2. In this Our Charter, unless the context otherwise requires,

“Bye-laws” means the Bye-laws of the Institute approved by the Privy Council on 11<sup>th</sup> February 2009 as amended from time to time

“Council” means the Council of the Institute

“Intellectual Property Practitioner” means a person entered on any list or register of persons qualified to practise before the UK Intellectual Property Office or before regional or international intellectual property offices

“Institute” means The Chartered Institute of Patent Attorneys

“UK Intellectual Property Office” means the Office referred to in section 62 of the Patents and Designs Act 1907

“Member” means a member of the Institute

“Register of Patent Attorneys” means the Register referred to in section 275 of the Copyright Designs & Patents Act 1988 or any subsequent re-enactment

“Special Resolution” has the meaning ascribed to it in the By-laws

the singular includes the plural and the masculine includes the feminine, and a reference to an enactment includes that enactment as amended or replaced from time to time.

3. The objects of the Institute (“the objects”) are

- (a) to act as a professional and representative body for Intellectual Property Practitioners in patents, designs, trade marks and other forms of intellectual property;
- (b) to promote the education, standing, training and continuing professional expertise of Intellectual Property Practitioners and to establish, maintain and enforce high standards of professional conduct and compliance with the law.

4. In pursuance of the objects, the Institute shall have the following powers

- (a) to act as an authorised regulatory or supervisory body under legislation applicable to the Institute or to Intellectual Property Practitioners 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 provide facilities for meetings, correspondence, discussion and the interchange of ideas and the acquisition and dissemination of knowledge, to establish and maintain records and libraries, to issue guidance and to undertake or promote research;
  - (c) to establish or support any organisation, to acquire any undertaking, to assume any liability or obligation, and to undertake or carry out any trust or agency, and to create or receive and apply any endowment or prize;
  - (d) to borrow money and to obtain any form of credit, whether or not on the security of the property of the Institute, to deal with promissory notes, bills of exchange and other instruments, whether transferable or not, and to operate bank accounts;
  - (e) to receive any form of income, and to seek or accept any legacy or gift;
  - (f) to invest monies of the Institute not immediately required for its purposes in any manner and to appoint, and delegate powers to, investment managers;
  - (g) to purchase, develop and dispose of real property and carry on trade in pursuance of the objects;
  - (h) to engage and remunerate staff, to provide pensions and other entitlement for employees and their dependants, and to establish and maintain charitable or benevolent funds;
  - (i) to insure the Institute against any liability;
  - (j) to indemnify the members of the Council in respect of any liability incurred in the course of the performance of their duties for the Institute (except liability in respect of loss resulting from an act or omission which such member knew to be a breach of trust or duty or carried out or done in reckless disregard of such trust or duty, and the costs of an unsuccessful defence to a criminal prosecution brought against such members in their capacity as trustees);
  - (k) to do all such other lawful acts and things as may be necessary for or conducive to the promotion of the objects or any of them.
5. The income and property of the Institute shall be applied solely to the objects, provided that any income of the Institute from fees resulting from any status or function of the Institute deriving from legislation shall be accounted for and applied in accordance with the legislation in question, and provided that nothing in this article shall prevent
- (a) the payment of reasonable remuneration of any member of the Institute (other than a member of the Council) for services actually rendered to it;
  - (b) the re-imbursment of reasonable out of pocket expenses to any member of the Council or its committees.
6. There shall be a President of the Institute, one or more Vice-Presidents, and such other officers, elected or appointed and holding office in accordance with the Bye-laws.
7. There shall be a Council of the Institute (“the Council”) composed and regulated in accordance with the Bye-laws. Subject to this Our Charter and the Bye-laws, the Council shall have the governance and control of the property, business and affairs of the Institute and shall in particular have power
- (a) to make, amend or revoke regulations for any purpose of the Institute, provided that such regulations shall not create classes or categories of membership of the Institute or confer the right to use designatory letters or titles; and

- (b) to create or dissolve committees of the Council which may include persons who are not members of the Institute and to delegate powers to such committees;
  - (c) to determine, or to provide for the determination of, applications for admission to membership of the Institute.
- 8. The Institute shall consist of such classes or categories of members as the Bye-laws prescribe. The Bye-laws shall also prescribe
  - (a) the examination, if any, and admission requirements for membership;
  - (b) the rights (including the use of designatory letters and titles), obligations, and privileges, of members;
  - (c) the terms under which members are subject to the disciplinary jurisdiction of the Institute.
- 9. There shall be an Annual General Meeting of the Institute held in accordance with the Bye-laws.
- 10. The Institute shall have power by Special Resolution
  - (a) to add to, amend or revoke the Bye-laws, provided that any such addition, amendment or revocation shall not be of effect unless and until approved by the Lords of Our Most Honourable Privy Council and
  - (b) to add to, amend or revoke any provision of this Our Charter, and of any supplemental charter granted to the Institute, provided that any such addition, amendment or revocation shall not be of effect unless and until approved by Us, Our Heirs or Successors in Council,

of which approval, under (a) or (b) above, a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.
- 11. The Institute may by Special Resolution determine to surrender this Our Charter and any supplemental charter granted to the Institute subject to the sanction of Us, Our Heirs or Successors in Council upon such terms as We or They consider fit and wind up or otherwise deal with the affairs of the Institute as directed in such resolution or in the absence of such direction as the Council shall determine having regard to the liabilities of the Institute and if, on the winding up or dissolution of the Institute there remains, after the satisfaction of debts and liabilities, any property or funds whatsoever, the same shall not be distributed to the members but shall, subject to any special trusts affecting the same, be transferred to some other body with objects similar to those of the Institute and whose capacity to distribute income and property is restricted to the same or greater extent as the Institute's.
- 12. Our Royal Will and Pleasure is that this Our Charter shall ever be construed benevolently and in every case most favourably to the Institute and the promotion of its objects.

## **BYE-LAWS**

### **CHAPTER I**

#### **Preliminary**

##### **Interpretation**

1. In these Bye-laws

“Charter” means the Royal Charter of Incorporation (dated 11th August 1891) as amended by the four Supplemental Charters (dated 23rd January 1937, 21st July 1983, 19th September 1991 and 2<sup>nd</sup> June 2006 respectively) and by the Supplemental Charter to which these Bye-laws are scheduled and as may be further amended from time to time;

“Special Resolution” means a resolution

- (a) proposed by the Council as a special resolution at a general meeting of Members of the Institute and passed by a three-fifths majority of the Members present and entitled to vote; or
- (b) passed by the membership by a three-fifths majority of the Members voting in postal or electronic vote held in accordance with the Bye-laws;

“Transactions” means such information or documents as may be determined by the Council from time to time.

##### **Meaning of words used in the Bye-laws**

2. Words in these Bye-laws have the same meaning as in the Charter.

### **CHAPTER II**

#### **Members of the Institute**

3. The Members of the Institute shall be divided into six classes as follows:

- (1) Fellows
- (2) Associates
- (3) British Oversea Members
- (4) Foreign Members
- (5) Honorary Members
- (6) Students

##### **Fellows**

##### **Admission and election of Fellows**

4. The following persons shall be eligible for election as Fellows of the Institute:

**(a) By Examination**

Every person of good repute who has passed an examination or examinations declared in the Rules of Examination (as made or altered from time to time) to appertain to the class of Fellows, and who is entered on the Register of Patent Attorneys. Nevertheless, the

Council may dispense with any or all of the papers of the examination or examinations in the case of any such person whose education, experience or standing in the profession justifies his candidature in the opinion of the Council.

#### **(b) Previously Associates**

Every person of good repute who has been an Associate, and is entered on the said Register, and has ceased to be an Associate in accordance with the provision of Bye-Law 5.

#### **Disqualification of non-registered Fellows**

No person shall be entitled to remain a Fellow of the Institute unless his name is upon the Register of Patent Attorneys. Provided always that a duly elected Fellow whose name shall have been erased from the Register of Patent Attorneys by reason only of his ceasing to practise thereunder may notwithstanding his name having been so erased remain a Fellow of the Institute.

#### **Privileges of Fellows**

Every Fellow shall be eligible for election to the Council, or election or appointment to all offices of the Institute and they shall (subject to any regulations made by the Council) have access to the library, rooms, and offices of the Institute, and receive the Transactions, if any, of the Institute, and such other publications as the Council may from time to time direct. They shall be entitled to be present at all Meetings of the Institute, and to take part in discussions and to vote on all resolutions before such Meetings.

Fellows of The Institute who have qualified as patent attorneys may use the designations "Chartered Patent Agent" and "Chartered Patent Attorney" (but not together or otherwise so as to imply two separate qualifications) and after their names the initials "C.P.A." representing either designation.

### **Associates**

#### **Election of Associates**

5. The following persons shall be eligible for election as Associates of the Institute:
  - (a) Every person of good repute who, not being in practice as an Intellectual Property Practitioner, is, in the opinion of the Council by reason of his connection with the Law, Science, or the Arts, qualified and able to advance the objects of the Institute.
  - (b) Every person of good repute who is an Intellectual Property Practitioner but is not eligible for election as a Fellow, and who is in the opinion of the Council qualified and able to advance the objects of the Institute.
  - (c) Every person of good repute who
    - (i) has been for at least three years engaged in the business of a Fellow or Fellows of the Institute and has acquired good repute therein, or
    - (ii) has been or is a Student of the Institute and is engaged in the business of an Intellectual Property Practitioner

and has passed an examination or examinations declared in the Rules of Examination (as made or altered by the Council from time to time) to appertain to the class of Associates.

Any Associate who becomes eligible for election as a Fellow shall within one year of so

becoming eligible cease to be an Associate.

Associates shall be eligible for election or appointment to all offices under the Institute, except those of President, Vice-President and Member of Council; they shall (subject to any regulations made by the Council) have access to the library, rooms, and offices of the Institute, and receive the Transactions, if any, of the Institute, and such other publications as the Council may from time to time direct. They shall be entitled to be present at all Meetings of the Institute, and to take part in discussions thereat, but not to vote upon resolutions submitted to such Meetings unless the Chairman of the Meeting shall rule that the subject for decision is one which affects the rights of the class of Associates.

### **British Oversea Members**

6. The following persons shall be eligible for election as British Oversea Members of the Institute:

Every person of good repute who is a British subject and who, in the opinion of the Council, has been established in practice in the field which includes patents for inventions and designs, trade marks and other matters the subject of protection by grant or registration for a sufficient length of time outside the United Kingdom and neither has an office nor practises in the United Kingdom.

#### **Disqualification of British Oversea Members practising in the United Kingdom**

A British Oversea Member shall cease to be such upon the Council being satisfied that he has an office, or is practising, in the United Kingdom either alone or as a member of a firm, but before deciding that any British Oversea Member has an office, or is practising, in the United Kingdom the Council shall forward to him at his last-known address by post, registered, a written statement of the nature of the information before them and shall allow him a period not less than a month besides the time usually occupied by course of post, in which to submit a counter-statement or explanation in writing for the consideration of the Council.

#### **Transfer to class of Foreign Members**

The Council shall have power to transfer to the class of Foreign Members any British Oversea Member who shall cease to be a British subject. When a person ceases to be a British Oversea Member in accordance with this Bye-law, he shall be so informed in writing.

#### **Privileges of British Oversea Members**

British Oversea Members shall not be eligible for election or appointment to any office under the Institute; they shall (subject to any regulations made by the Council) have access to the library, rooms, and offices of the Institute, and receive the Transactions, if any, of the Institute and such other publications as the Council may from time to time direct. They shall be entitled to be present at all Meetings of the Institute and to take part in the discussions thereat, but not to vote upon resolutions submitted to such Meetings unless the Chairman of the Meeting shall rule that the subject for decision is one which affects the rights of the class of British Oversea Members.

### **Foreign Members**

7. The following persons shall be eligible for election as Foreign Members of the Institute:

Every person of good repute and not a British subject who, in the opinion of the Council, has been established in practice in the field which includes patents for inventions and designs, trade marks and other matters the subject of protection by grant or registration for a sufficient length of time outside the United Kingdom and neither has an office nor practises in the United Kingdom.

### **Disqualification of Foreign Members practising in the United Kingdom**

A Foreign Member shall cease to be such upon the Council being satisfied that he has an office, or is practising, in the United Kingdom either alone or as a Member of a firm, but before deciding that any Foreign Member has an office, or is practising, in the United Kingdom the Council shall forward to him at his last-known address by post, registered, a written statement of the nature of the information before them and shall allow him a period not less than a month besides the time usually occupied by course of post, in which to submit a counter-statement or explanation in writing for the consideration of the Council.

### **Privileges of Foreign Members**

Foreign Members shall not be eligible for election or appointment to any office under the Institute; they shall (subject to any regulations made by the Council) have access to the library, rooms, and offices of the Institute, and receive the Transactions, if any, of the Institute and such other publications as the Council may from time to time direct. They shall be entitled to be present at all Meetings of the Institute, and to take part in the discussions thereat, but not to vote upon resolutions submitted to such Meetings unless the Chairman of the Meeting shall rule that the subject for decision is one which affects the rights of the class of Foreign Members.

### **Honorary Members**

8. The following persons shall be eligible for election as Honorary Members of the Institute:

Every person who, in the opinion of the Council, has rendered, or is able to render, assistance in promoting the objects of the Institute, and who is not engaged in practice as an Intellectual Property Practitioner.

### **Privileges of Honorary Members**

Honorary Members shall be eligible for election or appointment to any office under the Institute except those of President, Vice-President and Member of Council; they shall (subject to any regulations made by the Council) have access to the library, rooms, and offices of the Institute, and receive the Transactions, if any, of the Institute, and such other publications as the Council may from time to time direct. They shall be entitled to be present at Ordinary and Annual General Meetings of the Institute, and to take part in discussions thereat, but not to vote upon resolutions submitted to such Meetings unless the Chairman of the Meeting shall rule that the subject for decision is one which affects the rights of the class of Honorary Members.

### **Students**

9. The following persons shall be eligible for election as Students of the Institute:

Every person who is engaged in the business of an Intellectual Property Practitioner or who is studying for any examination that is run by or on behalf of the Institute or gives exemption from any examination so run and who has passed an examination or examinations declared in the Rules of Examination (as made or altered by the Council from time to time) to appertain to Students.

### **Disqualification of practising Students**

Any Student who enters into practice on his own account as an Intellectual Property Practitioner shall cease to be a Student.

### **Disqualification on ceasing to be a pupil or technical assistant**

Any Student who ceases to be engaged or studying as above shall, unless the Council otherwise determine, cease *ipso facto* to be a Student six months later.

### **Privileges of Students**

Students shall not be eligible for election or appointment to any office under the Institute; they shall (subject to any regulations made by the Council) have access to the library, rooms, and offices of the Institute, and receive the Transactions, if any, of the Institute, and such other publications as the Council may from time to time direct. They shall be entitled to be present at all Meetings of the Institute, and to take part in discussions thereat, but not to vote upon resolutions submitted to such Meetings unless the Chairman of the Meeting shall rule that the subject for decision is one which affects the rights of the class of Students.

## **CHAPTER III**

### **Examinations**

#### **Regulations respecting Examinations**

10. Subject to the provisions of these Bye-laws, and for the purpose of promoting the objects of the Institute, the Council shall cause such Examinations for the admission of Fellows, Associates, and Students to be held as they may think fit, and may prepare and publish Rules to regulate such Examinations, and to define the cases and circumstances under which the said Examinations shall apply, the periods at which they shall be held, the subjects which they shall comprise, the fees (if any) which shall be paid or deposited by candidates in respect of such Examinations, and the nature of the certificates (if any) to be granted to successful candidates; and the Council shall have power from time to time to vary or rescind any such Rules or to make any other such Rules as may appear to them to be necessary or desirable.

#### **Examinations under Acts for Registration purposes**

The Council may also make Rules or Regulations with respect to Examinations for registration purposes for the conduct of which by the Institute provision may have for the time being been made by Rules under the Copyright, Designs and Patents Act 1988 or any amendment or re-enactment thereof, or otherwise.

## **CHAPTER IV**

### **Election of Members**

#### **Election at Meeting and Quorum**

11. The election to all classes of the Institute, except those of Honorary Members and Students, shall be by ballot at an Ordinary or Annual General Meeting; provided that not less than ten Fellows are present and vote, and not less than four-fifths of those voting vote for the candidate.

#### **Forms of application for election and undertaking**

- (1) A person desirous of being elected as Fellow, Associate, British Oversea Member, or Foreign Member of the Institute shall be proposed and recommended according to a form to be prescribed by the Council, in which the full name, the place of business, if any, or, if none, the usual residence, and the qualifications of the candidate shall be distinctly specified, and also the class to which election is sought. The form shall also contain an undertaking to the effect that the candidate will, if elected, abide by the Bye-laws and Rules of the Institute and promote its objects, and shall be signed by him.

**Application forms to be signed by Fellows, or, in case of qualification by Examination, by one Fellow**

- (2) When the candidate seeks election as Fellow or Associate and is qualified otherwise than by examination, the form shall be signed also by a Fellow as proposer, having personal knowledge of the candidate, and by four other Fellows, who, as well as the proposer, must certify to their conviction of the candidate's qualifications and suitability for election to the class to which he desires to be elected. When the candidate is, or intends to be, qualified for election by examination the form shall be signed by him and also by one Fellow as proposer, having personal knowledge of the candidate, and by another Fellow, who, as well as the proposer, must recommend him as a fit person for election and when the candidate has or shall have passed the examination, his proposal form shall be endorsed with a certificate to that effect.

**Application of Foreign Members and British Oversea Members to be signed by three Fellows**

When the candidate seeks election as British Oversea Member or Foreign Member the form shall be signed by him and by three Fellows who shall recommend him, and shall state in writing the extent of their knowledge of him.

**Applications to come before Council, to be exhibited, and submitted to Ballot**

- (3) The form proposing a candidate for election as Fellow, Associate, British Oversea Member, or Foreign Member shall be delivered to the Secretary, who shall submit it to the Council at two Council Meetings, and if at the second of such Meetings or at a subsequent Meeting the Council find the candidate qualified according to the Bye-laws, and if the proposal be approved by the Council, the candidate shall be balloted for at a General Meeting, whether Ordinary or Annual, held not less than six days after such approval.

**Apprising applicants of election and Periods allowed for payment of fees following election**

- (4) Every such person duly elected a Member of the Institute shall be informed of such election or admission by a letter in a form to be prescribed by the Council, and every such person shall pay the entrance fee and annual subscription for the current year within two months, or in the case of a British Oversea Member or Foreign Member within four months, after the date of his election, which otherwise shall become null and void; but the Council may extend the time.

**Privileges and introduction of newly elected Members**

12. Every person elected a Member of the Institute, and having made the proper payments, shall be entitled to the rights and privileges of his particular class, and at the first or a subsequent Ordinary or Annual General Meeting at which he is present he may, after having signed the register of members, be introduced by the Chairman.

**Mode of election of Honorary Members**

13. The mode of election of Honorary Members shall be as follows:

Every proposal for the election of an Honorary Member shall be on a form to be prescribed by the Council, and shall be signed by at least two Members of Council. The election shall be by the Council at a Meeting of which at least six days' notice in writing has been given, stating the name or names of the person or persons proposed; provided that not less than eight Members of Council are present and vote, and not less than three-fourths of those voting shall vote for the candidate.

When a person has been elected an Honorary Member he shall be informed thereof in such manner as the Council may in each case direct.

### **Mode of election of Students**

14. Students shall be elected by the Council, and any person qualified according to Bye-law 9, and desiring to be elected, shall make application to that effect on a form to be prescribed by the Council, and such form, which shall contain an undertaking to the effect that the candidate will, if elected, abide by the Bye-laws and Rules of the Institute and promote its objects, shall be signed by the applicant and by a Fellow of the Institute.

## **CHAPTER V**

### **Exclusion, Suspension, Resignation and Reinstatement of Members**

#### **Professional Conduct**

15. With the object of maintaining a high standard of rectitude and professional conduct and of promoting well-founded public confidence in the patent, design and trade mark systems, in the Institute, and in its Members, the Council may from time to time issue Rules for the observance of Members, in all matters appertaining to their professional practice, and such Rules shall be submitted for acceptance and confirmation to General Meetings of the Institute convened in accordance with Bye-laws 58, 59 and 60 to 65. For this purpose these Bye-laws shall apply as if the word "Rules" were substituted for the word "Bye-laws" at each place where the word occurs therein. Any Rules so confirmed shall be enforceable as if they formed part of the Bye-laws, and any violation of such Rules may be considered a ground for sanctions under Bye-law 16.

#### **Disciplinary Powers and Sanctions**

16. (1) The power of imposing sanctions for violation of the Rules and also for revocation or modification of any sanctions imposed shall be exercised by a Disciplinary Body appointed by the Council. Any sanctions imposed shall be subject to an appeal to an independent Appeal Body to be appointed by the Council. With due regard to the provisions of natural justice and applicable human rights legislation the Disciplinary Body shall observe any general directions as to procedure given by the Council. Members of the Disciplinary Body and Appeal Body shall be appointed to office for a specified term which shall be renewable but once appointed shall not within that term or renewed term be removed from office by the Council unless for conduct which is (or by a Member would be) liable to sanction under this Bye-law.
- (2) If any Member of the Institute is adjudged by the Disciplinary Body to have breached a Rule of Professional Conduct applicable to his class of Membership, he shall be liable, after having had the opportunity of being heard, 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 as amended or re-enacted 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.

A Member suspended or excluded shall not be entitled to have returned to him any moneys paid to the Institute, and shall remain liable for any moneys due to the Institute.

#### **Notices as to exclusion**

17. In the event of a Member's subjection to sanctions, the Disciplinary Body shall be at liberty to give such notice thereof as it may deem expedient.

#### **Mode of resignation**

18. Any Member desiring to resign his Membership and having made all payments which may have become due from him, may tender to the Council his resignation in writing; and if his resignation be accepted by the Council, it shall take effect as from the date of receipt of his letter, provided always that the resignation shall be either accepted or refused by the Council within two months of the receipt of the Member's letter, but failing such acceptance or refusal the resignation shall be valid. But if proceedings are in train before the Disciplinary Body or Appeal Body the resignation shall not be accepted.

#### **Reinstatement of Members**

19. The Council shall have power, on the written application to that effect of a person who has ceased to be a Member, to reinstate such person in his former rank upon such terms and conditions as they may think fit, and to return him his Certificate of Membership. But if the cessation arose from proceedings before the Disciplinary Body the Member must first secure its approval for the application.

### **CHAPTER VI**

#### **Certificates of Membership**

##### **Certificate of Membership**

20. Every Fellow, Associate, British Oversea Member, or Foreign Member shall, upon payment of his entrance fee and his first annual subscription, or within a reasonable time thereafter, obtain from the Council a Certificate of Membership.

##### **and renewal thereof**

Every Fellow, Associate, British Oversea Member, or Foreign Member shall, upon payment of his annual subscription, or within a reasonable time thereafter, obtain from the Council in every year a renewal of his Certificate of Membership; and every Member who has compounded for his subscriptions may obtain from the Council an annual renewal of his Certificate.

##### **Certificates recoverable on demand**

21. Every Certificate of Membership shall be in such form as the Council may from time to time prescribe, and shall be the property of the Institute, and in the event of cessation of Membership shall, if demanded, be returned to the Council, and shall be recoverable on demand.

## **CHAPTER VII**

### **Contributions to the Funds, Fees and Subscriptions**

#### **Entrance Fees**

22. Every Member shall, on election, pay an entrance fee appropriate to his class of membership which shall be determined in accordance with the provisions of Bye-Law 24.

#### **Annual Subscriptions**

23. Every Member, except Honorary Members, shall pay an annual subscription the amount of which shall be determined in accordance with the provisions of Bye-Law 24.

#### **Alteration of Entrance Fees and Annual Subscriptions**

24. The amounts of the entrance fees and annual subscriptions of any class or classes of Members may be altered by resolution passed at a General Meeting of the Institute convened with notice of the object, provided that not less than fifteen Fellows vote, and that not less than three-fourths of those voting vote for the alteration. Where the rights of any class of Members other than Fellows may be affected, Members of that class and entitled to vote under Bye-laws 5,6,7, 8 and 9 respectively may be included in the quorum.

#### **Composition of Annual Subscriptions**

25. The Council may from time to time fix terms upon which Fellows, Associates, British Oversea Members, and Foreign Members may compound for the payment of their subscriptions.

#### **Proceedings in case of arrears**

26. Annual subscriptions are due on the 1st day of January in each year in advance, and must be paid before the 31st day of March in that year. No Fellow, Associate, British Oversea Member, Foreign Member, or Student whose subscription is in arrear after the 31st day of March shall be entitled to attend any General Meeting. A letter shall be sent to any Member whose annual subscription is not paid by the 31st day of March; and if the arrears be not paid within seven days of the date of such letter, the name of such Member shall be exhibited in the offices of the Institute, with a statement of the amount due, and shall remain there until the Council otherwise direct.

Any Member who fails to pay any subscription or other sum payable by him to the Institute for six months after the same has become due shall cease to be a Member of the Institute unless disciplinary proceedings are in train before the Disciplinary Body or Appeal Body.

#### **First Annual Subscription may cover fifteen months**

27. In the case of persons elected in October, November or December of any year, the first annual subscription shall apply to the remainder of that year and to the next year.

#### **Power of Council to remit Annual Subscriptions**

28. If the Council see good reason for so doing, they may remit in whole or part the annual subscription and arrears (if any) of any Fellow, Associate, British Oversea Member, Foreign Member, or Student on the ground of ill-health, advanced age, or on other sufficient ground. Such cases shall first be considered and reported upon by a Committee of the Council appointed for the purpose.

## **CHAPTER VIII**

### **Council and Officers**

#### **Constitution of Council**

29. The Council shall consist of the following Members, all of whom shall be Fellows of the Institute:-
- (i) The President;
  - (ii) One Vice-President; and
  - (iii) Not more than 24 Ordinary Members of Council.

#### **Honorary Secretary**

30. The Honorary Secretary (if any) shall be appointed annually by the Council from amongst its members and may be reappointed.

#### **Secretary and Registrar**

31. There shall be a Secretary and a Registrar who shall be appointed by the Council.

#### **Keeping of accounts**

32. (a) The Council shall cause to be kept proper and sufficient accounting records, including records of the capital funds, income and expenditure of the Institute, giving a true and fair view of the state of affairs of the Institute.

#### **Auditor of Accounts**

- (b) There shall be appointed at each Annual General Meeting a firm of Registered Auditors to conduct the annual audit of the Accounts. In case of the resignation or inability to act of the firm so appointed, the Council shall appoint another firm of Registered Auditors in their place.

#### **Retirement and mode of electing President and Council**

33. At each Annual General Meeting the President, the Vice-President and not less than eight Ordinary Members of Council shall retire but except as provided in Bye-law 35(a) each retiring Member shall be eligible for election as President, Vice-President or Ordinary Member of Council. The immediate Past-President shall remain a Member of Council for one year following his Presidency and shall then retire. Any other Member of Council standing for election as President or Vice-President shall be amongst those retiring at the Annual General Meeting. If the number of Ordinary Members of Council retiring voluntarily or as specifically required by these Bye-laws be less than eight, those who have been longest in office since their last election shall retire so as to bring the number to eight. If it is necessary to decide between Members with equal length of service which shall retire, this shall be done by lot.

#### **Balloting-list for election of President and Council**

34. (a) At an Ordinary General Meeting to be held not less than twenty-one days before the Annual General Meeting the Council shall present a list of Fellows who have been nominated as eligible and suitable to fill the offices of President and Vice-President and to be Ordinary Members of Council for the ensuing year. Nominations for President and Vice-President must be in writing with the signature of four other Fellows and must have the approval of the candidate. Nominations for Ordinary Members of Council may be in writing with the signature of another Fellow or Fellows, in which case the nomination

must have the approval of the candidate, or may be by the candidate alone. The Council shall use its reasonable endeavours to secure that the list presented contains at least sufficient names to make up the number of members of Council to twenty-six. This list may be extended by the addition of the names of other Fellows by the said Ordinary General Meeting. If there is no contest for the offices of President and Vice-President and the list or extended list contains no more than such sufficiency of names, no ballot shall be held. Otherwise the list or extended list as the case may be shall constitute a balloting list and the Secretary shall not less than seven days prior to the said Annual General Meeting forward to every Fellow a copy of such balloting list. Only Fellows shall be entitled to vote.

### **Contested Elections**

- (b) No person shall be nominated for more than one position on the Council. However, where there is a contested election for President or Vice-President those nominated (with the exception of an immediate Past-President who remains a Member of Council under Bye-law 33) shall also (unless they request otherwise) be deemed to have been nominated for election in the alternative as one of the Ordinary Members of Council.

### **Eligibility for election as President**

- (c) No person shall be nominated for election as President unless he has previously been elected and served as Vice-President or Ordinary Member of Council.

### **Limitation as to re-election of President or Vice-President**

- 35. (a) A Fellow after having filled the office of President for two years or the office of Vice-President for two years, whether consecutive or not, shall not for a period of three years be re-nominated for election to that office.
- (b) Except as provided in paragraph (a) any Past President or Past Vice-President shall be eligible at all times to fill the office of President or Vice-President or Ordinary Member of Council.

### **Number of votes to be cast and Votes cast for unsuccessful candidates to be transferred**

- 36. A Fellow voting in the election to the Council shall not vote for any person more than once but subject to this may vote for one person as President, another person as Vice-President, and for up to as many persons standing for election as Ordinary Members of Council as bring the number of Ordinary Members of Council to 24. Votes cast for an unsuccessful candidate for election as President or Vice-President shall be counted as votes for his election as one of the Ordinary Members of Council if he is deemed under Bye-law 34(b) to have been nominated for such election.

### **Scrutineers and Casting vote in event of a tie**

- 37. After completion of a balloting list in accordance with Bye-law 34(a) two or more Fellows shall be appointed by the Ordinary General Meeting as scrutineers. The ballot shall close at the time when the Annual General Meeting commences and only completed balloting lists returned before that time in an envelope addressed to the Secretary shall be counted. Balloting lists which do not comply with the requirements of these Bye-laws shall not be counted. If the appointed scrutineers are not all present at the commencement of the Annual General Meeting that Meeting shall appoint a Fellow or Fellows to make the number up to the appointed number. The scrutineers shall receive the balloting lists and shall report in writing to the Chairman of the Annual General Meeting who shall declare the numbers of votes cast for each candidate and the names of the persons elected as President, Vice-President and Ordinary Members of Council for the ensuing year. If there be a tie the Chairman shall give a casting vote.

### **Casual vacancies in Council**

38. Any casual vacancy occurring in the office of President or Vice-President or any place vacated by the loss of an Ordinary Member of Council may be filled by the Council at a Meeting of the Council specially summoned for that purpose, but any person so appointed shall retire at the next Annual General Meeting.

### **Retiring Members hold office**

39. The Members of the Council retiring at an Annual General Meeting shall continue in office until Members of the Council for the ensuing year are elected.

### **Resignation of Members of Council**

40. A Member of Council may resign by submitting to the Council his resignation in writing and on its acceptance by the Council but not until then he shall cease to be a Member of Council.

### **Vacation of office of Members of Council**

41. A Member of Council shall cease to be a Member of Council:
- (a) If he ceases to be a Fellow or is suspended from Membership.
  - (b) If a bankruptcy order has been made against him or if he has made an application under Section 252 or presented a petition under Section 264 of the Insolvency Act 1986 or any amendment or re-enactment thereof.
  - (c) If he is being dealt with under the Mental Health Act 1983 or any amendment or re-enactment thereof as suffering from mental disorder.

### **Removal of Members of Council**

- (d) If the Council declares that he shall cease to be a Member of Council by a resolution passed at a Meeting of the Council specially convened with notice of the object provided that not less than two-thirds of the Members of Council are present and vote and not less than three-fourths of those voting vote for the resolution.

## **CHAPTER IX**

### **Functions of Officers**

#### **Chairman at Council and other Meetings, and power to vote**

42. The President shall be entitled to take the chair at all Meetings of the Institute and of the Council at which he is present; in his absence, the Vice-President, and in the absence of both, a Member of Council shall be entitled to take the chair. The Chairman may vote, and if an equality of votes be declared, he may then give a casting vote.

#### **Powers and Meetings of Council**

43. The Council shall have the direction and management of the concerns of the Institute in all matters not provided for by the Charter or by these Bye-laws, and shall meet from time to time, as often as the business of the Institute may require.

#### **Quorum of Council**

Unless otherwise provided by the Charter or these Bye-laws, at every Meeting of the Council at which the President or Vice-President is present three Members shall constitute a quorum; in the absence of the President and Vice-President the quorum shall be five.

### **Power of Council to appoint Committees**

44. Subject to the provisions of the Charter and of these Bye-laws, the Council may appoint Committees with such powers as may be necessary or convenient, and may fix the quorum thereof, and may lay down rules for regulating the proceedings.

### **Annual Report**

45. The Council shall present a report to each Annual General Meeting.

### **Audited Statement of Accounts**

46. A statement of the funds of the Institute, and of the income and expenditure for the year terminating on the 30th day of September shall be made, under the direction of the Council, and, after having been verified and signed by the Auditors, shall be laid before the next ensuing Annual General Meeting.

### **Control of Publication**

47. The Council shall have the entire management and control of the publication of the Transactions of the Institute, if any, and of all documents issued by the Institute, whether periodical or otherwise, and, subject to the provisions of these Bye-laws, shall determine the times at, and the conditions under which, such publications shall take place, and to whom they shall be issued.

### **Power of Council to grant Premiums**

48. The Council shall have power to make, from time to time, regulations respecting the granting, from the funds of the Institute, of premiums in the form of medals, books, or scientific instruments, for papers presented, or for special services rendered, to the Institute by Members or other persons, and to grant and award such premiums as they may deem fit.

### **Summoning Council Meetings**

49. A Meeting of the Council shall at any time be called by order of the President, or, in his absence, of the Vice President, or at the request, in writing addressed to the Secretary, of any three Members of Council.

### **Notice of Council Meetings**

50. Notice of Meetings of the Council shall be sent to each Member of Council at his usual or last-known address. It shall not be necessary in any case to prove that such notice has been delivered or sent, but the same shall be taken as delivered or duly sent unless the contrary be shown, and the non-receipt of any notice by any Member or Members of Council shall not invalidate the proceedings of any Meeting of the Council. Such notice shall generally be sent at least three clear days before the time of Meeting.

### **Duties of Auditor**

51. The Auditors shall have access at all reasonable times to the accounts and vouchers of the Institute, and shall examine and sign the annual statement of the accounts before it is presented by the Council to the Annual General Meeting.

## **CHAPTER X**

### **Meetings**

#### **Time for holding and Business at Annual Meetings**

52. The Annual General Meeting shall be held, at such place and time as the Council may determine, to receive and deliberate upon their Report, to elect a President, a Vice-President, and Ordinary Members of Council for the ensuing year, and to transact such other business as the Council may appoint.

#### **Date of, Quorum of, and Business at Ordinary Meetings and Duration of Ordinary Meetings**

53. The Ordinary General Meetings shall be held on such days, preferably Wednesdays, and at such times and places as the Council may appoint. The chair shall be taken and business shall commence not later than half an hour after the time appointed, or as soon as seven Members shall be found to be present. The business of the Meeting shall be such as the Council shall have appointed. The Meeting shall terminate not later than two hours after the time appointed for meeting, unless two-thirds of the Members present otherwise desire.

#### **Introduction of Visitors**

54. Every Member shall have the privilege of introducing personally, or by written order, one visitor to an Ordinary General Meeting. Such visitor must, if required, sign an undertaking to abide by the regulations of the Institute while he is present.

#### **Resolution as to Business at Ordinary Meetings**

55. No question shall be discussed or motion be made at the Ordinary General Meetings relative to the direction and management of the concerns of the Institute.

#### **Purposes and mode of calling Special Meetings**

56. A Special Meeting of the Institute or of Fellows only may be called at any time by the Council for a specific purpose relative to the direction and management of the concerns of the Institute, or for discussing proposed alterations of the Charter or discussing proposed alterations of the Bye-laws or of any rules or regulations made thereunder, and the Council shall call such a Meeting on receiving the requisition in writing of at least ten Members, of whom not less than five shall be Fellows, specifying the nature of the business to be transacted. At any such Meeting fifteen shall constitute a quorum.

#### **Notices of Special Meetings**

57. Every Member, having on the Register of Members an address within the United Kingdom, shall have at least sixty days' notice sent to him of the time appointed for a Special Meeting of the Institute, unless the Council has determined that voting shall be by proxy or by ballot, when the notice shall be not less than thirty days. Every Fellow shall have like notice of the time appointed for a Special Meeting of Fellows; and the notices shall specify the nature of the business to be transacted, and no other than that business shall be transacted at that Meeting, but the non-receipt of notice by any Member shall not invalidate the proceedings of such Meeting. Members or Fellows without an address in the United Kingdom shall have such notice as can reasonably be given in all the circumstances.

## **CHAPTER XI**

### **Enactment, Alteration, or Repeal of Charter or of Bye-Laws**

#### **Mode of altering Charter or Bye-laws**

58. The Council, when they consider it expedient to revoke, amend or add to the Charter, or to make, rescind, or vary any Bye-laws, may, according to the provisions of the Charter and subject to Bye-law 65, summon General Meetings of the Institute to decide on and confirm the same by Special Resolution. The Council shall summon such Meetings on receiving a requisition in writing of at least ten Fellows, specifying the alterations proposed to be made in the existing Charter or Bye-laws.

#### **Notice of Meetings for alteration of Charter or Bye-laws and Quorum at Meetings for alteration of Charter or Bye-laws**

59. Every Member, having on the Register of Members an address within the United Kingdom, shall have not less than sixty days' notice sent to him of the time appointed for each such General Meeting, unless the Council has determined that voting shall be by proxy or by ballot, when the notice shall be not less than thirty days. Members without an address in the United Kingdom shall have such notice as can reasonably be given in all the circumstances. The notice shall include a Special Resolution specifying the proposed change or changes in the Charter or the Bye-laws, and the business of the Meeting shall be limited to the matter of which notice has been given. In order to constitute a quorum at any such Meeting at least fifteen Fellows shall vote, and no resolution for making, rescinding, or varying any Bye-law shall be passed unless at least three-fifths of those voting vote for such resolution. Where the rights of any class of Members other than Fellows may be affected, Members of that class and entitled to vote under Bye-laws 5, 6, 7, 8 and 9 respectively may be included in the quorum.

## **CHAPTER XII**

### **Special Provisions on Meetings and Voting**

#### **Business to be Decided by Personal or Proxy Vote**

60. The business of a Special Meeting called under Bye-law 56 or a General Meeting called under Bye-law 15 or 58 may be decided in person by Members entitled to attend and vote in respect of the business of the Meeting, or if 5% of such Members so demand by name in writing not less than thirty-five days before the day of the Meeting or the Council so decides, by personal or proxy vote.

#### **Proxy Voting**

61. If a proxy vote has been validly demanded or has been decided on by the Council all Members entitled to attend and vote at the Meeting shall be advised of the fact and the Meeting postponed if a lesser period than the period of notice required for the Meeting remains from the date of the advice. Forms of proxy shall be provided by which a Member may appoint the Chairman of the Meeting or any Member entitled to attend and vote at the Meeting his proxy to vote in favour, against, or at discretion on any motion to be presented at the Meeting. Council regulations shall provide for the issue and return of the forms and the manner of voting at the Meeting.

#### **Validity of Proxy Votes**

62. If the business of the Meeting is to make a Bye-law or a Rule under Bye-law 15 so that a confirmatory Meeting is required a proxy shall be valid for both Meetings unless withdrawn or superseded by a new proxy.

### **Refusal to Allow Repeat of Earlier Business**

63. The President, Vice-President and Honorary Secretary (if any) shall in their joint discretion have power to declare that the proposed business of a Meeting requisitioned by Members under Bye-law 56 or 58 is, in substance, the same in whole or part as the business of an earlier Meeting held within the 24 months prior to the receipt of the requisition, and to decline to hold the Meeting unless its business is distinguished from that of the earlier Meeting. Any such declaration shall be communicated, with reasons, to the requisitioning Members.

### **Postal or Electronic Ballots**

64. In addition to the Bye-laws on proxy voting the Council shall have power to make regulations for postal and/or electronically mediated ballots deciding any business proper to General or Special Meetings of the Institute other than business required under Bye-law 52 to be taken at the Annual General Meeting. Such a ballot shall be at the discretion of the Council and may replace a proxy vote requisitioned by Members. The holding of a ballot shall be announced in the notice of a General or Special Meeting convened by the Council to receive the result of the ballot and conduct any consequential business. Ballots complying with the regulations and reaching the Secretary two days before commencement of the Meeting shall be counted by scrutineers appointed by the Council. The Scrutineers shall report in writing to the Chairman of the Meeting who shall announce the result.

### **Confirmatory Meeting Not Required**

65. If a ballot concerns the making, rescinding or variation of any Bye-law or any Rule made under Bye-law 15 and the proposal is carried with the requisite majority, no confirmatory Meeting shall be required.

## **CHAPTER XIII**

### **Property of the Institute**

66. (deleted)

### **Use of the Premises**

67. The Council shall have power to grant from time to time the use of the rooms of the Institute for the delivery of lectures on subjects connected with the objects of the Institute, or for such other purposes as may be approved by the Council.

### **Property in Papers**

68. Subject to the laws of copyright every paper read before, or presented to, the Institute shall be the property thereof, and the Council may publish the same in any way and at any time they may think proper. Any person reading or presenting such a paper shall secure a licence for publication for the purposes of the Institute.

### **Reporting Proceedings at Meetings**

Without consent of the Council no person shall report for publication the proceedings at any Meeting of the Institute, or publish or give his consent to the publication of any communication made to the Institute.

### **Use of the Library**

69. The Library shall be open to all Members at such times as the Council may determine; and, under such restrictions and with such exceptions as may be determined by the Council from time to time, they shall have the right to peruse and inspect all books, papers, plans, maps, and models belonging to the Institute, and to make copies and extracts therefrom; but none of the

property of the Institute shall be removed from the premises of the Institute without the express permission of the Council.

## **CHAPTER XIV**

### **The Common Seal**

#### **Sealing Documents**

70. The Common Seal shall not be affixed to any deed or writing except by the authority of the Council, and in the presence of two Members of Council, and the Seal shall be in the custody of the President, subject to such regulations as the Council may make to ensure its proper use and safe keeping, and such regulations (if any) shall be recorded on the Minutes of the Council.

## **CHAPTER XV**

### **Donations and Bequests**

#### **Donations and Gifts**

71. The names of all persons who may present books, drawings, maps, or models to the Institute, or who may make donations to the funds of the Institute, shall be recorded and published as the Council may direct.

#### **Bequests**

72. Any person desirous of bequeathing to the Institute manuscripts, books, plans, drawings, instruments, models or other personal property is advised to make use of the following form in his Will:

“I give out of my personal Estate, free of legacy duty, to the Chartered Institute of Patent Attorneys” (*here enumerate in words the effects, or property, or sum of money intended to be bequeathed*) “to be applied towards the general purposes of the said Institute, and I direct that the receipt of the President for the time being of such Institute shall be a sufficient discharge to my Executors for the said legacy.”

## **CHAPTER XVI**

### **Indemnity to Officers**

#### **Officers Indemnified**

73. Every Member of Council, Secretary, Registrar, or other Officer is hereby indemnified by the Institute from all losses and expenses incurred in or about the discharge of his duties, except such as may arise from his own wilful act or default.

#### **Restriction as to liability of officers**

74. No Member of Council, Secretary, Registrar, or other Officer shall be liable for any other Member of Council, Secretary, Registrar, or other Officer, or for joining in any receipt or document, or for any act of conformity, or for any loss or expense caused to the Institute, unless the same arise from his own wilful act or default.

#### **Indemnity for Appointees**

75. Any person appointed by or under the authority of the Council to any committee or other office within the Institute including that of Examiner shall whether or not a Member of the Institute and without limitation of the generality of the term, be considered an Officer within the meaning of Bye-laws 73 and 74.