

THE COMMON LAW INSTITUTE OF INTELLECTUAL PROPERTY

MINUTES of an Extraordinary General Meeting of
the above-named Company held at Charles Clore House
17 Russell Square, London WC1B 5DR on
22 September 1994

Present: The Rt Hon Lord Scarman OBE, President
Mr Stephen Stewart CBE QC, Chairman
Professor John Adams, Director
Mr Edward Armitage CB
Mr Jack Black
Mr Ivor Davis CB

1. Mr Stephen Stewart took the Chair for the purposes of the Meeting.
2. Notice convening the Meeting was taken as read.
3. The Chairman proposed as a Special Resolution:
 1. "That the regulations in the form attached be approved and adopted as the Articles of Association of the Company in substitution for the existing Articles of the Company."

Professor John Adams seconded the proposal. After a show of hands the Chairman declared that the Resolution had been carried.

4. The Chairman further proposed as a Special Resolution:
 2. "That the name of the Company be changed to The Intellectual Property Institute."

Professor John Adams seconded the proposal. After a show of hands the Chairman declared the Resolution had been carried.

There being no further business, the Meeting then terminated.

.....
Chairman



THE INTELLECTUAL PROPERTY INSTITUTE (CLIP)
(Corporate name: The Common Law Institute of Intellectual Property)

FOUNDER MEMBERS

Amersham International plc

GEC plc

Glaxo Holdings plc

Lucas Industries plc

Pilkington plc

The Patent Office

Thorn EMI plc

Unilever plc

The Wellcome Foundation Ltd

Zeneca Group plc

THE INTELLECTUAL PROPERTY INSTITUTE (CLIP)

(Corporate name: The Common Law Institute of Intellectual Property)

President, The Rt Hon Lord Scarman OBE

BOARD OF GOVERNORS

The Rt Hon Sir Geoffrey Pattie MP (Chairman)

Mr Stephen Stewart CBE QC (Chairman of Council of Experts)

Professor John Adams (Director of IPI)

Mr David Barnes CBE, Zeneca Group plc

Mr William Castell, Amersham International plc

Mr Simon Duffy, Thorn EMI plc

Mr Michael Flint, Denton Hall

Dr Ashok Ganguly, Unilever plc

Sir Anthony Gill, Lucas Industries plc

Mr Paul Hartnack, The Patent Office

Mr Robin Lawrence, Gill Jennings & Every

Mr Michael Lester, The General Electric Company plc

Mr Christopher Morcom QC

Sir Robin Nicholson FRS, Pilkington plc

Sir Alfred Shepperd

Mr Jeremy Strachan, Glaxo Holdings plc

Dr Ron Coleman CB

(Secretary)

THE INTELLECTUAL PROPERTY INSTITUTE (CLIP)
(Corporate name: The Common Law Institute of Intellectual Property)

COUNCIL OF EXPERTS

Mr Stephen Stewart CBE QC (Chairman)

Professor John Adams (Director of IPI)

Mr Edward Armitage CB

Mr Jack Black, Radcliffes & Co

Mr Hugh Brett, Dallas Brett & Co

Professor William Cornish, Magdalene College, Cambridge

Dr Jonathan Davies, CIPA

Mr Ivor Davis CB

Professor Gerald Dworkin, King's College, London

Mr Michael Flint, Denton Hall

Mr Laurence Jenkins, Wellcome Research Laboratories

Professor James Lahore, Queen Mary and Westfield College, London

Mr Robin Lawrence, Gill Jennings & Every

Mr Christopher Morcom QC

Mr David Perkins, Clifford Chance

Mr Hamish Sandison, Bird & Bird

Professor Aubrey Silberston CBE, London Economics, Brussels

Mr David Tatham OBE, WIPO Consultant

Mr William White, TMPDF

THE INTELLECTUAL PROPERTY INSTITUTE

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
of
THE INTELLECTUAL PROPERTY INSTITUTE

*1. The name of the Company is "The Intellectual Property Institute". The Company is hereinafter referred to as "the Institute".

2. The Registered Office of the Institute will be situate in England.

**3. The objects for which the Institute is established is to advance public education in and research into the laws relating to intellectual property rights throughout the world and in particular (but without limiting the generality of the foregoing) in countries whose legal systems are based upon common law and social and economic consequences of the application of such laws and to publish the useful results of such research. In furtherance of the above objects but no further or otherwise the Institute shall have the power:

(i) To provide and arrange conferences, seminars, lectures, demonstrations, courses, exhibitions, meetings and the presentation of papers, and to publish and distribute information advice and proposals regarding any and all aspects of the said law of intellectual property.

(ii) To institute and establish scholarships, grants, awards and prizes in connection with intellectual property.

* The name of the company was changed by a Special Resolution on 22 September 1994.

** The objects of the Institute were amended by Special Resolution on 10th October 1985.

- (iii) To assist in establishing chairs; faculties and other academic posts in any or all of the aforementioned objects at any schools universities, polytechnics and colleges.
- (iv) To lay down standards of education, training, knowledge and experience appropriate for the admission of persons to the various classes or grades of membership of the Institute which may at any time and from time to time be created by the Institute.
- (v) To establish and maintain a library and collection of literature, films and other material of interest in furtherance of the objects of the Institute.
- (vi) To consult and co-operate with any persons, associations, societies, institutions or other bodies established or to be established in Great Britain or elsewhere in respect of matters within the objects of the Institute.
- (vii) To amalgamate or affiliate with or take over the undertaking of any charitable institution or body having objects which are similar to one or more of those of the Institute and which prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 5 hereof.
- (viii) To solicit, obtain or accept subscriptions, donations or gifts (whether of real or personal property) and devises and bequests for any purpose or purposes within the objects of the Institute from any person or body whatsoever.
- (ix) To establish, maintain, control and manage branches of the Institute as may seem expedient and from time to time to determine the constitutions, rights, privileges, obligations and duties of such branches and when thought fit to dissolve them.

- (x) To borrow or raise money for the purposes of the Institute on such terms and on such security (if any) as may be thought fit.
- (xi) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Institute may think necessary for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary for the work of the Institute.
- (xii) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institute as may be thought expedient with a view to the promotion of its objects.
- (xiii) To undertake and execute any charitable trusts which may lawfully be undertaken by the Institute and may be necessary for the attainment of its objects.
- (xiv) To invest the moneys of the Institute not immediately required for its purpose in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (xv) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Institute or calculated to further its objects.
- (xvi) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependents.

- (xvii) To pay all expenses, necessary for the formation of the Institute and its registration.
- (xviii) To obtain any Royal Charter, Provisional Order or Act of Parliament or other authority either in the United Kingdom or elsewhere for enabling or assisting the Institute to carry its objections into effect.
- (xix) To do all such other lawful things as shall further the attainment of the above objects or any of them.

Provided that:

- (i) If the Institute shall take or hold any property which may be subject to any trusts, the Institute shall deal with or invest the same only in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Institute shall not extend to the regulations of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) If the Institute shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Institute shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as if the Institute had not been incorporated, and the incorporation of the Institute shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over the Institute, 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.

4. The Board of Governors and the Council of Experts are to adhere to the principles hereinafter set out:

- (1) The Institute is an independent body established to conduct research into the laws of intellectual property with a view to reform and development.
- (2) The Board and the Council are to ensure that the work undertaken and the conclusions reached are an exercise of independent judgment: in particular, the Institute's research and recommendations must, in order to maintain public confidence, be and be seen to be independent of governmental or any other pressure.
- (3) The Institute's general policy is to maintain and improve the rights of owners of intellectual property whilst ensuring that the rights are exploited in ways which are conducive to the public benefit.
- (4) It is the Institute's policy to study the law with a view to ensuring that right owners and public are protected from piracy in whatever form it may show itself.
- (5) The Institute will seek to recommend, if need be, law reform and to protect the interests of right owners and the public by making representations as and when necessary to governmental authority - notably the Government and Parliament at national level, the Commission and Parliament of the European Union and, at international level, the World Intellectual Property Organisation, the World Trade Organisation and the organisations operating in the field of intellectual property law.

5. The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of its objections 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 and no member of the Board shall be appointed to any office of the Institute paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Institute.

Provided that nothing herein shall prevent the payment, in good faith by the Institute of:

- (a) reasonable and proper remuneration to any member officer or servant of the Institute (not being a member of the Board), in return for any services actually rendered to the Institute; or
- (b) interest on money lent by any member of the Institute or of the Board at a rate per annum not exceeding the base lending rate prescribed for the time being by the Bank appropriate to the Institute or 3 per cent whichever is the greater; or
- (c) reasonable and proper rent for premises demised or let by any member of the Institute or the Board to the Institute; or
- (d) fees remuneration or other benefits in money or money's worth to a company of which a member of the Board may be a member holding not more than 1/100th part of the capital of that company; or
- (e) any out-of-pocket expenses to any member of the Board.

6. The liability of the members is limited.

7. Every member of the Institute undertakes to contribute to the assets of the Institute, if the same is wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Institute contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

8. 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 charitable 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 4 hereof, such institute or institutions to be determined by the members of the Institute at or before the time of dissolution, and if any so far as effect cannot be given to such provisions, then to some other charitable object or objects.

THE INTELLECTUAL PROPERTY INSTITUTE

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
of
THE INTELLECTUAL PROPERTY INSTITUTE
(Adopted by Special Resolution of the
Company dated 22 September 1994)

PRELIMINARY

1. In these presents, if not consistent with the subject or context, the words set out in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS

MEANING

The Institute

The Intellectual Property
Institute

The Act

The Companies Act, 1985

These Presents

These Articles of Association,
as originally framed, or as
from time to time altered by
Special Resolution

The Board

The Board of Governors for the
time being of the Institute

The Council

The Council of Experts for the
time being of the Institute

The Council Representatives

The members of the Board
nominated by the Council
pursuant to Articles 55-57

Office

The registered office of the
Institute

Seal

The Common Seal of the
Institute

The United Kingdom

Great Britain and Northern
Ireland

Month

Calendar Month

Year

Calendar Year

In Writing

Written or produced by any
substitute for writing, or
partly one and partly another

The expression "Secretary" shall include any person appointed by the
Board to perform any of the duties of the Secretary

Save as aforesaid, any words or expressions defined in the Act shall,
if not inconsistent with the subject or context bear the same meaning
in these presents.

The provisions of sections 352 and 353 of the Act shall be observed by
the Institute, and every member of the Institute shall either sign a
written consent to become a member or sign the register of members on
becoming a member.

The Institute is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

2. The members of the Institute shall be the subscribers to the Memorandum of Association, the members of the Board for the time being and from time to time and such other persons as the Board shall admit to membership from time to time.

ASSOCIATE MEMBERS

3. Associate Members of the Institute shall be such persons as the Board shall admit as Associate Members.
4. Associate Members shall have the same privileges as members except that (save as provided in Article 56) they shall have no voice in the government of the Institute and shall not be entitled to vote at General Meetings of the Institute. Nor shall particulars in relation to them be entered in the Register of Members, and accordingly, they shall not be members for the purposes of the Act or of these presents.

RETIREMENT AND EXCLUSION OF MEMBERS

5. Should any member wish to retire from the Institute he shall give at least three months' written notice to expire at the end of a year and shall be liable for any subscription up to that date. Membership shall not be transferable.
6. Membership shall cease:
 - (i) if at a meeting of the Board of which the member shall have had 21 clear days' notice and at which the member shall have been given an opportunity of being heard, the Board shall pass a resolution that it is undesirable in the interests of the Institute that such a member should remain a member, or

- (ii) if the member by notice in writing resigns his membership and then in accordance with the provisions of Article 5 hereof, or
- (iii) if the member is in arrear in payment of his subscription for three months or more and notice in writing to that effect has been given to such member by the Secretary of the Institute and within one month from the date of such notice or within such further time as the Board may grant upon special cause to it shown the arrear is not paid.
- (iv) upon the member's death

7. In the case of membership ceasing pursuant to the last foregoing Article the Board may in its discretion return in whole or in part the member's subscription (if any) for the then current year.

GENERAL MEETINGS

8. An Annual General Meeting shall be held not more than eighteen months after the incorporation of the Institute and subsequently once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Board. All other General Meetings shall be called Extraordinary General Meetings.
9. The Board may, whenever they think fit, convene an Extraordinary General Meeting and extraordinary general meetings shall also be convened on requisition in accordance with the Act, or, in default, may be convened by such requisitionists. A requisition in writing by members representing not less than 10% of the total voting rights of all members having at the date of deposit of a requisition a right to vote at General Meetings shall be deemed to be a requisition in accordance with the Act so far as these provisions relate to the number of members required to requisition an Extraordinary General Meeting.

NOTICE OF GENERAL MEETING

10. An Annual General Meeting and any Extraordinary General Meeting at which it is proposed to pass a Special Resolution shall be called by twenty-one days' notice in writing at the least, and any other General Meeting by fourteen days' notice in writing at the least, exclusive in either case of the day on which the notice is served or deemed to be served and of the day for which it is given. Provided that a General Meeting shall, notwithstanding that it is called by shorter notice than as aforesaid, be deemed to have been duly called if it is so agreed:
- (a) in the case of an Annual General Meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of an Extraordinary General Meeting by a majority in number of the members having the right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the members.

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

11. Every notice calling a General Meeting shall specify the place and the day and hour of the meeting and in the case of an Annual General Meeting shall also specify the meeting as such. If other than routine business is to be transacted, the notice shall specify the general nature of such business; and if any resolution is to be proposed as an Extraordinary Resolution or as a Special Resolution, the notice shall contain a statement to that effect.

12. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:-
- (a) reading and considering the balance sheet, the ordinary reports of the Board and the Auditors, and other accounts and documents required to be annexed to the balance sheet.
 - (b) appointing Auditors and fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed.
 - (c) appointing members of the Board and other officers in the place of those retiring by rotation or otherwise.

PROCEEDINGS AT GENERAL MEETINGS

13. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Four persons entitled to vote upon the business to be transacted each being a member of a duly authorised representative of a corporation shall be a quorum for all purposes.
14. If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
15. The Chairman (if any) of the Board shall preside as Chairman at every General Meeting but, if there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside, the members of the Board shall choose one of their Board number to

preside. If at any meeting no member of the Board is present and willing to preside, the members present shall choose one of their number to do so.

16. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:-
 - (a) the Chairman, or
 - (b) not less than three members present in person or by proxy and entitled to vote; or
 - (c) a member or members so present and entitled and representing one-tenth of the total voting rights of all members having the right to vote at the meeting.

A demand for a poll may be withdrawn. Unless a poll be so demanded (and the demand be not withdrawn) a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

18. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting, or at an adjournment thereof, and not in that case unless it shall in the opinion of the Chairman be of sufficient magnitude to vitiate the resolution.
19. If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the Chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.
20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
21. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman of the meeting directs, and any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll. No notice need be given of a poll not taken immediately.

VOTE OF MEMBERS

22. No member shall, unless the Board otherwise determines, be entitled to vote at any General Meeting either personally or by proxy unless all monies presently payable by him to the Institute have been paid. Subject as aforesaid every member shall have one vote.
23. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by the

court, and any such committee, receiver, curator bonis or other person may on a poll vote by proxy.

24. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
25. On a poll votes may be given either personally or by proxy. No person other than a member may be appointed to act as a proxy.
26. An instrument appointing a proxy shall be in writing and
 - (a) in the case of an individual, shall be signed by an appointer or his attorney, and
 - (b) in the case of a corporation shall be either executed as a deed or signed by its attorney or by an officer on its behalf. The Board may, but shall not be bound to, require evidence of the authority of any such attorney or officer.
27. An instrument appointing a proxy must be left at the office or such other place (if any) as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting (or, in the case of a poll, before the time appointed for the taking of the poll) at which it is to be used and in default shall not be treated as valid.
28. An instrument appointing a proxy shall be in the following form, or as near thereto as circumstances will admit, and shall be deemed to

confer authority to demand or join in demanding a poll. It shall be valid as well for any adjournment of the meeting to which it relates:-

"I,

"Of

"a member of

"hereby appoint

"of

"and failing him

"of

"to vote for me and on my behalf at the [Annual or

"Extraordinary, or Adjourned, as the case may be]

"General Meeting of the Institute to be held on

"the

"and at every adjournment thereof

"As witness my hand this day of 19 "

29. A vote given by proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Institute at the office before the commencement of the meeting or the adjourned meeting or poll at which the vote is given.

CORPORATIONS ACTING BY REPRESENTATIVES

30. Any corporation which is a member of the Institute may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Institute, and the persons so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Institute.

SECRETARY

31. The Secretary (who shall not be a member of the Board) shall be appointed by the Board for such term at such remuneration and upon such conditions as (consistent with the provisions of Clause 5 of the Memorandum of Association) they may think fit and any Secretary so appointed may be removed by them.

The provisions of Section 283 and 284 of the Act shall apply and be observed. The Board may from time to time by resolution appoint an assistant or deputy Secretary, any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

PRESIDENTS AND PATRONS

32. The Institute in general meeting may, on the recommendation of the Board, appoint any person or persons to be President or Joint President of the Institute. The Institute may likewise appoint any persons as Patrons.

VICE PRESIDENTS

33. The Board may appoint any person to be a Vice President of the Institute.

THE BOARD OF GOVERNORS

34. Subject as hereinafter provided the Board shall consist of not fewer than four and not more than 5 members being members of the Institute.

At the date of the adoption of these Articles of Association the members of the Board shall be:

Sir Robin Nicholson
Sir Geoffrey Pattie
Sir Alfred Shepperd

Sir David Walker
Stephen Stewart

The Institute may by Ordinary Resolution from time to time increase or reduce the minimum or maximum number of members of the Board.

35. The members of the Board shall be paid all reasonable out of pocket expenses properly incurred by them in attending and returning from meetings of the Board or any sub-committee thereof or General Meetings.
36. A member of the Board shall vacate his office:-
- (a) if he becomes bankrupt or of unsound mind, or
 - (b) if he resign his office by notice in writing to the Institute, or
 - (c) if he become prohibited from acting by virtue of any order made under the Company Directors Disqualification Act 1986, or
 - (d) if he cease to hold office by virtue of a resolution duly passed pursuant to section 303 of the Act, or
 - (e) if he cease to be a member of the Institute.
37. The provisions of section 293 of the Act shall not apply to the Institute.
38. At each Annual General Meeting one third of the members of the Board for the time being, or if their number is not a multiple of three, the number nearest to but not greater than one third, shall retire from office. A member of the Board retiring shall retain office until the close or adjournment of the meeting.
39. The members of the Board to retire in every year shall be those who have been longest in office since their last election or appointment, but as between persons who became or were last re-elected members of

the Board on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring member of the Board shall be eligible for re-election.

ELECTION OF MEMBERS OF THE BOARD

40. At any time after the last Annual General Meeting and not less than 12 days before the date fixed for the next Annual General Meeting any two members of the Institute may give notice in writing to the Secretary nominating a qualified person or persons as a candidate or candidates for election or re-election as a member of the Board. Subject to the provisions of Articles 46 and 47 hereof no member of the Board shall be elected or re-elected unless he shall have been nominated in accordance with this Article.
41. At least 7 days before the date fixed for the Annual General Meeting the Secretary shall inform every member of the Institute in writing of the names and addresses of all candidates who have been nominated for election at the forthcoming election and also (when appropriate) of the number of vacancies.
42. If the candidates are not more in number than the number required to be elected or than the vacancies (as the case may be) all the candidates shall be deemed and declared by the Chairman to be elected at the Annual General Meeting
43. If the candidates are more in number than the number required to be elected or than the vacancies (as the case may be) separate resolutions shall (except as otherwise authorised by Section 292 of the Act) be put to the Annual General Meeting with respect to each election to be made and a single resolution purporting to elect two or more persons shall be void
44. If at any Annual General Meeting default is made in filling up any of the offices vacated by members of the Board retiring under the provisions of these presents such retiring members of the Board

determined as hereinafter set out shall be re-elected without any resolution being passed unless:-

- (a) they are not qualified for reappointment; or
- (b) at such meeting it is expressly resolved not to fill up such vacated offices or a resolution for their re-election is put to the meeting and lost; or
- (c) they have given the Institute notice in writing of their unwillingness to be re-elected; or
- (d) the default is due to the moving of a resolution in contravention of the last foregoing Article.

If the number of members of the Board who have retired and who are available for re-election pursuant to this Article is greater than the number of offices falling to be filled up pursuant to this Article, the retiring members of the Board to be re-elected shall, failing agreement, be determined by lot.

45. The Board shall have power at any time and from time to time to appoint any qualified person being a member of the Institute to be a member of the Board either to fill a casual vacancy or as an additional member of the Board, but so that the total number of members of the Board shall not at any time exceed the maximum number fixed by or in accordance with these presents. Any person so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election, but shall not be taken into account in determining the number of members of the Board who are to retire by rotation at such meeting.

PROCEEDINGS OF THE BOARD

46. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes, and

in the case of an equality of votes the Chairman shall have a second or casting vote.

47. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be four. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board.
48. The Chairman of the Council for the time being and from time to time shall be an ex officio member of the Board, who shall retire upon ceasing to be holder of the office of Chairman of the Council.
49. The Council may nominate three members of the Board of whom at least one shall be a member of the Bar of England and Wales, at least one shall be a solicitor of the Supreme Court of England and Wales and at least one shall be a member of the Institute of Patent Agents, who shall hold office as members of the Board for a period specified by the Council but not exceeding three years from the date of such nomination. Upon any such Council representative ceasing for any reason whatsoever to be a member of the Board the Council shall be entitled forthwith to nominate another member of the Council to be a Council representative.
50. The continuing members of the Board may act notwithstanding any vacancies, but, if and so long as the number of members of the Board is reduced below the minimum number fixed by or in accordance with these presents, the continuing members or member of the Board may act for the purpose of filling up such vacancies or of summoning General Meetings of the Institute, but for no other purpose. If there be no members or member of the Board able or willing to act, then any two members of the Institute may summon a General Meeting for the purpose of appointing members of the Board.
51. The Board may elect a Chairman from amongst their number and determine the period for which he is to hold office; but if no Chairman shall have been appointed or if at any meeting the Chairman be not present

within fifteen minutes after the time appointed for holding the same, the members of the Board present may choose one of their number to be Chairman of the meeting.

52. A resolution in writing signed by all the members of the Board for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Board duly convened and held, and may consist of several documents in the like form, each signed by one or more of the members of the Board.
53. The Board may delegate any of its powers to sub-committees as the Board shall think fit and may revoke or vary such delegation. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed upon them by the Board. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these presents regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations made by the Board. Provided that no resolution of any meeting of any sub-committee shall have any effect or validity unless all deeds and undertakings of any such sub-committee shall be fully reported back to the Board as soon as possible.
54. All acts done by any meeting of the Board or a sub-committee thereof, or by any person acting as a member of the Board, shall as regards all persons dealing in good faith with the Institute, notwithstanding that there was some defect in the appointment of any member of the Board or person acting as such or that any such member or person was disqualified be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Board and had been entitled to vote.

COUNCIL OF EXPERTS

55. The Council shall be established by the Board for the purpose of seeking to fulfil the powers set out in paragraphs 3(i), 3(iv), 3(v) and 3(vi) of the Memorandum of Association and the Board shall not intervene or interfere with the activities of the Council in such regard except to the extent necessary to enable the Board to exercise financial control over the affairs of the Institute provided that all acts and proceedings of the Council shall be fully and promptly reported to the Board.
56. The first members of the Council shall be:
- Edward Armitage
Jack Black
William Cornish
Ivor Davis
Gerald Dworkin
Michael Flint
Robin Lawrence
Chrisopher Morcom
David Perkins
57. The provisions of the following articles shall apply mutatis mutandis to the Council and its members:
- Articles 35, 36, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 50 and 51.
- Provided that in the application of such Articles to the Council:
- (i) wherever the words "the Board" appears therein, the words "the Council" shall be deemed to be substituted therefor;
- (ii) all references to members of the Institute shall be deemed to include associate members of the Institute who for the purposes of the Council shall have voting rights equal to those of full members.

BORROWING POWERS

58. The Board may exercise all the powers of the Institute to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Institute or of any third party.

POWERS OF THE BOARD

59. The business of the Institute shall be managed by the Board who may exercise all such powers of the Institute as are not by the Act or by these presents required to be exercised by the Institute in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act, and to such regulations (not inconsistent with the aforesaid regulations provisions) as may be prescribed by the Institute in General Meeting, but no regulation so made by the Institute shall invalidate any prior act of the Board which would have been valid if such regulations had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power give to the Board by any other Article.
60. The Board shall have power from time to time to adopt and make, alter or revoke, byelaws for the regulation of the Institute and otherwise for the furtherance of the purposes for which the Institute is established, provided that such byelaws are not repugnant to the Memorandum or Articles of Association. All such byelaws for the time being in force shall be binding upon all members until the same shall cease to have effect as hereinbefore provided or shall be varied or set aside by an Ordinary Resolution of the Institute. No member shall be absolved from such byelaws by reasons of his not having received a copy of the same, or of any alternations or additions thereto, or having otherwise no notice of them. It is expressly declared that without prejudice to the powers of the Board to make byelaws on other matters the following shall be deemed to be matters which may be

governed by byelaws within the meaning of this Article, that is to say:-

- (a) As to the persons eligible for membership of the Institute.
- (b) As to the conditions on which persons shall be admitted to membership of the Institute.
- (c) As to the Annual, Quarterly or other subscriptions or payments (if any) including entrance fees, to be payable by the members and associate members of the Institute.
- (d) As to the rights and privileges to be accorded to, and the qualifications, restrictions and conditions to be imposed on, members of the Institute.
- (e) As to committees of members, in connection with various branches of the Institute's activities and as to the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of members of such committees.

THE SEAL

61. The Board shall provide for the safe custody of the Seal, which shall not be affixed to any instrument except by the authority of a resolution of the Board or of a sub-committee appointed by the Board and empowered by it to pass resolutions authorising the affixing of the Seal and shall be so affixed in the presence of at least one member of the Board and the Secretary or such other person approved by the Board and that member of the Board and the Secretary or such other person as aforesaid shall sign every instrument to which the Seal is so affixed in their presence.

ACCOUNTS

62. The Board shall cause accounting records to be kept in accordance with section 222 of the Act.
63. The accounting records shall be kept at the office, or subject to section 222(2) and (3) of the Act at such other place within Great Britain as the Board think fit, and shall always be open to the inspection of the officers of the Board.
64. 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 Auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of the Institute.
65. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Institute or any of them shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board or by the Institute in General Meeting.

AUDIT

66. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
67. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act the members of the Board being treated as the Directors mentioned in those provisions.

NOTICES

68. Any notice or document may be served by the Institute on any member either personally or by sending it through the post in a prepaid letter addressed to such member's address appearing in the register of members or to such other address as he may supply to the Institute for the giving of notices to him, and any notice so served by post shall be deemed to have been duly served notwithstanding that such member be then dead or bankrupt and whether or not the Association have notice of his death or bankruptcy.
69. A member listed in the register of members at an address not within the United Kingdom who has not supplied to the Institute an address within the United Kingdom for the giving of notices to him shall not be entitled to receive any notice from the Institute.
70. Any notice or document served by post shall be deemed to have been served at the expiration of twenty-four hours after the letter containing the same is posted, and in proving such service it shall be sufficient to show that the letter containing the notice or document was properly addressed, stamped and posted.

INDEMNITY

71. Subject to the provisions of section 310 of the Act and of Clause 5 of the Memorandum of Association every member of the Board, Auditor, Secretary, or other officer of the Institute shall be entitled to be indemnified by the Institute against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

WINDING UP

72. The provisions of Clause 8 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 repeated in these Articles.