

**E** L I Z A B E T H T H E S E C O N D  
by the Grace of God of the United Kingdom of Great Britain and  
Northern Ireland and of Our other Realms and Territories Queen, Head  
of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS The Institute of Trade Mark Attorneys (“the existing Institute”) has by its humble Petition prayed that We would be graciously pleased to grant it a Charter of Incorporation:

AND WHEREAS We having taken the said Petition into Our Royal Consideration are minded to accede thereto:

NOW THEREFORE KNOW YE that We, having taken the said Petition into Our Royal Consideration, are pleased, by virtue of Our especial grace, certain knowledge and mere motion, to grant and declare, and do hereby for Us, Our Heirs and Successors, grant and declare as follows:

1. The Corporate Members and other members of the existing Institute at the date hereof and all other persons who shall pursuant to this Our Charter and the Bye-Laws become the Corporate Members and members of the Corporation hereby constituted are hereby created and henceforth for ever shall be one Body Corporate by the name of “The Chartered Institute of Trade Mark Attorneys” (hereinafter referred to as “the Chartered Institute”) and by the same name shall have perpetual succession and a Common Seal with power to alter, vary, break and make anew the said Seal from time to time at their discretion and by the same name may sue and be sued in all Courts in all manners of actions and proceedings and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.

2. The objects for which the Chartered Institute is incorporated are:

- (a) To serve the public interest by promoting and maintaining proper standards of ethical conduct, efficiency and training on the part of Corporate Members and other members of the Chartered Institute, whether by acting as an approved regulator under the Legal Services Act 2007 (“the Act”), as amended, re-enacted or replaced from time to time, or otherwise.
- (b) To provide for the education and training, and developing the proficiency, of Corporate Members and those wishing to become registered trade mark attorneys or to work generally in the field of trade marks and designs, in all legal and technical subjects.
- (c) To promote the reputation, standing and usefulness of trade mark attorneys and other members of the Chartered Institute.
- (d) To comment on proposals for legislation affecting trade marks and designs and other directly-related rights, whether in the United Kingdom or internationally.
- (e) To promote the profession of trade mark attorney.
- (f) To fulfil a commitment to promote corporate social responsibility in all aspects of the work of the Chartered Institute, including (without

- limitation) the promotion of pro bono advice, information and outreach services.
3. In furtherance of the said objects, but not otherwise, the Chartered Institute may exercise any of the following powers:
    - (a) Either alone, or in conjunction with any other body or bodies, to establish and maintain under the Act, and all other legislative powers, a scheme of regulation of trade mark attorneys and their firms, and to modify any such scheme from time to time.
    - (b) To undertake and execute any trusts which may be conducive to the attainment of any of the objects of the Chartered Institute.
    - (c) To acquire, dispose of and grant any interest in any property, business or rights where this appears to be advantageous to the Chartered Institute.
    - (d) To raise or borrow money on any security and to secure or discharge any debt or obligation.
    - (e) To form, promote or to be involved in forming or promoting any company where this appears to be advantageous to the Chartered Institute.
    - (f) To carry out any lawful trade or business where this appears to be advantageous to the Chartered Institute.
    - (g) To cultivate and maintain reciprocal relations with kindred professional institutions in the United Kingdom and in other countries.
    - (h) To do all such lawful things as are incidental or helpful to the attainment of the said objects.
  4. Subject to Article 5, the income and property of the Chartered Institute, from whatever source, shall be applied solely towards the promotion of the said objects, and no part of it shall be paid or transferred in any way to the members of the Chartered Institute or members of the Council.
  5. The Chartered Institute may pay:
    - (a) Reasonable remuneration to any member (other than a member of the Council) for any services rendered to the Chartered Institute.
    - (b) Out-of-pocket expenses to any member of the Council.
  6. There shall be two classes of members of the Chartered Institute:
    - (a) Corporate Members, that is to say Fellows, Ordinary Members and such Honorary Members as are listed in the Register of Trade Mark Attorneys ("Corporate Members"); and
    - (b) Members elected by the Council in the other categories of membership set out in the Bye-Laws ("Non-Corporate Members").
  7. Members in either class shall be elected as such by the Council in accordance with the procedures laid down in the Bye-Laws for the relevant category, and every member shall by his or her election be taken to have agreed to be bound by this Our Charter and the Bye-Laws.
  8. Corporate Members shall have the right to attend, speak and vote at general meetings of the Chartered Institute, to vote in elections to the Council and generally to exercise the rights and privileges of membership.
  9. Members in other categories of membership may attend (but not speak and vote at) general meetings of the Chartered Institute, and may be afforded such other facilities as the Council may decide.
  10. Corporate Members may, subject to such conditions as the Council may lay down from time to time, use the title or description "Chartered Trade Mark Attorney" and the designatory letters "CTMA" after their names.
  11. The Council may authorise Non-Corporate Members to use such designatory letters after their names appropriate to their category of membership as it shall prescribe and subject to such conditions as it shall specify.
  12. The management of the Chartered Institute shall be vested in a Council ("the Council") constituted in accordance with the Bye-Laws. The Council shall not at any one time consist of more than 25 members. The Council shall administer the Chartered Institute in accordance with this Our Charter and the Bye-Laws and subject to Article 13 may do all such things as may be done by the Chartered Institute which are not by this Our Charter or the Bye-Laws reserved to a general meeting.
  13. The Council shall in accordance with Part 4 of the Act ensure appropriate separation of regulatory and representational functions as defined in the Bye-Laws and shall not itself exercise any regulatory functions in respect of those functions set out in Schedule 4 of the Act.

14. The Council may delegate any of its functions, other than one defined in accordance with Article 13, and subject to such conditions as it shall specify, to a committee, a sub-committee of such a committee, or any officer or member of staff, and may authorise any committee of the Council to sub-delegate any functions delegated to that committee to a sub-committee or any officer or member of staff.
15. Any delegation of a function under Article 14 shall not preclude the Council or the committee, as the case may be, from exercising the function concerned in any particular matter.
16. The first Bye-Laws of the Chartered Institute (“the Bye-Laws”) shall be those in the Schedule. The Chartered Institute in general meeting may by resolution add to, amend or revoke the Bye-Laws. Such a resolution (“a special resolution”) must be passed by not less than two-thirds of the Corporate Members (being in good standing) voting at a meeting convened after not less than twenty-one days’ notice. No such resolution shall be effective until approved by the Lords of Our Most Honourable Privy Council, of which approval a Certificate signed by the Clerk of Our said Privy Council shall be conclusive evidence.
17. The Chartered Institute in general meeting may by special resolution add to, amend or revoke any of the provisions of this Our Charter, or any Supplemental Charter which may be granted hereafter to the Chartered Institute. No such addition, amendment or revocation shall be effective unless allowed by Us, Our Heirs or Successors in Council, of which allowance a Certificate signed by the Clerk of Our said Privy Council shall be conclusive evidence.
18. The Chartered Institute in general meeting may by special resolution surrender this Our Charter and any Supplemental Charter. The resolution is subject to the

approval of Us, Our Heirs or Successors in Council and is subject to such terms as We or They may consider fit. The affairs of the Chartered Institute shall be wound up or otherwise dealt with as the general meeting directs or, in default of such directions, as the Council decides.

19. If upon the winding-up or dissolution of the Chartered Institute any property remains after all debts and liabilities have been met, that property shall not be paid to or distributed among the members of the Chartered Institute, or any of them, but shall, subject to any special trusts, be transferred to some other association or institution having objects similar to those of the Chartered Institute and which is bound by similar restrictions to those in Articles 4 and 5, as decided by the general meeting. If effect cannot be given to this Article, the property shall be transferred to some charitable object.

AND it is Our Royal Will and Pleasure that this Our Charter shall ever be construed benevolently and in every case most favourably to the Chartered Institute and the promotion of its objects.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the \_\_\_\_\_ day of \_\_\_\_\_  
in the \_\_\_\_\_ year of Our Reign.

BY WARRANT UNDER THE QUEEN’S SIGN MANUAL

# SCHEDULE

## BYE-LAWS OF THE CHARTERED INSTITUTE OF TRADE MARK ATTORNEYS

### INTERPRETATION

1. In these Bye-Laws, the following words and expressions have the meanings shown beside them, subject to the context:

“Act”	the Legal Services Act 2007, as amended, re-enacted or replaced from time to time.
“Auditors”	a person or firm appointed and authorised to examine accounts and accounting records to ensure accuracy in accordance with Bye-Law 91.
“Chair”	the chair of the general meeting concerned.
“Charter”	the Charter to which these Bye-Laws are scheduled, together with any Supplemental Charter that may be granted, as amended, added to or revoked from time to time.
“Chartered Institute”	the Chartered Institute of Trade Mark Attorneys.
“Chief Executive”	the head of staff of the Chartered Institute, including any deputy or person temporarily carrying out the duties of the post.
“Council”	the Council of the Chartered Institute.
“Council member”	a member of the Council.
“Corporate Honorary Member”	the meaning given by Bye-Law 21.

“Corporate Member”	a Fellow, Ordinary Member or Honorary Member whose name is listed in the register, and in relation to a Fellow or Ordinary Member exercising any rights under these Bye-Laws means such a member in good standing.
“Disciplinary Committee”	the meaning given by Bye-Law 79.
“general meeting”	an annual or extraordinary general meeting of the Chartered Institute.
“member”	a person in any of the categories of membership set out in Bye-Law 4.
“Non-Corporate Honorary Member”	the meaning given by Bye-Law 21.
“officers”	the meaning given by Bye-Law 59.
“register”	the register kept under Section 83 of the Trade Marks Act 1994 and the Register of Trade Mark Agents Rules 1990.
“regulations”	regulations made by the Council.
“regulatory body”	the body to which the Council has delegated regulatory functions in accordance with Bye-Law 76.
“Review”	the journal of the Chartered Institute published under the

“registered trade mark attorney”	a person who is included in the register (whether practising under that title or description or under the title or description of trade mark agent).
“specified”	specified by the Council.
“trade mark agency work”	work done in the course of carrying on the business of acting as an agent for others for the purpose of applying for and obtaining the registration of trade marks in the United Kingdom, or of conducting proceedings before the Comptroller of Trade Marks relating to applications for, or otherwise in connection with, the registration of trade marks, and, subject to the context, includes work done under the title or description of trade mark attorney.
“trade mark agent”	a person, not under the professional supervision of others, who is in the business of acting as an agent for the purpose of applying for and obtaining the registration of trade marks or of conducting proceedings before the Comptroller of Trade Marks relating to applications for, or

otherwise in connection with, the registration of trade marks, and, subject to the context, includes a person practising under the title or description of trade mark attorney.

“website”

the website maintained by the Chartered Institute for public access through the internet.

2. The Interpretation Act 1978 applies to these Bye-Laws as it does to an Act of Parliament.
3. Any reference to a numbered Bye-Law is to the correspondingly numbered Bye-Law in these Bye-Laws.

#### **Classes and categories of membership**

4. Subject to Bye-Law 5, there shall be the following classes and categories of membership:

Corporate Membership; which includes the following categories:

- (1) Fellows;
- (2) Ordinary Members; and
- (3) Honorary Members who are on the register.

Non-corporate membership; which includes the following categories:

- (1) Affiliate Members;
- (2) Student Members;
- (3) Allied Members;
- (4) Overseas Members;
- (5) Administrator Members;

- (6) Associate Members;
- (7) Retired Members; and
- (8) Honorary Members not on the register.

5. The Council may discontinue any category of membership (other than one falling within the class of Corporate Membership) and may create additional categories of membership to which persons may be elected.

#### **General conditions of membership**

6. Any applicant to become a member must satisfy the requirements of these Bye-Laws and regulations in respect of his or her qualifications and fitness to be elected.
7. Any person who applies for membership shall be taken to have agreed to be bound by the Charter, these Bye-Laws and regulations.
8. Regulations may so long as consistent with these Bye-Laws provide for the procedure to be followed by applicants for membership and for the keeping of a register of members by the Chief Executive.

#### **Fellows**

9. Every candidate for election as a Fellow shall:
  - (1) Have been an Ordinary Member practising as a trade mark attorney (or employed by a Corporate Member practising as a trade mark attorney) for at least five years at the date of application;
  - (2) Be sponsored in his or her application by three Corporate Members (including at least one Fellow); and

- (3) In the opinion of the Council have contributed significantly to the attainment of any of the objects of the Chartered Institute.

#### **Ordinary Members**

10. Every candidate for election as an Ordinary Member shall be a registered trade mark attorney and be proposed and seconded by Corporate Members.

#### **Affiliate Members**

11. Without prejudice to the position of those Affiliate Members who were such at the date of grant of the Charter, no further elections of Affiliate Members shall take place.

#### **Student Members**

12. The Council may elect as a Student Member any person who is seeking to qualify as a trade mark attorney.

#### **Allied Members**

13. The Council may elect as an Allied Member any person who:
  - (1) Is a barrister, advocate, solicitor qualified in any United Kingdom jurisdiction, or “other lawyer” within the meaning of the Act (or any other enactment which the Council deems to be of equivalent effect) who is engaged in practice as a trade mark attorney or trade mark agent, or otherwise engaged in trade mark agency work, and who is in the opinion of the Council able by reason of his or her qualifications able to advance the objects of the Chartered Institute;

- (2) Has not less than two years' full-time practice in the field of intellectual property, including substantial experience in trade mark agency work, under the supervision of a trade mark attorney or registered patent agent or of a barrister, solicitor or advocate in any United Kingdom jurisdiction (or advocate in the Isle of Man) who is engaged in, or has substantial experience of, trade mark agency work in the United Kingdom; and
- (3) Is proposed and seconded by two Corporate Members.

#### **Overseas Members**

- 14. The Council may elect as an Overseas Member any person who:
  - (1) Is engaged in the profession or work of a trade mark attorney or agent outside the United Kingdom;
  - (2) Is not so engaged within the United Kingdom;
  - (3) In its opinion is of good repute; and
  - (4) Is proposed and seconded by two Corporate Members.

#### **Administrator Members**

- 15. The Council may elect as an Administrator Member any person who is proposed and seconded by Corporate Members and who has passed the relevant qualifying examinations of the Chartered Institute.

#### **Associate Members**

- 16. Subject to Bye-Law 17, the Council may elect as an Associate Member any person sponsored by at

least two Corporate Members who is in its opinion able to advance the objects of the Chartered Institute.

- 17. No person shall be eligible for election as an Associate Member who is:
  - (1) eligible for election as a Corporate Member;
  - (2) in practice as a trade mark attorney or trade mark agent;
  - (3) otherwise engaged in trade mark agency work; or
  - (4) eligible for any other category of Non-Corporate Membership.

#### **Retired members**

- 18. A Fellow or Ordinary Member who ceases to be listed in the register shall automatically transfer to the category of Retired Membership, or such other category of membership as the Council shall decide to be appropriate, or he or she be deemed to have resigned from the Chartered Institute.

#### **Honorary Members**

- 19. The Council may elect as an Honorary Member any person (whether or not a member of the Chartered Institute) who in its opinion has rendered outstanding assistance in promoting the objects of the Chartered Institute.
- 20. No candidate for Honorary Membership may be considered unless he or she has been nominated by not less than three Council members.
- 21. A person who immediately prior to his or her election as an Honorary Member was a Fellow or

Ordinary Member shall be known as a "Corporate Honorary Member" and shall continue to be entitled to the same privileges attaching to Fellows and Ordinary Members. All other Honorary Members shall be known as "Non-Corporate Members" and shall have no rights in the governance of the Chartered Institute, although the Council may afford them such facilities as it thinks fit.

- 22. A Corporate Honorary Member who has been President of the Chartered Institute (or of the predecessor Institute) but is no longer a Council member may attend Council meetings but may not vote.

#### **Transfer between categories of membership**

- 23. Subject to Bye-Law 18, any Non-Corporate Member shall be automatically transferred to any category of membership for which he or she becomes eligible, or he or she shall be deemed to have resigned from the Chartered Institute.

#### **Annual subscriptions**

- 24. Unless otherwise decided by an annual general meeting, the annual subscription for each category of membership shall be payable on 1 January in every year and be of such amount as is specified and notified to members.
- 25. Where an Ordinary Member is elected as a Fellow during the course of a year he or she shall not be required to pay any additional subscription which would otherwise be due for the remainder of that year, but from the immediately next following 1 January shall be liable to pay the full subscription due from a Fellow.

26. Where a person is elected to any other category of membership during the course of a year, he or she shall pay the pro rata apportionment of the annual subscription due in respect of that category of membership for the remainder of that year.
27. Any member who pays any subscription due after the date notified to members as the last date for payment shall pay a late payment administration charge of such amount as is specified.

#### **Entrance fee**

28. The Council may require any person who is elected to any category of membership to pay an entrance fee of such amount as may be specified, which shall be paid with the first annual subscription which is due.

#### **Cessation of membership**

29. A member in any category shall cease to be a member, without prejudice to the right of the Chartered Institute to recover any sums due to it, if:
- (1) He or she notifies the Chief Executive in writing of his or her intention to resign, whereupon such resignation (if not by that time withdrawn), shall take effect 30 days after receipt by the Chief Executive of the notification;
  - (2) He or she has not paid any subscription due by the date notified to members as the last date for payment, provided that if any such payment (together with such late payment administration charge as is specified) be made after that date the Council may reinstate him or her in membership in accordance with regulations;

- (3) In the case of a Corporate Member, he or she is removed by the regulatory body from the register;
- (4) He or she is removed from membership in accordance with Bye-Law 81.

30. A member who has ceased to be a member under Bye-Law 29 shall cease forthwith to use any description or designatory letters to which he or she was entitled.

#### **Reinstatement of membership**

31. Regulations shall provide for the procedure to be followed where a former member applies to be reinstated as a member of the Chartered Institute.

#### **Suspension of membership**

32. Suspension by the regulatory body of any Corporate Member from practice shall automatically operate to suspend the membership of that person for the duration of the suspension.

#### **General meetings**

33. All general meetings other than annual general meetings shall be called extraordinary general meetings.

#### **Annual general meetings**

34. The Chartered Institute shall hold an annual general meeting in each calendar year, provided that not more than 15 months shall elapse between the date of one annual general meeting and the next.
35. Subject to Bye-Law 34, the date, time and place of the annual general meeting shall be decided by the Council.

36. The business of an annual general meeting shall be:

- (1) To approve the minutes of the immediately preceding general meeting.
- (2) To receive the accounts of the Chartered Institute, as signed by the auditors.
- (3) To appoint the auditors and to authorise the Council to fix their remuneration.
- (4) To receive the results of elections to the Council.
- (5) To consider business introduced by the Council.
- (6) To transact such other business as may, consistently with the Charter and these Bye-Laws, be introduced, in such order as may be decided by the Chair.

#### **Extraordinary general meetings**

37. The Council may convene an extraordinary general meeting at any time.
38. Any ten Corporate Members may by written notice require an extraordinary general meeting to be convened for the purpose of considering any resolution set out in the notice, and the Council shall, on receipt of such a requisition, convene the meeting accordingly, such meeting to be held not later than 42 clear days after the receipt of the requisition.

#### **Notice of general meetings**

39. Subject to Bye-Laws 41 and 42, not less than 21 clear days' notice of every general meeting shall be given to all Corporate Members and to the auditors.

40. Every notice of a general meeting shall specify the time and place of the meeting and the general nature of the business to be transacted.
41. Accidental omission to give notice of a general meeting to a Corporate Member shall not invalidate the meeting and in any event every Corporate Member present at the meeting shall be deemed to have received proper notice of the meeting.
42. No notice of a general meeting need be given to a Corporate Member who has no communication address in the United Kingdom and has not supplied a communication address outside the United Kingdom.

#### **General provisions relating to general meetings**

##### **Quorum**

43. No business shall be transacted at a general meeting unless a quorum is present. Five Corporate Members shall subject to Bye-Law 45(2) be a quorum.
44. If a quorum ceases to be present during the meeting, it shall stand adjourned (without prejudice to the validity of business transacted while a quorum was present) and the provisions of Bye-Laws 49 and 50 shall apply to the adjournment.
45. If the quorum is not present within 15 minutes from the time appointed for the beginning of the meeting (or such longer period as the Chair shall allow) the meeting:
  - (1) If convened on requisition, shall not take place; and

- (2) In any other case, shall stand adjourned to the same day in the immediately next following week at the same time and place, or such other time and place as the Chair shall decide, at which such number of Corporate Members present (if less than five) shall be deemed to be a quorum in any event.

##### **Chair**

46. The President or, in his or her absence, the First Vice President, shall preside over every general meeting.
47. If neither the President nor First Vice President is present within 15 minutes after the time appointed for the meeting, or if both decline to take the Chair, the Corporate Members present shall elect one of their number to preside.

##### **Adjournment**

48. The Chair may with the consent of the meeting adjourn a general meeting from time to time or indefinitely, and from place to place, and shall do so if directed by the meeting.
49. No business shall be transacted at an adjourned general meeting other than that which could have been transacted at the original meeting.
50. If a general meeting is adjourned for 14 days or more, not less than seven clear days' notice of the adjourned meeting shall be given, specifying the date, time and place of the adjourned meeting and the business to be transacted. No notice need be given of a meeting adjourned indefinitely.

##### **Voting**

51. A resolution put to the vote at a general meeting

shall be decided on a show of hands, unless the Council has decided that a membership vote should take place on the resolution among all Corporate Members, such membership vote to be carried out either by postal voting or by electronic voting as decided by the Council.

52. A membership vote held in accordance with Bye-Law 51 shall take place after the general meeting and the arrangements for the membership vote shall be determined by the Chief Executive.
53. The result of every membership vote shall be published, and the certificate of the result by the Chief Executive (or, if an external body has been used to count the votes, of that body) shall complete the voting on the resolution in question, which shall thereby be deemed conclusively to have been decided in the affirmative or the negative accordingly.
54. Unless the Council has decided that a membership vote shall take place on the resolution, a declaration by the Chair immediately after the vote by show of hands has been taken, and an entry in the minutes to that effect, that a resolution has been:
  - (1) Carried;
  - (2) Carried unanimously;
  - (3) Carried by a requisite majority;
  - (4) Carried but not by the requisite majority; or
  - (5) Lostshall be conclusive evidence of the fact.



55. Every Corporate Member shall have one vote in a show of hands at any general meeting if present and, if a membership vote is held, in that membership vote. Only Corporate Members may vote at a general meeting either in person or in a membership vote.

#### **Minutes**

56. Minutes shall be kept and published of every general meeting and unless this is impracticable submitted for confirmation to the next following meeting.

#### **Powers of the Chair**

57. The ruling of the Chair shall be conclusive on any point of order or procedure at a general meeting, including (without limitation):

- (1) The convening of the meeting;
- (2) The selection of speakers;
- (3) The admissibility of any amendment; and
- (4) The right of any Corporate Member to vote.

58. The Chair may direct any person to leave the meeting if in his or her opinion that person is guilty of disorderly behaviour or a persistent breach of the rules of order.

#### **Officers**

59. The officers of the Chartered Institute (“the officers”) shall be a President, two Vice Presidents and a Treasurer, who shall be elected by the Council from among the members of the Council.

60. The officers shall be elected where necessary at the first Council meeting following each annual

general meeting and hold office from the time of election for two years (that is to say, until the corresponding Council meeting two years later). An officer who ceases to be a Council member or a Corporate Member shall automatically vacate office as an officer.

61. The procedure for electing the President, Vice Presidents and Treasurer shall be laid down in regulations.

62. The President, Vice Presidents and Treasurer holding office in accordance with the previous Articles at the time of the grant of the Charter shall be treated as having been elected under these Bye-Laws.

#### **Composition of the Council**

63. The Council shall consist of not less than ten, nor more than 25, Council members, elected (with the exception of Past Presidents holding office under Bye-Law 65) in accordance with the following provisions from among the Corporate Members, co-opted by the Council to fill any casual vacancies among the elected members or to fill places not filled in the ordinary course of the annual elections.

64. Subject to Bye-Law 65, the term of office of a Council member shall be two years, running from the conclusion of the annual general meeting at which he or she is elected until the conclusion of the second annual general meeting thereafter, and every retiring Council member shall be eligible for re-election if duly qualified.

65. A Past President shall be entitled to serve on the Council for up to two years from the date he or

she ceased to hold office as President, but at the expiry of that time (unless he or she shall have earlier resigned) shall vacate office, being eligible for re-election thereafter.

66. The Council members holding office in accordance with the previous Articles at the time of the grant of the Charter shall be treated as having been elected under these Bye-Laws.

#### **Nominations**

67. Not less than 42 clear days before each annual general meeting, the Chief Executive shall give notice of the vacancies which will arise at the meeting and invite nominations for election to be received by him or her not later than 28 clear days before the meeting.

68. Each candidate for election to the Council must be nominated by two Corporate Members in order for the nomination to be valid.

#### **Ballot procedure**

69. If by the due date more nominations have been received by the Chief Executive than there will be vacancies to be filled, the Chief Executive shall arrange for voting papers, in such form as the Council may determine, to be sent to each Corporate Member, or arrange for electronic voting to be available.

70. If fewer than or the same number of nominations have been received as there are vacancies, no ballot shall take place and those nominated shall be declared elected at the annual general meeting.

71. Completed voting papers shall be returned to the Chief Executive (or to the auditors or such other

body as the Council may decide), or electronic votes registered, by not later than seven clear days before the annual general meeting. Voting papers will be kept for a minimum period of three months.

72. The ballot procedure for the election of Council members shall be governed by regulations, so long as not inconsistent with these Bye-Laws.
73. Where a casual vacancy arises in the office of an elected Council member, or fewer than the required number of nominations are received for election, the Council may co-opt one or more Corporate Members to fill the vacancy or the places unfilled in the election from the date of co-option until the conclusion of the immediately next following annual general meeting, when those members shall be eligible for election.

#### **Vacation of office**

74. The office of a Council member shall be vacated if he or she:
- (1) Dies;
  - (2) Resigns in writing addressed to the Chief Executive;
  - (3) Retires at the end of his or her term of office;
  - (4) Ceases to be a Corporate Member;
  - (5) Is absent without leave from three consecutive Council meetings and the Council resolves at a meeting held on not less than 21 clear days' notice that the office shall be vacated;

- (6) Is adjudged bankrupt or enters into a deed of arrangement with his or her creditors;
- (7) Becomes subject to Sections 15-16 of the Mental Capacity Act 2005.

75. A resolution of the Council declaring the reason for the vacation of office shall be conclusive.

#### **Delegation of regulatory functions**

76. The Council on behalf of the Chartered Institute as an approved regulator under Schedule 4 to the Act and otherwise, and in accordance with internal governance rules approved by the Legal Services Board, regulates the professional conduct of Corporate Members and other members of the Chartered Institute and subject to Bye-Law 82 shall continue to delegate the following regulatory powers to the regulatory body:

- (1) The maintenance of the register;
- (2) Collection of registration or other fees relating to registration or regulation of trade mark attorneys and complying with legislative requirements relating to such fees;
- (3) Dealing with complaints against registered trade mark attorneys;
- (4) Making, maintaining and enforcing regulations relating to the registration of trade mark attorneys for the purposes of Section 83A of the Trade Marks Act 1994;
- (5) Ensuring that registered trade mark attorneys comply with the terms of Section 112(1) of the Act;

- (6) Laying down, keeping under review and amending from time to time as necessary the disciplinary arrangements governing the handling of complaints against registered trade mark attorneys;

- (7) Undertaking the statutory and other obligations of the licensing authority, as a regulator, as required by the licence;

- (8) The formulation of policy and regulations in respect of the standards and other requirements for education, training and qualifications of persons for the purpose of registration or authorisation under the Trade Marks Act 1994 and the Act.

77. Bye-Law 76 shall be interpreted and applied in the context of the Delegation Agreement made between the Chartered Institute, the Chartered Institute of Patent Attorneys and the Intellectual Property Regulation Board dated 23 May 2012, as amended, revoked and replaced from time to time.

78. The Council shall not itself exercise any of the regulatory powers it has delegated under Bye-Law 76.

#### **Disciplinary procedures**

79. The Council shall appoint a Disciplinary Committee of not less than five of its number, of whom three shall be a quorum, for the purpose of investigating and considering questions of professional practice generally and cases of alleged misconduct on the part of members and, where appropriate, their partners and staff within the scope of their practices as trade mark attorneys or trade mark agents.

80. Regulations may lay down professional and ethical standards to be observed by members and the procedure to be followed by the Disciplinary Committee in dealing with complaints of alleged misconduct, provided that such procedure embodies a requirement for written notice to be given to the member concerned of the matters raised against him or her and for him or her to have the right, either in person or through a legal representative, of appearing before the Disciplinary Committee, to make representations.

81. Where a member:

- (1) Is adjudged bankrupt or enters into a deed of arrangement with his or her creditors;
- (2) Becomes subject to Sections 15-16 of the Mental Capacity Act 2005;
- (3) Is convicted by any court or tribunal of an offence which in the opinion of the Disciplinary Committee renders him or her unfit to be a member of the Chartered Institute;
- (4) Is adjudged by the Disciplinary Committee to have failed to comply with regulations made under Bye-Law 80;
- (5) Is adjudged by the Disciplinary Committee to have otherwise behaved in a dishonourable or disgraceful manner or to have acted in a manner detrimental to the interests of the Chartered Institute or unbecoming to the character of a member;

he or she may be removed by the Council from membership, or such lesser penalty imposed as the Council considers appropriate, at a meeting

passed by three-quarters majority of those present and voting and at which not less than one-half of the membership of the Council is present.

#### **Proceedings of the Council**

82. Subject to the provisions of the Charter and these Bye-Laws, the Council may regulate its proceedings as it thinks fit, and may make regulations (in addition to the other purposes stated in these Bye-Laws) governing its meetings, the appointment and terms of reference of committees and other bodies, delegation of functions and such other matters as it thinks fit.

83. The quorum for Council meetings shall be five.

84. The President shall, if present and willing, chair all Council meetings. If there is a vacancy in the office of President, or if the President is absent or unwilling to act, the Council shall select a Vice President to chair the meeting. If there is no Vice President present who is willing to act, the Council members present shall select one of their number to preside.

85. The Council may continue to act notwithstanding any vacancies among its membership, providing that the number of continuing members does not fall below ten. If the number of continuing members falls below ten, the remaining members may only act for the purpose of convening an extraordinary general meeting.

86. The proceedings of any Council meeting, or of any committee or other body, and the acts of any Council member, shall not be affected by any irregularity in the convening of the meeting, or

the election, co-option or appointment of that member, or his or her continuing membership.

87. Minutes shall be taken of every Council meeting and submitted to the next meeting for confirmation, whereupon they shall be signed by the Chair of that later meeting.

#### **Indemnity**

88. Subject to the Charter, every Council member, officer, auditor and employee shall be entitled to be indemnified by the Chartered Institute against any financial loss or liability incurred in carrying out his or her duties as such.

#### **Accounts**

89. The Council shall ensure that proper books of accounts are kept in compliance with relevant accounting standards, and lay before each annual general meeting accounts for the previous financial year containing an income and expenditure account and a balance sheet, with the auditors' report on those accounts.

90. A Council member shall be entitled to inspect the accounting records of the Chartered Institute at any time. Any Corporate Member shall be entitled to inspect the accounting records of the Chartered Institute, subject to any reasonable restrictions imposed by the Council.

#### **Auditors**

91. The auditors, who must be a firm of registered auditors under the Companies Act 2006 (or any successor to that Act) shall be appointed annually by the annual general meeting, which shall also fix the remuneration of the auditors, provided

that the meeting may authorise the Council to fix the remuneration of the auditors.

92. The auditors shall be entitled to receive notice of every general meeting, to attend such meetings and to speak on any item of business which concerns them as auditors.

#### **Chief Executive**

93. The Council may appoint a Chief Executive and such other staff of the Chartered Institute, with such duties and terms and conditions of employment, as it may decide.

#### **Common seal**

94. The common seal of the Chartered Institute shall be used only by the authority of the Council or any committee to which authority has been delegated. Every document to which the seal is affixed shall be signed by two Council members or by the Chief Executive and one Council member.

#### **Notices**

95. Any notice to be given to or by the Chartered Institute shall be in writing, which for this purpose includes electronic mail and facsimile transmission.
96. Any notice which must under these Bye-Laws be published or sent to all Corporate Members may be given by any of the following means:
- (1) Post;
  - (2) Publication in or with the Review; or
  - (3) Posting on the website.

97. Where notice is given only by post or by publication in or with the Review, the notice shall be deemed to have been properly given for the purposes of these Bye-Laws 48 hours after the posting of the envelope containing the notice or edition of the Review, and proof that the envelope was properly addressed, stamped and posted shall be conclusive evidence of such posting.
98. Where publication takes place by posting on the website the date and time of such posting shall be determinative for all purposes.
99. A Corporate Member with no communication address in the United Kingdom shall not be entitled to receive any notice by post.