

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE

Constitution

of

The Faculty of Notaries Public in Ireland

(as amended by Special Resolution dated 13th November, 2015)

(as amended by Special Resolution dated 25th March, 2022)

Registered Office:-

5/6 Upper O'Connell Street,

Dublin 1..

No. 81632 **CERTIFICATE OF INCORPORATION**

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

of

THE FACULTY OF NOTARIES PUBLIC IN IRELAND

Terms defined in this Memorandum of Association shall have the meanings attributed to them in Article 1 of the Articles of Association.

Name

1. The name of the company (hereinafter called the "Faculty") is "THE FACULTY OF NOTARIES PUBLIC IN IRELAND".

Company Type

2. The Faculty is a company limited by guarantee registered under Part 18 of the Companies Act 2014.

Main Object

3. The main object for which the Faculty is formed is the promotion, advancement and regulation of Notaries Public in Ireland.

Subsidiary and Ancillary Objects

4. The following objects are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object:
 - (a) To act as a representative body and to promote and advance the interests of Notaries Public practising in Ireland;
 - (b) To provide education and training to Notaries Public and eligible persons seeking to be appointed a Notary Public in Ireland and to set examinations for entry to the Faculty and for further qualifications;
 - (c) To act in a regulatory capacity with respect to Notaries Public practising in Ireland;
 - (d) To award qualifications and accreditations;
 - (e) To certify the status of examinations set by the Faculty; and
 - (f) To affiliate with other bodies.

Powers

5. These are the powers of the Faculty which may only be carried on in furtherance of the objects and for no other purpose:
 - (a) to acquire by purchase, exchange, lease, fee farm grant or otherwise, whether for an estate in fee simple or for any less estate or interest, whether immediately or reversionary, and whether vested or contingent: any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or encumbrances and to hold, farm, work or manage or to sell, let, alienate, mortgage, lease or charge land, house property, shops, flats, maisonettes, reversions, interests, annuities, life policies and any other property real or personal, movable or immovable, either absolutely or conditionally and either subject to or not to any mortgage, charge, ground rent or other rents or encumbrances and to pay for any lands, tenements, hereditaments or assets acquired by the Faculty in cash or debentures or obligations of the Faculty, whether fully paid or otherwise, or in any other manner;
 - (b) to construct, maintain, and alter any houses, buildings, or works necessary or convenient for the purposes of the Faculty;
 - (c) to take any gift of property of any nature and any devise, legacy or annuity, subscription, contribution or fund, whether subject to any special trust or not, for any one or more of the objects of the Faculty and to apply to such purpose the capital as well as the income of any such legacy, donation or fund;
 - (d) to sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Faculty and to apply the net proceeds of such sale or mortgage for such purposes of the Faculty as it may think fit and in particular for all or any of the purposes of the Faculty;
 - (e) to collect all allocations, fees or other amounts payable for facilities and services provided by the Faculty;
 - (f) to borrow and raise money in such manner as the Faculty may think fit and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Faculty, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Faculty's securities, for such consideration and on such terms as may be thought fit, including the power to pay interest on any money so raised or borrowed, and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Faculty of any obligation or liability it may undertake, and to redeem or pay off any such securities;
 - (g) to guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Faculty, or all such methods, the performance of the obligations of and the repayment or payment of the principle amounts and interest of any subsidiary.
 - (h) to make, draw, accept, endorse, issue, discount, and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments;

- (i) to establish or participate in other companies whether as shareholder or member or otherwise;
- (j) to take or otherwise acquire, and to hold, membership interests, shares and/or securities of any company or association and to sell, hold reissue, with or without guarantee, or otherwise deal with same;
- (k) to establish and support, and to aid in the establishment and support of, any other company or association formed for all or any of the objects of the Faculty and to subscribe to any purposes in any way connected with the main objects of the Faculty or which may be calculated to further its interests or any of them;
- (l) to amalgamate with any companies, institutions, societies or associations having objects altogether similar to those of the Faculty;
- (m) to co-operate with other companies, institutions, societies or associations as it considers necessary and desirable;
- (n) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Faculty is from time to time authorised to amalgamate;
- (o) to transfer all or any part of the property, assets, liabilities and engagements of the Faculty to any one or more of the companies, institutions, societies or associations with which the Faculty is from time to time authorised to amalgamate;
- (p) to purchase or otherwise acquire and carry on the whole or any part of the business property, goodwill and assets of any company carrying on or proposing to carry on any business which the Faculty is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Faculty, or possessed of property suitable for the purposes of the Faculty, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamated with or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or other securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received;
- (q) to promote any company for the purpose of acquiring all or any of the property or liabilities of the Faculty, or if undertaking any business or operations which may appear likely to assist or benefit the Faculty or to enhance the value of or render more profitable any property, assets or business of the Faculty, or for any other purpose which may seem directly or indirectly calculated to benefit the Faculty;
- (r) to invest the moneys of the Faculty not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (s) to accumulate capital for any purposes of the Faculty, and to appropriate any of the Faculty's assets to specific purposes, either conditionally or unconditionally;

- (t) to receive and administer and allocate grants and gifts made available to the Faculty for its main object(s) (and whether or not such grants or gifts are made from such public funds or otherwise) under the terms and conditions attached to such grants and gifts;
- (u) to, create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Faculty, or for depreciation of works or stock, or any other purpose to advance the objects of the Faculty;
- (v) to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company or association that may seem conducive to the Faculty's main objects, and to obtain from any such government authority or association, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions;
- (w) to undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Faculty;
- (x) to produce any publications that the Faculty may think desirable for the promotion of its objects;
- (y) to employ, engage and retain all such officers and servants and to appoint, engage and retain or direct the appointment, engagement or retention of such educational, administrative, clerical, financial and other employees, consultants and advisers of any description as may be required for the purposes of the Faculty and to make all reasonable and necessary provisions for the payment of wages, salaries, pensions, superannuation to or on behalf of employees and their widows, widowers and other dependents;
- (z) to grant pensions, gratuities, allowances or charitable aid to any person who may have served the Faculty as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the Faculty and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Faculty, and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Faculty and to subscribe or guarantee money;
- (aa) to procure the Faculty to be registered or recognised in any country, territory or place;
- (bb) to do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone in partnership or conjunction with any person, company or association, and to contract for the carrying on of any operation connected with the Faculty's objects by any person, company or association;
- (cc) to promote freedom of contact and to resist, insure against, counteract and discourage interference therewith to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference

with the Faculty or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike movement or organisation which may be thought detrimental to the interest of the Faculty or its employees and to subscribe to any association or fund for any such purposes;

- (dd) to carry on any other business which may seem to the Faculty capable of being conveniently carried on in connection with the main object or calculated directly or indirectly to enhance the value of or render profitable any of the Faculty's property, rights or interests; and
- (ee) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them in Ireland or any part of the world.

Limitation on Objects and Powers

- 6. Provided that the Faculty 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 Faculty, would make it a trade union.

Prohibition on payments to Members

- 7. The income and property of the Faculty, howsoever derived, shall be applied solely towards the promotion of the objects of the Faculty as set forth in this Memorandum of Association. Subject to the provisions of paragraph (a) to (e) below, no portion of the Faculty's income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the Members. No Member of the Governing Council shall be appointed to a salaried position within the Faculty. However, nothing shall prevent any payment in good faith by the Faculty of:
 - (a) reasonable and proper remuneration to any Member (including a Member of the Governing Council) in return for any services (vouched in writing) rendered to the Faculty; or
 - (b) interest at a rate not exceeding 5 per cent per annum on money lent to the Faculty by a Member (including a Member of the Governing Council); or
 - (c) reasonable and proper rent for premises demised or let to the Faculty by a Member (including a Member of the Governing Council) with general or specific approval of the Governing Council; or
 - (d) all travelling, hotel and other expenses reasonably and properly incurred (and vouched in writing) by a Member (including a Member of the Governing Council) with the general or specific approval of the Governing Council:
 - (i) in attending and returning from –
 - (1) meetings of the Governing Council or any committee, or
 - (2) such other meetings for the purpose of furthering the objects of the Faculty as the Governing Council may determine generally or on a case by case basis.

- (ii) otherwise in connection with the business of the Faculty as the Governing Council may determine generally or on a case-by-case basis; or,
- (e) fees, remuneration or other benefit in money's worth to any company of which a Member (including a Member of the Governing Council) may be a member holding not more than one hundredth part of the issued capital of such company.

Revenue Commissioners Consent

8.

- (a) Subject to the provisions of paragraph (b) below, no addition, alteration or amendment shall be made to or in the provisions of this Memorandum of Association for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.
- (b) The provisions of paragraph (a) above shall apply only for as long as the Faculty is afforded a particular taxation treatment by the Revenue Commissioners that requires the provisions of paragraph (a).

Licence

- 9. The word 'Limited' has been omitted from the name of the Faculty by Licence granted under Section 24 of the Companies Act, 1963 and which continues to have effect pursuant to the provisions of Section 1180 (9) of the Act such that the words Company Limited by Guarantee may also be omitted.
- 10. Clauses 7, 9, 10 and 13 of this Memorandum of Association contain conditions to which the licence is subject.

Limitation of Liability

- 11. The liability of the Members is limited.

Statutory Guarantee by each Member

- 12. Every Member of the Faculty undertakes to contribute to the assets of the Faculty, 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 Faculty 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 six euros and thirty-five cents.

Distribution of assets on dissolution

- 13. If upon the winding up or dissolution of the Faculty 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 Faculty but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Faculty 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 Faculty under or by virtue of Clause 7 hereof, such institution or institutions to

be determined by the Members of the Faculty at or before the time of dissolution and, if and so far as effect cannot be given to such provision, then to some similar object.

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE

CONSTITUTION

of

THE FACULTY OF NOTARIES PUBLIC IN IRELAND

(As amended by Special Resolution on 13th November, 2015)

(As amended by Special Resolution on 25th March, 2022)

ARTICLES OF ASSOCIATION

1. DEFINITIONS

IN THESE ARTICLES:

“Act” means the Companies Act 2014 as may be amended from time to time;

“Article” followed by a numeral means an article in these Articles of Association;

“Articles of Association” and “Articles” means the articles of association with which the Faculty was registered as amended from time to time by special resolution of the Members;

“Constitution” means the Memorandum of Association and Articles of Association of the Faculty;

“Dean” means the Member of the Governing Council appointed to the office of dean for the time being of the Faculty appointed by the Governing Council in accordance with the provisions of Article 9;

“Deputy Dean” means the Member of the Governing Council appointed to the office of deputy dean for the time being of the Faculty appointed by the Governing Council in accordance with the provisions of Article 9;

“Education Regulations” means regulations relating to the education, training and examination of Notaries Public or of other individuals aspiring to be appointed as Notaries Public which are made pursuant to Article 31 and as may be in force from time to time;

“Faculty” means “The Faculty of Notaries Public in Ireland”, a company limited by guarantee incorporated on 13 March 1981 (registered no. 81632);

“Fellow” has the meaning attributed to it in Article 8;

“Governing Council” means the board of directors for the time being of the Faculty or the directors present at a meeting of the board of directors of the Faculty;

“Honorary Member” has the meaning attributed to it in Article 6;

“Member” means a Notary Public who is a member of the Faculty pursuant to the Articles of Association and, where the context so admits, includes any other Notary Public who is treated by Professional Practice Regulations as a member for the purposes of such regulations, excluding Honorary Members;

“Member of the Governing Council” means a member for the time being of the Governing Council, each such member being a director of the Faculty;

“Misconduct” means conduct of a Notary Public relating to the provision of notarial services which, pursuant to Professional Practice Regulations, is adjudicated to be professional misconduct or conduct such as to bring the profession of Notary Public into disrepute;

“Notary Public” means an individual who has been appointed in Ireland as a Notary Public and whose warrant of appointment or commission has not been withdrawn, terminated or surrendered;

“Professional Practice Regulations” means regulations relating to the prescription, maintenance, guidance and enforcement of appropriate and reasonable standards of professional behaviour for Members in their provision of notarial services, which are made pursuant to Article 31 and as may be in force from time to time;

“Registrar” means the registrar for the time being of the Faculty, appointed by the Governing Council in accordance with the provisions of Article 10;

“Secretary” means the secretary for the time being of the Faculty, appointed by the Governing Council in accordance with the provisions of Article 11;

“Seal” means the common seal of the Faculty.

2. INTERPRETATION

- (a) Expressions 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. A reference to any gender includes all genders and words in the singular include the plural and vice versa.
- (b) Each Member of the Governing Council is a director for the purposes of the Act.
- (c) 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 Faculty.

- (d) Where there is any inconsistency between these Articles and Professional Practice Regulations or Education Regulations or any other regulations or bye laws made pursuant to Article 31, the provisions of these Articles shall prevail.
- (e) Subject to the requirements of any mandatory provision (as defined in Section 1177(2) of the Act), to the greatest extent possible the provisions of these Articles shall take precedence over the provisions of the Act.
- (f) The optional provisions of the Act (as defined in Section 1177 (2) of the Act), listed in the first column below shall not apply to the Faculty. To the extent that a given optional provision has been excluded, replaced by or restated in these Articles, this is identified in the second column below.

I: OPTIONAL PROVISION	II: CORRESPONDING PROVISION OF THESE ARTICLES (IF ANY)
i. Section 43(2) (common seal);	Restated at Article 27
ii. Section 144(3) (appointment of directors);	Replaced by a bespoke provision at Article 21
iii. Section 148(2) (vacation of office);	Restated at Article 24
iv. Section 155 (2) (remuneration of directors set by the directors);	Excluded – No remuneration for directors
v. Section 155 (3) (directors expenses);	Replaced by Clause 7 of the Memorandum
vi. Section 158 (1) and (2) (business of a company to be managed by its directors);	Restated at Article 23
vii. Section 158(3) (directors of the company may exercise powers to borrow, mortgage or charge);	Restated at Article 22
viii. Section 158(4) (directors may delegate their powers to committees);	Restated at Article 26(e)
ix. Section 159 (managing director);	Excluded - No managing director
x. Section 160(1) (directors may meet for the dispatch of business);	Restated at Article 26(a)
xi. Section 160(2) (questions arising at a meeting of the directors shall be decided by a majority of votes);	Restated at Article 26(a)
xii. Section 160(3) (summoning meetings of	Restated at Article 26(a)

I: OPTIONAL PROVISION**II: CORRESPONDING PROVISION OF THESE ARTICLES (IF ANY)**

	the directors);	
xiii.	Section 160(4) (notice of meetings of the directors);	Restated at Article 26(a)
xiv.	Section 160(6) (quorum for meeting of directors);	Replaced by a bespoke provision at Article 26(b)
xv.	Section 160(7) (directors acting below a quorum);	Restated at Article 26(c)
xvi.	Section 160(8) (directors may elect a chairperson);	Replaced by a bespoke provision at Article 26(d)
xvii.	Section 160(9) (directors may establish committees);	Restated at Article 26(e)
xviii.	Section 160(10) (a committee may elect a chairperson);	Restated at Article 26(f)
xix.	Section 160(11) (a committee may meet and adjourn);	Restated at Article 26(g)
xx.	Section 160(12) (questions arising at a committee meeting shall be decided by a majority of votes);	Restated at Article 26(g)
xxi.	Section 161(1) (written resolutions of directors);	Restated at Article 26(i)
xxii.	Section 161(5) (taking effect of counterpart resolutions);	Replaced by a bespoke provision at Article 26(i)
xxiii.	Section 161(6) (joining meetings by telephonic or electronic means);	Restated at Article 26(k)
xxiv.	Section 164 (signing, drawing etc. of negotiable instruments and receipts);	Restated at Article 23 (c)
xxv.	Section 165 – (alternate directors);	Excluded –no possibility to appoint alternates
xxvi.	Section 181(6) (accidental omission to give notice of a meeting);	Restated at Article 13(d)
xxvii.	Section 182(2) (quorum for general meetings);	Replaced by Article 15(a)
xxviii.	Section 182(5) (dissolution and adjournment of general meetings);	Replaced by Article 15(c)

I: OPTIONAL PROVISION	II: CORRESPONDING PROVISION OF THESE ARTICLES (IF ANY)
xxix. Section 183 (1) as modified by Section 1205 (proxies);	Excluded – no proxies
xxx. Section 186(d) (business of annual general meeting – election and re-election of directors);	Explicitly adopted at Article 14 (a)
xxxi. Section 187(1) – (3) (chair of general meetings);	Replaced by a bespoke provision at Article 16
xxxii. Section 187 (4) – (6) (proceedings at meetings);	Restated at Article 17
xxxiii. Section 187(7) (a) and (b) (resolutions put to vote at general meeting);	Restated at Article 18(f)
xxxiv. Section 187(8) (chairperson entitled to a second or casting vote at general meeting);	Restated at Article 17(i)
xxxv. Section 188(2) as modified by Section 1206 (votes of members at general meeting);	Replaced by a bespoke provision at Article 18(c)
xxxvi. Section 188(6) (entitlement of members to vote at general meeting where monies payable to the company are in arrears);	Replaced by a bespoke provision at Article 5
xxxvii. Section 188(7) (objections to the qualification of voters);	Restated at Article 18(e)
xxxviii. Section 188(8) (objection to be referred to the chairperson);	Restated at Article 18(e)
xxxix. Section 189(4) (taking of polls in such manner as the chairperson directs);	Restated at Article 18(h)
xl. Section 189(5) (certain polls to be taken forthwith);	Restated at Article 18(j)
xli. Section 189(6) (certain polls to be taken at such time as the chairperson directs);	Restated at Article 18(j)
xlii. Section 218 (notices);	Replaced by a bespoke provision at Article 32
xliii. Section 230 (power of director to act in a professional capacity for the Company);	Replaced by Clause 7 of the Memorandum

I: OPTIONAL PROVISION	II: CORRESPONDING PROVISION OF THESE ARTICLES (IF ANY)
xliv. Section 618(1) (b) (distribution of property of a Company on a winding up);	Replaced by Clause 13 of the Memorandum
xliv. Section 1206 (c) (modifying Section 188(6)) (no vote unless monies due have been paid to the Company);	Replaced by a bespoke provision at Article 5
xlvi. Section 1196 (rotation of directors);	Replaced by Article 21
xlvii. Section 1197 (2) (remuneration of directors set by the company);	Excluded – no remuneration for directors
xlviii. Section 1197(3) (directors expenses);	Replaced by Clause 7 of the Memorandum
xlix. Section 1199(8) (directors may require a member to resign by service of notice);	Excluded
i. Section 1199 (9) (every member shall have one vote);	Replaced by Article 18(c)
ii. Section 1206 (a) (modifying Section 188(2)) (votes of members);	Replaced by a bespoke provision at Article 18(c)

MEMBERSHIP

3. NUMBER OF MEMBERS

- (a) The number of Members with which the Faculty proposes to be registered is 300, but the Governing Council may from time to time register an increase or decrease in the number of Members.
- (b) The existing Members, and such persons as the Governing Council shall admit to membership in accordance with these Articles, shall be the Members.

4. ADMISSION TO MEMBERSHIP

- (a) Only persons holding an appointment as a Notary Public in Ireland shall be eligible to apply to become a Member.
- (b) A Notary Public may be admitted to be a Member by the Governing Council if he or she:
 - (i) makes an application in writing to become a Member, in such form and with such accompanying documentation as the Governing Council shall from time to time prescribe; and,
 - (ii) undertakes, if admitted, to be bound by the Memorandum and Articles of Association of the Faculty and by any byelaws or regulations (including any

appendices to such byelaws or regulations) made pursuant to Article 31 of these Articles.

- (c) The power to admit Members:
 - (i) is vested in the Governing Council;
 - (ii) is, during the period between meetings of the Governing Council, delegated to the Dean, who shall at each meeting of the Governing Council report on any admissions made by him or her since the previous meeting of the Governing Council; and
 - (iii) may from time to time be delegated to a Committee of the Governing Council.
- (d) Where a Member:
 - (i) notifies the Faculty that he or she has ceased practice as a Notary Public or intends to do so from a specified future date;
 - (ii) undertakes, if reclassified as an Associate Member, not to practise as a Notary Public or to represent himself or herself as being a practising Notary Public; and
 - (ii) applies to the Faculty for Associate Membership of the Faculty;

then:

 - (A) the Governing Council shall have power to reclassify such Member as an Associate Member, and, where applicable, for the reclassification to take effect on or after the specified date as notified to the Faculty;
 - (B) the Associate Member
 - (I) shall not practise as a Notary Public or represent himself or herself as being a practising Notary Public;
 - (II) shall be entitled (i) to attend, but not speak or vote at, general meetings of the Faculty and (ii) to receive publications made available to members generally; and
 - (III) shall pay such annual subscription (if any) as the Directors may from time to time decide; and
 - (C) where the Associate Member practises as a Notary Public or represents himself or herself as a practising Notary Public, then, without prejudice to any other provision of these Articles or byelaws or regulations (including any appendices to such byelaws or regulations) made pursuant to Article 31 of these Articles, that shall be treated as Misconduct on the part of the Associate Member entitling the Governing Council to do any one or more of the following:

(I) to expel the Associate Member;

(ii) to refuse to readmit the Associate Member to the Faculty in any capacity; and

(III) to publish notice of such expulsion (and any other information considered by the Governing Council to be relevant) to the Members, to any professional body of which the Associate Member may be or have been a member, and to the general public.

5. MEMBERSHIP SUBSCRIPTIONS

- (a) Subject to paragraph (b) of Article 6 and paragraph (e) of Article 8, 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 become due and payable shall be the date of the annual general meeting.
- (b) The Governing Council may at its discretion in exceptional circumstances agree to waive, refund or vary the subscription of a Member.

6. HONORARY MEMBERS

- (a) The Governing Council shall have power to appoint (with his consent) any person who, in the opinion of the Governing Council, merits such appointment to be an Honorary Member of the Faculty.
- (b) 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 nor to make a contribution in a winding-up.
- (c) An Honorary Member shall be entitled to such rights and privileges of Honorary Membership as may from time to time be determined by the Governing Council.

7. CESSATION OF MEMBERSHIP

- (a) A Member shall cease to be a Member if:-
 - (i) by notice in writing given to the Secretary he resigns his membership; or,
 - (ii) his subscription shall remain unpaid six months after the date on which the same became due and payable under these Articles in any given year; or,
 - (iii) he, after due process, is adjudicated, pursuant to Professional Practice Regulations, to have been guilty of Misconduct; or,

- (iv) he is adjudicated bankrupt or,
 - (v) he dies; or,
 - (vi) his name is removed from the Roll of Notaries Public as maintained in the Supreme Court Office; or,
 - (vii) being a solicitor, barrister, accountant or tax consultant he has had his name removed from the roll maintained by the applicable professional or regulatory body (subject to verification of that fact by the Governing Council).
- (b) An Honorary Member shall cease to be an Honorary Member if:
- (i) by notice in writing given to the Secretary he resigns his honorary membership, or
 - (ii) he dies, or
 - (iii) the Governing Council so decides.

FELLOWS AND OFFICERS

8. FELLOWS OF THE FACULTY

- (a) The Governing Council may confer the honorary title of “Fellow” on any Member who, in the unanimous opinion of the Governing Council present at a duly convened meeting of the Governing Council, shall be considered to have given distinguished service to the Faculty over a lengthy period of time.
- (b) On a decision having been made by the Governing Council to confer this honour, and on receipt by the Governing Council of the consent of the Member to accept the award, the title of “Fellow of the Faculty of Notaries Public in Ireland” shall be conferred on the Member so nominated. As a mark of the decision, the Council will present to the Fellow a medallion suitable to the honour.
- (c) The name of each Fellow shall be entered on a written Roll of Honour to be inaugurated by the Faculty and to be maintained by the Secretary, who shall also be responsible for its safe custody.
- (d) Each Member so conferred as a Fellow may thereafter, and as long as the Member remains a Member of the Faculty, use the title “Fellow of the Faculty of Notaries Public in Ireland”, in abbreviation “FFNPI”.
- (e) A Fellow who is a Member shall be exempt from payment of any annual subscription or levy to retain membership of the Faculty. The status of “Fellow” does not attract any subscription.
- (f) While holding the title of Fellow, a Member shall be ineligible to be elected or appointed either as an officer or as a Member of the Governing Council. On being conferred with the Fellowship, a currently serving Member of the Governing Council or officer shall *ipso facto* cease to be a Member of the Governing Council, and shall resign from any office held at that time.

However, if the Fellow was a serving Member of the Governing Council, and/or an officer of the Faculty, immediately prior to the conferring of the Fellowship, then the Fellow may, on being invited to do so by the Governing Council, attend at designated meetings of the Governing Council for a period of up to two years from their appointment as Fellow, and take part in all discussions, but shall not be entitled to vote at such meetings.

- (g) The title "Fellow" is an honorary title, and a Fellow shall have no authority to bind or otherwise legally commit the Faculty in any way. Fellowship is not a class of membership of the Faculty.

9. DEAN AND DEPUTY DEAN

- (a) The Dean and the Deputy Dean shall each be appointed by the Governing Council and shall hold office for initial terms of three years each, provided that either or both may be re-appointed for a second term not exceeding one year.
- (b) Where the Dean or the Deputy Dean (or both) vacates office during or at the end of the initial term of three years or during or at the end of the second term of one year, each of them may continue to serve as a Member of the Governing Council until each of them is due to retire by rotation from the Governing Council and may then seek re-election as a Member of the Governing Council in accordance with these Articles.
- (c) The Dean shall:
 - (i) act as chairperson of general meetings of the Faculty and of meetings of the Governing Council and, in association with the Registrar, shall deal with the day-to-day business of the Faculty and in particular with matters that require to be dealt with urgently;
 - (ii) have overall responsibility for the formulation or reformulation of policy for consideration and approval of the Governing Council and for directing and implementing such policies as shall be approved by the Council; and
 - (iii) represent, or nominate a Member to represent, the Faculty at conferences, meetings or other gatherings (whether national or international) on matters relevant to Notaries Public and on delegations to authorities (whether governmental or non-governmental) on matters of concern to the Faculty and its Members.
- (d) The Deputy Dean shall deputise and undertake the duties and functions of the Dean in the absence or unavailability of the Dean for any reason.

10. THE REGISTRAR

- (a) The Registrar shall be appointed by the Governing Council on such terms as the Governing Council may determine.
- (b) The Registrar shall perform such functions and duties as the Governing Council may from time to time determine and, without limitation to the generality of the foregoing, shall act as chief executive officer of the Faculty

and, in association with the Dean, manage the day-to-day business of the Faculty.

11. SECRETARY

- (a) The Secretary shall be appointed by the Governing Council for such term and upon such conditions as the Governing Council may think fit and any Secretary so appointed may be removed by them. The Secretary shall not also be a Member of the Governing Council.
- (b) The Governing Council may appoint an assistant or deputy Secretary and any provision in these Articles or of the Act requiring or authorising a thing to be done by or to the Secretary shall be satisfied by it being done by or to the assistant or deputy secretary.
- (c) The Governing Council has a duty to ensure that the person appointed as Secretary has the skills or resources necessary to discharge his statutory and other duties.

MEETINGS

12. GENERAL MEETINGS

- (a) An annual general meeting of the Faculty shall be held each year (within a period of not more than 15 months after the holding of the last preceding annual general meeting) in such place as may be determined by the Governing Council.
- (b) General meetings of the Faculty may be held inside or outside the State.
- (c) All general meetings other than annual general meetings shall be called extraordinary general meetings.

13. NOTICE OF GENERAL MEETINGS

- (a) Subject to sections 181 and 193 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 Faculty (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 7 days' notice in writing at the least.
- (b) 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 date and the time of the meeting.
- (c) The notice shall also specify the general nature of the business to be transacted at the meeting, in the case of a proposed special resolution, and the text or substance of that proposed resolution.
- (d) 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.

- (e) The Governing Council 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 are provided for in Section 178 of the Act (as modified by Section 1203 of the Act).
- (f) If at any time there are not sufficient Members of the Governing Council capable of acting to form a quorum, any Member of the Governing Council or any Member of the Faculty may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Governing Council.
- (g) Notice of every general meeting of the Faculty shall be given in the manner set out in these Articles to such persons as are under the Act and these Articles entitled to receive notices from the Faculty. No other person shall be entitled to notices of general meetings.
- (h) Notwithstanding the provisions of Article 32, where notice of a general meeting is given by posting by ordinary prepaid post to the registered address of a Member, then, for the purposes of an issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting.

14. PROCEEDINGS AT GENERAL MEETINGS

- (a) The business of the annual general meeting shall include:
 - (i) the consideration of the Faculty's statutory financial statements and the report of the Governing Council and, unless the Faculty is entitled to and has availed itself of the audit exemption under section 360 or section 365 of the Act, the report of the statutory auditors on those statements and that report;
 - (ii) the review by the Members of the Faculty's affairs;
 - (iii) the election and/or re-election of the Members of the Governing Council;
 - (iv) the appointment or re-appointment of the statutory auditors (if any); and
 - (v) the authorisation of the Governing Council to approve the remuneration of the statutory auditors (if any).
- (b) Any business at an annual general meeting other than that specified in paragraph (a) of this Article 14 and all business at an extraordinary general meeting shall be deemed special business.
- (c) The Faculty shall, as soon as may be after their holding or passing cause minutes of all proceedings of general meetings of it and the terms of all resolutions of it to be entered in books kept for that purpose and all such books kept by the Faculty shall be kept at the same place.

15. QUORUM FOR GENERAL MEETINGS

- (a) Save as herein otherwise provided, 15 Members present in person shall be a quorum.
- (b) 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.
- (c) If within half an hour after the time appointed for the general 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 and at such other time and place as the Governing Council 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.

16. CHAIRPERSON OF GENERAL MEETINGS

- (a) The Dean shall preside as chairperson at every general meeting of the Faculty.
- (b) If the Dean is absent for more than 30 minutes after the time appointed for holding the meeting, the Deputy Dean shall preside as chairperson at a general meeting. In the absence of the Deputy Dean, the Members of the Governing Council present shall elect one of their number to be the chairperson of the meeting.

17. ADJOURNMENT OF GENERAL MEETINGS

- (a) The chairperson 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.
- (b) 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.
- (c) When a meeting is adjourned for 29 days or less, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

18. VOTING AT GENERAL MEETINGS

- (a) At any general meeting of the Faculty a resolution put to the vote of those eligible to vote on the matter 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:
 - (i) by the chairperson, or
 - (ii) by at least three Members present in person.

- (b) The demand for a poll may be withdrawn.
- (c) Every Member present in person shall have one vote.
- (d) Honorary Members shall not have any voting rights, unless the Governing Council otherwise determines.
- (e) No objection shall be raised as 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 chairperson of the meeting whose decision shall be final and conclusive.
- (f) Unless a poll is demanded (and the demand is not withdrawn), a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, 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.
- (g) If any vote shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting, or at an adjournment thereof, and not in that case unless it shall in the opinion of the chairperson be of sufficient magnitude to vitiate the resolution.
- (h) Except as provided in paragraph (i) of this Article 18, if a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (i) Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson 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.
- (j) A poll demanded on the election of a chairperson 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 chairperson 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.
- (k) Subject to Sections 191 to 198 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 Faculty 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. A resolution in writing made pursuant to this Article 18 may consist of one document or two or more documents in like form each signed by one or more Members.

19. NO VOTING BY PROXY

Votes may only be given personally and may not be given by proxy.

THE GOVERNING COUNCIL

20. MEMBERS OF THE GOVERNING COUNCIL

Unless otherwise determined pursuant to Article 21 (f), the number of the Members of the Governing Council shall be not less than five and not more than eleven.

21. APPOINTMENT AND ROTATION OF MEMBERS OF THE GOVERNING COUNCIL

- (a) At each annual general meeting one-third of the Members of the Governing Council 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.
- (b) The Members of the Governing Council to retire in every year shall be those who have been longest in office since the last election but, as between persons who became Members of the Governing Council on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
- (c) A retiring Member of the Governing Council shall be eligible for re-election.
- (d) The Faculty, at the meeting at which a Member of the Governing Council retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring Member of the Governing Council 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 Member of the Governing Council has been put to the meeting and lost.
- (e) No person other than a Member of the Governing Council retiring at the meeting shall, unless recommended by the Members of the Governing Council, be eligible for election to the office of Member of the Governing Council 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 registered office of the Faculty 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.
- (f) The Faculty may from time to time by ordinary resolution increase or reduce the number of Members of the Governing Council, and may also determine in what rotation the increased or reduced number is to go out of office.
- (g) The Governing Council shall have power at any time, and from time to time, to appoint any person to be a Member of the Governing Council, either to fill a casual vacancy or as an addition to the existing Governing Council, but so that the total number of Members of the Governing Council shall not at any time exceed the number fixed in accordance with these Articles. Any Member of the Governing Council 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 Members of the Governing Council who are to retire by rotation at such meeting.

- (h) The Faculty may by ordinary resolution, of which extended notice has been given in accordance with section 146(3) of the Act, remove any Member of the Governing Council before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Faculty and such Member of the Governing Council.
- (i) The Faculty may by ordinary resolution appoint another person in place of a Member of the Governing Council removed from office under Article 21 (h). Without prejudice to the powers of the Governing Council under Article 21 (h), the Faculty in general meeting may appoint any person to be a Member of the Governing Council, either to fill a casual vacancy or as an additional Member of the Governing Council. A person appointed in place of a Member of the Governing Council so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Member of the Governing Council on the day on which the Member of the Governing Council in whose place he is appointed was last elected a Member of the Governing Council.

22. BORROWING POWERS

The Governing Council may exercise all the powers of the Faculty 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 Faculty or of any third party; so, however, that the amount for the time being remaining undischarged of moneys borrowed or secured by the Governing Council as aforesaid (apart from temporary loans obtained from the Faculty's bankers in the ordinary course of business) shall not at any time, without the previous sanction of the Faculty in general meeting, exceed €25,000, but nevertheless no lender or other person dealing with the Faculty shall be concerned to see or enquire whether this limit is observed. No debt incurred or security given in excess of such limit shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security at the time when the debt was incurred or security given that the limit hereby imposed had been or was thereby exceeded.

23. POWERS AND DUTIES OF THE GOVERNING COUNCIL

- (a) The business of the Faculty shall be managed by the Governing Council, who exercise all such powers of the Faculty as are not by the Act or these Articles required to be exercised by the Faculty in general meeting, subject to:
 - (i) the provisions of the Act;
 - (ii) these Articles; and
 - (iii) such directions, not being inconsistent with the aforesaid provisions as the Faculty may in general meeting give, but no direction given by the Faculty in general meeting shall invalidate any prior act of the Governing Council which would have been valid if that direction had not been given.
- (b) The Governing Council 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 Governing Council, to be the attorney or attorneys of the Faculty for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the

Governing Council under these Articles) and for such period and subject to such conditions as they may think fit; and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Governing Council may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

- (c) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Faculty 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 Governing Council shall from time to time by resolution determine.
- (d) The Governing Council shall cause minutes to be made in records provided for the purpose:
 - (i) of all appointments of officers made by the Governing Council;
 - (ii) of the names of the individuals present at each meeting of the Governing Council and of any committee of the Governing Council;
 - (iii) of all resolutions and proceedings at all meetings of the Faculty, and of the Governing Council and of committees of the Governing Council.
- (e) Any such minute, if purporting to be signed by the chairperson of the meeting at which the proceedings were had or by the chairperson of the next succeeding meeting, shall be evidence of such proceedings.

24. VACATION OF OFFICE OF MEMBERS OF THE GOVERNING COUNCIL

- (a) The office of Member of the Governing Council shall be vacated if: –
 - (i) the Member of the Governing Council is adjudged bankrupt or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction; or
 - (ii) the Member of the Governing Council becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act; or
 - (iii) the health of the Member of the Governing Council is such that he can no longer be reasonably regarded as possessing an adequate decision-making capacity; or
 - (iv) the Member of the Governing Council resigns his office by notice in writing to the Faculty; or
 - (v) the Member of the Governing Council is convicted of an indictable offence; or
 - (vi) the Member of the Governing Council is directly or indirectly interested in any contract with the Faculty and fails to declare the nature of his interest in manner required by section 231 of the Act; or

- (vii) the Member of the Governing Council ceases to be a Member of the Faculty; or
- (viii) a declaration of restriction is made in relation to the Member of the Governing Council under section 819 of the Act and the other Members of the Governing Council, at any time during the currency of the declaration, resolve that his office be vacated.

25. VOTING ON CONTRACTS

A Member of the Governing Council may not vote in respect of any contract in which he is interested or any matter arising thereout.

26. PROCEEDINGS OF THE GOVERNING COUNCIL

- (a) The Governing Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as the Governing Council thinks 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 Member of the Governing Council may, and the Secretary on the requisition of the Governing Council shall, at any time summon a meeting of the Governing Council. All Members of the Governing Council shall be entitled to reasonable notice of any meeting of the Governing Council. Nothing in these Articles or in the Act enables a person, other than a Member of the Governing Council, to object to the notice given for any meeting of the Governing Council.
- (b) The quorum necessary for the transaction of the business of the Governing Council may be fixed by the Governing Council and unless so fixed shall be five.
- (c) The continuing Members of the Governing Council 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 as the necessary quorum of the Governing Council, the continuing Members of the Governing Council may act for the purpose of increasing the number of Members of the Governing Council to that number or of summoning a general meeting of the Faculty, but for no other purpose.
- (d) The Dean shall be the chairperson of meetings of the Governing Council. If the Dean absent for more than 30 minutes after the time appointed for holding a meeting, the Deputy Dean shall chair the meeting. In the absence of both the Dean and the Deputy Dean the Members of the Governing Council present may choose one of their number to be chairperson of the meeting.
- (e) The Governing Council may establish committees and may delegate any of their powers to committees and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations made, or to any directions given, by the Governing Council.
- (f) A committee may elect a chairperson of its meetings. If no such chairperson is elected or if at any meeting the chairperson is absent for more than 30 minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be chairperson of that meeting.

- (g) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members of the committee present, and when there is an equality of votes, the chairperson shall have a second or casting vote.
- (h) All acts done by a meeting of the Governing Council or of a meeting of a committee comprising persons acting as Members of the Governing Council or members of such a committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any one or more of such persons acting as aforesaid, or that any such person or persons was or were disqualified from so acting, such meeting shall be as valid as if every such person or persons had been duly and properly appointed and was or were qualified to be a Member of the Governing Council or a Member of such committee.
- (i) A resolution in writing, signed by all the Members of the Governing Council for the time being entitled to receive notice of a meeting of the Governing Council, shall be as valid as if it had been passed at a meeting of the Governing Council duly convened and held. Such a resolution in writing may consist of several documents in like form each signed by one or more Members of the Governing Council and for all purposes shall take effect upon receipt at the registered office of the Faculty of all such several documents, by facsimile and/or electronic transmission or otherwise.
- (j) A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Member of the Governing Council and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Member of the Governing Council and as, or in place of, the Secretary.
- (k) Any Member of the Governing Council or of any committee may participate in a meeting of the Governing Council or such a committee by means of a conference between some or all of the Members of the Governing Council or, as the case may be, Members of such committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others. Any Member of the Governing Council or Member of a committee participating at such a meeting will be deemed to be present in person at such meeting and shall be entitled to vote and be counted in a quorum accordingly.

27. THE SEAL

The Seal shall be used only by the authority of the Governing Council or of a committee of the Governing Council authorised by the Governing Council in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Member of the Governing Council or by some other person appointed for the purpose by the Governing Council or by such committee of the Governing Council and shall be countersigned by the Secretary or by a second Member of the Governing Council or by some other person appointed by the Governing Council or by such committee of the Governing Council for that purpose.

28. ACCOUNTS

- (a) The Governing Council shall cause adequate accounting records to be kept relating to:-
 - (i) all sums of money received and expended by the Faculty and the matters in respect of which the receipt and expenditure takes place;
 - (ii) the assets and liabilities of the Faculty; and
 - (iii) all sales and purchases of goods by the Faculty.
- (b) Adequate accounting records shall not be deemed to be kept if there are not kept such accounting records as are necessary to give a true and fair view of the state of the Faculty's affairs and to explain its transactions.
- (c) The accounting records shall be kept at the registered office of the Faculty or, subject to Section 283 of the Act, at such other place as the Governing Council thinks fit and shall, at all reasonable times, be open to the inspection of the Members of the Governing Council.
- (d) The Governing Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Faculty shall be open to the inspection of any Member (not being a Member of the Governing Council), and no Member (not being a Member of the Governing Council) shall have any right of inspection of any accounting records or other documents of the Faculty except as conferred by statute or authorised by the Governing Council or by the Faculty in general meeting.
- (e) The Governing Council shall from time to time in accordance with Chapter 4 of Part 6 of the Act cause to be prepared and to be laid before the annual general meeting of the Faculty such profit and loss accounts, balance sheets, group accounts and reports as are required by that Chapter to be prepared and laid before the annual general meeting of the Faculty.
- (f) 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 Faculty together with a copy of the directors' report and statutory auditors' 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.

29. AUDIT

Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act dealing with such matters.

30. INDEMNITY

Subject to the provisions of the Act, every Member of the Governing Council or of a committee appointed by it or any agent of the Governing Council or such a committee, auditors, Secretary and every other officer for the time being of the Faculty shall be indemnified out of the assets of the Faculty against any liability

incurred by them in defending any proceedings, whether civil or criminal, in relation to their acts while acting in such capacity in which judgment is given in their favour or in which they are acquitted, or in connection with any application under Section 233 of the Act in which relief is granted to them by the Court.

31. REGULATIONS AND BYELAWS

- (a) The Members may from time to time in general meeting make such regulations and byelaws (including but not limited to Professional Practice Regulations and Education Regulations) as they may deem appropriate for the proper governance of the Faculty. The Faculty may by such regulations and byelaws regulate:
 - (i) the conduct of Members, in relation to the prescription, maintenance, guidance and enforcement of appropriate and reasonable standards of professional behaviour for Members and Honorary Members and the practices and procedures to be adopted and observed by Members in their provision of notarial services;
 - (ii) Members and/or Honorary Members in relation to their education and training as Notaries Public as well as other individuals who are not Members but who are aspiring to be appointed as Notaries Public; and
 - (iii) Members and/or Honorary Members in relation to all other matters which the Faculty considers would promote and advance the profession of Notary Public.
- (b) The Members in general meeting by simple majority present and voting shall have power to amend, alter or repeal the regulations and byelaws and to make additions to them.
- (c) The Governing Council shall bring to the notice of Members and Honorary Members all such regulations and byelaws which so long as they shall be in force shall be binding on Members and Honorary Members and, as may be appropriate, on other individuals aspiring to be Notaries Public, provided that no regulation or byelaw shall be inconsistent with or shall affect or repeal anything contained in this Constitution.

32. NOTICES

- (a) Any communication or document or information intended to be given to a Member (including, without limitation, the annual report and accounts and any notice of general meeting) (“Notice”) may be given by the Faculty to any Member, Honorary Member or other person either:
 - (i) personally; or
 - (ii) by sending it by post to or delivering it by hand or courier at the Member or Honorary Member’s registered address; or
 - (iii) by sending it by electronic mail to an address notified by the Member or Honorary Member in writing; or

- (iv) by sending an electronic notification that a Notice has been published on a website, the address of which is specified.
- (b) Where at any time a Notice is given personally or is delivered by hand to the registered address, it shall be deemed to have been given and delivered at that time.
- (c) 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 or Honorary Member or other person, is posted to the Member, Honorary Member or other person by being put in a post office receptacle for receipt of letters intended for transmission and delivery.
- (d) Where a Notice is sent by electronic mail, it shall be deemed to be given and delivered at the time it was sent.
- (e) Where a Notice is displayed on a website 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 is so available on the website.
- (f) 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.
- (g) A notification to a Member of the publication of a Notice on a website pursuant to this Article 32 shall state:
 - (i) the fact of the publication of the Notice on a website;
 - (ii) the address of that website;
 - (iii) where necessary, the place on that website where the Notice may be accessed, and how it may be accessed; and
 - (iv) in the case of a Notice of a general meeting of the Faculty:
 - (1) that it concerns Notice of a meeting served in accordance with the Articles or by order of a Court, as the case may be;
 - (2) the place, date and time of the meeting;
 - (3) whether the meeting is to be an annual general meeting or extraordinary general meeting; and
 - (4) the address of any other website (if such is the case) where procedures as to voting are stated or facilitated.
- (h) In the case of a Notice of a general meeting published on a website, the Notice shall remain on the website throughout the period beginning with the giving of that Notice and ending with the conclusion of the meeting.

- (i) This Article shall be treated as being complied with and, in the case of a meeting, nothing shall invalidate the proceedings of a meeting where:
 - (i) any Notice that is required to be published, as mentioned in paragraph (h) of this Article 32 is, published for a part, but not all of the period mentioned in that paragraph; and
 - (ii) the failure to publish Notice throughout that period is attributable to circumstances which it would not be reasonable to have expected the Faculty to prevent or avoid, such as systems or telecommunications failures or power outages.

33. MISCELLANEOUS

- (a) The Governing Council may determine any question as to the interpretation of this Constitution and any Professional Practice Regulations and Education Regulations and any other regulations made pursuant to Article 31 and may rule for any occurrence not catered for therein unless and until modified or reversed by a subsequent general meeting of Members.
- (b) Where the Governing Council has invoked Article 33 (a), it shall be its 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, which details shall appear on the agenda sent out with the Notice convening such general meeting.

We, the several persons whose name, addresses and descriptions are subscribed, wish to be formed into a company in pursuance of this Constitution.

NAME, ADDRESSES, 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.