

**RULES OF THE HONG KONG GROUP OF  
THE ASIAN PATENT ATTORNEYS ASSOCIATION**

(as adopted at a meeting held on 27 September 2017)

**Article 1      Definitions**

(1) In these Rules the following terms shall have the following meanings:

"APAA"	The Asian Patent Attorneys Association of which the Association is a Recognised Group.
"Association"	The Hong Kong Group of APAA.
"Council Meeting"	A meeting of the Council of APAA.
"Council Member"	A person elected to represent the Association at Council Meetings.
"Council"	The Council Members for the time being.
"Honorary Member"	An individual admitted to membership of the Association pursuant to Article 6B(2).
"Individual Member"	An individual under Article 6A(1).
"Member"	A member of the Association whether an Individual Member or any Organisation Member.
"Organisation Member"	An organisation under Article 6A(2).
"Voting Paper"	A list of the entirety of persons nominated for the positions of Council Members and which shall be printed or typewritten and shall set out the nominees in alphabetical order.

(2) Except where the context otherwise requires, references to one gender include all genders.

(3) Any notice required to be given under these Rules may be given by personal delivery, post, fax or email at the address of the recipient in the records of the Association.

**Article 2      Name**

The name of the Association shall be The Hong Kong Group of The Asian Patent Attorneys Association ("the Association").

**Article 3      Address**

The address of the Association shall be the office of the President of the Association for the time being in Hong Kong or such other address as notified by the President.

#### **Article 4      Objects**

The objects for which the Association is established are:

- (1) To foster ties of mutual friendship and understanding among those who are practising in the field of intellectual property law and through such ties to promote the proper protection and development of intellectual property law in Hong Kong and the Asian region.
- (2) To consider all manner of questions affecting intellectual property law and/or the interests of the Association.
- (3) To engage in activities in conjunction with other bodies or associations within the limits of the Association's objects and to arrange reciprocal concessions and co-operation with other such bodies or associations.
- (4) To arrange social and recreational activities for Members of the Association and generally by all manner of means to promote knowledge of intellectual property law by lectures, discussions, books, correspondences, pamphlets, publications or any other forms of dissemination of information.

## **Article 5      Activities**

In order to achieve the objects of the Association, it shall carry out the following:

- (1) Hold meetings for Members.
- (2) Exchange information concerning intellectual property law.
- (3) Establish and maintain close contacts with various governmental, intergovernmental and non-government departments, organisations, associations, committees and other bodies concerned with intellectual property law, and to participate whenever possible in meetings to be held by such bodies.
- (4) Make investigations, studies, plans and proposals with a view to assisting the improvement and co-ordination of international and domestic laws and regulations concerning intellectual property law.
- (5) Conduct all and any other work which may be necessary or desirable to achieve the objects of the Association.
- (6) Apply the funds of the Association to the payment of professional fees, subscriptions to the Secretariat of APAA and to reimburse the Council Members, the Secretary and the Treasurer for any reasonable out of pocket expenses and administrative charges relating to the discharge of their duties. Any remaining balance is to be used in the attainment of the objects of the Association as set out in Article 4.

## **Article 6      Membership**

A. Only the following categories of persons set out in paragraph (1) and (2) below are eligible for membership of the Association:

- (1) An individual who immediately prior to the application for membership:
  - (a) is qualified by examination to practise professionally in Hong Kong or anywhere else in the world as a patent attorney (or agent), trade mark attorney (or agent), solicitor, barrister, advocate, counsel or lawyer;
  - (b) is recognised by the Law Society, the Bar Association, or by any other professional controlling body in Hong Kong or elsewhere as the Council may from time to time (with the endorsement of the Association) acknowledge, as being so qualified;
  - (c) is practising professionally in Hong Kong where the usual or regular part of that individual's work involves patent or other intellectual property law matters; and

- (d) has been continuously tax resident in Hong Kong for a minimum period of 12 months.
  - (2) Any sole proprietorship or partnership which has immediately prior to the application been established in Hong Kong for a minimum period of 12 months and has one or more partners qualified for membership under paragraph (1) above.
- B.
- (1) An application for membership of the Association shall be supported by at least two Individual Members (who shall not be from the same organisation) and submitted to the Secretary of the Association in the form approved by the Council. The Council shall be responsible for approving membership of the Association under all categories in A above.
  - (2) The Association may at its discretion confer honorary membership of the Association upon any individual who has contributed significantly to the objects of the Association.

- (3) An Honorary Member may be invited to attend meetings of the Association but unless he is also an Individual Member or a representative of an Organisation Member shall not be entitled to vote at any such meeting.
  - (4) An Honorary Member shall not be required to pay any annual subscription.
- C.
- (1) An Individual Member who also represents an organisation which is a Member can attend and vote both in his/her capacity as an Individual Member and as an Organisation Member at any meeting of the Association, however, each organisation will only have one vote.
  - (2) An individual or organisation being admitted to membership of the Association shall be notified in writing by the President and shall upon payment of any subscription due be entered as a Member.
  - (3) Each Member of the Association agrees to be bound by these Rules.
  - (4) The particulars of each Member (including but not limited to his name, address, email address and qualification to practice) shall be entered in the records of the Association kept by the Secretary. A Member is responsible for informing the Secretary of any change of his particulars.
  - (5) The rights and privileges of a Member shall be personal; save and except for an Organisation Member they shall not be transferable and shall cease upon that Member ceasing from any cause to be a Member under the provisions of these Rules.
  - (6) All Members as of 27 September 2017 shall ipso facto be members of the Association upon the adoption of these Rules.

**Article 7      Liability and Termination of membership**

- (1) A Member is not under any financial liability by reason of membership of the Association except for payment of annual subscriptions and any other monies that are or may become due for participating in any activities of the Association or APAA.
- (2) A Member of the Association who ceases to be tax resident in Hong Kong or otherwise to qualify for membership of the Association shall cease to be a Member.
- (3) A Member may resign from membership by notifying the Secretary of the Association to that effect in writing.
- (4) The Council may terminate or suspend the membership of any Member whose subscription or other monies due is in arrears for more than twelve months.

- (5) The Association shall be at liberty to expel or suspend a Member from the Association by resolution passed by 75% of those present and entitled to vote at a General Meeting convened for the purpose of which he has been given 14 days' notice if he is in breach of any of these Rules or if in the opinion of the Association the Member concerned has performed any act which is contrary to the objects of the Association or an act which damages or is apt to damage the Association.
- (6) A Member shall be provided with reasons for any proposed termination of membership, suspension or expulsion from the Association and shall be entitled to attend any meeting at which his continued membership is to be decided upon to present his case.
- (7) The Council may at its sole discretion reinstate a Member whose membership has ceased, been terminated, or suspended for any reason.

#### **Article 8      Council**

- (1) Those Members who are to represent the Association as Council Members of APAA shall with effect from the Annual General Meeting to be held in 2018 and thereafter be elected for a term of two years at the Annual General Meeting next before the Ordinary General Assembly of APAA effective from the close of the Ordinary General Assembly at which the Council Member commences his or her term until the close of the next Ordinary General Assembly and shall be eligible for re-election as a Council Member.
- (2) The Council Members shall as far as practicable before each Council Meeting canvass the views of the Members on the issues to be discussed.

- (3) The Council Members will vote and speak on behalf of the Association in accordance with what they consider to be the best interests of the Members and will follow directions given by a resolution passed by 75% of those present and entitled to vote at any meeting of the Association
- (4) The President will report as far as practicable and if required in writing to the Members at the next meeting of the Association following a Council Meeting.

#### **Article 9 President and Secretary**

- (1) After election of Council Members under Article 8(1) the Association shall elect or appoint one of the Council Members to be its President.
- (2) The President shall be responsible for calling all meetings of the Association chairing those meetings and representing the Association at any external meeting.
- (3) The term of office of the President shall be the same as the term of the newly elected Council pursuant to Article 8(1) and shall be eligible for re-election or re-appointment as President for not more than two further consecutive terms.
- (4) The President shall with the approval of the Council appoint any Individual Member or other person to be the Secretary of the Association. The Secretary shall be responsible for all secretarial duties of the Association under the direction of the President.

#### **Article 10 Vice-President**

- (1) After the election or appointment of the President under Article 9(1), the Council shall elect or appoint one of the Council Members to be the Vice-President of the Association.
- (2) The Vice-President shall give the President all help and support which he/she may from time to time require including acting as President and representing the Association whenever the President is unable to do so.
- (3) If any President shall vacate office before the expiry of their term of office then the Vice-President will immediately and without election fulfil the role of President of the Association for the remainder of the said term.
- (4) The President and the Vice President shall agree between them (or in the absence of agreement the Council will decide) which of them shall be nominated as the Association's Vice President of APAA taking office following the close of the next Ordinary General Assembly of APAA

#### **Article 11 Election of Council Members**

- (1) Any elections and voting are to be conducted in the manner set out in this Article.



- (2) (a) Notice shall be given in writing to the President of the name of any candidate to fill any vacancy of Council Member which will arise at an Annual General Meeting and such notice shall be endorsed by each such candidate by way of confirmation of his/her willingness to serve if elected and shall bear the name of a proposer and seconder. Any such notice shall be given to the President not less than 48 hours before the meeting at which the election is to take place.
- (b) The elections at any Annual General Meeting shall take place in the following manner:
  - (i) If there are only sufficient nominations for each position of Council Members of the Association, it shall be competent for the Chairman to put up for election those persons so nominated.
  - (ii) At the commencement of the meeting the Chairman of the meeting shall call upon each Organisation Member to nominate its representative entitled to vote on its behalf.
  - (iii) If the number of nominations exceeds the number of Council Members to be elected, then upon the meeting proceeding to vote each Member present and nominated in accordance with sub-paragraph (ii) hereof shall be given a Voting Paper on which he/she shall insert, mark or otherwise indicate in the manner set forth on the Voting Paper the nominated persons they wish to be elected. No member shall indicate more than one name for each vacant position and if any Member shall do so his/her Voting Paper shall be disqualified.
  - (iv) The Voting Papers shall be counted and checked by the scrutineers appointed by the Chairman from amongst the Members present, who shall prepare as soon as may be the result of the ballot showing the total amount of votes in favour of each nominated person and hand the same to the Chairman who shall announce the names only of the successful candidates.

## **Article 12 Meetings**

- (1) The Association shall hold a meeting at least once every year.
- (2) The President shall convene all meetings of the Association and shall notify each Member in writing not less than 21 days in advance of the date, time and place of the meeting. Such notice shall detail the matter(s) to be discussed at the meeting and invite Members to submit in writing to the President any further matters for discussion at the meeting within one week of the date when the notice was received.
- (3) The President shall convene all meetings at any time and shall be bound to call a meeting within 7 days on the written requisition of six Members of the Association.

- (4) The Association may establish various Committees to achieve the objects of the Association. Members of such Committees shall be nominated by the President to sit on standing committees of APAA in accordance with its constitution.

- (5) A quorum of a meeting of the Association shall be at least 20 Individual and Organisation Members of the Association present in person (excluding any proxies). If within 15 minutes from the time appointed for the meeting no quorum is present then:
  - (a) A meeting convened upon the requisition of Members shall be dissolved.
  - (b) In any other case the Chairman shall adjourn the meeting for such period as he in consultation with the Members present thinks fit. At least 7 days' notice of the adjourned meeting shall be given to all Members of the Association. If no quorum exists at the adjourned meeting the Individual and Organisation Members then present shall constitute a quorum.
- (6) At the commencement of every meeting the Chairman of the meeting shall call upon each Organisation Member to nominate the person entitled to represent it and vote on its behalf.
- (7) All resolutions of the Association except as otherwise provided shall be adopted upon a vote of the majority of the Members present. Voting shall take place by secret ballot if a ballot is called for by not less than 2 Individual Members.
- (8) Questions at any meeting of the Association shall be decided by a majority of votes, and, in the case of equality of votes, the Chairman shall have an extra or casting vote.
- (9)
  - (A) Every Member will endeavour to attend all meetings of the Association.
  - (B) A Member unable to attend any meeting of the Association may appoint a proxy to attend and vote on such Member's behalf. Such proxy must be an Individual Member appointed in writing signed by the appointer and appointee and must be presented to the President or Secretary before the commencement of the meeting.
- (10) If the President is unable to attend any meeting of the Association he shall request the Vice-President to act as Chairman in his place and the Vice-President shall assume all rights, powers and duties of the President for that meeting.
- (11) Proper minutes shall be kept of every meeting of the Association. The Secretary of the Association shall keep proper minutes of each meeting which shall be approved by the Association at its next meeting.

### **Article 13 Annual General Meeting**

- (1) The Annual General Meeting of the Association shall be held in Hong Kong prior to the annual Council Meeting or any Ordinary General Assembly of APAA held in that year.

- (2) At every Annual General Meeting, the Treasurer shall produce a statement of income and expenditure for the period since the last Annual General Meeting together with a balance sheet, auditors report (if any) and commentary upon these which the Treasurer shall arrange to be produced.

**Article 14    Amendment of Rules**

These Rules may be amended upon a vote by a 75% majority of the Individual and Organisation Members present at a meeting of the Association provided always that any proposed amendments are circulated to all Members through the President at least 21 days prior to the date of the meeting at which those amendments are to be voted upon and the Members present in person or by proxy at the meeting are not less than one half of the total Individual and Organisation Members of the Association.

#### **Article 15 Treasurer and Finances**

- (1) The President may with the approval of the Council appoint any Individual Member to be the Treasurer of the Association. The Treasurer shall under the direction of the President be responsible for maintaining the accounts of the Association.
- (2) Every Member shall pay an annual subscription as prescribed by the Council and approved at the Annual General Meeting of the Association.
- (3) All annual subscriptions except for the year in which a Member is elected shall be payable on the 1st day of January in each year.
- (4) Where a Member is elected during the last three months of any year the first year's subscription (to be paid on election) shall unless the Member attends the APAA annual meeting in that year count as the subscription for the year commencing on the 1st January next following.
- (5) Any Member who has failed to pay any annual subscription due pursuant to this Article by the time of any meeting of the Association or APAA shall not be entitled to attend or vote at such meeting (whether in person or by proxy) and shall not be included in the calculation of any quorum of that meeting.
- (6) The funds of the Association shall be held by the Council as trustees for the Members.
- (7) The Council and officers of the Association acting in accordance with their duties shall be indemnified against risk and expense out of the funds of the Association.
- (8) The Treasurer of the Association shall remit to the Secretariat of APAA such fees and other payments as APAA may prescribe from time to time.

#### **Article 16 Dissolution**

- (1) The Association may be dissolved upon a vote by a 75% majority of the Members present at a meeting of the Association provided always that notice of any proposed dissolution is circulated to Members through the President at least 21 days prior to the date of the meeting at which the motion for dissolution is to be voted upon and the Members present in person at the meeting are not less than three-quarters of the total Members of the Association.

- (2) In the event of a dissolution of the Association any residue of funds after the payment of all debts and other liabilities of the Association shall be donated to the University of Hong Kong or other similar institution in Hong Kong as the Council may in its sole discretion decide with a direction that the funds be appropriated toward the establishment of a scholarship or prize for the assistance of students studying Intellectual Property. The conditions attaching to the award of such a prize or scholarship are to be in the absolute discretion of the relevant institution. In the event that the University of Hong Kong or other similar institutions in Hong Kong as the Council may in its sole discretion decide is unable to accept any residue of funds for the above-stated purposes then those funds shall be donated to the Community Chest of Hong Kong.