

**CONSTITUTION OF INTERNATIONAL ASSOCIATION FOR THE PROTECTION OF INDUSTRIAL
PROPERTY (SINGAPORE GROUP)**

NAME

1. This Society shall be known as the "International Association for the Protection of Industrial Property (Singapore Group)", hereinafter referred to as the "Association".

PLACE OF BUSINESS

2. Its place of business shall be at "105 Cecil Street #23-00, The Octagon, Singapore 069534", or such other address as may subsequently be decided upon by the Committee and approved by the Registrar of Societies. The Association shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

OBJECTS

- 3.1 Its objects are:-
 - (a) to further the work and objects of the International Association for the Protection of Industrial Property;
 - (b) to obtain recognition of the necessity for international co-ordination in all matters relating to patents, designs, trade marks, trade names, copyrights and other analogous rights and to examine and compare existing laws with a view to their possible improvement and increased uniformity;
 - (c) to discuss, examine, initiate, evaluate proposals, laws, measures or other matters relating to the protection of industrial and intellectual property or analogous rights;
 - (d) to hold meetings to further the objects of the Association;
 - (e) to facilitate the dissemination to members of the Association and to the public of knowledge of the law and practice relating to industrial and intellectual property and the protection of such property in Singapore and elsewhere;
 - (f) to encourage the development of the law and practice relating to industrial and intellectual property and its protection and the efficient administration of such law and practice in order to promote the development of the manufacturing, technological, scientific and industrial resources of Singapore; and
 - (g) to do all such other lawful things as are incidental to the attainment of the abovementioned purposes or any one of them.

3.2 In furtherance of the above objects, the Association may

- (a) subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of these rules;
- (b) enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (c) retain, appoint, employ, remove or suspend such consultants, managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- (d) invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- (e) borrow or raise money (in accordance with the provisions herein) either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise, to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- (f) sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- (g) take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, or any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchases and others;
- (h) receive and accept any gift of property whether subject to any special trust or not, for any one or more of the purposes of the Association;
- (i) take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- (j) print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;

- (k) amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association 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 that imposed upon the Association under or by virtue of the rules;
- (l) purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (m) transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorized to amalgamate;
- (n) retain and pay fees to such person or persons as the Association may wish to engage from time to time to advise the Association on any matter relating to industrial and intellectual property rights;
- (o) grant or make contribution towards fellowships, scholarships, travelling allowances and prizes to persons considered by the Association to be likely to make or who have made a significant contribution in the field of industrial or intellectual property rights;
- (p) do all such other things, including the making of contracts, as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

MEMBERSHIP QUALIFICATION AND RIGHTS

4.1 Membership is open to any person -

- (a) who has a business, professional, scientific or personal interest in any field of activity of the Association; and
- (b) is nominated as provided in these rules and
- (c) whose admission as a Member is approved by the Committee.

4.2 There shall be two classes of membership. They are as follows:-

- (i) **Ordinary Membership**
Ordinary membership is open to any person who has paid an amount equal to the annual subscription payable under these rules and who has a business, professional, scientific or personal interest in any field of activity of the Association; and is nominated as provided in these rules and whose admission as a Member is approved by the Committee.
- (ii) **Honorary Membership**
Honorary Membership is conferred upon any natural person who is elected by the Committee with the approval of that member to be an Honorary member of the Association.
An Honorary Member -
 - (a) shall not be eligible to hold office as a Committee Member or Officer of the Association;
 - (b) shall not be entitled to vote at meetings of the Association;
 - (c) shall not be reckoned in any quorum at any meeting of the Association; and
 - (d) shall not be required to pay any subscription to the Association

- 4.3 Only members who are above 21 years of age shall have the right to vote and to hold office in the Association.

APPLICATION FOR MEMBERSHIP

- 5.1 A nomination of a person for membership of the Association:
- (a) shall be made in writing in the form prescribed by the Committee; and
 - (b) shall be lodged with the Secretary of the Association.
- 5.2 Every nomination of a person for membership must be made by an existing member and must be seconded by another existing member.
- 5.3 As soon as is practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Committee.
- 5.4 Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or reject the nomination.
- 5.5 Upon a nomination being approved by the Committee, the Secretary shall, with as little delay as possible, notify the nominee in writing that that person is approved for membership of the Association and request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the first year's annual subscription.
- 5.6 The Secretary shall, upon payment of the amount referred to in rule 5.5 within the period referred to in that sub-rule, enter the nominee's name in the register of Members kept by the Secretary and, upon the name being so entered, the nominee becomes a Member of the Association.
- 5.7 A right, privilege, or obligation of a person by reason of his membership of the Association:
- (a) is not capable of being transferred or transmitted to another person;
 - (b) terminates upon the cessation of that person's membership whether by death or resignation or otherwise.
- 5.8 A Member which is not a natural person may, by notice in writing to the Committee, appoint a natural person to be its representative (which appointment can be revoked by the Member by notice in writing to the Committee) , and such a representative shall be subject to all the rights and obligations of the Member which appointed that representative. The personal presence of a representative at a general meeting shall be deemed the personal presence of the Member which appointed that representative, and the exercise of the vote of a Member by its representative shall be deemed the exercise of that vote by that Member in person. A representative appointed under this sub-rule ceases to be a representative upon the termination of the membership of the Member which appointed that representative.
- 5.9 A copy of the Constitution shall be furnished to every approved member.

ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

6.1 There shall be no entrance fee for all members.

6.2 The annual subscription shall be:-

- a. S\$50 per member who is a natural person; and
- b. S\$150 per member who is not a natural person;

or such amount as may be prescribed by the Committee from time to time. For the avoidance of doubt, the subscriptions provided for in (a) and (b) above are exclusive of any annual subscriptions fees ("Subscription Fees") or other dues to International Association For The Protection Of Industrial Property ("AIPPI"), which Subscription Fees or other dues are separately due from and payable by each member thereto.

6.3 Annual subscriptions are due on the first of January of each year. If a member falls into arrears with his subscription or other dues, he shall be informed immediately by the Treasurer. Upon all or any part of a Member's annual subscription in respect of any year being in arrears on the 31st day of March of any year, that Member's membership shall automatically cease on 31 March of that year and the Secretary shall remove the Member's name from the Register of Members.

6.4 If a person, whose membership has ceased by virtue of the operation of sub-rule 6.3, pays all arrears of annual subscription which were owing at the date of cessation of membership by the 30th day of September in the same calendar year in which the person's membership so ceased, then that Member shall be automatically re-admitted as a Member from the day on which the balance of such arrears are paid and the Secretary shall re-enter the name of that Member in the Register of Members.

6.5 Any additional fund required for special purposes may only be raised from members with the consent of the general meeting of the members.

RESIGNATION OF MEMBER

- 7.1 A Member of the Association may resign from the Association at any time by giving notice in writing to the Secretary of intention to resign and upon the receipt by the Secretary of that notice. The Member shall cease to be a Member. Such resignation shall not affect any obligation which such a Member may have to pay any monies that may be due and payable by such Member to the Association as at the date of resignation.
- 7.2 Upon the receipt of a notice given under rule 8.1, the Secretary shall make in the register of Members an entry recording the date on which the Member by whom the notice was given, ceased to be a Member.

DISCIPLINE AND EXPULSION OF MEMBERS

- 8.1 Subject to these rules, the Committee may by resolution:
- (a) expel a Member from the Association; or
 - (b) suspend a Member from membership of the Association for a specified Period; or
 - (c) reprimand a Member in accordance with the Regulations (as they may apply), if the Committee is of the opinion that the Member -
 - i) has refused or neglected to comply with these rules;
 - ii) has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association.
- 8.2 A resolution of the Committee under rule 8.1:
- (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the Member of a notice under rule 9.3, confirms the resolution in accordance with this clause; and
 - (b) where the Member exercises a right of appeal to the Association under this rule, does not take effect unless the Association confirms the resolution in accordance with this rule.
- 8.3 Where the Committee passes a resolution under rule 8.1, the Secretary shall, as soon as practicable, cause to be served on the Member a notice in writing:
- (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the Member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting;

- (d) informing the Member that the Member may do one or more of the following -
 - (i) attend that meeting;
 - (ii) give to the Committee before the date of that meeting, a written statement seeking the revocation of the resolution;
 - (iii) not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that the Member wishes to appeal to the Association in general meeting against the resolutions
- 8.4 At a meeting of the Committee held in accordance with rule 8.2 the Committee:
- (a) shall give to the Member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the Member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- 8.5 Where the Secretary receives a notice under rule 8.3(d)(iii), the Secretary shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- 8.6 At a general meeting of the Association convened under rule 8.5:
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the Member shall be given an opportunity to be heard; and
 - (d) the Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 8.7 If at the general meeting:
- (a) two-thirds of the Members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

SUPREME AUTHORITY AND GENERAL MEETINGS

- 9.1 The supreme authority of the Association is vested in a General Meeting of the members presided over by the President.
- 9.2 An Annual General Meeting shall be held in January.
- 9.3 At other times, an Extraordinary General Meeting must be called by the President on the request in writing of not less than 25% of the total voting membership or 30 voting members, whichever is the lesser, and may be called at anytime by order of the Committee. The notice in writing shall be given to the Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within 2 months from receiving this request to convene the Extraordinary General Meeting.
- 9.4 If the Committee does not within 2 months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving 10 days' notice to voting members setting forth the business to be transacted .
- 9.5 At least 2 weeks' notice shall be given of an Annual General Meeting and at least 10 days' notice of an Extraordinary General Meeting. Notice of meeting stating the date, time and place of meeting shall be sent by the Secretary to all voting members.
- 9.6 Unless otherwise stated in this Constitution, voting by proxy is allowed at all General Meetings.
- 9.7 The following points will be considered at the Annual General Meeting:
 - (a) the confirmation of the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) the previous financial year's accounts and annual report of the Committee.
 - (c) where applicable the election of office-bearers and Honorary Auditors for the following term.
- 9.8 Any member who wishes to place an item on the agenda of a General Meeting may do so provided he gives notice to the Secretary 1 week before the meeting is due to be held.
- 9.9 At least 25% of the total voting membership or 30 voting members, whichever is the lesser, present at a General Meeting shall form a quorum. Proxies shall be constituted as part of the quorum.
- 9.10 In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend any provision of the existing Constitution.

MANAGEMENT AND COMMITTEE

- 10.1 The administration of the Association shall be entrusted to a Committee consisting of the following to be elected at the Annual General Meeting every 3 years:
- A President
 - A Vice-President
 - A Secretary
 - An Assistant Secretary
 - A Treasurer
 - An Assistant Treasurer
 - 6 Ordinary Committee Members
- 10.2 Names for the above offices shall be proposed and seconded at the Annual General Meeting and election will follow on a simple majority vote of the members. All office-bearers, may be re-elected to the same or related post for a consecutive term of office, provided that the same post shall not be held by the same person for more than 2 successive terms. The Committee shall hold office for a period not exceeding 3 years and two months, each such period to coincide, as nearly as circumstances permit, with the term of office of the President of International Association for the Protection of Industrial Property .
- 10.2A Notwithstanding Rule 10.2, the proviso of Rule 10.2 shall not apply to the posts of President, Vice-President, Secretary and Deputy Secretary for a period of time up to and including the term of office ending 2008.
- 10.3 Election will be either by show of hands or, subject to the agreement of the majority of the voting members present, by a secret ballot. In the event of a tie, a re-vote shall be taken and if it stills results in a tie, a lot shall be drawn to determine who shall be the successful candidate unless the contesting candidate(s) withdrew in favour of one of themselves.
- 10.4 A Committee Meeting shall be held at least once every 3 months after giving seven days' notice to Committee Members. The President may call a Committee Meeting at any time by giving five days' notice. At least ½ of the Committee Members must be present for its proceedings to be valid.
- 10.5 Any member of the Committee absenting himself from three meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Committee and a successor may be co-opted by the Committee to serve until the next Annual General Meeting. Any changes in the Committee shall be notified to the Registrar of Societies within two weeks of the change.
- 10.6 The duty of the Committee is to organise and supervise the daily activities of the Association. The Committee may not act contrary to the expressed wishes of the General Meeting without prior reference to it and always remain subordinate to the General Meetings.
- 10.7 The Committee has power to authorise the expenditure of a sum not exceeding \$20,000 per month from the Association's funds for the Association's purposes. For such expenditure in excess of \$20,000, such expenditure must be approved by a majority of members at a General Meeting.
- 10.8 The Committee has power to authorise the borrowing or raising of money not exceeding \$100,000 for any one purpose. For such sums in excess of \$100,000, such borrowing or raising of money must be approved by a majority of members at a General Meeting.
- 10.9 The Committee may issue, change and revoke regulations, procedure and, if necessary, other directives containing instructions and advise on the administration and operation of the Association. Any issue, change and revoking of the Association's regulations shall not be contrary to or contradict the Association's Constitution.

DUTIES OF OFFICE-BEARERS

- 11.1 The President shall chair all General and Committee meetings. He shall also represent the Association in its dealings with outside persons.
- 11.2 The Vice-President shall assist the President and deputise for him in his absence.
- 11.3 The Secretary shall keep all records, except financial, of the Association and shall be responsible for their correctness. He will keep minutes of all General and Committee meetings. He shall maintain an up-to-date Register of Members at all times. The Register of members in which shall be enclosed the full name, address and date of entry of the name of each member shall be available for inspection by members at the place of business of the Association.
- 11.4 The Assistant Secretary shall assist the Secretary and deputise for him in his absence.
- 11.5 The Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Association and shall keep an account of all monetary transactions and shall be responsible for their correctness. He is authorised to expend up to \$5,000 per month for petty expenses on behalf of the Association. He will not keep more than \$1,000 in the form of cash and money in excess of this will be deposited in a bank to be named by the Committee. Cheques, etc, for withdrawals from the bank will be signed by the Treasurer and either the President or the Vice-President or the Secretary.
- 11.6 The Assistant Treasurer shall assist the Treasurer and deputise for him in his absence.
- 11.7 Ordinary Committee Members shall assist in the general administration of the Association and perform duties assigned by the Committee from time to time.

AUDIT AND FINANCIAL YEAR

- 12.1 Two voting members, not being members of the Committee, shall be elected as Honorary Auditors at each Annual General Meeting and will hold office for a term of 1 year only and shall not be re-elected for a consecutive term.
- 12.2 They:-
 - a Will be required to audit each year's accounts and present a report upon them to the Annual General Meeting.
 - b May be required by the President to audit the Association's accounts for any period within their tenure of office at any date and make a report to the Committee.
- 12.3 The financial year shall be from 1st November to 31 October.

TRUSTEES

- 13.1 If the Association at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.
- 13.2 The trustees of the Association shall:-
- a Not be more than 4 and not less than 2 in number.
 - b Be elected by a General Meeting of members.
 - c Not effect any sale or mortgage of property without the prior approval of the General Meeting of members.
- 13.3 The office of the trustee shall be vacated:-
- a If the trustee dies or become a lunatic or of unsound mind.
 - b If he is absent from the Republic of Singapore for a period of more than one year.
 - c If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
 - d If he submits notice of resignation from his trusteeship.

Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given to the said trustee and to the voting members at least two weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Registrar of Societies.

- 13.4 The address of each immovable properties, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

VISITORS AND GUESTS

- 14.1 Visitors and guests may be admitted into the premises of the Association but they shall not be admitted into the privileges of the Association. All visitors and guests shall abide by the Association's rules and regulations.

PROHIBITIONS

- 15.1 Gambling of any kind, whether for stakes or not, is forbidden on the Association's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- 15.2 The funds of the Association shall not be used to pay the fines of members who have been convicted in court of law.
- 15.3 The Association shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.

- 15.4 The Association shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, any arrangement with its members which has the purpose or is likely to have the effect of fixing or controlling the price or any discount, allowance or rebate relating to any goods or service which adversely affect consumer interests.
- 15.5 The Association shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 15.6 The Association shall not hold any lottery, whether confined to its members or not, in the name of the Association or its office-bearers, Committee or members unless with the prior approval of the relevant authorities.
- 15.7 The Association shall not raise funds from the public for whatever purposes without the prior approval in writing of the Head, Licensing Division, Singapore Police Force and other relevant authorities.

AMENDMENTS TO CONSTITUTION

- 16 No alteration or addition/deletion to this Constitution shall be made except at a general meeting and with the consent of two-thirds of the voting members present at the General Meeting, and they shall not come into force without the prior sanction of the Registrar of Societies.

INTERPRETATION

- 17 In the event of any question or matter pertaining to day-to-day administration which is not expressly provided for in this Constitution, the Committee shall have power to use their own discretion. The decision of the Committee shall be final unless it is reversed at a General Meeting of members.

DISPUTES

- 18 In the event of any dispute arising amongst members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with this Constitution. Should the members fail to resolve the matter, they may bring the matter to a court of law for settlement.

DISSOLUTION

- 19.1 The Association shall not be dissolved, except with the consent of not less than 3/5 of the total voting membership of the Association for the time being resident in Singapore expressed, either in person or by proxy, at a General Meeting convened for the purpose.
- 19.2 In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged, and the remaining funds will be disposed of in such manner as the General Meeting of members may determine or donated to an approved charity or charities in Singapore.
- 19.3 A Certificate of Dissolution shall be given within seven days of the dissolution to the Registrar of Societies.