

CONSTITUTION
(as amended at the Annual General Meeting of
FICPI Canada at Berlin, June 3, 2003)

1. NAME

The name of the Canadian National Association of Fédération Internationale des Conseils en Propriété Industrielle (FICPI) hereinafter (“the Federation”) is FICPI CANADA and shall hereinafter be referred to as the “Association”.

2. LEGAL STATUS

The Association is an unincorporated association of its Members, not formed for the purpose of carrying on business for profit.

3. OBJECTS

3.1 The objects of the Association are:

3.1.1 to function as the National Association in Canada of the Federation, within the meaning of Article 5(1) of the Statutes of the Federation, which Statutes are annexed to this Constitution;

3.1.2 to subscribe to and pursue the aims of the Federation as set out in Article 2 of its Statutes;

3.1.3 to collaborate with other National Associations and National Sections of the Federation.

3.2 The Association shall conduct its affairs in accordance with the spirit of the Statutes and Regulations of the Federation, as they may be amended or modified from time to time.

4. MEMBERSHIP

4.1 Such persons as shall have been duly and regularly admitted to membership as individual Members of the Federation and remain Members at the date of adoption of this Constitution, and such other persons as shall be admitted hereunder in accordance with provisions of this Constitution and none others, shall be Members of the Association.

- 4.2 Subject to paragraph 4.3, membership of the Association shall be open to any person of good character and repute who subscribes in writing to the Aims of the Federation, and
- 4.2.1 is a former Member of the Association and an Emeritus Member of the Federation; or
 - 4.2.2 is enrolled on the Canadian Register of Patent Agents and is practising as a Patent Agent in Canada; or
 - 4.2.3 is enrolled on the Canadian Register of Trade-mark Agents, is practising as a Trade-mark Agent in Canada and carries on his or her profession in the same firm as a patent agent, as defined in paragraph 4.2.2, who is a Member of the Association;
 - 4.2.4 provided that no person shall be admitted to membership under paragraph 4.2.3 if the result would be either
 - (a) that in the same firm there would be more Members of the Association who had been admitted under paragraph 4.2.3 than Members of the Association who were practising as patent agents in that firm, or
 - (b) that in the Association the number of Members that had been admitted under paragraph 4.2.3 would exceed one third of the total membership of the Association.
- 4.3 FICPI Canada is an association of registered Canadian patent and trade mark agents who are in private practice in Canada, i.e., who represent a number of different clients and are not in principle obligated to refrain from taking on new clients. Membership in FICPI Canada is not open to any person who represents only one organization which owns or controls intellectual property rights or a single affiliated group of such organizations, to the exclusion of other clients.
- 4.4 All qualified persons who have signified their intention to become foundation Members of the Association shall automatically become Members on the adoption of this Constitution unless, at the time of adoption, they withdraw their names. Thereafter every candidate for membership shall submit his or her application to the Council, which shall consider it and either elect the candidate to membership, or reject the application. If an application for membership is rejected, the reason for rejection shall be notified to the candidate who shall have the right to be heard by the Council which may, after such hearing, reverse its decision.

- 4.5 A Member shall cease to be a Member and the name of that Member shall be removed from the Register of Members
 - 4.5.1 at the Member's own request, in writing, provided that the Member has paid any moneys owing to the Association at the time of his or her resignation; or
 - 4.5.2 if, for any reason, the Member ceases to comply with the restrictions on membership set forth in either paragraph 4.2 or 4.3 above, or with any by-law respecting fees or membership, or fails to pay the annual fees for membership within the time specified by Council.
- 4.6 If a Member shall, after having been given the opportunity to be heard, be found by the Council to have been guilty of conduct of such turpitude as, in the opinion of the Council, disentitles that Member to continued membership, the Council may cancel his or her membership.
- 4.7 Any Member whose name has been removed from the Register of Members may be reinstated thereto by the Council only on such conditions, if any, as the Council may decide.
- 4.8 Council may admit as an Affiliate of FICPI Canada any person of good character and repute who subscribes in writing to the Aims of the Federation, and
 - 4.8.1 who is not qualified to become a Member of FICPI Canada; and
 - 4.8.2 who is not registered as a patent agent or trade mark agent in Canada; and
 - 4.8.3 who is actively training to become a patent agent or trade mark agent in Canada under the supervision of a FICPI Canada Member in that Member's firm; and,
 - 4.8.4 who agrees to apply for membership in FICPI upon becoming qualified as a patent agent or trade mark agent in Canada; and
 - 4.8.5 who is otherwise acceptable to FICPI Canada Council.
- 4.9 Notwithstanding the provisions of paragraph 4.2 above, but subject to the provisions of paragraph 4.3, Council may admit as a Member any person of good character and repute who subscribes in writing to the Aims of the Federation, who is enrolled on the Canadian Register of Trade-mark Agents, and who in the opinion of Council is a full time intellectual property practitioner in private practice.

5. SUBSCRIPTIONS AND ENTRANCE FEES

- 5.1 Every Member shall pay to the Association such fees and subscriptions as may be prescribed by the Council;
- 5.2 The Council may require the payment of such entrance fee from all persons seeking to become Members as the Council may decide.

6. COUNCIL OF THE ASSOCIATION

- 6.1 There shall be a Council consisting of the immediate past president (when available), and not fewer than three and not more than six other councilors including a president and a secretary, of whom one councilor shall act as Treasurer, all elected from among and by Members of the Association. There shall be an election for Council at or within twelve months after each Congress of the Federation and such Council shall hold office until the next such election. Vacancies in the Council occurring during such term of office may be filled by Council.
- 6.2 Prior to each such election the Council shall appoint from among the Members a nominating committee and such nominating committee shall nominate in writing candidates for election to Council. Every member shall also have the right to nominate in writing one or more further candidates for election to Council. All nominations must be distributed to all Members at least 14 days prior to the election.
- 6.3 Subject to this Constitution and any by-laws thereunder, the business of the Association, including the election of Members, shall be managed by the Council, which may exercise all powers and do on behalf of the Association all acts as may be exercised or done by the Association itself.
- 6.4 The president shall preside at meetings of the Association and of the Council, unless unable to do so in which case Council shall appoint a chairman. The president shall also be the Association's delegate to the Executive Committee of the Federation designated under Article 11 of its Statutes, except that Council may appoint another Member to replace the president as such delegate. In addition, Council shall appoint another Member as the substitute delegate required to be designated under Article 11.
- 6.5 The quorum at a meeting of the Council for the transaction of business, shall be a majority of councilors.

7. FINANCIAL MATTERS, REPORTS AND RECORDS

- 7.1 The Council shall cause to be kept such true accounts and records as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions , giving full particulars:
 - 7.1.1 of all moneys, investments and assets and liabilities of the Association; and
 - 7.1.2 of all moneys received and expended by the Association and of the matters in respect of which such receipts and expenditure arises; and
 - 7.1.3 of all sales and purchases of goods by the Association.
- 7.2 The Council shall annually cause to be prepared and laid before the Association the income and expenditure account and the balance sheet and a general report of Council of the affairs of the Association.
- 7.3 The fiscal year of the Association shall be the calendar year, or as may be otherwise prescribed by by-law.
- 7.4 The Council shall cause a Register to be kept containing the names of all persons elected to membership, and the dates when they were elected, ceased to be Members, or where re-admitted, with such particulars as may be necessary. Every Member shall furnish particulars of his or her address, and any changes thereof from time to time to the Secretary. Upon the Council being satisfied of the death of a Member, the name of that Member shall be removed from the Register.

8. GENERAL MEETINGS: VOTINGS

- 8.1 A General Meeting of the Association shall be held for the purpose of each election of Council provided for under paragraph 6.1 above.
- 8.2 In addition, a General Meeting of the Association may be held at such time and place as the Council may decide, and the Council shall call such a meeting if required to do so, in writing, by not less than five Members.
- 8.3 Notice of any General Meeting shall be sent by the Council by prepaid post to all Members, in writing, or by facsimile or electronic mail, not less than 14 days prior to the Meeting, and shall be held at such place and at such time as the Council may decide.

- 8.4 The quorum for any General Meeting shall be five Members or 25% of the total membership, whichever is the greater, present in person at such meeting.
- 8.5 The Constitution may be amended at a General Meeting upon due notice of the proposed amendment by a majority of not less than three-quarters of the Members present and the Members represented by proxy.
- 8.6 The Members in General Meeting shall have the power by majority vote to make, amend, and revoke by-laws for the conduct of the Association's affairs and for the furtherance of its objects, upon due notice of the proposed by-law, amendment or revocation, as the case may be.
- 8.7.1 Whenever this Constitution or any by-laws require or permit action to be taken by General Meeting, a vote by mail of the membership may be substituted therefor, provided
- 8.7.1.1 at least fourteen days' notice of the proposed vote has been sent by mail, or by facsimile or electronic mail, to the membership by the Council;
 - 8.7.1.2 the question to be decided or the subject or issue to which the vote relates is set forth in such notice;
 - 8.7.1.3 the right of any Member to object to a vote by mail is set forth in such notice; and
 - 8.7.1.4 no Member has given to Council a written objection to the holding of a vote by mail within fourteen days of the despatch of the notice to such Member.
- 8.7.2 If, by reason of a Member's having objected in writing to a vote by mail, such vote by mail cannot be given effect, the Council shall call a General Meeting as soon as reasonably possible to deal with the matter to which the proposed vote by mail related.
- 8.8 Voting by proxy at General Meetings is permitted. Any absent Member may give any Member present at any General meeting the absent Member's written authorization to exercise the right of the absent Member to vote at such meeting, which authorization may be unrestricted or otherwise.

- 8.9 Affiliates shall not have the right to vote or to be elected to Council. Affiliates shall not represent themselves as Members of the Association or of the Federation, and shall not be included in calculating the total membership of the Association or the number of members present at any meeting of the Association.
- 8.10 Emeritus Members shall have the right to vote, but shall not have the right to be elected to Council. Subject to any applicable Statutes or regulations of the Federation, Emeritus Members may represent themselves as Members of the Association, and shall be included in calculating the total membership of the Association and the number of members present at an meeting of the Association.

9. WINDING UP

If upon winding up or dissolution of the Association 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, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their Members, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provisions, then to some charitable object.