

IPReg Board, TRB, PRB Rules of Procedure

1. Introduction

- a) The IPReg Board (**IPReg Board**), the Patent Regulation Board (**PRB**) and the Trade Mark Regulation Board (**TRB**) (together, **Boards**) have made these Rules of Procedure (**Rules**) to regulate their procedures and those of their committees and groups.
- b) These Rules are designed to support the requirements in the Delegation Agreements that IPReg has entered into with CIPA and CITMA that:
 - IPReg will ensure that it, the PRB and the TRB carry out their regulatory functions in a transparent, proportionate and non-discriminatory way at all times; and
 - IPReg will always have due regard to the need for equity in the regulation of the patent attorney profession and the trade mark attorney profession in the manner in which it, the PRB and the TRB carry out these functions.

2. Meetings and proceedings of the Boards

- a) The Boards will hold meetings at such regular intervals as they may determine.
- b) The Boards may invite any person to attend all or any part of a meeting.
- c) Meetings may take place at any convenient location.
- d) Meetings may be convened wholly or partly by telephone or video-conferencing facility, and decisions may also be made or ratified following a suitable exchange of correspondence, either electronically or in hard copy. In such circumstances participating Board members will be deemed to be present at the meeting. The provisions of these Rules in respect of meetings (including quorum) will apply.
- e) Issues that only relate to trade mark attorneys will be considered solely by the TRB. Issues that only relate to patent attorneys are considered solely by the PRB. For all other issues, the TRB and PRB may meet jointly.

3. Meetings – agenda and papers

- a) In normal circumstances, the agenda and papers for a meeting will be circulated by email or other electronic means to Board Members (and such other persons as might be agreed from time to time) seven calendar days in advance of the meeting. The non-receipt of papers by any Board Member will not invalidate the business transacted at a Meeting.
- b) Papers may only be tabled at a meeting with the prior permission of the Chair.
- c) No business other than that on the agenda issued in respect of a meeting may be taken, unless otherwise directed by the Chair.

4. Power to call meetings of the Boards

- a) If, in the opinion of the Chair, an urgent matter has arisen, the Chair may call a meeting.
- b) If two or more Board Members submit a request for a meeting to the Chair, the Chair will call a meeting as soon as practicable.

5. Notice of Meetings

- a) Board Members will be notified as soon as practicable of the dates of all meetings of the Boards.
- b) The non-receipt of a notice of a meeting by any Board Member will not invalidate the business transacted at a meeting.

6. Chairing of Meetings

- a) The Chair will, if present, preside at all meetings.
- b) In the absence of the Chair, the lay Board Member nominated by the Chair (or, if they are unavailable, nominated by the Board) will preside.
- c) The procedure at meetings will be determined by the Chair, in accordance with these Rules (and in consultation with the CEO).

7. Procedure at Meetings

- a) Subject to these Rules, Board members may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
- b) The Chair will:
 - preserve order and ensure that all Board members have sufficient opportunity to express their views on all matters under discussion;
 - determine all matters of order, competency and relevancy;
 - determine in which order those present will speak; and
 - determine whether or not a vote is required.
- c) Papers will be taken as read and questions will be directed to the relevant executive colleague, unless otherwise directed by the Chair.
- d) In the event that a Board Member is unable to attend a meeting, s/he may provide written comments on the agenda items ahead of the meeting. These will be read out at the appropriate point in the meeting by the Chair or the relevant executive colleague.
- e) Decisions of the Board will normally be made by consensus. Failing consensus, decisions will be reached by means of a vote when:

- the Chair believes that there are Board Members present at the meeting who disagree with a proposal;
 - when a Board Member who is present requests a vote to be taken; or
 - the Chair considers that a vote should be taken.
- f) Where a vote is taken, the proposal will be determined by a majority of the votes of the Board Members present and voting on the question. The Chair will declare whether or not a resolution has been carried.
- g) In the case of an equality of votes, the Chair will have a second, casting vote.
- h) The minutes of the meeting will normally record only the numerical result of a vote, showing the numbers for and against the proposal and noting any abstentions. A Board member may require that their particular vote be recorded in the minutes.
- i) The Board may agree to defer a decision on a proposal to a later date. The decision to defer, together with the reasons for doing so, will be recorded in the minutes of the meeting.
- j) Any agreement to delegate the decision on a proposal will be recorded in the minutes of the meeting.

8. Quorum of the Boards

- a) The quorum for an IPReg Board, PRB and TRB meeting will be three, comprised of a majority of lay members, save for circumstances where by reason of a vacancy one or more of the Boards is not capable of having a lay majority.
- b) Where a meeting of the Board:
- is not quorate within 30 minutes from the start time for the meeting; or
 - becomes inquorate during the course of the meeting, then the meeting will either:
 - be adjourned to such time, place and date as may be determined by the Board members present; or
 - continue with a requirement that any decisions will require ratification following a suitable exchange of correspondence either electronically or in hard copy following the meeting. Such decisions must also have regard to the quorum requirements in Rule 8. If the meeting regains its quorum, decisions may be ratified within the meeting.

9. Minutes of meetings

- a) The minutes of a meeting will record key points of discussion. Where personnel, finance or other restricted matters are discussed, the minutes will describe the substance of the discussion in general terms.
- b) The minutes of a meeting will also record:
 - the names of every Board member and other person present during any part of the meeting;
 - the names of Board members who have tendered apologies for absence;
 - the withdrawal from a meeting of any Board Member on account of a conflict of interest;and
 - any declaration of interest.

10. Delegation of powers

- a) Providing it is consistent with the Delegation Agreements with CIPA and CITMA, the Boards may authorise:
 - the Chair, the Chief Executive or any other Board member,
 - a committee or subcommittee of the Boards, or
 - a colleague,to exercise, on behalf of the Boards, such of its functions, in such circumstances, as they may determine.
- b) A committee may delegate functions (including functions delegated to the committee) to:
 - a subcommittee,
 - the Chair, the Chief Executive or any other Board member, or
 - a colleague.
- c) There will be a schedule of matters reserved to the Boards.
- d) The IPReg Board remains accountable for all of IPReg's functions and will require regular information about the exercise of delegated functions to enable it to maintain its monitoring role.
- e) The schedule of matters reserved to the Board does not preclude other matters being referred for decision by the Chair or the Chief Executive to the Board. Providing it is consistent with the Delegation Agreements with CIPA and CITMA:

- all powers delegated by the Board can be reassumed;
 - the Board reserves the right to deal with any matters, whether generally or exceptionally, previously delegated;
 - the Board may also vary or revoke such a delegation.
- f) The Chief Executive will prepare and maintain a scheme of delegations identifying which functions they will perform personally and which functions they have delegated. All powers delegated by the Chief Executive can be reassumed and the Chief Executive reserves the right to deal with any matters, whether generally or exceptionally, previously delegated. The Chief Executive may also vary or revoke such a delegation.
- g) Powers are delegated to and from the Chief Executive on the understanding that:
- appropriate expert advice will be sought as necessary and that any costs involved can be met within the authorised budget; and
 - the powers will not be exercised in a manner that is likely to be a cause for public concern or that might have an effect on IPReg's reputation.
- h) In the absence of the Chief Executive, the powers delegated to her may be exercised by the Head of Registration after taking advice as appropriate from the Chair.

11. Conflicts of interest

- a) If a Board member knowingly has any interest or duty that is (or might reasonably be considered to be) material and relevant, whether direct or indirect and whether pecuniary or not, that, in the opinion of a fair-minded and informed observer would suggest a real possibility of bias in any matter that is brought up for consideration at a meeting, the Board member will disclose at the earliest opportunity the nature of the interest or duty to the meeting.
- b) If a Board member has acted in accordance with the provisions of paragraph [x] of these Rules and has explained fully the nature of the interest or duty, the Board members present at the meeting will decide whether and to what extent that Board member should participate in the discussion and the determination of this issue will be recorded in the minutes of the meeting. If it is decided that the Board member should leave the meeting, the Chair may first allow the Board member to make a statement about the item under discussion.
- c) Colleagues who are in attendance at a meeting should declare interests in accordance with the same procedures as for those who are Board members. Where the Chair rules that a potential conflict of interest exists, any colleague so concerned should take no part in the discussion of the matter and may be asked by the Chair to leave the meeting.

12. Meetings and proceedings of committees and groups

- a) The Boards may establish committees or groups and appoint a Chair and members to them.
- b) The Boards will agree and may vary or replace the terms of reference for each committee or group.
- c) The terms of reference for committees and groups are subordinate to these Rules, which take precedence.
- d) The quorum requirements in these Rules do not apply to committees or groups but they must have a lay majority. Decisions on the membership of a committee or group will have due regard to the need for equity in the regulation of the patent attorney profession and the trade mark attorney profession.
- e) Committee and group Chairs will present a report about the committee/group's activities to the next relevant meeting of the Boards.