

**College of Patent Agents and Trademark Agents/  
Le Collège des agents de brevets et des agents de marques de commerce**

Board of Directors Meeting  
June 22, 2021, 2:00 ET

**Minutes**

Present: Tom Conway, Chair, Jeff Astle, Karima Bawa, Ruth McHugh, Doug Thompson, Sean Walker, CFO, Darrel Pink, CEO/Recording Secretary.

Call to Order

The Chair called the meeting to order at 2:00 ET.

Agenda

The meeting was to address the continuing challenges faced by the College in moving towards operations.

Conflicts

No conflicts were declared.

Minutes

The minutes of the June 8, 2021 meeting were corrected and approved (Astle/Thompson)

Appointment of Deputy Registrar

The CEO briefed the Board on the requirements in the By-laws (Board) and on motion (Bawa/Thompson) Jennifer Slabodkin was appointed a Deputy Registrar of the College of Patent and Trademark Agents.

Motion carried.

Revenue Quebec

Whereas CPATA must register with Revenue Quebec in order to conduct certain business in Quebec,

And whereas Darrel Pink must sign documents to enable the College to register with Revenue Quebec;

And whereas Revenue Quebec requires confirmation of Darrel Pink's role with CPATA,

On motion (Bawa/Thompson) the Board confirms Darrel Pink is the President of the College and fulfills the role associated with that office.

Motion carried.

### Indemnity Agreement for the Board

The Board had for consideration a draft form of indemnity agreement between the College and individual Board members.

Before approving the agreement itself, the Board will be briefed on the full extent of risks now apparent that the structures and procedures for the College are clearer. The Board also wishes, as a mitigation strategy, the risks noted in the advice of BLG are fully implemented in policy. Thus the Board was prepared to approve the principle of providing an indemnity for Directors, but will defer approval of a final agreement pending provision of advice on the range of risks and mitigation strategies associated with them.

Whereas the College of Patent Agents and Trademark Agents Act does not contain any provisions regarding statutory immunity for members of the Board of Directors;

And whereas CPATA has had many discussions with senior officials in the Department of Industry, Science and Economic Development about this and believes those officials will work to ensure amendments to the Act are made to add legislative provisions regarding immunity;

And whereas the Board of Directors recognises and is committed to meeting its fiduciary obligations;

And whereas there remains some personal risk for individual Directors which the College has mitigated through the purchase of insurance;

And whereas the College wishes to further assure its Directors they are protected in the event of a claim made against the personally,

On motion (Thompson/Bawa) be it resolved that the College will provide an Indemnity Agreement for each Director and the CEO is authorized to execute that agreement on behalf of the College;

And the specific form of agreement will be determined after the Board receives advice on risks and mitigation.

Motion carried.

### By-Laws

The CEO described the process leading to the development of the By-laws, the role played by the Department of Justice, the need to comply with the provisions of legislation and established processes and the limited room for flexibility to advance, in the by-laws many of the goals and approaches the College wishes to implement. He explained that if something is contained in the Act or Regulations, even to create context, it cannot be repeated in the by-laws, so they do not contain a complete picture of the regulatory or governance regime, but a reader will have to reference several documents to fully determine all aspects of the regulatory requirements.

Time did not allow for a complete review of the by-laws. The meeting adjourned and resumed at 7:30 pm on June 26.

Whereas the College of Patent Agents and Trademark Agents Act and the Regulations made under s. 75 of the Act authorizes the Board of Directors to enact by-laws governing many aspects of the College's regulation and operations;

And whereas the process of drafting and reviewing the by-laws has been complex and has taken far longer than anticipated;

And whereas drafters at the Department of Justice, responsible to ensure by-laws meet the requirements of the *Statutory Instruments Act*, have acknowledged the by-law preparation process was significantly compressed resulting in by-laws that will require amendments to clarify or elaborate on aspects of the College's regulation and operations addressed in the By-laws;

And whereas the Board has considered the by-laws in a timeframe that was compacted and which recognizes the coming-into-force date of the Act is only a few days away;

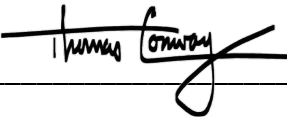
And whereas the Board has a fiduciary obligation to the College, the public and the profession to ensure the by-laws are appropriate and satisfactory to enable the public interest regulation that is the responsibility of the College;

On motion (Thompson/Astle) be it resolved:

1. The Board approves the by-laws attached as Appendices 1 and 2 of this Resolution, and authorizes the CEO to approve non-substantive corrections to ensure the English and French versions align prior to publication;
2. The Board will begin a review of the by-laws within six months of the date of this resolution;

The Board instructs the CEO to procure for the College expertise in drafting of statutory instruments to assist the College in preparing future revisions to the by-laws in a form and style dictated by the Department of Justice to comply with the *Statutory*

Approved July 29, 2021.



Thomas Conway

#### Appendix A (Board By-laws)

By-laws of the College of Patent Agents and Trademark Agents (Board) Règlement administratif du Collège des agents de brevets et des agents de marques de commerce (conseil) SOR/2021-168

[By-laws-of-the-College-of-Patent-Agents-and-Trademark-Agents-Board-1.pdf \(cpata-cabamc.ca\)](#)

#### Appendix B (College By-laws)

By-laws of the College of Patent Agents and Trademark Agents (College) Règlements administratifs de l'Ordre des agents de brevets et des agents de marques de commerce (Collège) SOR/2021-167

[By-laws-of-the-College-of-Patent-Agents-and-Trademark-Agents-College.pdf \(cpata-cabamc.ca\)](#)