

CONSTITUTION

OF THE

ASEAN INTELLECTUAL PROPERTY ASSOCIATION

(ASEAN IPA)

Inaugurated on 1 December 1996

As amended on 4 November 1998

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ASEAN INTELLECTUAL PROPERTY ASSOCIATION
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SECTION I GENERAL

ARTICLE 1 NAME

- 1.1 The name of the Association shall be "THE ASEAN INTELLECTUAL PROPERTY ASSOCIATION" (ASEAN IPA)

ARTICLE 2 STRUCTURE

- 2.1 The Association shall comprise
- 2.1.1 Individual members; and
 - 2.1.2 Organisation members as defined in Section II, Article 5
- 2.2 The Headquarters and Secretariat of the Association shall be located at such place as may be determined by the Council.

ARTICLE 3 OBJECTS

The objects of the Association shall be to foster ties of mutual friendship, cooperation and understanding among those in the private sector who are concerned with intellectual property in the ASEAN countries, and through such ties to promote the development and protection of intellectual property in the ASEAN countries.

ARTICLE 4 ACTIVITIES

- 4.1 In order to achieve the objects of the Association, the Association shall amongst other activities, carry out the following:
- 4.1.1 Hold meetings
 - 4.1.2 Exchange, monitor and collate information concerning intellectual property
 - 4.1.3 Establish and maintain close contact with various governmental, inter-governmental, and non-governmental organisations in relation to intellectual property, and to participate in meetings to be held by such organisations.
 - 4.1.4 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
 - 4.1.5 Organise other activities as necessary to achieve the objects of the Association

SECTION II MEMBERSHIP

ARTICLE 5 MEMBERSHIP

- 5.1 The following persons shall be eligible to apply for membership of the Association:
- 5.1.1 Individuals who are citizens of, or persons domiciled in, an ASEAN country, concerned with intellectual property
 - 5.1.2 Organisations which are registered or incorporated or otherwise legally recognised as carrying on business or having a presence in an ASEAN country, concerned with intellectual property. Each organisation member shall in writing appoint one official representative to the Association
- 5.2 The members of the Association shall pay a subscription which shall be determined by the Council.

ARTICLE 6 RESIGNATION AND EXPULSION

- 6.1 Any member who has performed an act which is contrary to the objects of the Association or an act which damages or is apt to damage the honour of the Association may be expelled from the Association upon a resolution of the Council.
- 6.2 Any member who has failed to pay the prescribed membership subscription or other dues may be expelled from the Association upon a resolution of the Council.

SECTION III THE COUNCIL AND OFFICERS

ARTICLE 7 THE COUNCIL

- 7.1 The Association shall be governed by a Council which shall consist of not more than 5 individual members from each ASEAN country appointed by the members of the respective ASEAN countries, PROVIDED THAT the Council members so appointed shall be
- (a) either individual members of the Association or official representatives of organisation members of the Association; and
 - (b) citizens of an ASEAN country or domiciled in an ASEAN country.
- 7.2 The first members of the Council shall be members of the ASEAN Private Sector Working Group on Intellectual Property (APSWGIP) as named in the Schedule hereto.
- 7.3 The Council may establish such committees as may be necessary to carry out the objects and activities of the Association.

ARTICLE 8 MEETINGS OF COUNCIL

- 8.1 The Council shall hold a meeting at least once a year.
- 8.2 The President may convene the meeting of the Council from time to time and shall convene a Council meeting upon the request of all the Council members from at least three ASEAN countries. A notice to each member of the Council shall be sent one month in advance of the date of the meeting, except in urgent cases where a shorter period of notice may be given.
- 8.2 The quorum for a Council Meeting shall be at least one fourth of the total number of appointed Council members and comprising Council members from a majority of the ASEAN countries. Each ASEAN country represented at a Council Meeting shall have one vote. Decisions of the Council shall be adopted upon a vote by a majority of the ASEAN countries represented.

Article 9 OFFICERS

9.1 The officers of the Association shall be

- 9.1.1 the President
- 9.1.2 the Vice-President
- 9.1.3 the Secretary
- 9.1.4 the Treasurer

who shall be elected in accordance with this Article

- 9.2.1 The President shall be elected biennially by the Council from its members on a rotation basis by country.
- 9.2.2 The President shall preside over all meetings of the Council and the Association and represent the Association generally.
- 9.3.1 The Vice-President shall be elected biennially by the Council from among its members on a rotation basis by country but shall not be from the same ASEAN country as the President.
- 9.3.2 The Vice-President shall act for the President whenever the President is unable to fulfil his duties.
- 9.4 The Secretary and the Treasurer shall be elected biennially by the Council.

Article 10 DUTIES, POWERS AND TERM OF OFFICE OF COUNCIL MEMBERS

- 10.1 The Council shall undertake such duties and responsibilities as it deems fit to promote and achieve the objects of the Association.
- 10.2 The Council shall consider for approval all applications for membership of the Association.

- 10.3 The Council Members shall hold office for two years following their confirmation of their appointment at a General Meeting of the Association. The Council Members are eligible for reappointment by the members of the respective ASEAN countries. In the case of a vacancy the new Council Member who is appointed to the vacant position shall serve only for the unexpired term of the Council Member being replaced.
- 10.4 The Council shall have power to resolve all disputes relating to the Association and its decision shall be final.
- 10.5 The Council shall have the power to appoint an auditor to audit the books of the Association at such time and in such manner as the Council may determine.

SECTION IV ANNUAL GENERAL MEETING

Article 11 ANNUAL GENERAL MEETING

- 11.1 The President shall convene an annual general meeting soon after the close of the financial year.
- 11.2 Notice of an Annual General Meeting together with an agenda shall be sent one month in advance of the date of the Annual General Meeting to each member of the Association.
- 11.3 At the Annual General Meeting
 - 11.3.1 the Council shall table for approval the Annual Report and the Financial Report of the Association; and
 - 11.3.2 the Council Members so appointed by the ASEAN countries shall be confirmed.
- 11.4 At all Annual General Meetings each ASEAN country shall have the right to one vote only. Resolutions of the Annual General Meeting shall be adopted upon a vote by a majority of the ASEAN countries represented.
- 11.5 The Annual General Meeting shall be presided over by the President. Where necessary, the President may appoint the Vice-President or a Council Member as the Chairman of an Annual General Meeting.
- 11.6 The quorum at all Annual General Meetings shall be members from at least 5 ASEAN countries.

SECTION V FINANCE

Article 12 FINANCE

- 12.1 The funds necessary for carrying out the work of the Association shall be provided by the members' subscriptions, donations, and other sources of funding.

- 12.2 The official currency denomination for the Association shall be determined by the Council.

Article 13 FISCAL YEAR

- 13.1 The fiscal year of the Association shall commence on January 1 and end on December 31.

SECTION VI AMENDMENT OF CONSTITUTION

Article 14 AMENDMENT OF CONSTITUTION

- 14.1 This Constitution may be amended upon an unanimous vote of the Council, a quorum being present.

SECTION VII MISCELLANEOUS

Article 15

- 15.1 The official language of the Association shall be the English language. When the Council recognizes the necessity, it may also designate other official languages.
- 15.2 Regulations or guidelines necessary for implementing the Constitution and implementing the objects of the Association may be made by the Council.
- 15.3 The Association may be dissolved upon an unanimous vote of the full Council. In the event of such dissolution the Council shall decide the manner in which the assets of the Association are to be disposed of.