

COMPANIES ACTS, 1963 TO 2009

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum

AND

Articles of Association

OF

The Faculty of Notaries Public in Ireland

(as amended by Special Resolution on 04/03/2011)

Registered Office:-
109, Ranelagh,
Dublin 6.

No. 81632

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that THE FACULTY OF NOTARIES PUBLIC IN IRELAND (the word "Limited" being omitted by Licence of the Minister for Industry, Commerce and Tourism) is this day Incorporated under the Companies Acts 1963 to 1977, and that the Company is Limited.

GIVEN under my hand at Dublin, this Thirteenth day of March, One Thousand Nine Hundred and Eighty-one.

Fees and Deed Stamps £79.00

Stamp Duty on Capital £ -----

R. BURKE

For Registrar of Companies

COMPANIES ACTS 1963 TO 2009

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE FACULTY OF NOTARIES PUBLIC IN IRELAND

1. The name of the Company is “THE FACULTY OF NOTARIES PUBLIC IN IRELAND”.
2. The objects for which the Company is formed are the promotion, advancement and regulation of the professional body of Notaries Public practising in Ireland provided that the Company shall not support with its funds 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 Company would make it a trade union.
3. The income and property of the Company, whencesoever derived shall be applied solely towards the promotion of the objects of the Company 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 Company PROVIDED THAT nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any member if the Company or to any member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding 5% per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Company but so that no director of the Company shall be appointed to any salaried office of the Company or any office of the Company paid be fees and that no remuneration or other benefit in money or moneys worth shall be given by the Company to any Director 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 Company provided that the provision last aforesaid shall not apply to any payment to any company of which a director may be a member, and in which such director shall not hold more that one –hundredth part of the capital, and such director shall not be bound to account for any share profits he may receive in respect of any such payment.

4. a) No addition, alteration or amendments shall be made to the objects of the Company, such that there would be non-compliance with the requirements of Section 24 (1) (a) and (b) of the Companies Act, 1963, as provided for in the provisions of this Memorandum of Association for the time being in force unless the same shall have been previously submitted and approved by the Registrar of Companies.
- b) No addition, alteration or amendment shall be made to the Clauses 3 and 8 of the Memorandum of Association for the time being in force unless the same shall have been previously submitted and approved by the Revenue Commissioners.
5. The third and fourth clauses of this Memorandum contain conditions to which a licence granted by the Minister for Industry Commerce and Tourism to the company in pursuance of Section 24 of the Companies Act, 1963 is subject.
6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding five pounds.
8. If upon the winding up or dissolution of the Company 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 Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, 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 Company under or by virtue of Clause 3 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

NAME, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS

Edward J Montgomery, 20 Upper Merrion Street, Dublin 2
Notary Public

Walter Beatty, 57/68 Fitzwilliam Square, Dublin 2.
Notary Public.

Nicholas Robinson, 19 Upper Fitzwilliam Street, Dublin 2.
Notary Public.

Eunan McCarron, 9 Upper Mount Street, Dublin 2.
Notary Public.

David Walsh, 109 Ranelagh, Dublin 6.
Notary Public.

Michael J Egan, Castlebar, County Mayo.
Notary Public.

Peter Prentice, 20 Upper Merrion Street, Dublin 2.
Notary Public.

Dated the 3rd day of February, 1981.
Witness to the above signatures:

Name: Brendan Walsh,
Address: 39 Fitzwilliam Place,
Dublin 2.

COMPANIES ACTS 1963 to 1977

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

-of –

THE FACULTY OF NOTARIES PUBLIC IN IRELAND

(As amended by Special Resolution 16/12/2010)

INTERPRETATION

1. In these Articles:-

“the Act” means the Companies Act 1963 as amended by the Companies Acts 1977 to 2009 inclusive and any statutory amendment (including any statutory instruments) thereto from time to time.

“Articles of Association” and “Articles” means the articles of association with which the company was registered as amended from time to time by resolution of the members.

“ Board of directors” means the directors for the time being of the company present at a duly convened meeting of the directors at which a quorum is present.

”Company” means the company titled *The Faculty of Notaries Public in Ireland*, incorporated on 13 March 1981 (registered no. 81632) the word ‘Limited’ being omitted by Licence.

“Dean” means the person holding the office of Dean at the date of adoption of this amendment to the Articles of Association or on his or her resignation, retirement or ceasing to act, the member of the Governing Council for the time being appointed by the Council to and holding such office in accordance with Regulation 6 of the Notaries Public Professional Practice Regulations, 2008. The Dean shall act as Chairman of the Governing Council.

“Vice-Dean” means the person appointed by the Governing Council to deputise for the Dean and carry out the duties and functions of that office in the absence or unavailability of the Dean for whatever cause.

“Directors” means the directors for the time being of the company by whatever named called including ‘member of the Governing Council’.

“Governing Council” has the same meaning as “Board of directors” and is empowered to exercise all the powers of the Board under the Articles.

“Faculty of Notaries Public in Ireland” and “Faculty” has the same meaning as “Company”.

“Professional Practice Regulations” means the Notaries Public Professional Practice Regulations, 2008 made pursuant to Articles 70 (1) of the Articles of Association (incorporating as an Annex the Code of Conduct for Notaries Public adopted by the Faculty on 21 November 1986) and adopted by the Faculty of Notaries Public on 16 May 2008) as same now stand and as amended and extended from time to time by resolution of the Faculty in general meeting.

“Registrar” means the person holding the office of Registrar at the date of adoption of this amendment to the Articles of Association in accordance with Regulation 6.4 of the Professional Practice Regulations for the time being in force or on his or her resignation, retirement or ceasing to act, the member for the time being appointed by the Governing Council to act as Registrar of the Faculty.

“secretary” means any person appointed to perform the duties of the secretary of the company;

“the seal” means the common seal of the company;

“the office” means the registered office for the time being of the company.

Expression referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

Unless the contrary intention appears, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the company.

MEMBERS

2. The number of members with which the company proposes to be registered is 100, but the directors may from time to time register an increase of members. Membership shall be restricted to those who hold an appointment to practise as a Notary Public in Ireland.
3. (1) The existing members and such persons as the Directors shall admit to membership in accordance with the provisions hereinafter contained shall be members.

ADMISSION

- (2) Any Notary Public may be admitted to be a member who is
 - (a) proposed in writing by a member and
 - (b) applies in writing as the Directors shall prescribe and
 - (c) undertakes, if admitted, to be bound by the Memorandum and these Articles including any byelaws or regulations made pursuant to Article 70 of the Articles.
- (3) The power to admit members is vested in the Board of Directors. The Directors may delegate this power to the Dean during the period between meetings of the Directors and the Dean shall report on any such admissions to the next meeting of the Directors.

SUBSCRIPTIONS

- (4) Every member shall pay a subscription in respect of each year of such amount and on such date as the members in general meeting shall decide from time to time, but if no such amount or no such date is determined by the members in a particular year, the amount payable shall be the same as applied in the previous year and the date on which it shall be due and payable shall be the date of the Annual General Meeting.
- (5) The Board may at its discretion agree to waive, refund or vary the subscription for any Notary Public.

HONORARY MEMBERS

- (6) The Directors shall have power to appoint (with their consent) any person who in the opinion of the Board merits such appointment to be an Honorary member of the Faculty of Notaries Public in Ireland. An Honorary member shall be entitled to attend general meetings of the Faculty and to receive its publications and advice but shall not undertake in the Republic of Ireland any of the duties of a Notary Public nor be entitled to vote in any proceedings of the Faculty nor be liable to pay an annual subscription or to make a contribution in a winding up.

CESSATION OF MEMBERSHIP

- (7) A member shall cease to be a member if:-
 - (a) by notice in writing given to the Secretary he/she resigns his/her membership,
 - (b) his/her subscription shall remain unpaid four months after the date on which the same became due and payable under the Articles in any year.
 - (c) he/she after due process is found to have been guilty of professional misconduct or conduct such as to bring the profession of Notary Public into disrepute,
 - (d) he/she is adjudicated bankrupt or makes any arrangement or composition with his/her creditors generally,
 - (e) he/she dies,

- (f) his/her name is removed from the Roll of Notaries Public as maintained in the Supreme Court Office.
- (8) An Honorary member shall cease to be an Honorary member if:-
- (a) by notice in writing given to the Secretary he/she resigns his/her membership or
 - (b) he/she dies or,
 - (c) the Board so decides.

GENERAL MEETINGS

4. All general meetings of the company shall be held in the State.
5. (1) Subject to paragraph (2), the company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the company and that of the next.
- (2) So long as the company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to article 4, the annual general meeting shall be held at such time and at such place in the State as the directors shall appoint.
6. All general meetings other than annual general meetings shall be called extraordinary general meetings.
7. The directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 132 of the Act. If at any time there are not within the State sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

NOTICE OF GENERAL MEETINGS

8. Subject to sections 133 and 141 of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at the 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 the case of special business, the general nature of that business and shall be given in manner hereinafter mentioned, to such persons as are, under the articles of the company, entitled to receive such notices from the company.

9. 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.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the directors and auditors, the election of directors in the place of those retiring, the re-appointment of the retiring auditors, the fixing of the remuneration of the auditors and the fixing of the annual fee payable by each member for the ensuing year.
11. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person shall be a quorum.
12. If within half an hour from the time appointed for the 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 to such other day at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
13. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the company, or if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairman of the meeting.
14. If at any meeting no director is willing to act as chairman or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
15. The chairman may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn the 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 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
16. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded –

- (a) by the chairman; or
- (b) by at least three members present in person or by proxy; or
- (c) by any 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.

Unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

- 17. Except as provided in article 19, if a poll is duly demanded it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 18. Where there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 19. A poll demanded on the election of a chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 20. Subject to section 141 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

VOTES OF MEMBERS

- 21. Every member shall have one vote.
- 22. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian, or other person appointed by that court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.
- 23. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him to the company have been paid.

24. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
25. Votes may be given either personally or by proxy.
26. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.
27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
28. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

“The Faculty of Notaries Public in Ireland

I,
of
in the County of being a
member of the above-named company, hereby appoint
the Chairman of the Meeting.
or failing him/her,
of
as my proxy to vote for me on my behalf at the (annual or extraordinary, as the
case may be) general meeting of the company to be held on theday of . . .
.....20..... and at any adjournment thereof.

Signed this day of 20

This form is to be used in favour of/against* the resolution.

Unless otherwise instructed, the proxy will vote as he thinks fit.”

* Strike out whichever is not desired.

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

30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS

31. Unless otherwise determined pursuant to Article 45 hereof the number of the directors shall be not less than two and no more than eleven.
32. The directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

BORROWING POWERS

33. The directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company or of any third party.

POWERS AND DUTIES OF DIRECTORS

34. The business of the company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the company, and may exercise all such powers of the company as are not by the Act or by these articles required to be exercised by the company in general meeting, subject nevertheless to the provisions of the Act and of these articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the company in general meeting; but no direction given by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that direction had not been given.
35. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the directors shall from time to time by resolution determine.
37. The directors shall cause minutes to be made in books provided for the purpose
- (a) of all appointments of officers made by the directors;
 - (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
 - (c) of all resolutions and proceedings at all meetings of the company, and of the directors and of committees of directors.

DISQUALIFICATION OF DIRECTORS

38. The office of director shall be vacated if the director –
- (a) without the consent of the company in general meeting holds any other office or place of profit under the company; or
 - (b) is adjudged bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a director by reason of any order made under section 184 of the Act; or
 - (d) becomes of unsound mind; or
 - (e) resigns his office by notice in writing to the company; or
 - (f) is convicted of an indictable offence unless the directors otherwise determine; or
 - (g) is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by section 194 of the Act;
 - (h) ceases to be a member of the Company.

VOTING ON CONTRACTS

39. A director may vote in respect of any contract in which he is interested or any matter arising thereout.

ROTATION OF DIRECTORS

40. At the first annual general meeting of the company, all the directors shall retire from office and at the annual general meeting in every subsequent year one-third of the directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
41. The directors to retire in every year shall be those who have been longest in office since the last election, but as between persons who became directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
42. A retiring director shall be eligible for re-election.
43. The company, at the meeting at which a director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director has been put to the meeting and lost.
44. No person other than a director retiring at the meeting shall, unless recommended by the directors, be eligible for election to the office of director at any general meeting unless, not less than 3 nor more than 21 days before the date appointed for the meeting, there has been left at the office notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.
45. The company may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.
46. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these articles. Any director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.
47. The company may by ordinary resolution of which extended notice has been given in accordance with section 142 of the Act remove any director before the expiration of his period of office, notwithstanding anything in these articles or in any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.

48. The company may by ordinary resolution appoint another person in place of a director removed from office under article 47. Without prejudice to the powers of the directors under article 46, the company in general meeting may appoint any person to be a director, either to fill a casual vacancy or as an additional director. A person appointed in place of a director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

PROCEEDINGS OF DIRECTORS

49. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. If the directors so resolve it shall not be necessary to give notice of a meeting of directors to any director who being resident in the State is for the time being absent from the State.
50. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two.
51. The continuing directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number or of summoning a general meeting of the company, but for no other purpose.
52. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
53. The directors may delegate any of their powers to committees consisting of such member or members of the board as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the directors.
54. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
55. A committee may meet and adjourn as it think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairman shall have a second or casting vote.

56. All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
57. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid as if it had been passed at a meeting of the directors duly convened and held.
58. The secretary shall be appointed by the directors for such term and at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. The secretary shall not also be a director.
59. A provision of the Act or these articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL

60. The seal shall be used only by the authority of the directors or of a committee of directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

ACCOUNTS

61. The directors shall cause proper books of accounts to be kept relating to -
 - (a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the company; and
 - (c) the assets and liabilities of the company.

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

62. The books of account shall be kept at the office or, subject to section 147 of the Act, at such other place as the directors think fit, and shall at all reasonable times be open to the inspection of the directors.

63. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorised by the directors or by the company in general meeting.
64. The directors shall from time to time in accordance with sections 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the annual general meeting of the company such profit and loss accounts, balance sheets, group accounts and reports as are required by those sections to be prepared and laid before the annual general meeting of the company.
65. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the company together with a copy of the directors' report and auditor's report shall, not less than 21 days before the date of the annual general meeting, be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

66. Auditors shall be appointed and their duties regulated in accordance with section 160 to 163 of the Act.

NOTICES

67. A notice may be given by the company to any member either personally or by sending it by post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting, at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
68. Notice of every general meeting shall be given in any manner hereinbefore authorised to –
 - (a) every member;
 - (b) every person being a personal representative or the Official Assignee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
 - (c) the auditor for the time being of the company.

No other persons shall be entitled to receive notices of general meetings.

69. The provision of Clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in full in these Articles.

RULES AND BYELAWS

70. (1) The members may from time to time in General Meeting make such rules, regulations and byelaws as the members may deem appropriate for the proper Governance of The Faculty of Notaries Public in Ireland and its members and in particular, but without prejudice to the generality of the above, may by such rules regulations and byelaws regulate:-
- (a) the conduct of members and Honorary members including notarial practice and procedure and
 - (b) generally all such matters as are commonly the subject matter of company rules.
- (2) The members in general meeting by simple majority present and voting shall have power to amend, alter or repeal the rules, regulations and byelaws and to make additions to them. The Directors shall adopt such means as they deem sufficient to bring to the notice of members and Honorary members all such rules, regulations or byelaws which so long as they shall be in force shall be binding on all members and Honorary members provided nevertheless that no rule, regulation or byelaw shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or these Articles.

ELECTRONIC COMMUNICATIONS

71. (1) Any communication or document or information intended to be given to a member (in this Article and Article 67 and 68, in any one or more cases, a "Notice") (Including without limitation, the annual report and accounts and any notice of general meeting) may be given by the Company to any member:
- (a) personally; or
 - (b) by sending it by post to or delivering it by hand or courier at the member's registered address; or
 - (c) by sending it by electronic mail to an address notified by the member in writing; or
 - (d) So however that Notice shall contain the date, time, place, agenda and motions. Any documents related or attached to the Notice may be displayed on a website, the address of which shall be notified to the member in the said Notice.

- (2)
 - (a) Where at any time a Notice is given personally to a member or is delivered by hand to the registered address of the member, it shall be deemed to have been given and delivered at that time.
 - (b) Where a Notice is sent by post, the Notice shall be deemed to be given and delivered 24 hours after the envelope with pre-paid postage affixed containing the Notice, properly addressed to the member, is posted to the member by being put in a post office receptacle for receipt of letters intended for transmission and delivery.
 - (c) Where a Notice is sent by electronic mail pursuant to sub-paragraph (1) (c), it shall be deemed to be given and delivered at the time it was sent.
 - (d) Where a Notice or attachments displayed on a website pursuant to sub-paragraph (1), it shall be deemed to have been given and delivered when the recipient received (or is deemed to have received) notification of the fact that the Notice was available on the website, in accordance with this Article and Articles 67 and 68.
 - (3) All Notices shall be deemed signed where the facsimile of a signature appears or the name of the signatory is stated with the words "Signed" before that name or otherwise that it is obvious from the Notice that a named person is to be considered a signatory.
 - (4) In the event that the law referred to in this paragraph shall apply to the Company from time to time, then (without prejudice to and in addition to the foregoing provisions of this Article and Articles 67 and 68), the Company is authorised, subject to and in accordance with the provisions of the Transparency (Directive 2004/109/EC) Regulations, 2007, the enactment transposing Directive 2007/36/EC of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders in listed companies, and these Articles, to give, send, deliver, convey or supply all types of notices, documents, share certificates or information to the members by means of electronic equipment for the processing (including digital compression), storage and transmission of data, employing wires, radio, optical technologies or any other electromagnetic means including, without limitation, by sending such notices, documents or information by electronic mail or by making such notices, documents or information available on a website.
72.
 - (1) A notification to a member of the publication of Notice on a website pursuant to this Article 71(1)(d) shall state:
 - (a) the fact of the publication of the Notice on a website;
 - (b) the address of that website;

- (c) where necessary, the place on that website where the Notice may be accessed, and how it may be accessed; and
 - (d) in the case of a notice of a general meeting of shareholders or class of shareholders:
 - (i) that it concerns a notice of a meeting served in accordance with the Articles or by order of a Court, as the case may be;
 - (ii) the place, date and time of the meeting;
 - (iii) whether the meeting is to be an annual general meeting or extraordinary general meeting; and
 - (iv) the address of any other website (if such is the case) where procedures as to voting are stated or facilitated.
- (2) The Notice shall be published on that website, in the case of a notice of meeting, throughout the period beginning with the giving of that notification and ending with the conclusion of the meeting, and in any other case for a period of not less than one month from the date of the notification.
- (3) This Article shall be treated as being complied with, and, in the case of a meeting, nothing in paragraphs (1) or (2) shall invalidate the proceedings of a meeting where:
- (a) any Notice that is required to be published as mentioned in paragraph (b) of this Article is published for a part, but not all, of the period mentioned in that paragraph; and
 - (b) the failure to publish that Notice throughout that period is attributable to circumstances which it would not be reasonable to have expected the Company to prevent or avoid, such as system, telecommunications or power outages.
- (4) The appointment of a proxy may, subject to the Directors so approving such appointment in the case of any particular meeting, notwithstanding any other provision of these Articles, be contained in an electronic communication;
- (a) in a form specified by the Directors from time to time;
 - (b) executed with such electronic signature as may be specified by the Directors from time to time; and
 - (c) sent to such address as may be notified by the Directors for that purpose from time to time; and provided that the Directors shall not be obliged so to approve in any particular case.

MISCELLANEOUS

- 73 (1) The Board of Directors or Governing Council may determine any question as to the interpretation of the Memorandum and Articles, the Professional Practice Regulations or the Notaries Public Examination Regulations, and may rule for any occurrence not catered for therein and such determination or ruling shall be binding on all members until modified or reversed by a subsequent general meeting of members.
- (2) Where the Governing Council have invoked this Article, it shall be their duty to lay before the next succeeding general meeting of members the details of and relating to any such determination or ruling for approval, modification , or reversal by the members, and details of which shall appear on the agenda sent out with notice convening such general meeting.

NAME, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS

Edward J Montgomery, 20 Upper Merrion Street, Dublin 2
Notary Public

Walter Beatty, 57/68 Fitzwilliam Square, Dublin 2.
Notary Public.

Nicholas Robinson, 19 Upper Fitzwilliam Street, Dublin 2.
Notary Public.

Eunan McCarron, 9 Upper Mount Street, Dublin 2.
Notary Public.

David Walsh, 109 Ranelagh, Dublin 6.
Notary Public.

Michael J Egan, Castlebar, County Mayo.
Notary Public.

Peter Prentice, 20 Upper Merrion Street, Dublin 2.
Notary Public.

Dated the 3rd day of February, 1981.
Witness to the above signatures:

Name: Brendan Walsh,
Address: 39 Fitzwilliam Place,
 Dublin 2.