



**MEMORANDUM
ARTICLES OF ASSOCIATION
OF
THE SOCIETY OF CHARTERED SURVEYORS IRELAND**

MARCH 2011

COMPANIES ACTS 1963-2009
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

MEMORANDUM OF ASSOCIATION
OF
THE SOCIETY OF CHARTERED SURVEYORS IRELAND
(As amended by special resolution of the , March, 2011)

1. The name of the Company is “THE SOCIETY OF CHARTERED SURVEYORS IRELAND”
2. The main object for which the Company is established is:
 - 2.1 to secure the advancement and facilitate the acquisition of that knowledge which constitutes the profession of a surveyor, including, the arts, sciences and practice of; determining the value of all descriptions of landed and house property and of the various interests, including but not limited to the contents, therein; managing and developing estates and other business concerned with the management of landed property; surveying the structure and condition of buildings and their services and advising on their maintenance, alteration and improvement; measuring and delineating the physical features of the Earth; managing, developing and surveying mineral property; determining the economic use of resources of the construction industry, and the financial appraisal and measurement of construction work; selling (whether by auction or otherwise) buying or letting, as an agent, real or personal property or any interest therein , to enhance, advance and enforce standards and to maintain and promote the usefulness of the profession for the public advantage.
3. The following objects set out hereafter 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 and any income generated therefrom is to be applied for the main object only:-
 - 3.1 taking over the assets and liabilities of the Society of Chartered Surveyors in the Republic of Ireland and to continue to discharge the functions of the Republic of Ireland Branch of the Royal Institution of Chartered Surveyors; and
 - 3.2 taking over the assets and liabilities of the Irish Auctioneers and Valuers Institute in Ireland.

- 3.3 to do all that is necessary to carry out and give full effect and purpose to the Company's role as 'Registration Body' as defined in the Building Control Act, 2007 and as the 'Competent Authority' in Ireland as defined in the EU Mutual Recognition of Professional Qualifications Directive (2005/36/EC);
 - 3.4 to establish, undertake, and/or manage any charitable or benevolent fund from which donations may be made to necessitous persons who are or have been members of the Company, their widows, widowers, children, and immediate relatives and/or others who may be or have been connected with the profession, and subject to the provisions of paragraph 4 hereof to make any contribution out of the surplus property or income of the Company to any such fund;
 - 3.5 to purchase, sell, take on lease or fee farm grant, or otherwise acquire, hold, and dispose of any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Company;
 - 3.6 to borrow or raise money for the purposes of the Company on such terms and on such security (if any) as may be thought fit, including the mortgaging of any of the property of the Company;
 - 3.7 to erect, purchase or hire and furnish any building to be used by the Members of the Company as an institute, club, meeting, exchange, sale or lecture rooms for the advancement of the foregoing objects or any of them;
 - 3.8 to apply, petition for, or promote any Act of the Oireachtas, or other authority with the view of attaining any of the objects of the Company;
 - 3.9 to promote, form, establish, acquire or incorporate any association, institution or company not being for the purpose of trade or profit, having objects similar to or advantageous to those of the Company;
 - 3.10 to pay the costs and expenses of and incidental to the promotion, formation, establishment, incorporation and registration of the Company of or any such other association, institution or company as above mentioned;
 - 3.11 to join with any other person or corporation in doing any of the aforesaid things, or for the attainment of any of the above objects;
 - 3.12 to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them;
4. The foregoing objects for which the Company is established are subject to the following provisions, that:

- 4.1 the Company shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Company would make it a Trade Association;
 - 4.2 in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with the same in such manner as allowed by law having regard to such trusts.
5. 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 any member of the Company, provided that nothing herein shall prevent the payment, in good faith, of:
 - (a) reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return for any services actually rendered to the Company;
 - (b) interest at a rate not exceeding five per cent per annum on money lent by Directors or other members of the Company;
 - (c) reasonable and proper rent from premises demised or let by any member to the Company, but so that no Director or member of the Council shall be appointed to any salaried office of the Company or any office of the Company paid by fees;
 - (d) no remuneration or other benefit in money or moneys worth shall be given by the Company to any member of such Council or Board of Directors except for repayment of out of pocket expenses and interest at a rate aforesaid on money lent or reasonable or 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 member of the Council or Board of Directors may be a member, and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.
6. The fifth and ninth paragraphs of this Memorandum contain conditions to which a licence granted in pursuance of Section 24 of the Companies Act 1963 (as amended) is subject.
7. The liability of the members is limited.
8. Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time he is a

- Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of contributories amongst themselves, such amount as may be required but not exceeding €1.
9. 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 charitable 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 amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, such charitable institution or institutions to be determined by the Members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
 10. No addition, alteration or amendments shall be made to or in the provision of the Memorandum or Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Revenue Commissioners, provided that in respect of Clauses 5 and 9 of the Memorandum of Association, such approval shall be given only after consultation with the Registrar of Companies if required.
 11. Annual Audited Accounts shall be kept and made available to the Revenue Commissioners upon their request.

We, the several persons whose names and address are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association

NAMES & ADDRESSES & DESCRIPTIONS OF SUBSCRIBERS

Kevin Michael Callan

Chartered Surveyor
"New Barn"
Rathfarnham Park
Dublin 14

Thomas Michael D'Arcy

Chartered Surveyor
"Woodside"
Pucks Castle Lane
Rathmichael
Co. Dublin

James Dent

Chartered Surveyor
"Strathyre"
Newtownpark Avenue
Blackrock
Co. Dublin

James Joseph Gahan

Chartered Surveyor
"Baltray"
1 Templeogue Wood
Dublin 6W

Brian Patrick Hughes

Chartered Surveyor
21 Woodbine Road
Blackrock
Co Dublin

David Laurence Martin

Chartered Surveyor
"Hollybrook Cottage"
Brighton Road
Foxrock
Dublin 18

Finbarr Thomas Smyth

Chartered Surveyor
50 Marlborough Road
Donnybrook
Dublin 4

Dated the 5th day of March 1993

Witness to the above signatures: Anthony Philip Smith
Barrister at Law
13 Palmerston Grove,
Dublin 6

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COMPANIES ACTS 1963-2009
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(As amended by special resolution of the , March, 2011)

INTERPRETATION

The Regulations contained in Table C of the Companies Acts, 1963 to 2009 shall apply to the Company save in so far as they are excluded ,modified or verified hereby.

1. In these Articles of Association:

“The Acts” means the Companies Acts 1963-2009;

“The Articles of Association” means the Articles of Association of the Company contained herein as may be amended from time to time;

“The Board of Directors” means the board of directors of the Company from time to time;

“The Bye-Laws” means the bye laws of the Company for the time being in force pursuant to Article 9 of the Articles of Association;

“The Company” means The Society of Chartered Surveyors Ireland”

“The Company Secretary” means any person appointed to perform the duties of the Secretary of the Company.

“The 1963 Act” means the Companies Act 1963;

“The Council” means the members of the Council for the time being of the Company.

“The Directors” means the Officers of the Company for the time being or the Officers present at a meeting of the Board of Directors and includes all and any other person occupying the position of director of the Company by whatever named called.

“The Institution” means The Royal Institution of Chartered Surveyors.

“The Officers” means the President, the Immediate Past President, the Senior Vice President, the Second Vice President, and the Honorary Treasurer of the Company.

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

“The Seal” means the Common Seal of the Company.

2. 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.
3. Words importing only the masculine gender shall include the feminine; words importing the singular shall include the plural.
4. Unless the contrary intention appears, words or expressions contained in these Articles of Association shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles of Association became binding on the Company.

MEMBERSHIP

5. The number of Members with which the Company proposes to be registered is 4,500 but the Directors may from time to time register an increase of Members;
6. The Members of the Company shall be the members of the Company at the date hereof and such other persons as the Directors may admit to membership of the Company in accordance with these Articles of Association and the Bye-Laws.
7. All persons who become members of the Company shall be obliged to apply for election to corporate membership of the Institution and if elected maintain membership in accordance with provisions of the Bye-Laws and shall be bound by the Bye-Laws and Regulations of the Institution.
8. Members of the Company and applicants for membership shall be liable to pay such entrance fees, annual subscriptions and special levies at such rates as may from time to time be decided in accordance with the Bye-Laws.

BYE-LAWS

9. The Company may, by ordinary resolution of the members in General Meeting, adopt, and from time to time vary, the Bye-Laws to provide for any matter that may seem to the members in general meeting incidental or conducive to the attainment of the objects of the Company to include but not limited to the following matters:

- (i) The procedure for electing members of the Council.
 - (ii) Provisions for Officers and the procedure for their election to Office.
 - (iii) The conditions to be satisfied by applicants seeking admission to membership and the retention of membership and the procedure for the election of Members to the Company and the classification of membership in the Company.
 - (iv) Regulating the use of distinguishing letters signifying membership of the Company.
 - (v) Regulating the payment of annual subscriptions or other sums to the Company and providing for the suspension and termination of the membership of any member in arrears with payment of any subscriptions or other sums due to the Company.
 - (vi) Providing for educational courses, the conducting of examinations, and the awarding of prizes.
 - (vii) Establishing proceedings for dealing with disputes between members of the Company or between such members and members of the public.
 - (viii) The rights and conditions including the voting rights which attach to classes of membership of the Company.
 - (ix) Dealing with such other matters as the Company in General Meeting may think proper.
10. The Bye-Laws shall be binding on the members of the Company and save as otherwise provided herein no Bye-Laws may rescind or vary any Article and where any conflict exists between a Bye-Law and an Article the Article shall prevail.

GENERAL MEETINGS

11. All General Meetings of the Company shall be held in Ireland.
12. Subject to Article 13 the Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices convening 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.

13. 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 11, the Annual General Meeting shall be held at such time and at such place in Ireland as the Directors shall appoint.
14. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
15. The Directors may, whenever they think fit, convene an Extraordinary General Meeting. Extraordinary General Meetings shall also be convened on such requisition, or, in default may be convened by such requisitions, as provided by section 132 of the 1963 Act. If at any time there are not within Ireland 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

16.
 - (a) Subject to Sections 133 and 141 of the 1963 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 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 these Articles of Association, entitled to receive such notices from the Company. A notice may be given by the Company to any Member thereof either personally or by sending it by post to him at his address as last notified by him to the Company or by sending it by email to the email address last notified by him to the Company.
 - (b) Any resolution may be included on the agenda for a general meeting if proposed by not less than one tenth of the voting members of the Company and provided it has been received by the Company Secretary within 7 days of the posting of the notice of the Annual General Meeting to members of the Company.
17. 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

18. 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 Council and Auditors, the declaration of the result of any ballot for the election of Directors, Officers and members of the Council in the place of those retiring, the appointment of Auditors and the fixing of the remuneration of the Auditors.
19. 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, ten members present in person shall be a quorum.
20. 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 a member 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 Chairman of the meeting may determine. 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.
21. The President, if any, of the Council shall preside as Chairman at every General Meeting of the Company, or if there is no such President, 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 Senior Vice President shall preside. In default thereof the members of the Council present shall elect one of their number to be Chairman of the meeting.
22. If at any meeting no Council member is willing to act as Chairman or if no Council member 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.
23. 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.
24. 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 by the Chairman; or by at least three members present in person or by proxy; or 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.

25. Except as provided in Article 27 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.
26. 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.
27. 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.
28. Subject to Section 141 of the 1963 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 (or being bodies corporate by their duly authorised representatives) 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 Acts.

VOTES OF MEMBERS

29. Save as otherwise provided in these Articles of Association and/or in the Bye-Laws every member of the Company shall have one vote. Votes may be given either personally or by proxy.
30. No member shall be entitled to vote at any General Meeting or in any poll unless all monies immediately payable by him to the Company have been paid.
31. 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.

THE OFFICERS AND COUNCIL

32. The number of members of the Council and the number of Officers and the election of the Officers and members of the Council shall be determined from time to time by the Bye-Laws.
33. The Officers and the Council shall continue in office until the next election of Officers and Council under these Articles of Association and the Bye-Laws.
34. The Council may authorise the payment of travelling, hotel and other expenses properly incurred by any person in attending and returning from Meetings of the Council or any Committee or General Meetings of the Company and in connection with business of the Company.

DIRECTORS

35. The Officers shall constitute the Board of Directors for the purposes of the Acts.
36. Save as otherwise set out in the Bye-Laws the maximum number of Directors shall be 7 and the election thereof shall be determined, from time to time in accordance with the Bye-Laws.
37. The Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from Meetings by 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

38. The Directors may exercise all powers of the Company to borrow money and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party, up to a limit of 30% of the preceding year's subscription income or, subject to approval of a General Meeting, without limit as to amount.

POWERS AND DUTIES OF THE DIRECTORS

39. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not by the Act or by these Articles of Association required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act and of these Articles of Association and to such directions, being not inconsistent with aforesaid provisions, as may be given by the Company in General Meeting. 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.
40. 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 Company, 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 of Association) and for such period and subject to such conditions as they may think fit. 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.

41. 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. Such person or persons need not be members of the Board of Directors.
42. The Directors shall cause minutes to be made in books provided for the purpose :
- (i) of all appointments of Officers made by the Company;
 - (ii) of the name of those present at each meeting of the Directors; and any Committee of the Directors;
 - (iii) of all resolutions and proceedings at all Meetings of the Company; and
 - (iv) of the Directors and of Committees of the Board of Directors.

REMOVAL OF DIRECTORS

43. A Director shall vacate office if he:
- (i) ceases to be a member of the Company; or
 - (ii) ceases to be an Officer of the Company; or
 - (iii) without the consent of the Company in General Meeting holds any office or place of profit under the Company; or
 - (iv) is adjudged bankrupt in Ireland or in any other place or makes any arrangement or composition with his creditors generally; or
 - (v) becomes prohibited from being a director of a company by reason of any order under section 184 of the 1963 Act; or

- (vi) becomes of unsound mind; or
- (vii) resigns his office by notice in writing to the Company; or
- (viii) is convicted of an indictable offence, unless the Directors otherwise determine; or
- (ix) 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 1963 Act; or
- (x) is more than 6 months absent without permission of the Directors from meetings of the Board of Directors held during that period; or
- (xi) is guilty of any conduct likely to have a serious adverse effect upon the Company or bring the Company into disrepute; or
- (xii) is found guilty of any breach of the Bye-Laws or Articles of Association.

VOTING ON CONTRACTS

44. A Director shall in respect of any contract or arrangement in which he is interested or any matter arising therefrom declare his interest therein to the Board of Directors and shall not vote in respect of any contract or arrangement in which he is interested or any matter arising therefrom.

ROTATION OF DIRECTORS

45. The Officers shall be elected in accordance with the Bye-Laws and shall constitute the Board of Directors for the purposes of the Companies Acts.
46. The Directors shall retire in accordance with the Bye Laws and the Directors shall have power at any time, and from time to time, to appoint any person to be a member of the Board of the Directors, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles of Association or the Bye Laws. Any Member so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election unless otherwise precluded under these Articles of Association or any Bye-Laws made thereunder.
47. The Company may, by ordinary resolution of which extended notice has been given in accordance with Section 142 of the 1963 Act, remove any Director before expiration of his period of office, notwithstanding anything in these

Articles of Association or in any agreement between the Company and such Director.

48. The Company may by ordinary resolution appoint another person in place of a Director removed from the office under Article 47.
49. Without prejudice to the powers of the Directors under Article 48, 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 person in whose place he is appointed was elected a Director.

PROCEEDINGS OF MEETINGS OF THE DIRECTORS

50. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their Meetings as they think fit. Questions arising at any Meetings shall be decided by a majority of votes. Where there is an equality of votes, the President shall have a second or casting vote. The Company Secretary, on the requisition at any time of the President or one of the Vice Presidents shall summon a meeting of the Board of Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of the Board of Directors to any member thereof who being resident in the Republic of Ireland is for the time being absent from the Republic of Ireland.
51. The quorum necessary for the transaction of the business of the Directors may from time to time be fixed by the Council and unless so fixed shall be three.
52. 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 as the necessary quorum of members, the continuing Directors may act for the purpose of increasing the number of members to that number or of summoning a General Meeting of the Company but for no other purpose.
53. The President of the Company or, in his absence, the Senior Vice-President or in his absence the Second Vice-President shall preside at meetings of the Directors.
54. The Directors may delegate any of their powers to Committees consisting of such of their members or members of the Company 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 Board of Directors.
55. 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 15 minutes after the time appointed for holding the same, the Committee members present may choose one of their number to be Chairman of the meeting.

56. 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 Committee members present, when there is an equality of votes the Chairman shall have a second or casting vote.
57. All acts done by any meeting of the Directors or of a Committee of the 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 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 or Committee member.
58. A resolution in writing, signed by all the members of the Board of 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.

COMPANY SECRETARY

59. The Company Secretary shall be appointed by the Directors for such term and upon conditions as the Directors think fit.
60. A provision of the Act or these Articles of Association requiring or authorising a thing to be done by or to a Director and the Company Secretary shall not be satisfied by its being done by or to the same person acting both as a Director and as, or in the place of, the Company Secretary.

THE SEAL

61. The Company shall have a Corporate Seal. The Corporate Seal shall be used only by the authority of the Board of Directors, or of a Committee of the Board of Directors authorised by the Directors in that behalf. Every instrument to which the Corporate Seal shall be affixed shall be signed by a Director and shall be countersigned by the Company Secretary or by a Second Director or by some other person appointed by the Directors for the purpose.

ACCOUNTS

62. The Directors shall cause proper books of account to be kept relating to:
- (i) all sums of the money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - (ii) all sales and purchases of goods by the Company;
 - (iii) 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 affairs and to explain its transactions.

63. The books of account shall be kept at the office or, subject to Section 147 of the 1963 Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
64. 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 of the Company not being Directors. No member (not being a Director) shall have any right of inspecting any account or book of account of the Company except as conferred by statute or authorised by the Board of Directors or by the Company in General Meeting.
65. The Directors shall from time to time in accordance with Sections 148, 157, and 158 of the 1963 Act cause to be prepared and to be laid before the Annual General Meeting of the Company such profit and loss account, balance sheets, and reports as are required by those sections to be prepared and laid before the Annual General Meeting of the Company.
66. 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 auditors report shall, not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provision of the Act to receive them.

AUDIT

67. Auditors shall be appointed and their duties regulated in accordance with Sections 160-163 of the 1963 Act.

NOTICES

68. A notice may be given by the Company to any Member thereof either personally or by sending it by post to him at his address as last notified by him to the Company or sending it by email to the email address last notified by him to the Company.

Where a notice is delivered by hand service of the notice shall be deemed to be at the time of delivery, 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 a 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 and in the case of service by email upon transmission, subject to the correct email address being received on the

transmission report or upon receipt by the sender of a mechanical confirmation of transmission or delivery receipt (as the case may be).

69. Notice of every General Meeting shall be given in any manner hereinunder authorised to:

- (i) every Member of the Company;
- (ii) every person being a personal representative or the Official Assignee in bankruptcy of a Company member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (iii) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

WINDING UP

70. The provisions of Clause 9 of the Memorandum of Association relating to winding up or dissolution shall have effect and be observed as if the same were repeated in full in these presents.

REGULATIONS

71. The Board of Directors after having consulted with the Council shall have power from time to time to make regulations and rules of member's professional conduct and discipline or for the purpose of carrying any Bye-Law into effect and may at any time and from time to time repeal, alter or add to those regulations and rules for the time being in force.

NAMES & ADDRESS & DESCRIPTIONS OF SUBSCRIBERS

Kevin Michael Callan

Chartered Surveyor
"New Barn"
Rathfarnham Park
Dublin 14

Thomas Michael D'Arcy

Chartered Surveyor
"Woodside"
Pucks Castle Lane
Rathmichael
Co. Dublin

James Dent

Chartered Surveyors
"Strathyre"
Newtownpark Avenue
Blackrock
Co. Dublin

James Joseph Gahan

Chartered Surveyor
"Baltray"
1 Templeogue Wood
Dublin 6W

Brian Patrick Hughes

Chartered Surveyor
21 Woodbine Road
Blackrock
Co. Dublin

David Laurence Martin

Chartered Surveyor
"Hollybrook Cottage"
Brighton Road
Foxrock
Dublin 18

Finbarr Thomas Smyth
Chartered Surveyor
50 Marlborough Road
Donnybrook
Dublin 4

Dated 5th day of March, 1993

Witness to the above signatures:

Anthony Philip Smith

Barrister at Law
13 Palmerston Grove,
Dublin 6