



THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980



Please do not write in this binding margin



Please complete legibly, preferably in black type, or bold block lettering

\*Insert full name of company

1557489/1

For official use

Company number

[Official use box]

Company number box with handwritten number 1557489/1

Name of company

THE COMMON LAW INSTITUTE OF INTELLECTUAL PROPERTY Limited

Myles Cave-Browne-Cave

3 Gray's Inn Place, Gray's Inn, London, WC1R 5EA

†Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland, a Solicitor) engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

do solemnly and sincerely declare that I am a Solicitor of the Supreme Court engaged in the formation of

of The Common Law Institute of Intellectual Property Limited

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at 3 Gray's Inn Place, Gray's Inn, London, WC1R 5EA

Signature of Declarant

[Handwritten signature]

the 12th day of March

One thousand nine hundred and Eighty nine

before me [Signature]

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presenter's name, address and reference (if any):

DENTON HALL & BURGIN 3 GRAY'S INN PLACE, GRAY'S INN, LONDON, WC1R 5EA REF: MCBC

For official use New companies section

Post room



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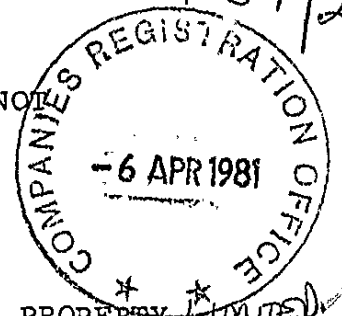
The Companies Acts 1948 to 1980

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE COMMON LAW INSTITUTE OF INTELLECTUAL PROPERTY LIMITED



*Jato*

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

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

3. The objects for which the Institute is established are to promote a greater understanding, education in and research into all legal, social economic and other matters relating to or connected with the creation, protection, use and exploitation of 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. 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.
- (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.

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- (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 4 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 or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient 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 conducive to its objects.
- (xiv) To invest the moneys of the Institute not immediately required for its purposes in or upon such investments, securities or property as may be

thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

- (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 dependants.
- (xvii) To pay all expenses, preliminary or incidental to 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 objects into effect.
- (xix) To do all such other 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 the Council of the Institute shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council have been if no incorporation had been effected, 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 such Council, 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 income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of its objects 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 Council 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 Council), 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 Council at a rate per annum not exceeding the minimum lending rate prescribed for the time being by the Bank of England or 5 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 Council 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 Council may be a member; or
- (e) any out-of-pocket expenses to any member of the Council.

5. The liability of the members is limited. L

6. 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.

7. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to some other 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 institution or institutions to be determined by the members of the Institute at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some other charitable object or objects.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

Michael Frederick Flint, 3 Gray's Inn Place, London WC1 Solicitor  
H. A. Dale, Drax Street, 28, Beaumont St, Oxford. Solicitor  
Stephen Hewson, T. Anglinwood, Kippington, Sevenoaks, Kent. <sup>grammarian</sup>  
William Rodolph Smith, 74 Palace Road, London SW2 <sup>Prof of Law</sup>  
<sup>Ph.D. in</sup> Rosebery, 71 Branksome West Road, Bournemouth of the Law City of  
Law, University of Southampton Professor of Law  
Geoffrey William Hobbs 26 Penethorne Close Victoria Park Road London E9 7HF <sup>Barister</sup>  
Jack Black 48 Bedford Square London WC1 Solicitor  
Brian Smith, 66 Kenwood Drive, Beckenham, Kent. Royal Adviser  
James Lahore, 13 Princess Road London NW1 Professor of Law

DATED the 9th day of March 1981

WITNESS to the above signatures

Hughes Paul  
3 Gray's Inn Place  
London WC1  
Solicitor

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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ARTICLES OF ASSOCIATION

of

THE COMMON LAW INSTITUTE OF INTELLECTUAL PROPERTY LIMITED

*DLMB*

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 Common Law Institute of Intellectual Property Limited. <i>DLMB</i>
The Statutes	The Companies Acts 1948, 1967, 1976 and 1980 and every other Act for the time being in force concerning companies and affecting the Institute.
The 1948 Act	The Companies Act, 1948
These Presents	These Articles of Association, as originally framed, or as from time to time altered by Special Resolution.
The Council	The Council for the time being of the Institute.
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 Council to perform any of the duties of the Secretary.

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

#### MEMBERSHIP

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

#### ASSOCIATE MEMBERS

3. Associate Members of the Institute shall be such persons as the Council shall admit as Associate Members.

4. Associate Members shall have the same privileges as members except that they shall have no voice in the government of the Institute and shall not be entitled to vote at a General Meeting 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 Statutes or of these presents.

#### RETIREMENT AND EXCLUSION OF MEMBERS

5. Should any member wish to retire from the Institute he shall give three months' written notice to expire at the end of a year and shall be liable for any subscription up to that date.

6. Membership shall cease if:-

- (i) At a meeting of the Council 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 Council shall pass a resolution that it is undesirable in the interests of the Institute that such a member should remain a member, or
- (ii) the member by notice in writing resigns his membership and then in accordance with the provisions of Article 5 hereof, or
- (iii) 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 Council may grant upon special cause to it shown the arrear is not paid.

7. In the case of membership ceasing pursuant to the last foregoing Article the Council 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 Council. All other General Meetings shall be called Extraordinary General Meetings.

9. The Council may, whenever they think fit, convene an Extraordinary General Meeting, and extraordinary general meetings shall also be convened on requisition in accordance with the Statutes, or, in default, may be convened by such requisitionists. A requisition in writing by not less than 10 members having at the date of deposit of a requisition a right to attend and vote at General Meetings shall be deemed to be a requisition in accordance with the Statutes so far as these provisions relate to the number of members required to requisition an Extraordinary General Meeting.

#### NOTICE OF GENERAL MEETINGS

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 Council 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 Council 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 members present in person 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 Council 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 Council 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 Council present shall choose one of their number to preside. If at any meeting no member of the Council 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 Notes 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

demande 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 taker immediately.

#### VOTE OF MEMBERS

22. No member shall, unless the Council otherwise determines, be entitled to vote at any General Meeting either personally or by proxy unless all moneys 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, by his committee, 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 under its common seal or signed by its attorney or by an officer on its behalf. The Council, 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 may be in the usual common form, or in such other form as the Council may accept, and shall be deemed to confer authority to demand or join in demanding a poll. It need not be witnessed and shall, unless

the contrary is stated thereon, be valid as well for any adjournment of the meeting to which it relates.

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.

#### SUBSCRIPTIONS

31. The Annual, Quarterly or other subscriptions or payments (if any) to be payable by the members of the Institute shall only be fixed at a General Meeting of the Institute and not otherwise.

#### SECRETARY

32. The Secretary shall be appointed by the Council for such term at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.

#### PRESIDENTS AND PATRONS

33. The Institute in general meeting may, on the recommendation of the Council 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

34. The Council may appoint any person to be a Vice-President of the Institute.

#### THE COUNCIL

35. Subject as hereinafter provided the Council shall consist of not fewer than four and not more than twenty-five members.

The first members of the Council shall be the Subscribers to the Memorandum of Association.

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

36. The members of the Council shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Council or any sub-committee thereof or General Meetings.

37. A member of the Council shall vacate his office:-

- (a) if he become 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 section 188 of the 1948 Act, or
- (d) if he cease to hold office by virtue of a resolution duly passed pursuant to section 184 of the 1948 Act, or
- (e) if he cease to be a member of the Institute.

38. The provisions of section 185 of the 1948 Act shall not apply to the Institute.

39. At the first Annual General Meeting all the members of the Council shall retire from office. At each subsequent Annual General Meeting one-third of the members of the Council 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 Council retiring shall retain office until the close or adjournment of the meeting.

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

#### ELECTION OF MEMBERS OF THE COUNCIL

41. 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 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 Council. Subject to the provisions of Article 46 hereof no member of the Council shall be elected or re-elected unless he shall have been nominated in accordance with this Article.

42. 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.

43. 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.

44. 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 183 of the 1948 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.

45. If at any Annual General Meeting default is made in filling up any of the offices vacated by members of the Council retiring under the provisions of these presents such retiring members of the Council 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 Council 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 Council to be re-elected shall, failing agreement, be determined by lot.

46. The Council shall have power at any time and from time to time appoint any qualified person to be a member of the Council either to fill a casual vacancy or as an additional member of the Council, but so that the total number of members of the Council 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 Council who are to retire by rotation at such meeting.

#### PROCEEDINGS OF THE COUNCIL

47. The Council 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.

48. The quorum necessary for the transaction of the business of the Council may be fixed by the Council and unless so fixed shall be four. A meeting of the Council 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 Council.

49. The continuing members of the Council may act notwithstanding any vacancies, but, if and so long as the number of members of the Council is reduced below the minimum number fixed by or in accordance with these presents, the continuing members or member of the Council 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 Council 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 Council.

50. The Council 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 Council present may choose one of their number to be Chairman of the meeting.

51. A resolution in writing signed by all the members of the Council for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Council 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 Council.

52. The Council may delegate any of its powers to sub-committees as the Council 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 Council. 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 Council so far as the same are applicable and are not superseded by any regulations made by the Council. Provided that no resolution of any meeting of any sub-committee shall have any effect or validity unless the majority of the members of the sub-committee present and entitled to vote are members of the Institute.

53. All acts done by any meeting of the Council or a sub-committee thereof, or by any person acting as a member of

the Council, 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 Council 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 Council and had been entitled to vote.

#### INTERNATIONAL ADVISORY COUNCIL

54. In order to enable the Council to ascertain and give effect to as wide as possible a body of international opinion upon all matters appertaining to the object of the Institute the Council may form an International Advisory Council.

55. The members of the International Advisory Council may include members of the Council and subject as hereinafter provided shall not be entitled to exercise any of the powers of the members of the Council.

56. The members of the International Advisory Council or any of them shall be entitled to attend and take part in all discussions at meetings of the Council.

57. Subject to the provisions of these Articles all matters concerning the membership of the International Advisory Council shall be determined by the Council as it shall in its absolute discretion think fit.

#### BORROWING POWERS

58. The Council 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 COUNCIL

59. The business of the Institute shall be managed by the Council who may pay all expenses incurred in forming and registering the Institute and may exercise all such powers of the Institute as are not by the Statutes 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 Statutes, and to such regulations (not inconsistent with the aforesaid regulations or 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 Council which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Council by any other Article.

60. The Council 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 reason 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 Council 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 entrance fees (if any) payable in respect of membership 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 Council 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 Council or of a sub-committee appointed by the Council 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 Council and the Secretary or such other person approved by the Council, and that member of the Council 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 Council shall cause to be kept at the office, or at such other place within Great Britain as the Council think fit, proper books of account with respect to:-

- (a) all sums of money received and expended by the Institute and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Institute;
- (c) the assets and liabilities of the Institute.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Institute's affairs and to explain its transactions.

63. 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, and holder of debentures of, the Institute: Provided that this Article shall not require a copy of these documents to be sent to more than one of the joint holders of any debentures.

#### AUDIT

64. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes.

#### NOTICES

65. 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 at the registered address as 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.

66. A member described in the register of members by 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.

67. 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

68. Subject to the provisions of the Statutes and of Clause 4

of the Memorandum of Association every member of the Council, 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

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Michael Frederick Flint, 3 Gray's Inn Place, London WC1 Solicitor  
Mr. Reg. Jules Pratt, 25, Beaumont St., Oxford., Minister  
Julian Howard, Tangwood, Kippington, Sevenoaks, Kent, Barrister  
William Rodolph Cornish, 74 Palace Road, London SW2  
Prof. of Law  
J. I. Buckley, 74 Beaumont Wood Road, Beaumont, of the Faculty of  
Law, University of Southampton Professor of Law  
Geoffrey William Hobbs 26 Pennington Close Victoria Park Road London E9 7HF Solicitor  
Jack Black 48 Bedford Square London WC1 Solicitor  
Benjamin, 66 New Wood Drive, Beckenham, Kent Legal Advisor.  
James Kahore 13 Princess Road London NW1, Professor of Law

Dated the

9th

day of

June

1981

WITNESS to the above signatures

Wyes and Pette Car  
3 Gray's Inn Place  
London WC1  
Solicitor

1



THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not write in this binding margin



Please complete legibly, preferably in black type, or bold block lettering

Name of Company

1557489/4  
Company number  
~~1557505~~

\* delete if inappropriate

THE COMMON LAW INSTITUTE OF  
INTELLECTUAL PROPERTY L.M. [initials] [initials]

The intended situation of the registered office of the company on incorporation is as stated below

3 GRAYS INN PLACE  
LONDON WC1

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

DEVON HALL + BURGON  
3 GRAYS INN PLACE  
LONDON WC1.

If the spaces provided on page 2 are insufficient and use has been made of continuation sheets (see note 1), please enter in the box opposite the number of continuation sheets which form part of this statement

[Empty box]

Presenter's name, address and reference (if any):

DEVON HALL + BURGON  
3 GRAYS INN PLACE  
LONDON WC1.

For official use  
General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin.



**Important**  
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Business occupation
MICHAEL FREDERICK KEW	SOLICITOR
Former name(s) (note 3)	Nationality
	BRITISH
Address (note 4)	Date of birth (where applicable) (note 6)
3 GRAYS AND ALICE COWBOY WCL	N/A
Particulars of other directorships (note 5)	
PLEASE SEE ATTACHED LIST	
I hereby consent to act as director of the company named on page 1	
Signature	Date 11-3-81

Name (note 2)	Business occupation
BRIAN LORRIS	LEGAL ADVISER
Former name(s) (note 3)	Nationality
	BRITISH
Address (note 4)	Date of birth (where applicable) (note 6)
66 KENWOOD DRIVE BECKENHAM KENT	N/A
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature X	Date 11-3-81

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date



Please do not write in this binding margin



**Important**

The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	
<b>MILES ONE - BROWNE - ONE</b>	
Former name(s) (note 3)	
Address (notes 4 & 7) <b>3 GRAYS ROAD PLACE</b>	
<b>LOUGH WOOD</b>	
I hereby consent to act as secretary of the company named on page 1	
Signature <b>Miles One Browne One</b>	
Date <b>9-3-81</b>	

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	
Date	

\* as required by section 21(3) of the Companies Act 1976

Signed by or on behalf of the subscribers of the memorandum\*

† delete as appropriate

Signature **John Kelly + Brian** [Subscriber] [Agent]† Date **12-3-81**

Signature \_\_\_\_\_ [Subscriber] [Agent]† Date \_\_\_\_\_

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# THE COMPANIES ACTS 1948 TO 1976

## Statement of first directors and secretary and intended situation of registered office

1557489

Continuation sheet No. 1 to Form No. 1

Company number

~~1557988~~

Please complete legibly, preferably in black type, or bold black lettering

Name of Company

**THE COMMON LAW INSTITUTE OF INTELLECTUAL PROPERTY LIMITED**

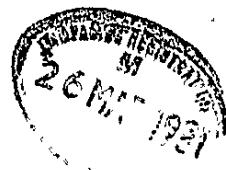
\*delete if inappropriate

Particulars of other directors (continued)

Name (note 2)	<b>HUGH DALES DALLAS BRETT</b>	Business occupation	<b>SOLICITOR</b>
Former name(s) (note 3)		Nationality	<b>BRITISH</b>
Address (note 4)	<b>25 BEAUMONT STREET OXFORD</b>	Date of birth (where applicable) (note 6)	<b>N/A</b>
I hereby consent to act as director of the company named on page 1			
Signature	<i>Hugh Dales Dallas Brett</i>	Date	<b>11-3-81</b>

Particulars of other directorships

*ESC Publishing L<sup>o</sup> at Beaumont St. Oxford.*



†delete if inappropriate

continued overleaf

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write in this  
binding margin

# THE COMPANIES ACTS 1948 TO 1976

## Statement of first directors and secretary and intended situation of registered office

1557489

Continuation sheet No. 2  
to Form No. 1

Company number

~~1557383~~

Please complete  
legibly,  
preferably in  
black type, or  
bold black  
lettering

\* delete if  
inappropriate.

Name of Company

<b>THE COLLIER AND INSTITUTE OF INTELLECTUAL PROPERTY</b>	Limited*
---	----------

Particulars of other directors (continued)

Name (note 2) <b>Geoffrey William Hobbs</b>	Business occupation <b>BARRISTER</b>
Former name(s) (note 3) <b>---</b>	Nationality <b>BRITISH</b>
Address (note 4) <b>26 PENNETHORNE CLOSE VICTORIA PARK ROAD LONDON E9</b>	Date of birth (where applicable) (note 6) <b>N/A</b>
I hereby consent to act as director of the company named on page 1	
Signature <b>Geoffrey W. Hobbs</b>	Date <b>10. March 1981</b>

Particulars of other directorships

Director Star Constructions Limited, Star Road, Partridge Green, West  
Sussex.



† delete if  
inappropriate

continued overleaf †

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# THE COMPANIES ACTS 1948 TO 1976

## Statement of first directors and secretary and intended situation of registered office

1557489

Continuation sheet No. 3 to Form No. 1

Company number

~~1557489~~

Please complete legibly, preferably in black type, or bold black lettering

\*delete if inappropriate

Name of Company

**THE COMMON LAW INSTITUTE OF INTELLECTUAL PROPERTY** Limited\*

Particulars of other directors (continued)

Name (note 2) <b>GERALD DWORIAN</b>	Business occupation <b>PROFESSOR OF LAW</b>
Former name(s) (note 3) _____	Nationality <b>BRITISH</b>
Address (note 4) <b>ROSEBURY TA BRANKSOME WOOD ROAD, BOURNEVILLE</b>	Date of birth (where applicable) (note 6) <b>N/A</b>
I hereby consent to act as director of the company named on page 1	
Signature	Date <b>11-3-81</b>

Particulars of other directorships

**MODERN LAW REVIEW LTD.**



†delete if inappropriate

continued overleaf†

Please do not write in this binding margin



MYLES

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

1557489

Continuation sheet No. 4 to Form No. 1

Company number ~~09~~  
1557500

Please complete legibly, preferably in black type, or bold block lettering

Name of Company

**THE COLLOW AND WISLOWE OF INTELLECTUAL PROPERTY LIMITED** ~~limited~~\*

Particulars of other directors (continued)

Name (note 2)	Business occupation
<b>WILLIAM RODOLPHE CORVISE</b>	<b>PROFESSOR OF LAW</b>
Former name(s) (note 3)	Nationality
	<b>BRUSSE</b>
Address (note 4)	Date of birth (where applicable) (note 6)
<b>74 PALACE ROAD LONDON SW2</b>	<b>N/A</b>
I hereby consent to act as director of the company named on page 1	
Signature <b>WR Corvise</b>	Date <b>9.3.81</b> ✓

Particulars of other directorships

**Modern Law Review Ltd.**



\* delete if inappropriate

† delete if inappropriate

continued overleaf †

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# THE COMPANIES ACTS 1948 TO 1976

## Statement of first directors and secretary and intended situation of registered office

1557489

Continuation sheet No. 15 to Form No. 1

Company number

~~1557383~~

Please complete legibly, preferably in black type, or bold black lettering

Name of Company

THE COMMON LAW INSTITUTE OF	
INTELLECTUAL PROPERTY LIMITED <span style="float: right;">Limited*</span>	

\*delete if inappropriate

Particulars of other directors (continued)

Name (note 2) <b>STEPHEN LINCOLN STEWART</b>	Business occupation <b>DMB</b> <b>BARIST</b>
Former name(s) (note 3)	Nationality <b>BRITISH</b>
Address (note 4) <b>HINGLEWOOD, KIPPINGTON ROAD, SEVENOAKS, KENT</b>	Date of birth (where applicable) (note 6) <b>N/A</b>
I hereby consent to act as director of the company named on page 1	
Signature <i>Stephen Stewart</i>	Date <b>11-3-81</b>

Particulars of other directorships



†delete if inappropriate

continued overleaf†

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# THE COMPANIES ACTS 1948 TO 1976

## Statement of first directors and secretary and intended situation of registered office

1557489

Continuation sheet No. 6  
to Form No. 1

Company number

~~1557489~~

Please complete legibly, preferably in black type, or bold black lettering

Name of Company

**THE GUILD LAW INSTITUTE OF INTELLECTUAL PROPERTY LIMITED** limited\*

\*delete if inappropriate

Particulars of other directors (continued)

Name (note 2)	<b>JACK BLACK</b>	Business occupation	<b>SOLICITOR</b>
Former name(s) (note 3)		Nationality	<b>BRITISH</b>
Address (note 4)	<b>48 BEDFORD SQUARE LONDON WC1B 3DS</b>	Date of birth (where applicable) (note 6)	<b>N/A</b>
I hereby consent to act as director of the company named on page 1			
Signature	<i>[Signature]</i>	Date	<b>10th March 1981</b>

Particulars of other directorships

*(See list attached)*

LIST OF DIRECTORSHIPS AS AT DECEMBER 1980

- BLACK NOMINEES LIMITED
- BROWNMOUR NOMINEES LIMITED
- GIANT PRODUCTION FILMS LIMITED
- KING ALFRED SCHOOL SOCIETY
- LINGEN (OFFSHORE) LIMITED
- PERTH HOUSE RESIDENTS ASSOCIATION LIMITED
- OBERCORN LIMITED
- RETAINER COMPANY SECRETARIAL SERVICES LIMITED
- TIDEWAYS PRODUCTIONS LIMITED
- SHAPE LIMITED



†delete if inappropriate

continued overleaf†





MICHAEL F. FLINT - DIRECTORSHIPS :

J & M FILM SALES LIMITED  
BRIDGEPALM LIMITED  
DOMINFEST INVESTMENTS LIMITED  
ROLLING STOCK FILM CO. LTD.  
OMAGLOW FINANCE LIMITED  
PALM FILMS LIMITED  
PREMIER FILM PRODUCTIONS  
MARTINAT PRODUCTIONS LIMITED  
WHITTAKER SURVIVAL SYSTEMS (UK) LTD.  
RADIO CLASSIFIED  
FILM ARCHIVE SERVICES LIMITED  
BLANKGLEN LIMITED  
HOPSCOTCH PRODUCTIONS LIMITED  
VAYGLEN LIMITED  
VERRON MEAD LIMITED  
~~HYTHEREED LIMITED~~  
AVESGRANGE LIMITED  
COMMON LAW INSTITUTE OF INTELLECTUAL PROPERTY LIMITED  
CLEFTFIELD LIMITED  
DOWNSHIRE PRODUCTIONS LIMITED  
STEADROSE LIMITED



# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1557489

I hereby certify that

THE COMMON LAW INSTITUTE OF INTELLECTUAL PROPERTY LIMITED

is this day incorporated under the Companies Acts 1948 to 1980 as  
a private company and that the Company is limited.

Given under my hand at Cardiff the 22ND APRIL 1981

A handwritten signature in cursive script, appearing to read 'C. A. Wilson'.

C. A. WILSON

Assistant Registrar of Companies

No 1557489

5

N/T

THE COMPANIES ACTS 1948 TO 1980

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTIONS

OF

THE COMMON LAW INSTITUTE OF INTELLECTUAL PROPERTY LIMITED

(passed the 22nd June, 1981)

At an Extraordinary General Meeting of The Common Law Institute of Intellectual Property Limited duly convened and held at 3 Gray's Inn Place, Gray's Inn, London, WC1 on the 22nd June, 1981 the following resolutions were duly passed as Special Resolutions of the Company, namely:-

SPECIAL RESOLUTIONS

1. That the Memorandum of Association of the Company with respect to its objects be altered in the following respects:-

(a) By deletion of the whole of the first sentence of clause 3 (that is from the words "The objects" to the words "Common Law" inclusive) and by the substitution therefor of the following:-

"The object 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 the social and economic consequences of the application of such laws and to publish the useful results of such research".

- (b) By the deletion of the words "or convenient" in lines 4 and 6 of clause 3(xi).
- (c) By the substitution of the words "necessary for the attainment of" for the words "conducive to" in clause 3(xiii).
- (d) By the substitution of the words "necessary for" for the words "preliminary or incidental to" in clause 3(xvii).
- (e) By the addition of the word "lawful" before the word "things" in clause 3(xix).

2. That the Articles of Association of the Company be altered in the following respects:-

- (a) By the addition of the words "who shall not be a member of the Council" after the word "secretary" in line 1 of Article 32.
- (b) By the substitution of the words "reasonable out of pocket" for the words "travelling, hotel and other" in Article 36.

3.

(c) By the addition of the words "and provided that all deeds and undertakings of any such sub-committee shall be fully reported back to the Council as soon as possible" at the very end of Article 52.

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke, positioned above a dotted line.

CHAIRMAN



COMPANIES FORM No. 30(5)(c)

Declaration on change of name omitting "limited" or its Welsh equivalent

30(5)(c)

Please do not write in this margin

Pursuant to section 30(5)(c) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold black lettering

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

1557489

Name of company

\* THE COMMON LAW INSTITUTE OF INTELLECTUAL PROPERTY LIMITED

† insert full name of company

I, We, DENTON HALL BURGIN & WARRENS of Denning House, 90 Chancery Lane, London WC2A 1JU

† delete as appropriate

I, a director, the secretary of The Common Law Institute of Intellectual Property Limited \*

do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

Declared at 34 Bedford Row London WC1R 4JH

Declarant to sign below

Phillip

the 2nd day of December

One thousand nine hundred and eighty-six

before me [Signature]

A Commissioner for Oaths, a Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

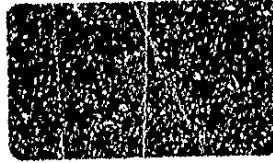
W. HINSMELWOOD

Presentor's name address and reference (if any): HJS/MFF Denton Hall Burgin & Warrens Denning House 90 Chancery Lane London WC2A 1EU

For official Use General Section Post room 12 DEC 1986 CRO

# The Common Law Institute of Intellectual Property Limited

Registered Office: Denning House, 90 Chancery Lane,  
London, WC2A 1EU



SECRETARIAT  
Charles Clore House,  
17 Russell Square,  
London WC1B 5DR  
Telephone: 01-637 1721

Company NO: 1557489

## THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

### SPECIAL RESOLUTIONS

OF

THE COMMON LAW INSTITUTE OF  
INTELLECTUAL PROPERTY LIMITED

(passed the 10th October, 1985)

At an Extraordinary General Meeting of the Company duly convened and held at IALS, Charles Clore House, 17 Russell Square, London WC1B 5DR, the following resolutions were duly passed as special resolutions of the Company, namely:-

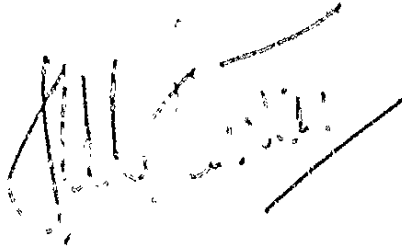
### SPECIAL RESOLUTIONS

1. "That the Memorandum of Association of the Company with respect to its objects be altered in the following respects:-
  - (a) by the deletion of the whole of Proviso (b) to Clause 4 and by substituting therefor the following:

"(b) interest on money lent by any member of the Institute or of the Council 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% whichever is the greater; or"
  - (b) by the deletion of the whole of Proviso (d) to Clause 4 and the substitution therefor of the following:

"(d) does remuneration or other benefits in money or monies worth to a company of which a member of the Council may be a member holding not more than one hundredth part of the capital of that Company; or"
2. "That the regulations in the form produced to the Meeting and initialled by the Chairman for the purposes of identification be and they are hereby adopted in place of and in substitution for the existing Articles of Association".

3. "That in accordance with Section 30 of the Companies Act 1985 the Company should no longer include the word "limited" as part of its name, and that the name of the Company be changed to "The Common Law Institute of Intellectual Property".



Stephen Stewart QC  
Chairman

16 October 1985

*Certified a true copy of the original  
Denton Hall Burying & Warrens  
Company Secretary.*



# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1557489

124

I hereby certify that

THE COMMON LAW INSTITUTE OF INTELLECTUAL PROPERTY LIMITED

having by special resolution changed its name, is now  
incorporated under the name of

THE COMMON LAW INSTITUTE OF INTELLECTUAL PROPERTY

Given under my hand at the Companies Registration Office,  
Cardiff the

2ND JANUARY 1987

*C R Williams*  
MRS C R WILLIAMS

an authorised officer

1557489

# The Common Law Institute of Intellectual Property

Registered Office: Denning House, 90 Chancery Lane,  
London, WC2A 1EU

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE COMMON LAW INSTITUTE OF INTELLECTUAL PROPERTY

\*1. The name of the Company is "The Common Law Institute of Intellectual Property". 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 the 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:-

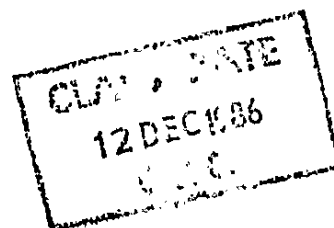
(i) To provide and arrange conferences, seminars, lectures, demonstrations, courses, exhibitions, meetings and the presentation of papers, and to publish and distribute information advice and proposals regarding any and all aspects of the said law of intellectual property.

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

---

\* The word "Limited" was deleted from the name of the Institute by Special Resolution on 10th October, 1985.

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



Certified  
a true copy  
of the original  
Denton Hall  
Barry W. Davies  
Company Secretary

- (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 4 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 purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (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 dependants.
- (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 objects 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 the Council of the Institute shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council have been if no incorporation had been effected, 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 such Council, 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 income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of its objects 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 Council 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 Council), 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 Council 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 Council 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 Council 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 Council.

5. The liability of the members is limited.

6. 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.

7. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to some other 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 institution or institutions to be determined by the members of the Institute at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some other charitable object or objects.

# The Common Law Institute of Intellectual Property

Registered Office: Denning House, 90 Chancery Lane,  
London, WC2A 1EU

## THE COMPANIES ACT 1985

### COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

#### ARTICLES OF ASSOCIATION

of

THE COMMON LAW INSTITUTE OF INTELLECTUAL PROPERTY  
(Adopted by Special Resolution of the  
Company dated 10TH OCTOBER, 1985)

#### 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 Common Law Institute of Intellectual Property.
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 Council	The Council for the time being of the Institute.
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

*Certified a true copy of the original  
Dorothy Hall Bay - Inkers  
Company Secretary*

appointed by the Council 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 and such other persons as the Council shall admit to membership from time to time.

#### ASSOCIATE MEMBERS

3. Associate Members of the Institute shall be such persons as the Council shall admit as Associate Members.
4. Associate Members shall have the same privileges as members except that they shall have no voice in the government of the Institute and shall not be entitled to vote at a General Meeting 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 three months' written notice to expire at the end of a year and shall be liable for any subscription up to that date.
6. Membership shall cease if:-
  - (i) At a meeting of the Council 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 Council shall pass a resolution that it is undesirable in the interests of the Institute that such a member should remain a member, or
  - (ii) the member by notice in writing resigns his membership and then in accordance with the provisions of Article 5 hereof, or



- (iii) 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 Council may grant upon special cause to it shown the sum is not paid.
7. In the case of membership ceasing pursuant to the last foregoing Article the Council 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 Council. All other General Meetings shall be called Extraordinary General Meetings.
9. The Council 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 not less than 10 members having at the date of deposit of a requisition a right to attend and 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 MEETINGS

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 Council 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 Council 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 members present in person 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 Council 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 Council 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 Council present shall choose one of their number to preside. If at any meeting no member of the Council 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 Council otherwise determines, be entitled to vote at any General Meeting either personally or by proxy unless all moneys 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, by his committee, 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 under its common seal or signed by its attorney or by an officer on its behalf. The Council 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.

#### SUBSCRIPTIONS

31. The Annual, Quarterly or other subscriptions or payments (if any) to be payable by the members of the Institute shall only be fixed at a General Meeting of the Institute and not otherwise.

#### SECRETARY

32. The Secretary (who shall not be a member of the Council) shall be appointed by the Council for such term at such

remuneration and upon such conditions as (consistent with the provisions of Clause 4 of the Memorandum of Association) they may think fit and any Secretary so appointed may be removed by them.

The provisions of sections 283 and 284 of the Act shall apply and be observed. The Council 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

33. The Institute in general meeting may, on the recommendation of the Council, 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

34. The Council may appoint any person to be a Vice-President of the Institute.

#### THE COUNCIL

35. Subject as hereinafter provided the Council shall consist of not fewer than four and not more than twenty-five members.

The first members of the Council shall be the Subscribers to the Memorandum of Association.

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

36. The members of the Council shall be paid all reasonable out of pocket expenses properly incurred by them in attending and returning from meetings of the Council or any sub-committee thereof or General Meetings.
37. A member of the Council shall vacate his office:-
- (a) if he become 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 sections 295 to 300 of the Act, 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.

38. The provisions of section 293 of the Act shall not apply to the Institute.
39. At the first Annual General Meeting all the members of the Council shall retire from office. At each subsequent Annual General Meeting one-third of the members of the Council 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 Council retiring shall retain office until the close or adjournment of the meeting.
40. The members of the Council 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 Council on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring member of the Council shall be eligible for re-election.

#### ELECTION OF MEMBERS OF THE COUNCIL

41. 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 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 Council. Subject to the provisions of Article 46 hereof no member of the Council shall be elected or re-elected unless he shall have been nominated in accordance with this Article.
42. 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.
43. 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.
44. 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.
45. If at any Annual General Meeting default is made in filling up any of the offices vacated by members of the Council retiring under the provisions of these presents such

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retiring members of the Council 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 Council 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 Council to be re-elected shall, failing agreement, be determined by lot.

46. The Council shall have power at any time and from time to time to appoint any qualified person to be a member of the Council either to fill a casual vacancy or as an additional member of the Council, but so that the total number of members of the Council 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 Council who are to retire by rotation at such meeting.

#### PROCEEDINGS OF THE COUNCIL

47. The Council 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.
48. The quorum necessary for the transaction of the business of the Council may be fixed by the Council and unless so fixed shall be four. A meeting of the Council 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 Council.
49. The continuing members of the Council may act notwithstanding any vacancies, but, if and so long as the number of members of the Council is reduced below the minimum number fixed by or in accordance with these presents, the continuing members or member of the Council



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 Council 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 Council.

50. The Council 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 Council present may choose one of their number to be Chairman of the meeting.
51. A resolution in writing signed by all the members of the Council for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Council 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 Council.
52. The Council may delegate any of its powers to sub-committees as the Council 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 Council. 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 Council so far as the same are applicable and are not superseded by any regulations made by the Council. Provided that no resolution of any meeting of any sub-committee shall have any effect or validity unless the majority of the members of the sub-committee present and entitled to vote are members of the Institute and provided that all deeds and undertakings of any such sub-committee shall be fully reported back to the Council as soon as possible.
53. All acts done by any meeting of the Council or a sub-committee thereof, or by any person acting as a member of the Council, 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 Council 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 Council and had been entitled to vote.

#### INTERNATIONAL ADVISORY COUNCIL

54. In order to enable the Council to ascertain and give effect to as wide as possible a body of international opinion upon

all matters appertaining to the object of the Institute the Council may form an International Advisory Council.

55. The members of the International Advisory Council may include members of the Council and subject as hereinafter provided shall not be entitled to exercise any of the powers of the members of the Council.
56. The members of the International Advisory Council or any of them shall be entitled to attend and take part in all discussions at meetings of the Council.
57. Subject to the provisions of these Articles all matters concerning the membership of the International Advisory Council shall be determined by the Council as it shall in its absolute discretion think fit.

#### BORROWING POWERS

58. The Council 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 COUNCIL

59. The business of the Institute shall be managed by the Council who may pay all expenses incurred in forming and registering the Institute and 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 or 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 Council which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Council by any other Article.
60. The Council 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 reason of his not having received a copy of the same, or

of any alterations or additions thereto, or having otherwise no notice of them. It is expressly declared that without prejudice to the powers of the Council 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 entrance fees (if any) payable in respect of membership 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 Council 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 Council or of a sub-committee appointed by the Council 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 Council and the Secretary or such other person approved by the Council, and that member of the Council 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 Council 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 sections 222(2) and (3) of the Act at such other place within Great Britain as the Council think fit, and shall always be open to the inspection of the officers of the Council.
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 Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Institute or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the 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 Council 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 at the registered address as 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 described in the register of members by 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 4 of the Memorandum of Association every member of

the Council, 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 7 of the Memorandum of Association relating to the winding up or dissolution of the Institute shall have effect and be observed as if the same were repeated in these Articles.

MINUTES of meeting of the CLIP Council held at IALS, Charles Clore House, 17 Russell Square, London WC1B 5DR, on THURSDAY 11 DECEMBER 1986, at 4.30 p.m.

---

Present: Dr Stephen Stewart QC (in the Chair)  
Edward Armitage  
Professor W R Cornish  
Professor Gerald Dworkin  
(items 218-221)  
Bernard Fisher  
F R Furber  
Bryan Harris  
Ralph Walter

Apologies for absence: Jack Black  
Hugh Brett  
Lord Butterworth  
Michael F Flint  
Lord Nathan  
Francis Perkins  
David Tatham

In attendance: I J G Davis (Director)  
John Longrigg (Administrator)

213. Council agreed the Minutes of the meeting held on Thursday, 13 November 1986.
214. The Chairman welcomed Mr Ralph Walter to his first meeting of Council and said that he looked forward to welcoming Mr David Tatham.
215. Financial Statements  
Council, in their capacity as Directors of CLIP, approved the financial statements for the year ending 31 March 1986, prepared by Messrs Grant Thornton. Dr Stewart expressed the Council's thanks to Grant Thornton for doing this work at substantially less than a market price.
216. Annual General Meeting  
See separate Minutes.

We expected an attendance of some 20 invited persons and the Director hoped that members of Council would also attend and contribute. (A copy of the Director's letter is attached to these Minutes).

218. Addition to Council

Dr. Stewart said that Mr. Robin Jacob QC had agreed to join the Council. Members of Council welcomed this news and invited the Chairman to write to inform him of his election.

SMS

219. Alvey Directorate

Dr. Stewart recalled that, at their meeting of 13 March 1986 (para. 151.2) he had informed Council that Mr. John Alvey, as a member of the Advisory Panel, had drawn their attention to difficulties being experienced by the Alvey Directorate in the drafting of cooperative agreements; and had invited the Institute to discuss the matter directly with the Alvey Directorate, with a view to providing assistance in this matter. This had been done, and Council had formed the view that professional advice on this subject should more appropriately be given by firms of solicitors than the Institute; the Alvey Directorate had so been informed. At the last meeting of the Advisory Panel, in October 1986, Mr. Alvey had raised the matter again and subsequently discussed it with Dr. Stewart. Although it did not seem that the situation had changed since Council last took a decision on the subject, it would be appropriate to re-enter into discussion with the Alvey Directorate, and Dr. Stewart proposed to do so.

IJGD

If further direct discussion with the Alvey Directorate took place, it would be desirable for the CLIP delegation to include at least one of the solicitor members of the Council.

220. Patent Litigation

Mr. Armitage enquired whether the committee, called together by the Lord Chancellor's office and the DTI to study this subject, had ceased to exist with the absence from the Queen's Speech of an intellectual property Bill.

Dr. Stewart said that, on the contrary, the committee's work continued and the recommendations were expected to emerge in the New Year.

Mr. Armitage suggested that, if these were published, the topic might form a suitable subject for a CLIP seminar.

221. Date of next meeting

FRIDAY 15 JANUARY 1987 at 4.30pm.

We expected an attendance of some 20 invited persons and the Director hoped that members of Council would also attend and contribute. (A copy of the Director's letter is attached to these Minutes).

218. Addition to Council

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SMS

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Mr. Armitage suggested that, if these were published, the topic might form a suitable subject for a CLIP seminar.

221. Date of next meeting

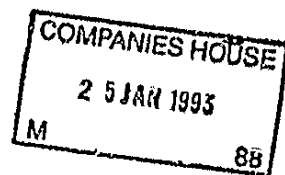
THURSDAY 5 FEBRUARY 1987 at 4.30pm.



# ROBSON RHODES

Chartered Accountants

internationally



Our ref: DRP/GRC  
Your ref:

1557489

12 January 1993

The Company Secretary  
The Common Law Institute of Intellectual Property  
5 Chancery Lane  
Cliffords Inn  
LONDON  
EC4A 1BU

Dear Sir

Please accept this letter as formal notice of our resignation as auditors to your company with effect from the above date. We confirm that there are no circumstances connected with our resignation which we consider should be brought to the attention of members or creditors of the company.

Yours faithfully

  
ROBSON RHODES

CAK12178/CMNLC71L.426  
The Galleria  
Station Road  
Crawley  
West Sussex RH10 1HY  
Telephone 0293-560211  
Fax 0293-521727

Offices at:  
Birmingham, Bristol,  
Cambridge,  
Hemel Hempstead, Leeds,  
Leicester, Maidstone,  
Manchester, Rochester

Principal Office:  
186 City Road  
London EC1V 2NU,  
at which a list of Partners  
may be inspected.

Registered to carry on  
audit work and authorised  
to carry on investment  
business by the Institute  
of Chartered Accountants in  
England and Wales

Internationally:  
Dunwoody  
Robson  
McGladrey &  
Pullen

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 1557489

The Registrar of Companies for England and Wales hereby certifies that  
COMMON LAW INSTITUTE OF INTELLECTUAL PROPERTY(THE)

having by special resolution changed its name, is now incorporated  
under the name of  
THE INTELLECTUAL PROPERTY INSTITUTE

Given at Companies House, Cardiff, the 22nd March 1995



\*C01557489F\*

  
M. LEWIS

For the Registrar of Companies



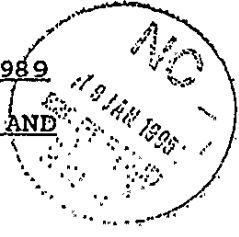
C O M P A N I E S H O U S E

HC006B

66489/AFR

No. 1557489

THE COMPANIES ACTS 1985 TO 1989  
COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING SHARE CAPITAL



SPECIAL RESOLUTIONS

- of -

THE COMMON LAW INSTITUTE OF INTELLECTUAL PROPERTY

Passed on 22 September 1994

At an extraordinary General Meeting of the above-named Company, duly convened and held on the above date, the following Resolutions were duly passed as Special Resolutions:

SPECIAL RESOLUTIONS

- "1. That the name of the Company be changed to The Intellectual Property Institute."

*[Signature]*  
.....  
Chairman



CERTIFIED A TRUE COPY  
OF THE ORIGINAL

*[Signature]*  
.....  
DENTON HALL  
FIVE CHANCERY LANE 18.1.95  
CLIFFORD'S INN  
LONDON EC4A 1BU  
TEL: 071-242 1212



1557489.

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  
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.

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\* 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 of 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 objects 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 by 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 party 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 Sheppard

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) ... 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 fulfill 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.