

Proposed to be Amended: June 2010

CONSTITUTION OF ASSOCIATION OF SINGAPORE PATENT AGENTS

NAME

1. This Society shall be known as the "**ASSOCIATION OF SINGAPORE PATENT AGENTS**" hereinafter referred to as "ASPA".

PLACE OF BUSINESS

2. Its place of business shall be at the office of the Secretary at the time~~80 Raffles Place #42-02/03 UOB Plaza 1, Singapore 048624,~~ or such other address as may ~~subsequently~~ be decided upon by the Committee and approved by the Registrar of Societies. It 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 form a united and representative body of Patent Agents in Singapore.
 - b) To promote the status of Patent Agents and to maintain a high standard of rectitude, professional conduct and knowledge.
 - c) To promote education and training of Patent Agents and patent trainees in Singapore.
 - d) To assist in the institution and introduction of practice, procedure, training and legislation in relation to patents in Singapore.
 - e) To form and establish Bye-Laws, Directives and a Code of Conduct pertaining to the profession of Patent Agents in Singapore.
 - f) To establish intercommunication, discussions and interchange of ideas for matters connected with patents between members and to assist in the acquisition and dissemination of knowledge relating to patents for its members.
 - g) To foster ties of mutual friendship and understanding amongst those engaged in patent work.
 - h) To engage in activities and reciprocal cooperation with other bodies or

associations within the limits of ASPA's objects.

- i) To raise and obtain moneys by subscriptions, fees or otherwise for expenditure in accomplishing or furthering the objects of ASPA and to expend such moneys when raised in accomplishing such objects.
- j) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

DEFINITIONS

4. "Associate Member" means an individual admitted to membership of ASPA pursuant to Article 6.2(b).

"Ordinary Member" means an individual admitted to membership of ASPA pursuant to Article 6.2(a).

"Patent Agent" means an individual who acts, practises, or carries on a business or is engaged in patent work and is registered with the Intellectual Property Office of Singapore as a Patent Agent.

"Resident" means an individual who has his home in Singapore; or Singapore is his country of permanent abode even though he is temporarily absent from Singapore and shall include the holder of a valid employment pass issued by the relevant authorities in Singapore but an individual is taken not to be resident in Singapore if he resides in Singapore for a special or temporary purpose only.

"Committee" means the Executive Committee appointed pursuant to Article 10.

"Voting Member" means an Ordinary Member who has the right to vote pursuant to Article 6.2(a).

INTERPRETATION

5. Words importing one gender include all genders and words importing the singular include the plural and vice versa.

MEMBERSHIP QUALIFICATION

6.1 ELIGIBILITY

The membership of ASPA is open to Patent Agents, and individuals who are undergoing training to qualify as Patent Agents in Singapore and, at the discretion of the Committee, such persons who are fit and proper persons to be elected as members of ASPA by virtue of their being involved in patents and resident in Singapore.

6.2 CLASSES

There shall be two classes of members, namely,

- (a) Ordinary Members comprising Patent Agents practising and residing in Singapore. All Ordinary Members shall have the right to vote and to hold office

in the Committee. An Ordinary Member is entitled to one vote.

- (b) Associate Members comprising individuals who (i) are undergoing training to qualify as Patent Agents in Singapore; (ii) Patent Agents who are not resident or practising in Singapore; or (iii) at the discretion of the Committee such persons who are fit and proper persons to be elected as members of ASPA by virtue of their being involved in patents and resident in Singapore. All Associate Members shall have no voting rights and shall not be eligible to hold office in the Committee.

APPLICATION FOR MEMBERSHIP

- 7.1 An individual wishing to join ASPA shall submit his particulars to the Secretary on a prescribed form.
- 7.2 The Committee shall have the discretion to decide and approve on the application for membership.
- 7.3 A copy of the Constitution shall be furnished to every approved member upon payment of the entrance and subscription fees.
- 7.4 Every member agrees to be bound by this Constitution, its Bye-Laws, Directives and Code of Conduct issued by the Committee.
- 7.5 The name and address of each member shall be kept by the Secretary in a Register of Members.

ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

- 8.1 The entrance fees and subscriptions shall from time to time be determined by the Committee subject to the approval of the General Meeting.
- 8.2 All annual subscriptions except for the year in which a member is accepted shall be payable on the 1st day of January in each year.
- 8.3 If a member falls into arrears with his subscription or other dues, he shall be informed immediately by the Treasurer. If he fails to settle his arrears within 3 weeks of the Treasurer's Notification, the President may order that he be denied the privileges of membership until he settles his account. If he falls into arrears for more than 3 months from the date of the said Notice, he shall automatically cease to be a member. The Committee may take legal action against him for past debts provided that they are satisfied that he has received due notice of his debts.
- 8.4 Any additional fund required for special purposes may only be raised from members with the consent of the General Meeting of the members.

SUPREME AUTHORITY AND GENERAL MEETINGS

- 9.1 The supreme authority of ASPA is vested in a General Meeting of the members presided over by the President.
- 9.2 An Annual General Meeting shall be held in May or June.
- 9.3 At other times, an Extraordinary General Meeting shall 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 two months from receiving the request to convene the Extraordinary General Meeting.

- 9.4 If the Committee does not within two 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 ten days' notice to voting members setting forth the business to be transacted and simultaneously sending the agenda to all voting members.
- 9.5 At least two weeks' notice shall be given of an Annual General Meeting and at least ten days' notice of an Extraordinary General Meeting. Notice of the Annual General Meeting stating the agenda, 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. Proxies shall be Ordinary Members of ASPA and shall be appointed in writing signed by the appointer and appointee. The appointment of a proxy shall be notified to the Secretary no later than 48 hours before the meeting.
- 9.7 The following matters shall be considered at the Annual General Meeting:
 - a) The previous financial year's accounts and annual report of the Committee.
 - b) 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 one 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 not be 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.
- 9.11 At all meetings of ASPA and of the Committee each Ordinary Member of ASPA or the Committee as the case may be shall have one vote.
- 9.12 The Committee shall be elected at alternate Annual General Meetings for a term of 2 years.

- 9.13 Nominations for the positions in the Committee shall be proposed and seconded by any two members by submitting the nomination form to the Secretary two weeks before 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 Committee provided that the Treasurer cannot be re-elected to the same or related post for a consecutive term of office.
- 9.14 Election will be by a secret ballot. In the event of a tie, a lot shall be drawn to determine who shall be the successful candidate unless the contesting candidate(s) withdraw in favour of one of themselves.
- 9.15 All resolutions at general meetings except as otherwise provided shall be adopted upon a vote of the majority of the members present. In the case of equality of votes, the Chairman of the meeting shall have the casting vote.

MANAGEMENT AND COMMITTEE

- 10.1 The administration of ASPA shall be entrusted to a Committee consisting of the following to be elected at alternate Annual General Meeting:

aA President;

aA Vice-President;

aA Secretary;

aA Treasurer; and

6 Committee Members.

- 10.2 The Retiring President shall be an Ex-Officio in the Committee for one year, but shall not be counted for the purposes of a quorum at a meeting of the Committee.
- 10.3 A Committee Meeting shall be held at least once every ~~threetwo~~ months after giving seven days' notice to members of the Committee~~Committee Members~~. The President may call a Committee Meeting at any time by giving 48 hours' notice. At least half of the members of the Committee~~Committee Members~~ must be present to form a quorum for its proceedings to be valid.
- 10.4 Any member of the Committee absenting himself from three consecutive meetings 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.
- 10.5 The duty of the Committee is to organise and supervise the activities of ASPA. The Committee may not act contrary to the expressed wishes of the General Meeting without prior reference to it and always remains subordinate to the General Meetings.
- 10.6 The Committee shall have power to co-opt any member to replace a vacant position in the Committee for the balance of the term until the next Annual General Meeting.
- 10.7 The Committee shall have power to establish standing committees and ad-hoc committees as from time to time deemed necessary to carry out ASPA's activities.
- 10.8 The Committee has power to authorise the expenditure of a sum not exceeding \$20,000 per month from ASPA's funds for ASPA's purposes.

DUTIES OF OFFICE BEARERS

- 11.1 The President shall chair all General and Committee meetings. He shall also represent ASPA in its dealings with outside persons, organisations, agents and governmental bodies.
- 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 ASPA 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.
- 11.4 The Treasurer shall keep all funds and collect and disburse all moneys on behalf of ASPA and shall keep an account of all monetary transactions and shall be responsible for their correctness. Cheques, etc. for withdrawals from the bank will be signed by the Treasurer and either the President or the Vice-President or the Secretary. He shall present a Report on the accounts at every Annual General Meeting.
- 11.5 The Committee Members shall assist the above office bearers in the general administration of ASPA and perform any other 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 alternate Annual General Meeting and will hold office for a term of two years only and shall not be re-elected for a consecutive term.
- 12.2 They:
- a) shall be required to audit each year's accounts before the Annual General Meeting and present a report upon them to the Annual General Meeting
 - b) may be required by the President to audit ASPA'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 March to end February.

TRUSTEES

- 13.1 If ASPA 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 ASPA 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 becomes a lunatic or of unsound mind.

(b) if he is absent from the Republic of Singapore for a period of more than one year.

(e) 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,

13.4 At least two weeks' written notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given prior to 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.

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

CESSATION AND EXPULSION

14.1 Any member who ceases to be a registered Patent Agent with the Intellectual Property Office in Singapore shall automatically cease to be a member.

14.2 Any Ordinary Member who ceases to be both resident and practising in Singapore shall automatically cease to be such a member but may apply to be an Associate Member.

14.3 Any member who is suspended or struck off by a professional body may be required by the Committee to show cause why his membership should not be terminated, After due inquiry the Committee may terminate his membership.

14.4 A member who is convicted of any criminal offence, or adjudged a bankrupt shall cease to be a member.

14.5 Any member who has failed to pay the annual subscription to ASPA within 3 months of the date of notice by the Treasurer may cease to be a member.

14.6 The rights and privileges of a member shall not be transferable.

- 14.7 The Committee may after due inquiry expel a member who breaches any Article of this Constitution of ASPA, its Bye-Laws, Directives or Code of Conduct or performs any act which damages or is likely to damage the reputation of ASPA.
- 14.8 The member being expelled shall be entitled to appeal to a General Meeting against the decision of the Committee made pursuant to Article 14.7. A General Meeting shall be convened by the Committee as soon as practicable for that purpose on request by such member, provided that such request shall be made within two weeks of receipt of the decision of the Committee. The decision of the General Meeting shall be by way of the vote of the majority of the members present and shall be final and binding on such member. If no such request is made or such request is not made within the prescribed time period, the decision of the Committee shall be final and

binding on such member.

- 14.9 A person who has ceased to be a member whether voluntary or not, shall not be entitled to make any claim against ASPA, its property and funds.

PROHIBITIONS

- 15.1 Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250, is forbidden on the premises of ASPA. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- 15.2 The funds of ASPA shall not be used to pay the fines of members who have been convicted in a court of law.
- 15.3 ASPA 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 ASPA 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 service which adversely affects consumer interests.

15.5 APSA shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

15.6 ASPA shall not hold any lottery, whether confined to its members or not, in the name of ASPA or its office-bearers, Committee or members unless with the prior approval of the relevant authorities.

15.7 ASPA 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, addition or 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.

COMMITTEE'S DECISION

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 ASPA shall not be dissolved, except with the consent of not less than three-fifths ($\frac{3}{5}$) of the total voting membership of ASPA for the time being resident in Singapore, expressed either in person or by proxy, at a General Meeting convened for the purpose. Notice to members shall be given at least twenty-one (21) days prior to the date of the General Meeting at which the motion for dissolution is to be voted upon.

19_2 In the event of ASPA being dissolved as provided above, all debts and liabilities legally incurred on behalf of ASPA 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.
