

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
THE HONG KONG INSTITUTE OF TRADE MARK
PRACTITIONERS LIMITED
(香港商標師公會有限公司)

Incorporated the 9th day of December, 1988.

(Reprinted with Amendments as at
21st September 1988, 21st September 1989, 13th July 1995, 24th September 1996,
22nd September 1998, 23rd September 1999, 20th September 2000, 14th October 2003,
27th September 2006, 24th September 2012 and 29th October 2015.)

Bodnar Horvath
Solicitors & Notaries
HONG KONG

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November 2015

No. 245623
編號

(COPY)



CERTIFICATE OF INCORPORATION
公司更改名稱
ON CHANGE OF NAME
註冊證書

I hereby certify that
本人茲證明

HONG KONG ARTICLE NUMBERING ASSOCIATION
LIMITED

having by special resolution changed its name, is now incorporated under the name of
經通過特別決議案，已將其名稱更改，該公司現在之註冊名稱為

HONG KONG ARTICLE NUMBERING ASSOCIATION
LIMITED

(香港貨品編碼協會有限公司)

Given under my hand this Twenty-First day of December
簽署於一九九三年十二月廿一日。

One Thousand Nine Hundred and Ninety Three.


MRS. R. CHUN

P. Registrar of Companies
Hong Kong

香港公司註冊處處長
(公司註冊主任 秦梁素芳 代行)

235386

(COPY)

No.
編號



CERTIFICATE OF INCORPORATION
公司更改名稱
ON CHANGE OF NAME
註冊證書

Whereas THE HONG KONG INSTITUTE OF TRADE MARK AGENTS LIMITED
查

..... was incorporated in
已在香港依據
Hong Kong as a limited company under the Companies Ordinance on the
公司條例註冊成為有限公司，其註冊日期為

Ninth day of December, 1988 ;
一九八八年十二月九日；

And whereas by special resolution of the Company and with the approval of
又該公司經通過特別決議案及獲公司註冊官
the Registrar of Companies, it has changed its name;
批准後，已將其名稱更改；

Now therefore I hereby certify that the Company is a limited company
本人茲證明該公司現為一有限公司，其註冊
incorporated under the name of THE HONG KONG INSTITUTE OF TRADE MARK
名稱為
PRACTITIONERS LIMITED.

Given under my hand this Twenty-seventh day of October
簽署於一九八九 年 十 月 二十七日。

One Thousand Nine Hundred and Eighty- nine.


M. WONG
P. Registrar General
(Registrar of Companies)
Hong Kong
香港註冊總署署長暨公司註冊官
(註冊主任黃振維代行)

No. 235386

編號

[COPY]
CERTIFICATE OF INCORPORATION
公司註冊證書

I HEREBY CERTIFY that
本人茲證明

THE HONG KONG INSTITUTE OF TRADE MARK AGENTS LIMITED

is this day incorporated in Hong Kong under the Companies Ordinance,
於本日在香港依據公司條例註冊成為
and that this company is limited.
有限公司。

GIVEN under my hand this Ninth day of December, One
簽署於一九八八年十二月九日。
Thousand Nine Hundred and Eighty-eight.

(Sd.) Mrs. M. F. LEE

.....
p. Registrar General
(Registrar of Companies)
Hong Kong

香港註冊總署署長暨公司註冊官
(註冊主任李石美芳代行)

COMPANIES ORDINANCE (CHAPTER 32)

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

**THE HONG KONG INSTITUTE OF TRADE MARK
PRACTITIONERS LIMITED**

(香港商標師公會有限公司)

- *1. The Name of the Company is “THE HONG KONG INSTITUTE OF TRADE MARK PRACTITIONERS LIMITED (香港商標師公會有限公司)”.
2. The Registered Office of the Company will be situate in the Territory of Hong Kong.
3. The Objects for which the Company (hereinafter referred to as “the Institute”) is established are:-
 - (a) To protect the interests of all firms, and persons engaged in the profession of Trade Mark Agents, and with that object to maintain a register of firms, and persons practising as Trade Mark Agents.
 - (b) To protect the interests of all proprietors of Trade Marks.
 - (c) To improve, support, and protect the interests and status of Trade Mark Agents, and maintain the dignity of an honourable profession.
 - (d) To give the Legislature, Public Bodies, and others, facilities for ascertaining the views of companies, firms, and persons engaged in the said profession as regards matters directly or indirectly affecting such profession, and to confer with any public bodies, companies, clubs or others with reference thereto.
 - (e) To originate and promote improvements in the laws affecting the said profession, and to support or oppose alterations therein, and to effect improvements in administration, and for the purposes aforesaid to petition Government and take such other steps and proceedings as may be deemed expedient.

*As changed by Special Resolutions passed on 21st September 1989 and 13th July 1995.

- (f) To afford advice to and diffuse information on all matters, affecting Trade Mark Agents, and to print, publish, issue, circulate, and give access to such papers, periodicals, books, circulars, and other literary undertakings as may seem conducive to the attainment of any of the objects of the Institute.
- (g) To improve and elevate the technical and general knowledge of companies, firms, and persons engaged in the said profession, or in any employment in connection therewith, and to promote just and honourable practice in the conduct of business, and to suppress malpractice.
- (h) To hold and conduct examinations for testing the knowledge and proficiency of members or would-be members of the said profession.
- (i) To consider and discuss all questions affecting the said profession, and to procure the delivery of lectures on subjects of interest to companies, firms, or persons engaged in such profession.
- (j) To cultivate and obtain reciprocal relations with kindred institutions in Hong Kong or in other countries.
- (k) To establish, form, and maintain a library and a collection of models, designs, drawings, and other articles of interest in connection with the said profession.
- (l) To provide facilities for social intercourse between the Members of the Institute and their friends.
- (m) To adopt such means of making known any of the objects of the Institute as may seem expedient, and in particular by advertising in the press, by circulars, by publication of books and periodicals, and by any other means.
- (n) To undertake and execute any trusts which may be conducive to the attainment of any of the objects of the Institute.
- (o) To 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 Institute, in the shape of donations, annual subscriptions, or otherwise.
- (p) To establish, subsidise, promote and co-operate with, become a member of, act as or appoint agents or delegate for, control, manage, superintend, or otherwise assist any association, or institution, incorporated or not incorporated, not formed for the purposes of profit and having objects altogether or in part similar to those of the Institute, and not being a trade union.
- (q) To acquire by purchase, exchange, lease, hiring, or otherwise, any land, buildings, machinery, plant, or other property desirable to be acquired for any of the purpose of the Institute.

- (r) To enter into any arrangement with any Governments or authorities (local, supreme, or otherwise) that may seem conducive to the attainment of the Institute's objects or any of them, and to obtain from them and exercise any rights, privileges, licences and concessions which may seem desirable.
- (s) To raise or borrow money on any terms or conditions upon the security of Debenture Stock, Debentures, mortgages of or charges upon, all or any of the property and assets of the Institute, present or future, or without any such security, and to make, accept, endorse, and execute promissory notes, bills of exchange, and other negotiable instruments, and to issue and grant receipts and acknowledgements of moneys received or held on deposit or otherwise.
- (t) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Institute.
- (u) To apply the money of the Institute in any way in or towards the establishment, maintenance, benefit, or extension of any association, institution, fund, exhibition, or show intended to advance the interests of the said profession, whether or not in common with other classes of persons, and to contribute to any fund raised by local or public subscription for any purpose whatever or to any charitable object.
- (v) To form, establish, and bring out, or assist in bringing out any other associations or association with limited liability, having objects similar, or partly similar, to those of this Institute. and to subscribe for and take shares or debentures, bonds, or obligations of any such companies or company, and guarantee the payment of any securities issued by any such association.
- (w) To invest in any manner authorised by the regulations of the Institute moneys not immediately required for the purposes of the Institute, and to lend money at interest upon securities or otherwise.
- (x) To amalgamate with any companies, institutions, societies, or associations having objects altogether or in part similar to those of this Institute.
- (y) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities, and engagements, of any one or more of the companies, institutions, societies or associations with which this Institute is authorised to amalgamate.
- (z) To transfer all or any part of the property, assets, liabilities, and engagements of this Institute to any one or more of the companies, institutions, societies, or associations with which this Institute is authorised to amalgamate.
- (aa) To do all such lawful things as are incidental or conducive to the attainment of any of the aforesaid objects or otherwise for furthering the objects of the Institute, and either in this territory or abroad: Provided nevertheless that the Institute shall not support with its funds any object or endeavour to impose on or procure to be observed by its Members or others any regulation or restriction which if an object of the Institute would make it a trade union.

PROVIDED ALSO that in case the Institute shall take or hold any property subject to the jurisdiction of the Education Department the Institute shall not sell, mortgage, charge, or lease the same without such authority or approval or consent as may be required by law, and as regards any such property, the Council or Governing Body of the Institute shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property, in the same manner and to the same extent as they would, as such Council or Governing Body, have been if no incorporation had been effected, and the incorporation of the Institute shall not diminish or impair any control or authority exercisable by the High Court of Justice, or the Education Department, over such Council or Governing Body, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Institute were not incorporated. In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. The Liability of the Members is limited.

5. Every Member of the Institute undertakes to contribute to the assets of the Institute, in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Institute, contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding Ten Hong Kong Dollars.

6. The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of Dividend, Bonus or otherwise howsoever by way of profit, to the Members of the Institute: Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Institute or to any Member of the Institute in return for any services actually rendered to the Institute, nor prevent the payment of interest at a rate not exceeding five per centum per annum on money lent, or reasonable and proper rent for premises demised or let by any Member to the Institute, but so that no Member of the Council of Management or Governing Body of the Institute shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees, and that no remuneration or other benefit in money's worth shall be given by the Institute to any Member of such Council or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid, on money lent, or reasonable and proper rent for premises demised or let to the Institute: PROVIDED that the provision last aforesaid shall not apply to any payment to any company of which a Member of the Council of Management or Governing Body may be a member, and in which such Member shall not hold more than one Hundredth part of the capital, and such Member shall not be bound to account for any share of profits he may receive in respect of such payment.

7. If upon the winding up or dissolution of the Institute 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 of the Institute, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Institute 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 is imposed on the Institute under or by virtue of Clause 6 hereof, such institution or institutions to be determined by the Members of the Institute 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.

8. True accounts shall be kept of the sums of money received and expended by the Institute and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Institute; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Regulations of the Institute for the time being, such accounts shall be open to the inspection of the Members. Once at least in every year the accounts of the Institute shall be examined, and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

9. Every Member of the Institute will maintain to the best of his or her ability the standards of conduct laid down from time to time by the Council of the Institute who will require such Members to maintain at least the standards of conduct required of solicitors by the Law Society.

WE, the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

- (Sd.) RICHARD RALPH HALSTEAD, 19th Floor, Prince's Building, Chater Road, Hong Kong, Chartered Patent Agent and Trade Mark Agent.
- (Sd.) PETER LI PING LAM (李秉琳), 2201, Gloucester Tower, The Landmark, 11 Pedder Street, Hong Kong, Solicitor.
- (Sd.) CARIN ELIZABETH BURCHELL, 7th Floor, Alexandra House, Chater Road, Hong Kong, Trade Mark Agent.
- (Sd.) JANICE PENELOPE VAN DER LINDEN, 20th Floor, West Tower, Bond Centre, 89 Queensway, Hong Kong, Chartered Patent Agent.
- (Sd.) GERALDINE DOWNEY, 2201, Gloucester Tower, The Landmark, 11 Pedder Street, Hong Kong, Solicitor.
- (Sd.) JOHN IP SHIU ON (葉兆安), 190 Hennessy Road, Hong Kong, Trade Marks Manager.
- (Sd.) NICHOLAS EUGENE FRANCIS BODNAR-HORVATH, 4th Floor, Printing House, 18 Ice House Street, Central, Hong Kong, Solicitor.
- (Sd.) MICHAEL PENDLETON, 5th Floor, Knowles Building, Pokfulam Road, Hong Kong, Solicitor.

DATED the 12th day of October, 1988.

Witness to the above Signatures :-

(Sd.) PHILIP D. WOODS
Solicitor
Prince's Building
6th Floor
Hong Kong

COMPANIES ORDINANCE (CHAPTER 32)

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE HONG KONG INSTITUTE OF TRADE MARK
PRACTITIONERS LIMITED
(香港商標師公會有限公司)

PRELIMINARY

1. In these Articles the following words shall have the respective meanings hereby assigned to them, unless there be something in the subject or context inconsistent therewith:-

“The Institute” means The Hong Kong Institute of Trade Mark Practitioners Limited (香港商標師公會有限公司).

“The Council” means the Members for the time being of the Council hereby constituted.

“In writing” means written or printed, or partly written and partly printed.

“Members” means those persons who are for the time being Members of the Institute.

“The Office” means the Registered Office of the Institute for the time being.

“Month” means calendar month.

“The Register” or “Register of Members” means a register or list maintained by the Institute of Members.

Words importing the singular number only include the plural number and vice versa.

Word importing the masculine gender include the feminine gender.

“These Articles” means the Articles of Association of the Institute from time to time in force.

These Articles shall be construed with reference to the provisions of the Companies Ordinance Chapter 32 and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Ordinance.

The Regulations contained in Table C in the First Schedule to the Companies Ordinance shall not apply to the Institute.

MEMBERS

2. Such persons as shall have been duly and regularly admitted to Membership and remain members at the date of adoption of these Articles and such other persons as shall be admitted hereafter in accordance with these Articles and the By-Laws made hereunder and none others, shall be Members of the Institute and shall remain or be entered in the Register of Members accordingly, as the case may require. The number of members is unlimited.

CLASSES OF MEMBERS

***3. The Membership of the Institute shall consist of Founder Members, Ordinary Members, Overseas Members and Student Members.

GENERAL QUALIFICATION FOR MEMBERSHIP

4. Every candidate shall satisfy the special regulations contained in these Articles and Bye-Laws of the Institute as to the qualification of candidates for particular classes of membership and any rules from time to time made by the Council, and, in addition, before being elected to membership of any class the Council shall satisfy itself that the candidate is of good character and repute, of adequate educational attainments and by reason of his profession or intended profession or of the office which he holds or intends to take up is in all respects a fit and proper person to be admitted to membership.

FOUNDER MEMBERS

*5. Founder Member shall comprise any person who at the date of these Articles and during the year of 1988 is on the Register as a Founder Member of the Institute.

ORDINARY MEMBERS

6. Ordinary Members shall comprise every person who from the 1st day of January 1989 is on the Register as a Founder Member and every person thereafter elected or to be elected into the class of Ordinary Members.

**7. Every candidate for election as an Ordinary Member shall be resident in Hong Kong and shall be not less than 21 years of age and shall comply with one of the following conditions:-

- (a) that he is a person on a Register of Patent Agents or Patent Attorneys or Trade Mark Agents or Trade Mark Attorneys in any relevant jurisdiction (as determined by the Council) and who has been practising trade mark law for at least two years of which at least six months practice has been in Hong Kong and a substantial part of which practice in Hong Kong has been in Hong Kong trade mark law; or

* As altered by Special Resolution passed on 13th July 1995.

** As altered by Special Resolutions passed on 21st September 1989, 13th July 1995 and 20th September 2000.

*** As altered by Special Resolution passed on 22nd September 1998.

- (b) that he is a solicitor or barrister entitled to practice in Hong Kong and who has been practising trade mark law to a substantial extent for two or more years of which at least six months practice has been in Hong Kong and a substantial part of which practice in Hong Kong has been in Hong Kong trade mark law; or
- (c) that he is qualified by examination to practice trade mark law in any relevant jurisdiction (as determined by the Council) and who has been practising trade mark law to a substantial extent for two or more years of which at least six months practice has been in Hong Kong and a substantial part of which practice in Hong Kong has been in Hong Kong trade mark law; or
- (d) that he is a former official of the Hong Kong Trade Mark Registry with five or more years experience at the grade of “Assistant Registrar 1” or above as defined by the Hong Kong Government; or
- (e) that he has passed all Parts of the Institute’s Entrance Examination (“Certificate in Hong Kong Trade Mark Law and Practice” issued by the School of Professional and Continuing Education of the University of Hong Kong or any other such examination as may be decided from time to time by Council) and has worked in practice in Hong Kong for two or more years with a Founder Member or Ordinary Member who is wholly or principally engaged in the practice of Hong Kong trade mark law; or
- (f) that he has been practising trade mark law in Hong Kong to a substantial extent for at least five years and a substantial part of which practice in Hong Kong has been in Hong Kong trade mark law and who the Council may at their absolute discretion admit to membership.

STUDENT MEMBERS

8. Student Members shall comprise those persons who, at the date of adoption of these Articles are on the Register as Student Members of the Institute and every person thereafter elected as such.

The Council may elect as a Student Member any person who is sponsored by a Founder or Ordinary Member and has for at least three months been (i) as assistant of a Founder or Ordinary Member, or (ii) a person employed in the office of a Trade Mark Agent or Patent Agent and who is wholly or principally engaged in Trade Mark work, but the Council shall have the power to elect as a Student Member any other candidate whom it considers eligible.

9. A person shall not be elected or remain as a Student Member if he is qualified for election to another Class of Membership.

10. Student Members shall enjoy such privileges as the Council may from time to time determine. They shall not be entitled to receive notice of or attend meetings of the Institute unless they are so invited by the Council but shall not in any event be elected to the Council or Institute or to take part in the management of the affairs of the Institute with the exception of meetings of Student Members arranged by or on behalf of the Institute for the purpose of study.

OVERSEAS MEMBERS

*10A. Overseas Members shall comprise those persons who at the date of adoption of these Articles are on the Register as Overseas Members of the Institute; and every person thereafter elected as such. Every candidate for election as an Overseas Member shall be not less than 21 years of age, shall prove to the satisfaction of the Council that he is (and has been for such period as the Council may prescribe) practising as or engaged in the profession or work of a Trade Mark Practitioner outside Hong Kong, shall be sponsored by two Founder or Ordinary Members and shall in the opinion of the Council be of good repute.

*10B. An Overseas Member shall be removed from the list of Overseas Members and he shall be deemed to have resigned from the Institute on the Council being satisfied that he has an office or is practising in Hong Kong, subject (a) to notice of removal being given to the Overseas Member concerned, and (b) of his right to submit an explanation in writing for the Council's consideration. An Overseas Member so removed shall have the right to apply for election as an Ordinary Member providing he is qualified for membership as an Ordinary Member.

*10C. An Ordinary Member leaving Hong Kong may apply in writing to the Council for election as an Overseas Member.

*10D. Overseas Members shall be entitled to the same privileges of membership as Ordinary Members except the right to receive notices or to attend or vote at meetings of the Institute or to be elected to the Council or to nominate candidates for election to the Council or Institute or to take part in the management of the affairs of the Institute.

ELECTION AND WITHDRAWAL OF MEMBERS

11. All Members shall be elected by the Council.

Every application for membership shall be made to the Council upon a form to be provided by the Institute, duly completed as regards all particulars therein required.

12. Any Member may withdraw from the Institute by giving one month's notice in writing of his intention so to do, and upon the expiration of such notice, he shall cease to be a Member but a Member but shall remain liable for payment of arrears of subscriptions or other moneys (if any) due to the Institute upon his ceasing to be a Member. Where any person who has withdrawn from membership in accordance with this Articles seeks readmission, he shall not be required to pass any entrance examination if he was formerly an Ordinary Member or to furnish particulars anterior to the date of his original election, but must with these exceptions comply with such of the By-Laws and Articles of Association and such other terms and conditions as the Council may think fit to require in each individual case.

*As altered by Special Resolution passed on 22nd September 1998.

AFFILIATES

- **12A. Affiliates shall comprise those persons who at the date of adoption of these Articles are on the Register as Affiliates of the Institute and every person thereafter elected as such.
- **12B. Every candidate for election as an Affiliate shall be not less than 21 years of age, shall be admitted to practise law or on a Register of Patent Agents or Patent Attorneys or Trade Mark Agents or Trade Mark Attorneys in any relevant jurisdiction (as determined by the Council), who has been practising in Hong Kong for two or more years and who shall prove to the satisfaction of the Council that a part of that practice in Hong Kong has been in trade mark or other intellectual property law, namely patents, copyright or designs.
- *12C. Affiliates shall enjoy such privileges as the Council may from time to time determine. They shall not be entitled to receive notices of or attend meetings of the Institute unless they are so invited by the Council, but shall not in any event vote at meetings of the Institute nor be elected to the Council nor nominate candidates for election to the Council or Institute nor take part in the management of the affairs of the Institute.
- *12D. An Affiliate wishing to be elected as an Ordinary or Student Member may apply to the Council at any time.
- *12E. A person shall not remain as an Affiliate if he is qualified for election as an Ordinary Member.
- *12F. All Affiliates shall be elected by the Council.

Every application for affiliation shall be made to the Council upon a form to be provided by the Institute, duly completed as regards all particulars therein required.

Any Affiliate may cease to be such by giving one month's notice in writing of his intention so to do, and upon the expiration of such notice, he shall cease to be an Affiliate but shall remain liable for payment of arrears of subscriptions or other moneys (if any) due to the Institute upon his ceasing to be an Affiliate.

BY-LAWS

13. The Institute shall upon the recommendation of the Council but not otherwise have power by Special Resolution to make By-Laws for the regulation of the affairs of the Institute and for the furtherance of its objects and from time to time to amend or revoke the same. Provided always that except with the previous sanction of the appropriate regulatory authorities no By-Laws shall be so made or shall have any validity or effect if it constitutes or involves any variation of or addition to these Articles. All such By-Laws for the time being in force shall be binding upon the members of the Institute in the same manner as these Articles. In the event of any conflict between the By-Laws and these Articles the provisions of these Articles shall prevail. In the interpretation of the By-Laws the provisions of Article 1, so far as applicable, shall apply thereto.
- *14. Every Member and every Affiliate shall be bound to further to the best of his ability the objects, interests, and influence of the Institute and shall observe all the By-Laws for the time being of the Institute.

*As altered by Special Resolution passed on 14th October 2003.

**As altered by Special Resolution passed on 27th September 2006.

SUBSCRIPTIONS AND ENTRANCE FEES

- **15.** Every Member and every Affiliate shall from time to time pay to the Institute such subscription as shall be prescribed by or in accordance with the By-Laws.
- **16.** If a Member or Affiliate does not make full payment of any subscription by the date specified in a notice (by invoice or other means) from the Secretary of the amount payable by him his membership or affiliation shall cease and any part payment tendered shall be refunded. In the case of annual membership subscriptions the date specified by the Secretary shall not be earlier than the last day of January in the year for which the membership subscription is due. Where any person who has ceased to be a Member or Affiliate by reason of default in such payment desires reinstatement of his membership he shall make application to the Council who shall resolve the matter at its discretion.
- **17.** The Council may, if they think fit, require the payment of an entrance fee from all persons seeking to become Members or Affiliates of the Institute and may in their discretion from time to time discontinue, reduce, remit, or re-impose such entrance fee, and any such entrance fee shall be of such amount as the Council shall from time to time fix, and shall be payable at the same time as the first annual subscription.

GENERAL MEETINGS

- *18.** The Institute shall hold a General Meeting as its Annual General Meeting in every year (but not more than fifteen months after the holding of the preceding Annual General Meeting) at such time and place as may be determined by the Council, and shall specify the meetings as such in the notices calling the same. All other General Meetings shall be called "Extraordinary General Meetings".
- 19.** The Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisitions, or, in default, may be convened by such requisitions, as provided by Section 113 of the Companies Ordinance (Chapter 32).
- 20.** An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at least, and a meeting of the Institute other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Institute in General Meeting, to such persons (including the Auditors) as are, under the Articles of the Institute, entitled to receive such notices from the Institute. Provided that a meeting of the Institute shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:
- (a) in the case of a meeting called as the Annual General Meeting by all the Members entitled to attend and vote thereat;
 - (b) in the case of any other meetings, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent, of the total voting rights at that meeting of all Members.

*As altered by Special Resolution passed on 24th September 1996.

**As altered by Special Resolution passed on 14th October 2003.

21. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

22. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:

- (a) every Founder and Ordinary Member except those Members who (having no registered address within the territory of Hong Kong) have not supplied to the Institute an address within the territory of Hong Kong for the giving of notices to them; and
- (b) the Auditors for the time being of the Institute.

No other person shall be entitled to receive notices of General Meetings.

23. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting with the exception of the reading and approval of the Minutes of the previous Meeting, the consideration of the accounts, balance sheets and reports of the Council and Auditors, and the appointment and fixing the remuneration of the Auditors.

*24. The quorum for a General Meeting shall be five Founder or Ordinary Members personally present.

25. If within fifteen minutes from the time appointed for a Meeting a quorum is not present, the Meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or at such other time and place as the Council shall determine; and if at such adjourned Meeting a quorum (as above fixed) is not present within half an hour from the time appointed for the Meeting the Members present shall form a quorum and shall be empowered to deal with the business of the Meeting.

26. The President of the Council, and him failing, the Vice-President shall preside at every General Meeting of the Institute.

27. If there be no President or Vice-President, or if at any General Meeting none of them is present within fifteen minutes after the time appointed for holding the Meeting, the Members present shall choose some one of their number to preside at the Meeting.

28. The President (or other Member presiding) may, with the consent of the Meeting adjourn any Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting.

29. At any General Meeting, unless a poll is demanded by at least five Members, a declaration by the President (or other Member presiding) that a resolution has been carried or lost or carried or not carried by a particular majority and an entry to that effect in the book of proceedings of the Institute, shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution. No poll shall be demanded on the appointment of a Member to preside at a Meeting or on a question of adjournment.

*As altered by Special Resolution passed on 22nd September 1998.

30. If a poll is duly demanded by five or more Members present in person or by proxy or by a Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the Meeting it shall be taken in such manner as the President (or other Member presiding) directs, and the result of such poll shall be deemed to be the Resolution of the Institute in General Meeting. In the case of any equality of votes at any General Meeting, or at the poll, if a poll be demanded, the President (or other Members presiding) shall be entitled to a second or casting vote. The demand for a poll may be withdrawn.

VOTES OF MEMBERS

*31. At meetings of the Institute every Founder or Ordinary Member shall have one vote and upon a poll, votes may be given either personally or by proxy provided however that no Member shall hold more than two proxies in addition to his own vote.

**32. The instrument appointing a proxy shall be in writing under the hand of the appointor. A proxy must be a Member of the Institute.

33. The instrument appointing a proxy shall be deposited at the Office not less than forty-eight hours before the time for holding the Meeting or adjourned Meeting at which the person named in such instrument proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

34. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

COUNCIL

1. NUMBER AND APPOINTMENT OF COUNCIL

35.(i) There shall be a Council consisting of a President and one Vice-President, both being Members of the Institute and not less than six or more than fifteen other persons elected from amongst Ordinary and Founder Members, two of whom shall act as the Treasurer and the Secretary respectively.

(ii) Every candidate for election as a Member of the Council at the Annual General Meeting in each year must be nominated in writing by a Member of the Institute. Such nominations shall be lodged at the Office prior to a date to be notified each year to the Members entitled to take part in such election.

(iii) At the Annual General Meeting of the Institute in each year one-half of the Members of the Council (other than the President and Vice-President), shall retire, but shall be eligible for re-election. The Members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Members of the Council on the said day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A President shall retire from his office after holding that office for two consecutive years and although he shall be eligible for immediate election as a Member of the Council shall not be eligible for re-election to the office of President within two years of his retirement from the office of President.

*As altered by Special Resolutions passed on 22nd September 1998 and 14th October 2003.

**As altered by Special Resolution passed on 14th October 2003.

- (iv) The re-election of Memers of the Council shall be taken as follows: Prior to the Annual General Meeting of the Institute in each year the Council shall cause voting papers, giving a list of the persons nominated as Members to serve on the Council for the ensuing year drawn up in such form and giving such particulars as the Council may determine, to be served upon every Member of the Institute intimating in each case a date by which and an address to which such voting papers shall be returned directed to the Auditors of the Institute or such other persons as shall be nominated by the Council to act as scrutineers, and at the Annual General Meeeeting of the Institute in each year it shall be the duty of the scrutineers to report to the Meeting the result shown by such voting papers.
- (v) In case of an equality of votes appearing from such report to have been given to two or more candidates, and the vacancies not permitting both or all to be elected, the Members present at the Meeting shall by ballot determine which of such candidates is or are to be elected.
- (vi) No canvassing shall take place in connection with any election of the Council. Any candidate by whom or on whose behalf, whether with or without the knowledge of such candidate, canvassing shall take place shall be liable to be disqualified for election at the election in connection with which the canvassing shall have taken place.
- (vii) Any question arising as to whether any canvassing shall have taken place by or on behalf of any candidate and as to whether any candidate by or on whose behalf such canvassing shall have taken place ought to be disqualified shall be determined by the Council, whose decision shall be final and binding on all parties. Any question (which is not directed by the Articles to be dealt with by the Council) arising upon the scrutineers' report or otherwise in connection with the election of the Council shall be determined by the Institute in General Meeting.
- (viii) The Council may at any time appoint any Member as a Member of the Council to fill a vacancy, and any Member so appointed shall remain in office until the next Annual General Meeting, but shall be eligible for re-election at that Meeting. Where a vacancy on the Council is required to be filled the Council shall normally appoint the candidate with the highest number of votes who was unsuccessful at the last Council elections and is now willing to accept appointment to the Council, but may, in its discretion, appoint any other person.

2. PRESIDENT AND OTHER OFFICERS

36. The Council shall forthwith after each Annual General Meeting, elect by ballot a President, a Vice-President, a Secretary and a Treasurer of the Institute to hold office until the close of the next Annual General Meeting. Such President and Vice-President shall also become President and Vice-President of the Council. The Council may, by ballot, fill up a casual vacancy in the office of President, Vice-President, Secretary or Treasurer. Members of the Institute for the time being shall also be eligible for the office of President or Vice-President. Provided that a President shall retire from this office after holding such office for two consecutive years and although he shall be eligible for election as a Member of the Council shall not be eligible for re-election to the office of President within two years of his retirement.

37. For the purposes of such election any Member of the Council may nominate, by a date to be notified prior to the Meeting at which the election is to take place, any Member of the Institute as President, or Vice-President respectively for the ensuing year, and only persons thus nominated shall be eligible for election to those offices. A list of persons so nominated shall thereupon be forwarded to every Member of the Council so that the same may be received before the Meeting of the Council at which the election is to take place. In the event of it appearing at any such Meeting that no one eligible and willing to serve has been nominated for any or either of such offices, then the Members present may proceed to fill the office or offices for which no such nomination has been received without requiring such nomination, or may postpone the election thereto to an adjourned or future Meeting of the Council.

3. COUNCIL AND COMMITTEES

38. The business of the Institute shall be managed by the Council, who may exercise all such powers of the Institute and do on behalf of the Institute all such acts as may be exercised and done by the Institute and as are not by the Companies Ordinance Chapter 32, or by these Articles required to be exercised or done by the Institute in General Meeting; subject nevertheless to the provision of these Articles and of the said Ordinance and to such regulations being not inconsistent with the aforesaid provisions as may be prescribed by the Institute in General Meeting; but no regulations made by the Institute in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

39. In addition and without prejudice to the provisions hereinafter contained with reference to the Disciplinary Committee, the Council may delegate any of its powers to committees consisting of such Members of the Institute as may from time to time be determined by the Council. The President and Vice-President for the time being of the Institute shall be ex-officio members of every Committee of the Council other than the Disciplinary Committee. Every such Committee shall elect a Chairman, who need not necessarily be the President or a Vice-President of the Institute. Every such committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council.

40. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Council so far as the same are applicable and are not superseded by any regulations made by the Council under the last preceding Article.

4. DISCIPLINARY PROVISIONS

41. There shall be appointed in each year by the Council from among its Members, a Disciplinary Committee consisting of not less than five Members, of whom three shall form a quorum, for the purpose of investigating and considering questions of professional practice generally and cases of alleged misconduct.

**42. A Member or Affiliate shall not do or permit to be done in the carrying on of his or her practice any act or thing which can reasonably be regarded as soliciting business or advertising in such manner so as to attract business unfairly.

*43. (Deleted by Special Resolution passed on 24th September 1996.)

**As altered by Special Resolution passed on 14th October 2003.

- ***44. Every Member and every Affiliate shall, whether practising alone or in partnership, produce to the Council for inspection once in each year a policy of insurance, certificate or other evidence satisfactory to the Council indicating that he or she is covered by professional liability indemnity insurance to such level at least as the Council may from time to time specify.
- **45. (Deleted by Special Resolution passed on 29th October 2015).
- ***46. A Member or Affiliate may not accept instructions or adopt any procedure which would in any way or for any purpose override his duty to execute each transaction to the best of his judgment in the interests of his client and in particular no Member or Affiliate may act for two or more parties, whose interests may conflict, in the same transaction at the same time before making full disclosure of all the facts of the case to all such parties and obtaining their consent in writing to his so acting.
- ***47. A Member and an Affiliate shall be responsible to the Council for the acts and defaults of any partners of his who are not members of the Institute and of his staff so far as such acts and defaults relate to matters within the scope of his practice as a Trade Mark Practitioner.
- ***48. If any Member or Affiliate (a) becomes bankrupt or insolvent or suspends payment or enters into any composition with his creditors generally; or (b) is found lunatic or becomes of unsound mind; or (c) is convicted by any competent tribunal of an offence which in the opinion of the Disciplinary Committee renders him unfit to be a Member or Affiliate of the Institute; or (d) fails to comply with any of the regulations contained in these Articles or any regulations or decisions lawfully made by the Council or the By-Laws; or (e) is in the opinion of the Council guilty of dishonourable or disgraceful conduct or in his conduct or business acts in a manner detrimental to the interests of the Institute or unbecoming the character of a Member or Affiliate; the Council, at a meeting convened with notice of intention to consider the case, at which not less than one-half of the Members of the Council shall be present, shall be at liberty by resolution specifying which of the above-mentioned disqualifications constitute the ground of the resolutions, passed by a majority of not less than 3/4ths of those present and voting, to expel him from membership or affiliation or to suspend all or any of his rights of membership or affiliation or to call for and accept his resignation, or to reprimand him, without prejudice to the right of the Institute to recover any arrears of subscription or other moneys due from him to the Institute. Provided that if the Resolution is not passed by the requisite majority, the Council shall be at liberty to direct that no minute thereof be recorded and that any reference thereto already entered in any minutes be expunged.
- ***49. If the case of a Member or Affiliate whose conduct is called in question under paragraph (a), (c), (d) or (e) of the last preceding Article the Disciplinary Committee before reporting the case to the Council for disciplinary action under the said Article shall give to the Member or Affiliate concerned notice of a meeting of the Disciplinary Committee at which his case will be considered and he shall also be given notice of the meeting of the Council convened under the said Article and he shall be entitled, either by himself or by some other Member or Affiliate appointed by him in writing or by or with a Solicitor of the Supreme Court and/or Counsel representing him to appear at such meetings of the Committee and Council respectively and to be heard or to have the persons as aforesaid (if any) representing him heard thereat or to make written representations in explanation of his conduct. The Disciplinary Committee and the Council may appoint a Solicitor of the Supreme Court and/or Counsel to attend and advise the said Committee and the Council both before and at their respective meetings.

**As altered by Special Resolutions passed on 23rd September 1999, 14th October 2003 and 29th October 2015.

***As altered by Special Resolution passed on 14th October 2003.

*50. The Council may in their absolute discretion and in such manner as they think fit notify or cause to be notified to the public that any Member or Affiliate has been expelled or has ceased to be a Member or Affiliate and the name of such Member or Affiliate. No action or other proceedings shall under any circumstances be maintainable by the person referred to in such notification against any person publishing or circulating the same and this Article shall operate as leave for any person to publish and circulate such notification and be pleadable accordingly.

5. PROCEEDINGS OF COUNCIL AND COMMITTEES

51. The Council may meet together for the despatch of business, adjourn or otherwise regulate their Meetings as the Members thereof may think fit. The quorum at Meetings of the Council for the transaction of business, shall be five. Unless otherwise fixed by the Council the quorum at the Meetings of every Committee of the Council shall be three. Questions arising at any Meeting shall be decided by a majority of votes. In case of an equality of votes at Meetings of the Council the President, and at Meetings of any Committee the Chairman shall have a second or casting vote. The continuing Members of the Council may act notwithstanding any vacancy in their body.

52. The President of the Institute shall preside at all Meetings of the Council; but if at any time there be no such President, or if at any Meeting the President be not present within five minutes after the time appointed for holding the same or be not willing to act, the Vice-President, shall preside at such Meeting, or if there be no Vice-President present and willing to act the Members present shall choose some one of their number to preside at such Meeting, and the person so chosen shall preside at such Meeting accordingly.

53. All acts bona fide done by the Council or by any Committee of the Council shall be valid notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Council, or Committee, or of some Member or Members thereof, or that any Member of such Council or Committee was not duly qualified to act.

54. The Council shall cause Minutes to be duly entered in books provided for the purpose:-

- (1) Of all appointments of officers;
- (2) Of the names of the Members present at each Meeting;
- (3) Of all resolutions and proceedings of General Meetings and of Meetings of the Council, or the Institute if purporting to be signed by the Chairman of such Meeting, or by the Chairman of the next succeeding Meeting, shall be sufficient evidence, without any further proof of the matters stated in such Minutes.

6. DISQUALIFICATION OF MEMBERS OF COUNCIL AND COMMITTEES

55. A Member of the Council shall vacate office:-

- (a) If he ceases to be a Member of the Institute.
- (b) If he becomes bankrupt or insolvent or makes a conveyance or assignment of his property for the benefit of, or executes any deed of arrangement in favour of, or makes any composition or arrangement with his creditors generally, or any class of his creditors.

*As altered by Special Resolution passed on 14th October 2003.

- (c) If he becomes of unsound mind.
- (d) If he is absent in any year from four Meetings of the Council without special leave of absence and he is requested to resign by a resolution passed by a majority of the Members of the Council present and voting at a Meeting of the Council of which special notice shall have been given of the intention to propose the resolution.
- (e) If by notice in writing to the Institute he resigns his office.
- (f) If he ceases to hold office or is prohibited from acting by virtue of any provision of the Companies Ordinance Chapter 32.

7. ACCOUNTS

56. The Council shall cause true accounts to be kept giving full particulars:
- (1) Of all moneys, investments and assets and liabilities of the Institute;
 - (2) Of all moneys received and expended by the Institute and of the matters in respect of which such receipts and expenditure arise; and
 - (3) Of all sales and purchases of goods by the Institute.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Institute's affairs and to explain its transactions.

57. The Books of Account shall be kept at the Office or at such other place or places as the Council may from time to time determine and shall at all times be open to the inspection of Members of the Council.

58. The Institute in General Meeting may impose reasonable restrictions as to the time and manner in which the accounts and books of the Institute or any of them shall be open to the inspection of Members of the Institute, and subject thereto such accounts and books shall open to the inspection of the Members at all reasonable times during business hours.

59. The Institute shall in accordance with the Companies Ordinance Chapter 32, cause to be prepared and laid before the Institute at every Annual General Meeting of the Institute such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in the said Ordinance.

60. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Institute in General Meeting, together with a copy of the Auditors' Report shall, not less than Twenty-one days previous to the Annual General Meeting be sent to the Auditors of the Institute and to every Member of whose address the Institute is aware.

8. AUDITORS AND AUDIT

61. Auditors shall be appointed and their duties regulated in accordance with the Companies Ordinance Chapter 32.

9. NOTICES

*62. (1) A notice, document or other information in writing in accordance of these Articles may be served by the Institute upon any Member or Affiliate either in hard copy format or, in an electronic format, by electronic means or by making the same available on the Institute's website.

(2) For the purposes of Article 62(1), such notice, document or other information may be served:-

- (a) personally or by sending it through the post in a prepaid letter addressed to such Member or Affiliate at his registered address as appearing in the Register of Members; or
- (b) in an electronic format or by electronic means to an electronic address provided by the Member or Affiliate to the Institute for that purpose or by making it available to the Institute's website provided that, in each case, such Member or Affiliate has consented to such service in the manner permitted by the Companies Ordinance; or
- (c) by any other means authorised in writing by the Member or Affiliate concerned.

(3) A Member or Affiliate may revoke his agreement that notices, documents or other information may be sent or supplied by the Institute to such Member or Affiliate in an electronic format or by electronic means or made available to such Member or Affiliate through the Institute's website in accordance with Article 62(2) by sending a notice of revocation to the Institute. A notice of revocation shall become effective seven days after the date of service of such notice of revocation upon the Institute.

(4) Upon a Member or an Affiliate receiving from the Institute a notice, document or other information in an electronic format or by electronic means or by the Institute making such notice, document or information available on its website, such Member or Affiliate may request that the Institute send or supply to such Member or Affiliate such notice, document or information in hard copy form. The Institute shall, upon receiving such request from a Member or an Affiliate send or supply to such Member or Affiliate such notice, document or information requested in hard copy form free of charge.

(5) Any notice, document or other information may be served or delivered by the Institute by reference to the Register of Members as it stands at any time not more than fifteen days before the date of service or delivery. No change in the Register of Members after that time shall invalidate that service or delivery.

*63. (1) Any summons, notice, order or other document required to be sent to or served upon the Institute or upon any member of Council, may be sent or served by leaving the same or sending it by mail, postage prepaid addresses to the Institute or any member of Council at the Office.

(2) The Council may from time to time specify the form and manner in which a notice may be given to the Institute by electronic means, including one or more addresses for the receipt of communications by electronic means and may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such communication. A notice may be given to the Institute by electronic means only if it is given in accordance with the requirements specified by the Council.

*As altered by Special Resolution passed on 14th October 2003 and 24th September 2012.

*64. (1) A notice, document or other information served, delivered or issued by or on behalf of the Institute:-

- (a) if served by post, shall be deemed to have been served on the day following that on which the letter containing the notice, document or other information is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice, document or other information was properly addressed and put into the post office as a prepaid letter;
- (b) if sent by electronic means, other than by making it available on the Institute's website, shall be deemed to have been served or delivered forty eight hours following the time that such communication was sent;
- (c) if made available by the Institute on its website, shall be deemed to have been served or delivered forty eight hours from the later of (i) the time that such notice, document or other information was first made available on the Institute's website; and (ii) the time that a Member or Affiliate was notified of the presence of such notice, document or other information on the Institute's website; and
- (d) if sent by any other means authorised in writing by the Member or Affiliate concerned, shall be deemed to have been served or delivered when the Institute has carried out the action it has been authorised to take for that purpose.

(2) Any Member present either personally or by proxy at any meeting at the Institute shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purpose for which such meeting was convened.

(3) Any Member or Affiliate described in the Register of Members by an address not in Hong Kong, who shall from time to time give the Institute a postal address in Hong Kong or an electronic address at which notices may be served upon him electronically, shall be entitled to have notices served upon him at such address or electronically but save as aforesaid and as provided by the Companies Ordinance only those Members or Affiliates who are described in the Register of Members by a postal address in Hong Kong or having supplied the Institute with their electronic address shall be entitled to receive notices from the Institute.

10. INDEMNITY TO OFFICIALS

*65. Subject to the provisions of Section 165 of the Companies Ordinance Chapter 32, every Member of the Council and of every Committee and Sub-Committee shall be indemnified by the Institute against all costs, losses and expenses which any such Member may incur or become liable for in any way in the execution of his office or trusts, except the same shall be incurred or occasioned by his own wilful act or default; and, subject as aforesaid, none of the said Members shall be answerable for any act or default of any other of them or for joining in receipts for the sake of conformity, or for any loss, misfortune, or damage which may happen in the execution of his office or in relation thereto, except the same shall happen by his own wilful act or default.

11. WINDING UP

*66. The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Institute shall have effect and be observed as if the same were repeated in these Articles.

*As altered by Special Resolution passed on 24th September 2012.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

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Solicitor.

DATED the 12th day of October, 1988.

Witness to the above Signatures :-

(Sd.) PHILIP D. WOODS
Solicitor
Prince's Building
6th Floor
Hong Kong