

# IPIM Meeting

## 7 June 2021:

### Action Minutes

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(Meeting convened via ZOOM)

Present: Ben Buchanan (Chair), Andrea Brewster, Julie Browne, Liz Dawson, Julia Florence, Richard Goddard, Gordon Harris, Michael Silverleaf, James St Ville, Sheila Wallace, Keven Bader

Apologies: Julie Dunnett, Mark Foreman, Lee Davies

#### **Purpose of meeting**

To formalise the transition to a new IPIM.

#### **Review of Fundraising and Accounts**

There has been a positive response to the current fundraising drive, with sufficient raised for IP Inclusive to continue activities for a further year, but currently not enough to fund an administrative assistant, which is an important factor in enabling IP Inclusive to develop as an independent entity.

For now the LEO will handle the book-keeping role, but a new Treasurer will be appointed in due course. The bank account is currently operated by CITMA, who have offered to continue with this for the time being.

#### **Action:**

#### **Formal matters**

- The Resolution for reconstituting IPIM (annexed) was unanimously approved and adopted.
- The new IPIM constitution (included in the annex) was unanimously approved.
- The following new members were appointed to IPIM: Andrea Brewster, Gordon Harris, Michael Silverleaf, James St Ville, Julia Florence. All are acting in a personal capacity, as opposed to formally representing an organisation. Gordon Harris was welcomed as a new member of the group and as a champion of diversity and inclusion.
- CIPA, CITMA, FICPI-UK, IP Bar Association and IP Federation formally confirmed their withdrawal from IPIM. Written confirmation had either been provided in advance, or was received shortly after the meeting. The representatives of these organisations were thanked for their contributions to IPIM and for enabling the current developments. Thanks were also expressed to Ben Buchanan for his excellent chairing, and the contribution of the UK IPO to IP Inclusive. Andrea expressed her hope that the new Advisory Board would include representatives of the founding member organisations, as well as the UK IPO.
- The new Constitution was formally adopted by the new IPIM members.

On conclusion of the formal matters, those stepping down from IPIM left the meeting, as did Keven Bader and Ben Buchanan.

#### **Next Steps**

Appointment of Chair – Michael Silverleaf offered to Chair, and all agreed.

Appointment of Secretary – Julia Florence offered to continue as Secretary; this was also agreed.

Frequency of IPIM meetings – it was agreed that these should be held quarterly. Two meetings a year could be held in conjunction with the Advisory Board meetings.

Agreement of new LEO contract - Andrea has provided a draft to the new IPIM members, to be agreed and signed before 1 July 2021.

Appointment of Advisory Board – a call has gone out for members of the new AB. Some expressions of interest have been received. It's intended and hoped that the AB will represent all sectors and levels of the IP community. Applications for IPIM and the AB have been sought via mailshot and the IP Inclusive website, with a closing date of 30 June 2021; they will be reviewed by current IPIM members at the next meeting.

### **Date of next meeting**

**6 July 2021 @ 4pm**

## **Annex:**

### **7 June 2021 IPIM Resolution**

In order to begin the restructuring of IP Inclusive foreshadowed in the plans presented to its annual meeting on 23 March 2021<sup>1</sup>, IP Inclusive Management (IPIM) resolved the following at its meeting on 7 June 2021.

1. IPIM approves the appended new constitution
2. IPIM appoints the following new members:
  - a. Andrea Brewster
  - b. Julia Florence
  - c. Gordon Harris
  - d. Michael Silverleaf
  - e. James St Ville
3. The following members withdraw from membership of IPIM:
  - a. CIPA
  - b. CITMA
  - c. FICPI-UK
  - d. IP Bar Association
  - e. IP Federation
4. The remaining IPIM members adopt the new constitution

It will be for the reconstituted IPIM to progress the remainder of the restructuring plans, in particular to establish its advisory board, and to appoint further IPIM members if appropriate.

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<sup>1</sup> See <https://ipinclusive.org.uk/newsandfeatures/to-diversity-and-beyond-plans-for-ip-inclusives-future/>

## Appendix: New IPIM constitution

*IP Inclusive Management (IPIM) is an unincorporated association responsible for the governance of the IP Inclusive initiative ([www.ipinclusive.org.uk](http://www.ipinclusive.org.uk)). This is its constitution.*

*Note that this version of the constitution was adopted at an IPIM meeting on 7 June 2021 and replaces all previous versions.*

### 1 Name

- 1.1 The name of the association is “IP Inclusive Management”, referred to in this constitution as “IPIM”.
- 1.2 IPIM also carries out and/or directs activities under the names “IP Inclusive” and “Careers in Ideas”.

### 2 Objects

- 2.1 IPIM’s objects are to promote and improve equality, diversity, inclusivity and wellbeing in the UK’s IP (Intellectual Property) professions.
- 2.2 It acts for the benefit of the community of UK-based IP professionals and those they work with, and also of those wishing to join that community.
- 2.3 IPIM will oversee the activities carried out, in pursuit of such objects, under its IP Inclusive and Careers in Ideas brand names. It will hold and be responsible for the assets and liabilities which accrue as a result of such activities, including financial donations and goodwill in its brand names.
- 2.4 The activities may include, without limitation, the establishment and administration of “best practice” Charter schemes; promoting the IP professions upstream of the point of entry, and associated outreach work to diversify intake; training and awareness-raising events and resources; and support for specific groups of IP professionals and their allies (including through events, resources, networking opportunities and lobbying). The activities may be carried out by or through IP Inclusive’s networking and support communities, its regional networks, its Careers in Ideas campaign and/or its other working groups or networks.
- 2.5 IPIM will not undertake political campaigning or activities intended to support political campaigning.
- 2.6 For the present purposes “IP professionals” encompasses any individual who works in the IP sector and includes, *inter alia*, patent attorneys; trade mark attorneys; barristers and solicitors working in IP; staff within IP registering offices; patent and IP managers; IP administrators, secretaries and paralegals; IP licensing executives; information scientists, searchers, translators and any other professionals (including HR and management professionals) working in IP or with other IP professionals; those who provide representative, support or advisory services to IP professionals; and employers, managers and regulators of IP professionals.

The term also encompasses individuals who have previously worked in the IP sector but no longer practise there.

2.7 “UK-based” IP professionals are those whose IP-related work is or was carried out principally within the UK or who work(ed) for organisations having a UK base.

### **3 Membership**

3.1 IPIM will have from three to ten members.

3.2 Any UK-based IP professional, as defined at 2.6 and 2.7 above, is eligible to be a member of IPIM if they agree to support its objects.

3.3 New members must be approved by a majority of the existing IPIM members.

3.4 IPIM may by resolution establish requirements for becoming or remaining a member (including the membership term), and/or categories of membership and the rights and responsibilities thereof, and/or changes to the number of members.

3.5 A member may withdraw from membership of IPIM by providing written notice to the Secretary.

3.6 IPIM may by resolution expel any member, in particular for acting in a way that is contrary to its objects.

### **4 Meetings**

4.1 IPIM will meet at least three times a year. Its meetings may be held remotely, for instance by teleconference or video conference. If any subject of special interest arises, a meeting may be called by any three members by notice to the Secretary.

4.2 Minutes will record IPIM’s resolutions and other matters agreed by the members present at its meetings.

4.3 Non-members may attend IPIM meetings, by agreement of a majority of its members, but will not be eligible to vote.

4.4 IPIM will additionally hold an Annual General Meeting (AGM), which will be open to all UK-based IP professionals to attend. IPIM will, in its decisions and activities, take appropriate account of the views of those present at the AGM.

4.5 A special general meeting may be called by a majority of IPIM members if they believe the views of other IP professionals should be sought on a subject of particular interest or importance. Such special general meetings will be open to all UK-based IP professionals to attend.

## 5 Voting

5.1 IPIM resolutions will be carried by a simple majority of voting members, except that any resolution to amend this constitution or to expel a member will require a majority of at least two thirds of those voting. Voting may be by any appropriate means, including in person at a meeting, by proxy, by telephone or by electronic means. Each member will have one vote.

5.2 Subject to 5.1 above, IPIM Officers will have the power to determine the means of voting to be adopted and will have conduct of the voting procedure.

## 6 Officers

6.1 IPIM will have a Chair, a Secretary and a Treasurer, who will be its Officers. The role of either the Chair or the Secretary (but not both) may be carried out by a non-member in which case they will be a non-executive Officer. Non-executive Officers may not enter into contracts on IPIM's behalf or deal with its financial or other assets. Non-executive Officers may only be appointed by agreement of a majority of the members.

6.2 In all other circumstances the Officers may be authorised by the other members to act individually or jointly on IPIM's behalf, including to enter into contracts and to deal with its financial and other assets. These powers may also be vested in IPIM members other than the Officers, by majority agreement.

6.3 The Officers will be elected at the AGM and will remain in office until the end of the next AGM. Nominations for election must be received by the Secretary before the AGM. There will be separate ballots for the Chair, Secretary and Treasurer who in each case will be the candidate securing the most votes. In the case of a tie which is material to the outcome, the tied vote will be resolved by lot.

## 7 Advisory board

7.1 IPIM will appoint a non-executive advisory board to guide and support its work.

7.2 Membership of the advisory board will be open to any UK-based IP professional as defined at 2.6 and 2.7 above, other than an IPIM member, and also to individuals outside the IP sector with relevant expertise.

7.3 Advisory board members will not hold or be responsible for the assets and liabilities which accrue as a result of activities carried out under the IP Inclusive and Careers in Ideas brand names, nor will they have the authority, unless specifically delegated, to act on IPIM's behalf.

7.4 Subject to 7.2 and 7.3 above, IPIM will decide the terms of reference for the advisory board.

7.5 IPIM will meet with the advisory board at least twice a year. It will consult with the board over its key decisions and take due account of the board members' input when pursuing its objects.

## **8 Executive staff**

- 8.1 IPIM may delegate aspects of its duties, in particular the day-to-day management of IP Inclusive, to one or more executive staff. These executive staff may be either members or non-members of IPIM or its advisory board.
- 8.2 IPIM will decide the job descriptions, powers and responsibilities for such executive staff, the terms on which it interacts with them and the things they are authorised to do on its behalf.
- 8.3 IPIM may authorise its executive staff to appoint and/or manage other staff on its behalf.
- 8.4 Executive staff may be remunerated and their out-of-pocket expenses reimbursed, whether or not they are IPIM members. They may be appointed either as employees of IPIM or as independent contractors. IPIM will decide the level of remuneration in each case.
- 8.5 IPIM will publish the job descriptions and remuneration levels for all its executive staff.

## **9 Committees and working groups**

IPIM may appoint committees or working groups to review or undertake any matters as it sees fit. Non-members of IPIM may be co-opted onto such committees or working groups if the members consider this appropriate so as better to further its objects.

## **10 Involvement of the community**

- 10.1 Where appropriate and feasible, IPIM will consult with the community of UK-based IP professionals before taking significant decisions or actions, including through its AGM, through the advisory board and through IP Inclusive's communities and networks.
- 10.2 Information about IPIM's work will be made available to that community. This will include IPIM's membership and constitution, its activities and decisions, the minutes of its meetings, its future plans, relevant reviews such as impact and risk assessments, and details of its executive staff and their remuneration.
- 10.3 In particular IPIM will publish (a) an annual report of activities carried out under the IP Inclusive and Careers in Ideas brand names and (b) an annual financial report, for presentation to and approval by the AGM. It will also publish an annual business plan and budget.

## **11 Financial matters**

- 11.1 IPIM will operate on a not-for-profit basis. All of its income will be used in pursuit of the objects defined at 2 above.

11.2 IPIM will be responsible for securing and handling the finances associated with activities carried out, in pursuit of its objects, under the IP Inclusive and Careers in Ideas brand names. This includes the keeping of appropriate records, compliance with statutory reporting requirements and the mitigation of financial risk.

11.3 IPIM may raise funds for its work in any appropriate manner, including through donations and grants from both within and outside the IP sector. It will publicly account for its fundraising methods, the money it raises, the way in which that money is spent, and the source of any individual donation representing more than 15% of its budget for the relevant year.

11.4 IPIM members will not receive any dividends or other income as a result of their membership, other than remuneration if applicable under 8 above.

## **12 Indemnities and insurance**

IPIM will indemnify its members against liabilities incurred as a result of its work, except such as may arise from a member's wilful act or default. IPIM will procure appropriate liability insurance for this purpose.

## **13 Intellectual property**

13.1 IPIM members may use the brand names IP Inclusive and Careers in Ideas, and the IP Inclusive logo appearing at the top of this constitution, to indicate their membership, or otherwise in association with activities agreed by, and in a manner approved by, the other members.

13.2 Intellectual property generated by a member in carrying out their duties under this constitution will belong to IPIM. This includes goodwill accruing to the IP Inclusive and Careers in Ideas brand names.

## **14 Equality, diversity and inclusion**

14.1 IPIM will recruit, manage and promote personnel (including its own members, advisory board members and executive staff) through fair and inclusive processes based on the skills and expertise needed for pursuing its objects.

14.2 IPIM recognises the potential impact of unconscious bias and will take steps to mitigate its impact on IPIM's work. In particular it will seek to appoint personnel, to consult and to allocate roles in a way that involves a diverse range of people and perspectives.

## **15 On dissolution**

If IPIM is dissolved, any assets remaining after its liabilities have been settled will be donated to an organisation of its choosing, the objects of which align with those in 2 above.