

COMPANIES ACT 2014

CONSTITUTION

OF

THE SOCIETY OF CHARTERED SURVEYORS IRELAND

MEMORANDUM OF ASSOCIATION

(AS AMENDED BY SPECIAL RESOLUTION PASSED ON 3 NOVEMBER 2016)

1. The name of the Company is "THE SOCIETY OF CHARTERED SURVEYORS IRELAND".
- 1A The Society is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
2. The main object for which the Company is established is:

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;
 - 3.2 taking over the assets and liabilities of the Irish Auctioneers and Valuers Institute in Ireland (IAVI) and for the avoidance of doubt, the Company shall have the power to exercise as successor to IAVI, all functions previously vested in IAVI, at all times following such take over;
 - 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 establish, maintain, fund and operate any bursary or other scheme, howsoever described, for the promotion and development of, research and / or education incidental to or for the benefit of the objects of the Company generally, as determined by the Directors from time to time;
 - 3.12 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; and
 - 3.13 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 shall be applied solely towards the promotion of main object(s) as set forth in this Constitution. No portion of the Company'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 members of the Company. No charity trustee shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:
- (a) reasonable and proper remuneration to any member or servant of the Company (not being a charity trustee) for any services rendered to the Company;
 - (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by charity trustees or other members of the Company to the Company;
 - (c) reasonable and proper rent from premises demised and let by any member of the Company (including any charity trustee) to the Company;
 - (d) reasonable and proper out of pocket expenses incurred by any charity trustee in connection with their attendance to any matter affecting the Company;

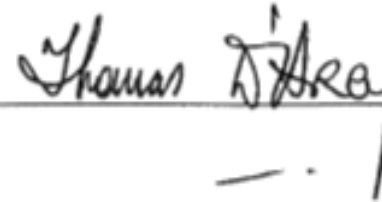
- (e) fees, remuneration or other benefit in money or money's worth to any company of which a charity trustee may be a member holding not more than one hundredth part of the issued capital of such Company.
 - (f) Nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).
6. The Company must ensure that the Charities Regulator has a copy of its most recent constitution. If it is proposed to make an amendment to the constitution of the Company which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.
 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 satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the Members of the Company. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Company under or by virtue of the Clause 5 of this memorandum of association. Members of the Company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.
 10. No amendments of any kind shall be made to the provisions of Clauses 5 and 9 of the memorandum of association and no amendments shall be made to the memorandum and articles of association to such extent that they would alter the effect of Clauses 5 and 9 of the memorandum of association, such that there would be non-compliance with the requirements of Section 1180 and of the Companies Act 2014.
 11. Annual Audited Accounts shall be kept and made available to the Revenue Commissioners upon their request.

NAMES & ADDRESSES & DESCRIPTIONS OF SUBSCRIBERS

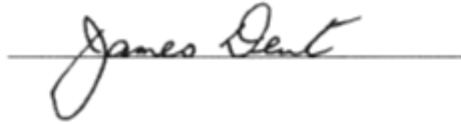
Kevin Michael Callan
Chartered Surveyor
"New Barn"
Rathfarnham Park
Dublin 14



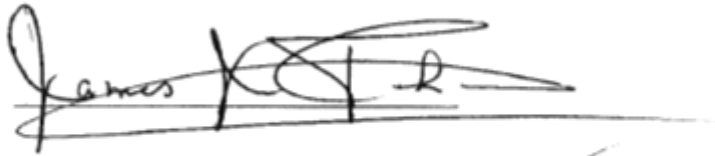
Thomas Michael D'Arcy
Chartered Surveyor
"Woodside"
Pucks Castle Lane
Rathmichael
Co Dublin



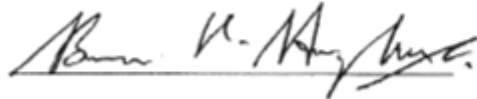
James Dent
Chartered Surveyor
"Strathyre"
Newtownpark Avenue
Blackrock
Co Dublin



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} ~~30th~~ day of ^{March} ~~February~~ 19 ⁴⁷ ~~46~~

Witness to the above signatures:  (ANTHONY PHILIP SMITH)
BARRISTER
13 PALMERSTON GROVE
DUBLIN 6.

COMPANIES ACT 2014
CONSTITUTION
OF
THE SOCIETY OF CHARTERED SURVEYORS IRELAND
ARTICLES OF ASSOCIATION
(As adopted by special resolution passed on 6 August 2020)

The following Regulations shall apply to the Company.

INTERPRETATION

1. In these Articles of Association:

"The Act" means the Companies Act 2014;

"The Articles of Association" means these Articles of Association;

"The Board of Directors" means the board of directors of the Company;

"The Bye-Laws" means the bye laws of the Company for the time being in force pursuant to Articles 10 and 11 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 Council" means the Council Committee for the time being of the Board of 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.

"Non-Executive Directors" means any persons appointed to the Board of Directors of the Company who are not Officers.

"The Office" means the registered office for the time being of the Company.

"The Officers" means the President, the Immediate Past President, the Vice President, the Second Vice President, and the Honorary Treasurer 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 5,451 but the Directors may from time to time register an increase of Members.
6. The number of members of the Company shall not be less than three.
7. 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.
8. 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.
9. 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

10. 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) 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.
11. 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

12. All General Meetings of the Company shall be held in Ireland.
13. Subject to Article 14 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.

14. 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 12, the Annual General Meeting shall be held at such time and at such place in Ireland as the Directors shall appoint.
15. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
16. The Directors may, whenever they think fit, convene an Extraordinary General Meeting. 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. The Directors shall, on the requisition of one or more members holding, or together holding, at the date of the deposit of the requisition, not less than 10 per cent of the total voting rights of all the members of the Institute having, at the date of the deposit, the right to vote at general meetings of the Institute, forthwith proceed duly to convene an extraordinary general meeting of the Institute.

NOTICE OF GENERAL MEETINGS

17.
 - (a) Subject to Sections 181 and 191 of the Act, an Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Company (other than an Annual General Meeting or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at least. In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted. The notice of a meeting shall specify:
 - (i) the place, the date and the time of the meeting;
 - (ii) the general nature of that business to be transacted at that meeting;
 - (iii) in the case of a proposed special resolution, the text or substance of that proposed special resolution;
 - (iv) with reasonable prominence a statement that:
 - (a) a member entitled to attend and vote is entitled to appoint a proxy using the form set out in Section 184 to attend, speak and vote instead of him or her;
 - (b) a proxy need not be a member; and
 - (c) the time by which the proxy must be received at the Office or some other place within the State as is specified in the statement for that purpose,

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 them at their 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.

18. 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 of that meeting.

PROCEEDINGS AT GENERAL MEETINGS

19. 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 following:
- (a) the consideration of the Company's statutory financial statements and the report of the Directors and, unless the Company is entitled to and has availed itself of the audit exemption under section 360 or 365 of the Act, the report of the statutory auditors on those statements and that report;
 - (b) the review by the members of the Company's affairs;
 - (c) the authorization of the Directors to approve the remuneration of the statutory auditors (if any);
 - (d) the election and re-election of Directors;
 - (e) save where the Company is entitled to and has availed itself of the exemption referred to in paragraph (a) of this Article 19, the appointment or re-appointment of statutory auditors; and
 - (f) 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.
20. 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. Section 182(2) of the Act shall not apply.
21. 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 Chairperson 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. Section 182 (5) of the Act shall not apply.
22. The President, if any, of the Council shall preside as Chairperson 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 Vice President shall preside. In default thereof the members of the Council present shall elect one of their number to be Chairperson of the meeting.
23. If at any meeting no Council member is willing to act as Chairperson 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 Chairperson of the meeting. Section 187(3) of the Act shall not apply.
24. 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. 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.
25. Unless a poll is demanded in accordance with Section 189 of the Act, at any general meeting:
- (a) a resolution put to the vote of the meeting shall be decided on a show of hands;

- (b) 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, and an entry to that effect in the book containing the minutes of the 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.

At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it). A demand for such a poll may be made by:

- (a) the Chairperson of the meeting;
- (b) at least three members present in person or by proxy; or
- (c) any member or members present in person or by proxy and representing not less than ten percent of the total voting rights of all the members of the Company having the right to vote at the meeting.

A demand for such a poll may be withdrawn by the person or persons who have made the demand.

- 26. Except as provided in Article 28 if a poll is duly demanded 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.
- 27. 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.
- 28. A poll demanded with regard to 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 is demanded may be proceeded with pending the taking of the poll.
- 29. In accordance with Section 193 of the Act, a resolution in writing signed by all the members of the Company for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly appointed 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 Act.

VOTES OF MEMBERS

- 30. 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. Section 188(2) of the Act shall not apply.
- 31. Each of the following:
 - (a) a member of unsound mind;
 - (b) a member who has made an enduring power of attorney;
 - (c) a member in respect of whom an order has been made by any court having jurisdiction in cases of unsound mind,may vote, whether on a show of hands or on a poll, by their committee, done of an enduring power of attorney, receiver, guardian or other person appointed by the foregoing court.
- 32. No member shall be entitled to vote at any General Meeting or in any poll unless all monies immediately payable by them to the Company have been paid.

33. 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 Chairperson of the meeting whose decision shall be final and conclusive.

OFFICERS, NON-EXECUTIVE DIRECTORS AND COUNCIL

34. The Council is a Committee of the Board, pursuant to Article 54.
35. The number of members of the Council and the number of Officers and any Non-Executive Directors on, and the election of the Officers and any Non-Executive Directors to, the Board shall be determined from time to time by the Bye-Laws.
36. The Officers and the Council shall continue in office until the next election of Officers and Council respectively under these Articles of Association and the Bye-Laws. Non-Executive Directors' appointments shall be in accordance with the Bye-Laws and as otherwise determined by the Board.
37. The Board may authorise the payment of travelling, hotel and other expenses properly incurred by any person in connection with their attendance at Meetings of the Council or any Committee of the Council or General Meetings of the Company or Board or Board Committee Meeting, and in connection with business of the Company.

DIRECTORS

38. The Officers and any Non-Executive Directors shall constitute the Board of Directors for the purposes of the Acts.
39. The minimum number of directors shall be 3 and, save as otherwise set out in the Bye-Laws, the maximum number of Directors shall be 8 and the election of directors shall be determined, from time to time in accordance with the Bye-Laws.
40. The Directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at Meetings of the Directors or any Committee of the Directors or General Meetings of the Company or otherwise in the discharge of their duties in connection with the business of the Company. Section 1197 of the Act shall not apply to the Company.
41. For the purposes of Section 228(1)(d) of the Act, the reasonable personal use by a Director of any property or other assets of the Company and made available for use by the Director in connection with the business or affairs of the Company shall be permitted, subject to any restrictions imposed by the Company under contract or otherwise.

BORROWING POWERS

42. 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

43. 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.

44. 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.
45. 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. Section 164 of the Act shall not apply.
46. The Company shall, in accordance with Section 166 of the Act, cause minutes to be entered in books kept for the purpose of:
- (i) all appointments of Officers made by the Directors;
 - (ii) the names of the Directors present at each meeting of its Directors and of any Committee of the Directors;
 - (iii) all resolutions and proceedings at all Meetings of its directors and of Committees of Directors.

The Company shall, in accordance with Section 199 of the Act, as soon as may be after their holding or passing, cause:

- (a) minutes of all proceedings of general meetings of the Institute; and
- (b) the terms of all resolutions of the Institute,

to be entered in books kept for that purpose; all such books kept by the Institute in pursuance of this Article 44 shall be kept at the same place.

REMOVAL OF DIRECTORS

47. A Director shall vacate office if :
- (i) the Director ceases to be a member of the Company; or
 - (ii) the Director ceases to be an Officer of the Company; or
 - (iii) without the consent of the Company in General Meeting the Director holds any office or place of profit under the Company; or
 - (iv) the Director is adjudicated bankrupt or being bankrupt has not obtained a certificate of discharge in the relevant jurisdiction; or
 - (v) the Director becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act; or
 - (vi) the health of the Director is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity; or
 - (vii) the Director resigns their office by notice in writing to the Company; or
 - (viii) the Director is convicted of an indictable offence, unless the Directors otherwise determine; or

- (ix) the Director is directly or indirectly interested in any contract with the Company and fails to declare the nature of her or his interest in manner required by Section 231 of the Act; or
- (x) the Director is more than 6 months absent without permission of the Directors from meetings of the Board of Directors held during that period; or
- (xi) the Director is guilty of any conduct likely to have a serious adverse effect upon the Company or bring the Company into disrepute; or
- (xii) the Director is found guilty of any breach of the Bye-Laws or Articles of Association.

Section 148(2) shall not apply to the Company.

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 their 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 Act.
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 reelection 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 146 of the Act, remove any Director before expiration of her or 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.

Section 1196 of the Act shall not apply.

PROCEEDINGS OF MEETINGS OF THE DIRECTORS

50. (i) 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 may 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.
- (i) Directors' Telephone Meetings:

- (c) A meeting of Directors or of any Committee (including the Council) may take place in accordance with the provisions of Section 161(6) of the Act which provides for Directors to hold such meeting by telephonic, video or other electronic communication.
 - (d) At the commencement of the meeting each Director or Committee Member must acknowledge their presence and such presence shall be deemed acceptance that the conference shall be deemed to be a meeting of the Directors or of a Committee (as the case may be) and of their attendance thereat.
 - (e) A Director or Committee Member (as the case may be) may not cease to take part in the meeting by disconnecting the telephone or other means of communication unless he has previously obtained the express consent of the Chairman of the meeting and a Director or Member (as the case may be) shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he or she has previously obtained the express consent of the Chairman of the meeting to leave the meeting as aforesaid.
 - (f) A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairman of the meeting.
51. The quorum necessary for the transaction of the business of the Directors may from time to time be fixed by the Board 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 by or pursuant to the Articles of Association 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 their absence, the Senior Vice-President or in their 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, and as set out in the Bye-Laws.
 55. A Committee may elect a Chairperson of its meetings. If no such Chairperson is elected or if at any meeting the Chairperson 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 Chairperson of the meeting.
 56. Subject to the Bye-Laws, 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 Chairperson shall have a second or casting vote.
 57. Section 158(4) and Section 160 of the Act shall not apply.
 58. 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.
 59. In accordance with Section 161 of the Act, a resolution in writing signed by all the members of the Directors or by all the members of a committee of them, and who are for the time being entitled to receive notice of a meeting of the Directors or, as the case may be, of such a committee, shall be

as valid as if it had been passed at a meeting of the Directors or such a committee duly convened and held.

COMPANY SECRETARY

60.

- (a) Subject to the provisions of the Act, the Company Secretary shall be appointed by the Directors for such term and upon conditions as the Directors think fit.
- (b) The Duties of the Company Secretary shall be as arise in accordance with Section 226 of the Act.
- (c) In appointing any person to the position of Company Secretary, the Board shall have regard to their obligations in that regard under the Act, in particular Section 129(4) and without limitation thereto, shall have regard to Section 226(2) of the Act.

61. A provision of the Act, an instrument under 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

62.

- (a) 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.
- (b) The Company may have for use abroad an official Seal as referred to in Section 44 of the Act.

ACCOUNTS

63. The Directors shall keep or cause to be kept adequate accounting records in accordance with Part 6 of the Act.

64. The books of account shall be kept at the office or, subject to Section 283 of the Act, at such other place as the Directors think fit, and shall at all reasonable times in accordance with Section 284 of the Act be available for inspection by the officers of the Company and by other persons entitled pursuant to the Act to inspect the accounting records of the Company.

65. 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 financial statements and accounting records 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 financial statement or accounting record of the Company except as conferred by statute or authorised by the Board of Directors under this Article 65 or by the Company in General Meeting.

66. The Directors shall from time to time in accordance with Part 6 of the Act cause to be prepared and to be laid before the Annual General Meeting of the Company such statutory financial statements and reports as are required by that Part to be prepared and laid before the Annual General Meeting of the Company.

67. A copy of each of:

- (a) the statutory financial statements of the Institute for the financial year concerned;

- (b) the directors' report in relation to it, including any group Directors' report, for that financial year; and
- (c) the statutory auditors' report on those financial statements and that Directors' report unless the Institute is entitled to and has availed itself of the audit exemption under section 360 or 365 of the Act,

which are to be laid before the Annual General Meeting of the Company in accordance with Section 341 of the Act 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

68. Statutory auditors (if any) shall be appointed and their duties regulated in accordance with Chapter 18 of Part 6 of the Act.

NOTICES

69. A notice may be given by the Company to any Member thereof either personally or by sending it by post to the Member at their 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 report or upon receipt by the sender of a mechanical confirmation of transmission or delivery receipt (as the case may be). Section 218 of the Act shall not apply.

70. Notice of every General Meeting shall be given in any manner hereinunder authorised to:
- (i) every Member of the Company;
 - (ii) the Directors and Secretary; and
 - (iii) the statutory auditors for the time being of the Company unless the Company is entitled to and has availed itself of the audit exemption under Section 360 or 365 of the Act.

No other person shall be entitled to receive notices of general meeting

WINDING UP

71. 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

- 72.1 The Board of Directors after having consulted with the Council (subject to Article 72.2) shall have power from time to time to make regulations and rules of Member's or Attached Classes' (as defined in the Bye-Laws) professional conduct and discipline or for the purpose of carrying any provision of the Bye-Laws 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.

- 72.2 Any such action by the Board, or duly authorized committee of the Board relating to any and all regulations and rules made for the purposes of implementing and complying with the Company's obligations as Registration Body pursuant to Building Control Act 2007, shall not require consultation with the Council.

NAMES & ADDRESS & DESCRIPTIONS OF SUBSCRIBERS

Kevin Michael Callan
Chartered Surveyor
"New Barn"
Rathfarnham Park
Dublin 14

Kevin Callan

Thomas Michael D'Arcy
Chartered Surveyor
"Woodside"
Pucks Castle Lane
Rathmichael
Co Dublin

Thomas D'Arcy

James Dent
Chartered Surveyor
"Strathyre"
Newtownpark Avenue
Blackrock
Co Dublin

James Dent

James Joseph Gahan
Chartered Surveyor
"Baltray"
1 Templeogue Wood
Dublin 6W

James J. Gahan

Brian Patrick Hughes
Chartered Surveyor
21 Woodbine Road
Blackrock
Co Dublin

Brian P. Hughes

David Laurence Martin
Chartered Surveyor
"Hollybrook Cottage"
Brighton Road
Foxrock
Dublin 18

David Martin

Finbarr Thomas Smyth
Chartered Surveyor
50 Marlborough Road
Donnybrook
Dublin 4

Finbarr Thomas Smyth

Dated the *5th* day of *March* 19 *94*

Witness to the above signatures:

A. P. Smith (ANTHONY PHILIP SMITH)
BARRISTER
13, PALMERSTON GARDENS
DUBLIN 6.