

Edition 2021

Institute of Professional Auctioneers & Valuers



Memorandum & Articles of Association

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

CONSTITUTION

-of-

THE INSTITUTE OF PROFESSIONAL AUCTIONEERS AND VALUERS COMPANY LIMITED

MEMORANDUM OF ASSOCIATION

1. Company Name

The name of the Company is the **INSTITUTE OF PROFESSIONAL AUCTIONEERS AND VALUERS COMPANY LIMITED by guarantee (also referred to as “the Institute” herein).**

2. Company type

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

3. Main Object

The main object for which the Company is established (the “Main Object”) is to provide an organisation for Auctioneers, Valuers and Estate Agents to protect, advance and promote the professional standards of Auctioneers, Valuers, Estate Agents, Property Managing Agents, Letting Agents and Property Professionals and the promotion in the public interest of the professional competence and to protect the interest of members as between themselves and as between Members, non-Members and the General Public

4. Subsidiary Objects

As objects incidental and ancillary to the attainment of the Main Object, the Company shall have the following subsidiary objects:

- (a) To promote personal and friendly relations amongst the members of the Company, to hold meetings for the delivery of lectures, discussions, conferences and to encourage the best professional methods of conducting the business of its Members.
- (b) To act as a means of communication between Members or others seeking engagements as, Auctioneers, Valuers Estate Agents, Property Managing Agents, Letting Agents and Property Professionals and employers desirous of employing them.

- (c) To form a library for the use of Members.
- (d) To apply, petition for or promote in the Republic of Ireland and in the European Union any Act of the Oireachtas, EU Directive or other legal measure or order or elsewhere any Act of Parliament, Royal Charter or other authority, legal measure, or order with a view to the attainment of the above objects or any of them.
- (e) To borrow any moneys required for the purpose of the Company upon such terms and on such securities as may be determined.
- (f) To invest any moneys not immediately required upon such securities or otherwise in such manner as may from time to time be determined.
- (g) To watch over, promote and protect the mutual interests of the Members, to promote honourable practice, to suppress malpractice and to decide all questions of professional use or courtesy between or amongst Members.
- (h) To provide a system of professional education to achieve the aforesaid objects.
- (i) To purchase, take on lease or in exchange, hire or by any other means acquire, and to sell, dispose of, turn to account, grant rights and privileges in respect of, develop, manage, improve, mortgage, charge, or otherwise deal with, any freehold, leasehold or other property or rights, for any estate or interest, and/or any lands, buildings, vehicles, machinery, equipment, plant, goods and any other real or personal property or rights.
- (j) To do all such lawful things as are incidental or conducive to the attainment of the above or any of them.

5. Powers

The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:

5.1 To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes aforesaid.

5.2 To make application on behalf of the Company to any authority, whether governmental, local, philanthropic, or otherwise, for financial funding of any kind.

5.3 To apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Object.

5.4 Subject to clause 6, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.

5.5 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, copyrights, licences, rights and privileges or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Company and to develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting or building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

5.6 To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of all or any part of the property of the Company with a view to the promotion, protection, or encouragement of its Main Object and to vary investments.

5.7 To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Object.

5.8 To borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company, present or future, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

5.9 To invest and deal with monies and property of the Company not immediately required in such manner as will most effectively provide funds for the advancement and promotion of the purposes aforesaid and this power shall include power from time to time to vary any investments made thereunder.

5.10 To invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in connection with its Main Object and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments 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; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes.

5.11 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 Company, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.

5.12 To draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.

5.13 To insure the property of the Company against any foreseeable risk in its full value and take out other insurance policies to protect the Company when required.

5.14 To insure any or all of the Directors against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or she acted in good faith.

5.15 To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.

5.16 To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Main Object and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

5.17 To enter into a partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, company, society, trust or other partnership whose objects are solely charitable, carrying on or engaged in, or are about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and which prohibits the distribution of income and assets to at least as great a degree as the Company by virtue of Clause 6 hereof and to guarantee the contracts of, otherwise assist any such person, company, society, trust or other partnership, and to take over or otherwise acquire shares, stock, debentures, or debenture stock and securities of any such person, company, society, trust or other partnership, and to sell, hold, reissue with or without guarantee or otherwise deal with same.

5.18 To procure the registration or incorporation of the Company in or under the laws of any place outside Ireland.

5.19 To pay all expenses of and incidental to the incorporation and establishment of the Company.

5.20 To carry on alone or in conjunction with others any other trade of business which may in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company in pursuance of the Main Object.

5.21 To found, subsidise, and assist any associations or institutions calculated to promote or assist the Main Object.

5.22 To establish and maintain links with international and national organisations having similar objectives.

5.23 To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Object.

5.24 To do all or any of the things and matters aforesaid in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others. PROVIDED THAT:

- (a) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
- (b) nothing hereinbefore contained shall be construed as including in the purposes for which the Company has been established any purposes which are not charitable according to law.

6. Income and Property

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 Director 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 Director) 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 Directors or other members of the Company to the Company.

- (c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company.
- (d) reasonable and proper out-of-pocket expenses incurred by any Director 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 Director 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 in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended, or replaced).

7. Winding Up

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 institution(s) 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 Clause 6 hereof. Members of the Company shall select the relevant institution or institutions at or before the time of dissolution.

8. Limited Liability

The liability of the Members is limited.

9. Undertaking to Contribute

Every member of the Company undertakes to contribute to the assets of the Company in the event of it being wound up whilst he is a member, or within one year afterwards, for

- 9.1 payment of the debts and liabilities of the Company, contracted before he ceases to be a member, and the costs, charges, and expenses of winding up, and
- 9.2 for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding €1.27.

- 10.** Annual Audited Accounts shall be kept and made available to the Revenue Commissioners upon their request.

ARTICLES OF ASSOCIATION

PRELIMINARY

1. In these Articles, unless there is something in the subject or context inconsistent therewith:

The "Act" means the Companies Act, 2014.

"The Articles" means these Articles of Association and any amendments that may be made thereto from time to time.

"The Council" means the Council of the Institute instituted as hereinafter mentioned.

"District" means one of Leinster, Munster, Connaught and Ulster.

The "Directors" means the members for the time being of the board of directors of the Company and "Director" shall be construed accordingly.

"Founding Members" means persons who have subscribed to the sum of £2.00 towards the costs and expenses in connection with the promotion, formation, registration, and establishment of the Institute.

"Month" means the calendar month.

"The Institute" means the Institute of Professional Auctioneers and Valuers Limited.

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

"These Presents" means and includes the Memorandum of Association of the Institute and these Articles of Association and Regulations of the Institute from time to time in force.

"The Profession" means the business or profession of Auctioneer, Valuer, Estate Agent, Property Managing Agent, Letting Agent and Property Professional.

"The Register" means the Register of Members to be kept pursuant to the Acts.

"Seal" means the common seal of the Institute.

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

"Society" means The Institute.

"Special Resolution" means a special resolution of the Institute passed in accordance with Section 141 of the Companies Act 1963.

"The State" means the Republic of Ireland

"Member" means member of the Institute

"The United Kingdom" means the United Kingdom of Great Britain and Northern Ireland.

- 1.2 (i) Words importing a singular number only include a plural number and words importing the plural number only include the singular number.
- (ii) Words importing the masculine gender also include the feminine gender.
- (iii) Words importing persons include corporations.
- (iv) "In writing" and "written" include printing, lithography, and other modes of representing or reproducing words in a visible form.

MEMBERS

2. The Institute for the purpose of registration is declared to consist of 1200 Members, but the Council may from time to time register an increase in the number of Members should the proposed new Members meet the requirements set out in Article 3 hereunder.

QUALIFICATION AND ADMISSION OF MEMBERS

3. The following persons shall be deemed to have become Members of the Institute viz: -
- (1) Founding Members.
- (2) All such persons as at the date of the adoption of these Articles: -
- (a) shall have been elected or admitted being Members by the Council in accordance with the Articles, or any byelaws made in pursuance of the Articles, and also
- (b) shall, by writing under their respective hands in such form as shall from time to time be approved by the Council, have undertaken to be bound by the Articles, and
- (c) shall have paid the proper entrance fees.
4. The following persons shall be qualified to become Members of the Institute: -
- All applicants of such professional efficiency, financial standing and prospects, character and integrity as the Council may consider proper

and who apply for and conform to the provisions of Article 14 hereunder.

5. The Members of the Institute shall consist of eight classes (Categories) viz: - Fellows, Members, Member (CV), Northern Ireland, Overseas, Honorary, Affiliates and Retired.

Fellow Member: FIPAV

6. (a) The Founding Members, from inception of the Institute and those members who have been admitted to Fellowship by the Council are Fellows of the Institute.
- (b) No person shall be eligible as a Fellow of the Institute unless at the date of admission he has been a member of the Institute for ten years or at the discretion of the Council. The Council may admit to Fellowship such person, so eligible, as the Council in its absolute discretion shall think proper.
- (c) The number of Fellows of the Institute shall be determined by the Council from time to time.

Member MIPAV

7. (a) All persons other than Fellows of the Institute who are members at the date of the adoption of these Articles, shall be Members of the Institute.
- (b) No person shall be eligible for admission as a Member of the Institute unless she has passed such examination as may from time to time by bye-laws be prescribed, recognised or authorised by the Council, or has been practising as an Auctioneer, Valuer, Estate Agent, Property Managing Agent, Letting Agent or Property Professional for a period as prescribed by the Council, or is in the employment of a Firm or Company of good standing and approved by the Council, and satisfied the Council as to his general character, experience and suitability.

Member Certified Valuer: MIPAV (CV)

8. A Member Certified Valuer of the Institute (CV) shall be practising as an Auctioneer, Valuer, Estate Agent, Property Managing Agent, Letting Agent or Property Professional, and have obtained a relevant licence from the Property Services Regulatory Authority. They must satisfy the Council as to their general character, experience, and suitability. They must have at least five years' professional experience in the property business of which one year must include professional experience in property valuation.

Northern Ireland Member: MIPAV (NI)

9. Northern Ireland members shall be members who are resident and who practice only within the six counties of Northern Ireland and who are suitably qualified to become members of the Institute of Professional Auctioneers & Valuers.

The admission of Northern Ireland members is at the sole discretion of the Council of the Institute of Professional Auctioneers & Valuers.

Northern Ireland members shall be entitled to attend and be heard at all meetings and functions of the Institute and all such like activities in like manner as other members.

Overseas Members: MIPAV (OS)

10. Overseas Members shall be members who are resident and who practice outside the Republic of Ireland and Northern Ireland and who are suitably qualified to become a member of the Institute of Professional Auctioneers and Valuers.

The admission of overseas members is at the sole discretion of the Council of the Institute of Professional Auctioneers and Valuers.

Overseas Members shall be entitled to attend and be heard at all meetings and functions of the Institute and all such like activities in like manner as other members.

Overseas Members shall be entitled to a Certificate or Diploma in such form and bearing the designation overseas as the Council may from time to time prescribe.

Overseas Members shall not be entitled to: -

- (a) Vote at any Meeting of the Institute or on any Resolution proposed to the Institute for adoption.
- (b) To the Certificate or Diploma in the form referred to in Article 15 hereunder provided.
- (c) To designate themselves in any manner whatsoever other than as the Council may from time to time prescribe.

Honorary Members: MIPAV (HON)

11. The Council of the Institute of Professional Auctioneers and Valuers have the sole discretion to award Honorary Membership of the Institute to: -

- (1) An individual who has given exceptional service to the Institute.
- (2) Public or business figures whose association with the Institute would be seen, in the opinion of Council, to be of benefit and or assistance to the Institute over a period of time.

Honorary Members shall be entitled to attend and be heard at all meetings and functions of the Institute and all such like activities in like manner as other members.

Honorary Members shall be entitled to a Certificate or Diploma in such form and bearing the designation Honorary as the Council may from time to time prescribe.

Honorary Members shall not be entitled to: -

- (a) Vote at any Meeting of the Institute or on any Resolution proposed to the Institute for adoption.
- (b) To the Certificate or Diploma in the form referred to in Article 15 hereunder provided.

- (c) To designate themselves in any manner whatever other than as the Council may from time to time prescribe.

Affiliate Members: MIPAV (AFFILIATE)

- 12. Affiliate Members shall be individuals of good standing in an analogous profession who must not be practising as an Auctioneer or an Estate Agent and must not practice as an Auctioneer or Estate Agent, Property Managing Agent, Letting Agent or Property Professional while remaining an affiliated Member.

The Council has the sole discretion to appoint any member an Affiliate of the Institute as the Council sees fit.

Affiliate Members shall be entitled to attend and be heard at all meetings and functions of the Institute and all such activities in like manner as other members.

Affiliate Members shall be entitled to a Certificate or Diploma in such form and bearing the designation Affiliate as the Council may from time to time prescribe.

Affiliate Members shall **not** be entitled to: -

- (a) Vote at any Meeting of the Institute or on any Resolution proposed to the Institute for adoption.
- (b) To the Certificate or Diploma in the form set out in Article 15 hereunderprovided.
- (c) To designate themselves in any manner whatever other than as the Council may from time to time prescribe.

Retired Members: MIPAV (RTD)

- 13. Retired Members shall be individuals of good standing who formerly practiced and are now retired, as an Auctioneer, Estate Agent, Property Managing Agent, Letting Agent or Property Professional.

The Council has the sole discretion to appoint any Retired Member to the Institute as the Council sees fit.

Retired Members shall be entitled to attend and be heard at all meetings and functions of the Institute and all such activities in like manner as other Members.

Retired Members shall **not** be entitled to: -

- (a) Vote at any Meeting of the Institute or on any Resolution proposed to the Institute for adoption.
- (b) To the Certificate or Diploma in the form set out in Article 15 hereunderprovided.

- (c) To designate themselves in any manner whatever other than as the Council may from time to time prescribe.
14. All applications for admission to the Institute shall be made to the Council in the Form in Schedule "A" hereunto annexed accompanied by such other information as the Council may from time to time determine. The Council shall have full discretion (subject only to these Articles and the byelaws of the Institute for the time being in force) to determine as to the admission of the applicants, and no applicant shall be admitted as a member unless he has first satisfied the Council as to his professional efficiency and is approved by the Council. Provided always and notwithstanding anything in the Articles the Council shall in their absolute discretion be entitled to refuse admission to any candidate without assigning any reason therefor.

Certificate or Diploma Designation

15. Every person shall, upon becoming a Member, be entitled to a Certificate or Diploma of membership under the Seal of the Institute in the form in Schedule "B" annexed to these presents and shall be entitled to use the professional style or designation or designatory letters which shall be prescribed by the Council denoting his membership category as indicating that he is a member of the Institute. Such Certificate or Diploma shall remain the property of the Institute and shall on demand be returned to the Secretary of the Institute.

Undertaking to observe Regulations

16. Every person shall, upon applying for admission, sign an undertaking that he will if admitted, and so long as he is a member, duly observe the Articles, all rules, Codes of Conduct, TEGoVA Code of Conduct (where applicable), regulations and bye-laws of the Institute for the time being in force, and comply in all respects with the Regulator in force as defined by the National Property Services Regulatory Authority and that he will not use the professional style or designation or designatory letters which shall be prescribed by the Council denoting his membership category except while a Member of the Institute.

Rights of members

17. Membership of the Company is not transferable and shall cease:
- a. on the member's death or bankruptcy.
 - b. if the member resigns by serving notice in writing to the Directors of the Company at its registered office.

Position of parties on cessation of Membership

18. Any person ceasing by death, or otherwise, to be a Member of the Institute shall not, nor shall his representatives or successors, have any claim upon or interest in the funds of the Institute; but this Article shall be without prejudice to the rights of the Institute to claim from such person, or his estate, any arrears or subscriptions or other sums due from time to time to the Institute at the time of his ceasing to be a member. The privileges of a member, as such, shall cease at his death, and shall not be transferable.

Reduction of Period of Auctioneering Experience

19. In the case of every applicant for membership as a Member who satisfied the Council, that he is a graduate of a University, or other recognised Professional Body, or that the period of practical experience has been interrupted by Public Service during any National emergency, the Council, if in their absolute discretions they shall think fit, may reduce the period of auctioneering experience required under Article 7.

Inspection of Registers

20. The Secretary of the Institute shall, on every day the office is open for business and save such business days as the Register is closed under the provision of the Acts, allow, between the hours of ten in the forenoon and twelve noon, such inspection of the Register of Members or other registers as is provided by the Acts.

21. All records, books and papers shall at all times during business hours be open for inspection by members of the Council.

Entrance Fees, Fellows

22. Persons admitted as Fellows, other than Founding Members, without first becoming Members, and Members admitted as Fellows shall, on such admission, pay such sums as the Council may from time to time determine.

Entrance Fees, Members

23. Persons admitted as Members, other than Founding Members shall pay on admission such sums as the Council may from time to time determine and such application fees as the Council may from time to time determine.

ANNUAL SUBSCRIPTIONS

24. The amount of annual subscription for Fellows and/or Members shall be such sum as determined at the Annual General Meeting of the Institute.

Amount of first subscription

25. A full year's subscription shall be payable on admission, unless the day of admission be later in any year than 30th December, in which event only a half-year's subscription shall be payable.

Subscription on transfer from Member to Fellow

26. Each Member, on being admitted as a Fellow, shall pay, as the additional subscription due from him as a Fellow for the current year, the difference between his yearly subscription as a Member and a Fellow.

Date of Annual Subscription Life Member

27. All subscriptions, other than subscriptions payable on admission, shall be payable in advance on the first day of April in each year, on which day the financial year of the Institute shall commence.

RETIREMENT FROM OR FORFEITURE OF MEMBERSHIP

Resignation

28. Any Member may resign on giving written notice to the Council but shall remain liable to pay any subscription due from him at the date of such notice.

Arrears of Subscriptions

29. Any Member, shall, ipso facto, cease to be a Member in the event of his annual subscription or any other sum or sums payable by him to the Institute being in arrears for three months from the date on which such subscriptions or other sum or sums, respectively, became payable, the Member shall, nevertheless, be liable to pay the amount of such year's subscription or other sums due by him to the Institute and shall be liable otherwise on the footing that his membership continued until the date when all such subscriptions, arrears and other sums were fully paid. The Council shall have power, in special cases, to suspend the operation of this Article 28. In the case of a person who has ceased to be a Member under this Article 28 or under Article 27 hereof, the Council may, at their discretion, re-admit him to membership upon such conditions as they may think fit.

Bankruptcy

30. If any member shall become bankrupt, or shall either individually or as a partner in a firm make or agree to make an assignment for the benefit of his creditors; or shall make any arrangements or composition with his creditors, or execute any similar deed or agreement, or shall take or attempt to take the benefit of any statutory provision for arrangements with his creditors, or if he shall become of unsound mind or shall be convicted of an indictable offence (other than an offence under the Road Traffic Acts); he shall cease to be a member, but at the discretion of the Council he may be reinstated with or without new entrance fee or subscription.

DISCIPLINARY COMMITTEE

Committee

31.

- (a) Disciplinary Committee shall be formed with the powers and for the purpose hereinafter mentioned. The President, the Vice-Presidents and the Secretary of the Institute shall be ex officio members of such Committee. The Council may appoint a maximum of two independent third parties to the Disciplinary Committee who shall not be members of the Council or the Institute. The remainder of the Disciplinary Committee shall be elected by the Council from among the members of the Council. The Disciplinary Committee shall consist of not more than eleven and not less than seven members, and the quorum shall be five members personally present, such committee meeting being able to take place remotely online or at a designated venue.
- (b) For the purpose of these Articles, the contemporaneous linking together by telephone or other means of audio communication of a number of members of the Council or the Disciplinary Committee or other authorised persons not less than the quorum shall be deemed to constitute a Disciplinary meeting of the Council or Committees or other authorised persons.

- (c) Each of the members of the Disciplinary Committee or other authorised persons taking part in the Disciplinary Meeting must be able to hear each of the other parties taking part.
- (d) At the commencement of the meeting each member of the Council of Disciplinary Committee or other authorised persons must acknowledge their presence and that they accept that the conversation shall be deemed to be a Disciplinary meeting of the Council or the Disciplinary Committee or other authorised persons.
- (e) A member of the Council or Disciplinary Committee or other authorised person may not cease to take part in the Disciplinary meeting by disconnecting their telephone or other means of communication unless they have previously obtained the express consent of the member of the Council or the Disciplinary Committee or other authorised person who presided as Chairman of the meeting, and a member of the Council or the Disciplinary Committee or other authorised person shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless they have previously obtained the express consent of the member of the Council or the Disciplinary Committee or other authorised person who presided as 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 member of the Council or Committee or other authorised person who presided as Chairman of the meeting.

Vacancies

32. All vacancies, from time to time, occurring in the Disciplinary Committee shall be filled by the Council, but the Disciplinary Committee may act notwithstanding any vacancy, provided that the number of members has not fallen below the minimum authorised number.

Meeting Minutes

33. The Disciplinary Committee shall meet at such times and in such places including virtual meetings and shall, so far as the regulations and provisions relating to committees generally hereinafter contained are not applicable or consistent, be subject to such byelaws and regulations as it may from time to time determine. Minutes shall be kept of all proceedings of the Disciplinary Committee.

Dishonourable Conduct

34. (a) On the receipt of any complaint in writing signed by any person complaining of any discreditable or dishonourable act or conduct on the part of a member or of any act or conduct which in the absence of satisfactory explanation, would be derogatory to the Institute or render him unfit to be a member of the Institute, the matter shall be drawn to the attention of the member and written comments invited thereon. Any failure to respond or any comments which warrant further investigation shall be referred to the Disciplinary Committee. If, upon considering any such complaint the Disciplinary Committee shall be of the opinion that there is no prima facie case for an inquiry, the Disciplinary Committee shall so inform the Complainant in writing and shall take no further action in relation to the complaint.

Powers of Disciplinary Committee

- (b) The Disciplinary Committee shall have the power to investigate the affairs of any Member of the Institute including the power on giving reasonable notice to send in the Auditors of the Institute or such other accountants as the Disciplinary Committee may appoint (“the Investigating Accountants”) to investigate the books and records of its Members. On receipt of a report from the Investigating Accountants into the affairs of a Member if upon consideration the Disciplinary Committee shall be of the opinion that a prima facie case for an enquiry has been shown the Disciplinary Committee shall be entitled to hold an enquiry in accordance with the provisions of Article 34 (a) of these Articles of Association. The Disciplinary Committee may should it consider it necessary in order to protect the interests of the Institute and of its Members suspend the Member under enquiry in accordance with the provisions of Article 34 (b) of these Articles.

35.

- (a) If, upon such consideration, the Disciplinary Committee shall be of the opinion that a prima facie case for an inquiry has been shown, the Disciplinary Committee shall hold an inquiry, and for this purpose shall fix a date for such inquiry, and the Secretary of the Institute shall send to the Complainant and to the member concerned not less than twenty-one days' notice of the date fixed therefore. Such inquiry may be held either at a designated venue or remotely.

For the purpose of this Article, the contemporaneous linking together by telephone or other means of audio communication of the Disciplinary Committee shall be deemed to constitute a Disciplinary meeting of the Council or Committees or other authorised persons.

The Secretary of the Institute shall also send to the Member a copy of the complaint in writing and copies of all documents lodged by the complainant in connection with such complaint. Within fourteen days of the receipt by him of the copy of such or within such extended time as may be allowed by the Council, the Member shall send to the Secretary of the Institute in writing his response to such complaint. The Secretary of the Institute shall send to the complainant a copy of such response (with, as the case may be, copies of any documents lodged by the member in connection with such response). The member and the complainant may appear personally at such enquiry (either with or without legal representation) and may adduce such further documentary or oral evidence as they think fit, and the Disciplinary Committee shall consider all the evidence, and any such enquiry may be adjourned from time to time by the Disciplinary Committee for the purpose of hearing further evidence or otherwise at the discretion of the Disciplinary Committee.

- (b) At any time, following consideration of a complaint and prior to making its decision following an inquiry, the Disciplinary Committee may, should it consider it necessary in order to protect the interests of the Institute and of its members, suspend a member from the exercise of all rights and privileges as a Member of the Institute pending such decision. No such decision to suspend a member as aforesaid shall be made except by a vote of two-thirds of all members of the Disciplinary Committee present at the meeting at which such decision shall be made. The Disciplinary Committee shall have the right to notify the public of its decision to suspend a member by whatever means it considers appropriate including publication in the national and local newspapers.

Decision of Disciplinary Committee

36.

- (a) Following the conclusion of such an inquiry the Disciplinary Committee shall decide whether, in its opinion, the member has been guilty of dishonourable, improper, or unprofessional conduct and shall communicate its decision in writing to the member, the Complainant and the Council of the Institute. The decision shall be signed by the member of the Disciplinary Committee who presided as Chairman in the hearing of such an inquiry.
- (b) If the Disciplinary Committee decide that dishonourable, improper, or unprofessional conduct had not been proved against the member no further action shall be taken against the member in relation to the complaint.
- (c) If in the opinion of the Disciplinary Committee the member is found to be guilty of dishonourable, improper or unprofessional conduct they may censure the member and/or suspend him from the exercise of all rights and privileges as a member during such period not exceeding two years as it may think fit and/or exclude him from membership of the Institute and/or make him liable to a fine not exceeding €5,000 and/or otherwise deal with such member as it thinks fit but no such decision of the Disciplinary Committee as aforesaid shall be made except by a vote of two-thirds of the members of the Disciplinary Committee present at the meeting at which such decision shall be made.

Appeal

37. A member shall have the right to appeal the decision of the Disciplinary Committee to the Council of the Institute within twenty-one days of the receipt of the said decision. If a member so wishes to appeal, he shall serve notice in writing of his intention to do so, including the grounds of such appeal, on the Secretary of the Institute within the said twenty-one day period. Upon receipt of a Notice of Appeal, the Council shall thereupon fix a date for hearing of the appeal and the Secretary of the Institute shall give the member not less than fourteen days' notice of the date fixed therefore and the member shall be entitled to appear personally on such date (either with or without legal representation) and to be heard by the Council in relation to the complaint and the decision of the Disciplinary Committee. The Council on consideration of the matter may thereupon give its decision or reserve its decision for a further meeting of the Council (at which, unless the Council thinks fit, neither the member or his legal representation shall be entitled to be present) the Council may either dismiss the appeal and reaffirm the decision of the Disciplinary Committee or otherwise deal with such member as it thinks fit but no such decision as aforesaid shall be made except by a vote of two-thirds of the members of the Council present at the meeting at which such a decision shall be made.

38. The provision in these Presents contained relating to Committees generally shall apply to the Disciplinary Committee, except in so far as they may be inconsistent or inapplicable by reason of the express provisions relating to the Disciplinary Committee.

Decisions of Disciplinary Committee Binding

39. Any decisions taken by the Disciplinary Committee in pursuance of its functions hereunder shall be fully binding on the Institute and its members.

PUBLICATIONS

Annual List of Members, Byelaw, etc.

40. The Council may from time to time publish a list of the members and the Regulations of the Institute for the time being in force, list of members of the Council and Officers, and such other matters as the Council shall consider is desirable to publish, and copies may be sold at such reasonable price as the Council shall determine, but each member of the Institute shall be entitled to one copy of each such publication free of charge.

OFFICES

Head Office and Branches

41. The Head Office and the principal management and general superintendence of the business of the Institute shall be in Dublin, and there shall be such branches elsewhere as the Council from time-to-time sanction. The registered office of the Institute shall be at such place in the City of Dublin as the Council may from time to time appoint.

Officers

42. There shall be the following officers of the Institute namely: President, 2 Vice-Presidents, a Secretary, 2 Treasurers and the members of the Council. In addition to officers, the Institute shall also appoint Solicitors, Examiners and one or more Auditors.

COUNCIL

Not less than 9 or more than 26

43. (a) The Council shall be deemed for all purposes to be the governing body of the Institute and shall consist of not less than nine nor more than twenty-six members, and shall be elected by the Institute in General Meeting. No Member can be eligible to be a Council member until he has been a Member of the Institute for at least three years.

Selection of First Council and Retirement Representative Council

- (b) The President shall not hold office for more than three consecutive years.
- (c) An Executive Council shall consist of the President, Vice-Presidents and Secretary of the Institute.
- (d) A Council Member shall not sit as a Council Member for a period exceeding 6 consecutive years. A retired Council Member may become eligible for re- election as a Council Member upon the expiration of one year during which the person has not served as a Council Member.

44. Membership of the Council

- (a) Nominations and elections for membership of the Council shall take place each year in

each of the four Districts. The Districts are: - Leinster, Munster, Connaught, Ulster.

- (b) Each district will reserve at least one Council seat for one female and one male member, subject to there being both a female nominee and a male nominee for the applicable election.

Eligibility for Nomination and Election

- (c) Members who have their principal place of business within a District are eligible for nomination and election for membership of the Council within that District. The Council may at any time and at its sole discretion, co-opt a Member from one District for nomination and election in another District as the Council sees fit. A Member who is co-opted in this manner remains eligible for re-nomination and re-election within that District and will not be eligible for nomination or election in the District from which they were co-opted.

45. Constituency Commission

- (a) The Council shall have the power to convene the Constituency Commission and to direct the Constituency Commission to initiate their review of the District boundaries. The Constituency Committee shall be convened not more than once every 5 years.
- (b) The Constituency Commission shall consist of the President, Vice-Presidents, a representative from the Company's solicitors, a representative from the Company's auditors and the CEO.
- (c) The Council shall review each District as it sees fit and shall convene the Constituency Commission to examine the boundaries in each District. The function of the Constituency Commission shall be to examine the boundaries in each of the four Districts and to ensure that the number of Council Members in each District is fair and representative of the membership of the Company. The Constituency Commission shall report its findings and make recommendations to the Council. The Council has the authority to act on these recommendations and to amend the District boundaries so as to provide for a fair and reasonable representation of Council members in each District based on the membership of the Company in each District.

Chairman

46. At all meetings of the Council, the President, and in his absence, a Vice-President, shall be Chairman, and in their absence, a Chairman shall be elected from among those present.

VOTING AT COUNCIL MEETINGS

47. Except as otherwise provided, every question at a meeting of the Council shall be determined by a majority of the votes of the members of Council personally present, every member of the Council having one vote; and in case of an equality of votes the Chairman shall have a casting vote in addition to his original vote as a member of the Council.

Minutes and Attendance Record

48. Minutes of the proceedings of every Meeting of the Council and of the attendance of the members of the Council thereat respectively shall be recorded by the Secretary of the Meeting in a book kept for that purpose and be signed by the Chairman of the Meeting at which they are read.

Prima Facie Proof

49. Every such minute, when so recorded and signed, in the absence of proof of error therein, shall be considered a correct record and an original proceeding.

Election of President and Vice-President - Filling of Council Vacancies

50. At the first meeting of the first Council and at the first meeting of the Council after each Annual General Meeting of the Institute, the members of the Council then present shall choose one of their number to act as President, and others to act as Vice- Presidents until the next Annual General Meeting, and any casual vacancy in these offices should be filled up for the current year in like manner at the next meeting of the Council after the occurrence of such vacancy; special notice of such meeting and of the existence of any such vacancy shall be given to all the members of the Council.

Vacancies in Council shall not Invalidate

51. Any casual vacancy in the Council may from time to time be filled up by the Institute and pending the filling of such vacancy or vacancies, should the number of the Council have fallen below 9 then and, in such event, the existing remaining members of the Council may act and exercise all the powers of the Council.

Removal of Members of Council

52. The Institute may by ordinary resolution at any General Meeting, of which notice as hereinafter provided specifying the proposed resolution, has been given, remove a member of the Council from his office. The notice to be given for any such resolution shall be such notice as shall constitute "extended notice" within the meaning of 396 of the Companies Act 2014 and such notice shall be sent to such member at his last registered address through the Post Office and the Institute shall comply with all the requirements of Section 146 and Section 396 of the Companies Act 2014 on such resolution being passed such member shall cease to be a member of the Council. The Institute may, by ordinary resolution, appoint another duly qualified person to be a member of the Council in the place of the member so removed.

Co-option to Fill Casual Vacancies in Council and Retirement of Members as appointed

53. In case there shall be any casual vacancy or vacancies in the number of the members of the Council, which the members of the Council think it desirable to fill up without waiting for a General Meeting of the Institute to be held, the Council may appoint any qualified person to fill the same, but the persons so appointed shall hold office only until the next General Meeting of the Institute and shall then be eligible for re- election.

Council Members to retire in Rotation - First Council

54. At the Annual General Meeting, one third of the Council Members (other than the incoming President and/or Vice Presidents and the then current President and/or Vice Presidents) who have been

longest in office, shall retire. Retiring Council Members shall first include those Council Members who are retiring under Article 43(d) following a period of no more than 6 consecutive years and second those retiring by virtue of Article 44(b). Every such retiring Council Member with the exception of Council Members retiring under Article 43(d) shall be eligible for re-election.

Retirement by Lot

55. As between two or more persons but excluding those retiring Council Members under Article 43(d) and 44(b), who have been Council Members for an equal period, the persons who shall retire, in default of agreement between them, shall be determined by lot. The said period of Council membership shall be computed from the Council member's most recent election, or re-election, if he has previously vacated office. In the event of a dispute under Article 54 relating to the retirement in rotation of any Council, it shall be decided upon by the appointed Auditors to the Institute.

Quorum of Council

56. The Council may determine the quorum necessary for the transaction of business by the Council. Unless otherwise determined, nine members of the Council shall be a quorum.

Meeting of Council

57. The Council shall hold at least four meetings in every year. Members of the Council may be entitled to be repaid their out-of-pocket expenses incurred in consequence of their attendance at meetings of the Council, if so, approved by the Council.

Responsibility of Council

58. Subject to the provisions of the Acts, members of the Council shall only be responsible for the acts which they themselves have done or authorised to be done or have been joined in doing.

Qualification and Nomination for Council

59. A member, not being a retiring member of the Council shall not, unless recommended by the Council for election, be qualified to be elected a member of Council, unless notice in writing be given to the Secretary of the Institute not less than 14 days nor more than 2 months before the day for election, by two members of the Council qualified to vote for such election, of their desire to propose such person for election. A statement under the hand of the person proposed for election of his willingness to be elected a member of the Council must accompany the notice.

Vacation of Office

60. Every member of the Council shall, ipso facto, vacate his office if such member:

- (a) ceases to be a member of the Council by virtue of Section 146 of the Companies Act 2014; or
- (b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a member of the Council by reason of any order made under Section 148(2) of the Companies Act 2014 or
- (d) has health that is such that he or she can no longer be reasonably regarded as possessing an adequate decision-making capacity; or
- (e) resigns his office by notice in writing to the Council; or

- (f) is convicted of an indictable offence (other than an offence under the Road Traffic Acts); or
- (g) ceases to be a member of the Institute or is suspended for any period from membership of the Institute or is suspended by the Council under the provision of the Articles hereof; or
- (h) is absent from meetings of the Council for four consecutive meetings in a one year term after offering a suitable apology to Council or not.
- (i) Exceeds their period of sitting as Council Member for more than 6 years

Where a member of the Council vacates his office by reason of such absence as aforesaid the Council may at such fourth or any subsequent meeting of the Council proceed to fill the vacancy in accordance with Article 51 hereof.

Every member of the Council ceasing for any reason to be such shall, ipso facto, cease to be a member of any committee or sub-body of persons elected from members of the Council.

Validity of Acts of Council

61. All acts done by any meeting of the Council, or of any Committee of the Council, or by any member of the Council, or their agents, shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any such Council, Committee of the Council, member of the Council, or agent, or that they or any of them were not qualified at the time of their appointment, or had become disqualified, be as valid as if such Council, Committee of the Council, member of the Council, or agent, had been duly appointed and was qualified to act.

Resignation of Member of Council

62. A member of the Council may at any time give notice in writing to the Council of his wish to resign from the Council, and on the acceptance of his resignation by the Council, but not before, his office shall be vacant. A member of Council who shall resign under this Article 62 shall not thereby be disqualified from being at any time thereafter re-elected.

DUTIES AND POWERS OF COUNCIL

General

63. The Council shall, subject to the provision of the Acts and these presents and to any regulation from time to time made by the Institute in General Meeting (but not so as to render invalid any prior act of the Council which would have been valid if such regulation had not been made), make bye-laws for the regulation of the Institute and its affairs, conduct and manage all the business and affairs of the Institute, exercise all the powers, authorities and discretions of the Institute, obtain or oppose applications by others for all such concessions, grants, legislative provisions and authorisations from any Government or authority, enter into such contracts and do all such acts and things as may be obtained, entered into or done by the Institute, except only such of them as under the Act of these presents are expressly directed or required to be exercised, obtained, entered into or done by the Institute in General Meeting; and, without in any way prejudicing or limiting the extent of such general powers and without prejudice to the other powers conferred by these Presents it is hereby declared that the Council shall have the following special powers and duties:-

Recommendation to General Meetings

- (a) They may bring before a General Meeting of the Institute any matters which they

consider material to the Institute or its objects or interests as defined in the Memorandum of Association of the Institute or which appears to them to affect interests of the profession and make any recommendation, they consider proper in relation thereto.

Conduct of Members

- (b) They may take cognisance of any matter which may be brought before them affecting the Institute, or the conduct of any of its members as affecting his professional status or the reputation of the Institute.

Examinations

- (c) They may regulate, by byelaws, the examination of candidates and hold such examinations at such times and places and in such manner as they may think fit, and appoint Examiners with remuneration, or without remuneration, to conduct such examination.

Committee and Officers

- (d) They may, subject to the conditions herein contained, appoint, remove, or suspend the members of any committee or committees, and the Examiners, Solicitors, Bankers, or other officers, on such terms and conditions as they shall think fit, and fix the securities (if any) to be taken from any of the officials of the Institute for the faithful discharge of their duties.

Temporary absence of Secretary

- (e) In the case of the absence of the Secretary of the Institute, or his inability to act, they may, in like manner, confirm on his recommendation any person who is acting in his stead, and such person may temporarily exercise all the duties of the Secretary of the Institute.

Assistant Secretary

- (f) They may appoint any Assistant Secretary, Librarian, or any other servant of the Institute, for permanent, temporary, or special services with such remuneration as they shall think fit, and upon such terms as they shall think fit, and may from time to time, at their discretion, remove or suspend the same or any of them and appoint another or others in their place.

Appointment of Representatives

- (g) They may from time to time appoint any Committee, or any person or persons to be the agents or representatives of the Institute in any country or place, with such powers, upon such terms and with such remuneration as they shall think fit and may from time to time remove any such Committee or any member thereof, or agent, or representative.

Delegation of Powers

- (h) The Council may from time-to-time delegate to any agent, or representative, servant, or officer, all or any of the powers and authorities of the Council and may from time to time remove any such agent or official.

Expenditure

- (i) They may from time to time incur, agree, and pay any expenses in connection with the Institute's objects.

Power to join with other bodies

- (j) They may, co-operate or join with any other Association, Institute, Corporation or Society of Auctioneers, Valuers, Estate Agents, Property Managing Agents, Letting Agents, Property Professionals and Livestock Salesmen in promoting any said Act of the Oireachtas, Act of Parliament, Royal Charter, Professional or Statutory Order, Order in Council, or Letters Patent, or other authority. Any movement having for its object the uniting of the Members of the profession into one general body or any other object calculated to benefit Members of the profession as a body must have the sanction of a General Meeting.

Loans and Debentures

- (k) They may raise any loan or loans or secure the fulfilment of any contract or engagement of the Institute in any manner upon any security, and on any terms authorised by a General Meeting, and issue any debentures to secure the same, and any debentures may be made payable to bearer and may have coupons attached representing the interest payable in respect thereof.

Parliamentary Fund

- (l) They may create a fund to be called the Parliamentary Fund, which Parliamentary Fund shall be applied in or towards payment of the costs, charges and expenses incurred by the Institute in promoting or in joining with any other Association, Institution, Corporation or Society of Auctioneers, Valuers and Estate Agents in the promoting or in joining with any other Association, Institution, Corporation or Society of Auctioneers, Valuers and Estate Agents in the promotion of or in taking any proceeding in support of any Act of, or Bill in, the Oireachtas, Act of or Bill in Parliament, Royal Charter, provisional or Statutory Order, Order in Council or Letters Patent or other authority having for its object the uniting of the Members of the profession into one general body or any other object calculated to benefit the profession as a body or in opposing any Bill in the Oireachtas or Parliament or application for any Charter or provisional or Statutory Order, Order in Council, Letters Patent or other authority having for its objects or containing any provisions which they may consider inimical or prejudicial to the interests of the Members of the Institute.
- (m) They may for the purpose of creating and maintaining the Parliamentary Fund from time to time make a levy on each member of the Institute of such sum or sums as they may determine and may make a levy of different sums as between Fellows and Members or Members in or not in practice, provided that the sums so levied do not in any one year exceed the sum determined by Council.

General Powers

- (n) They may, subject to the Memorandum of Association do all other things that they may consider expedient for or in relation to any of the matters aforesaid, or otherwise conducive to the interests or good management of the Institute, or the promotion of its

objects, including the making, variation and annulment of byelaws for any of the purposes aforesaid.

Appointment of Committees

64. The Council may appoint from among their own members a Committee or Committees or authorised persons who shall have authority, subject to the direction of and in accordance with the principles laid down from time to time by the Council, to exercise all or any of the powers of the Council, as the Council may by resolution direct. The minutes of all Committees or authorised persons shall be reported to the next meeting of the Council. The President, Vice-Presidents and Secretary of the Council shall be ex officio members of all Committees. A Committee or authorised person may, from time to time, elect a Chairman of such Committee or authorised persons for a year or for any less period.

Filling Vacancies

65. Any occasional vacancy in any such Committee or authorised persons may be filled up by the Council by the appointment of a qualified person, who shall in all respects stand in the place of his predecessor. The continuing members of such Committee or Committees or authorised persons may act notwithstanding any vacancy or vacancies in their respective numbers provided always that the number of members or persons has not fallen below any minimum authorised number.

Period

66. Every Committee or authorised persons shall remain in office until the first meeting of the Council after a period of one year from the appointment thereof, or such shorter period as the Council may determine.

Cessation of Membership

67. If any member of a Committee or authorised persons ceases to be a member of the Council, he shall thereupon cease to be a member of the Committee or authorised persons.

Termination of a Committee

68. The Council, at the meeting at which any Committee or Committees or authorised persons cease to remain in office, may appoint a new Committee or Committees or authorised persons, and may reappoint all or any of the members of the previous Committee or Committees or authorised persons if they be still qualified. If no appointment of a new Committee shall be made the Committee or persons retiring shall, unless otherwise determined by the Council, remain in office until a new Committee or persons are appointed by the Council, which may be done at any meeting of the Council.

Quorum of Committees

69. The number of members of any Committee or authorised persons having power to authorise any expenditure shall not be less than four and the quorum of any such Committee or persons shall be three members personally present. The number of members and the quorum of any other committee or authorised persons shall, subject to the express provisions of these present with reference to the Disciplinary Committee, be fixed by the Council. The qualifications of a member of any Committee or of any authorised persons shall be his being a member of the Council other than the General Secretary who shall be an ex officio member of all Committees.

Powers of Committees

70. Without prejudice to the extent of the general powers which the Council is authorised to confer on any Committee or Committees or persons, and to any provisions of the Acts or the Articles, the Council shall have full power to delegate to any Committee or Committees or persons the following special powers and duties, and every Committee or persons shall be bound to obey and carry into effect the resolutions which it considers material to the Institute, or its objects or interests as defined in the Memorandum of Association, or which appears to it to affect the interests of the profession and make any recommendations it considers proper in relation thereto:

- (a) Power to regulate, by byelaws, the examinations of candidates for admission as Fellows or Members, and to hold examinations for the same, at such times and places, and in such manner as it may think fit, and to appoint Examiners with or without remuneration, to conduct such examinations.
- (b) Power to interview and/or examine, except for admission or reject any candidates for admission to the Institute.
- (c) Power to superintend the publications of the Council.
- (d) Power to appoint all servants of the Institute necessary for the carrying on of the business of the Institute, upon such terms and with such remuneration as it shall think fit, and from time to time to remove such servants.
- (e) Power to carry out, subject to the provisions of the Acts and the Memorandum of Association, the purchase, hiring, sale, mortgage, letting and other disposition of any real or personal property for or on behalf of the Council, which has been authorised by a resolution of the Council.
- (f) Power to use the Seal.
- (g) Power to receive all incomings and pay all outgoings, and to have the superintendence of the disposition of the funds and property of or administered by the Institute.
- (h) Power to make, vary and annul byelaws for any of the purposes for which byelaws may be made by the Council.

COUNCILS AND COMMITTEES

Council and Committee Meetings

71. Meetings of the Council and Committees and authorised persons shall be held at such times as the members of the Council or Committee, or such persons respectively shall think fit.

Place of Meeting

72. (a) All meetings of the members of Council and Committees and authorised persons shall be held in Dublin, or at such place as the Council or Committee or such persons shall from time to time appoint.

- (b) For the purpose of these Articles, the contemporaneous linking together by telephone or other means of audio communication of a number of members of the Council or Committee or other authorised persons not less than the quorum shall be deemed to constitute a meeting of the Council or Committee or authorised persons and all the provisions in these Articles as to meetings of the Council or Committees or authorised persons shall apply to such meetings.
- (c) Each of the members of the Council or Committee or other authorised persons taking part in the meeting must be able to hear each of the other parties taking part.
- (d) At the commencement of the meeting each member of the Council or Committee or other authorised persons must acknowledge his presence and that he accepts that the conversation shall be deemed to be a meeting of the Council or Committee or authorised persons.
- (e) A member of the Council or Committee or another authorised person may not cease to take part in the meeting by disconnecting his telephone or other means of communication unless he has previously obtained the express consent of the member of the Council or Committee or other authorised person who presided as Chairman of the meeting, and a member of the member of the Council or Committee or other authorised person shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he has previously obtained the express consent of the member of the Council or Committee or other authorised person who presided as 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 member of the Council or Committee or other authorised person who presided as Chairman of the meeting.

73. The President, Vice-Presidents and the Secretary of the Council shall, on the requisition of the President or Vice Presidents, at any time summon a meeting of the Council by giving at least two days' notice to the members of the Council.

Adjournments

74. A Council meeting or a meeting of a Committee or authorised persons may adjourn at pleasure for such time and to such place as the members of the Council or Committee or persons present may determine.

Procedure

75. The procedure of the Council shall be regulated by the standing orders, as far as the standing orders of the Council determine, and in other respects as the members of the Council present shall think fit.

Conduct of Business

76. The Committees and authorised persons as nearly as circumstances permit shall conduct their business in a similar manner to that adopted by meetings of the Council and may make standing order accordingly.

77. Whenever a Committee or authorised persons does any act which the Council is authorised by these presents to do, such Committee or persons shall do such act in its own name, and not in the name of the Council, but may refer to the powers hereby or by resolutions of the Council given to it to act on behalf of the Council.

TRUSTEES

Appointment of Trustees

78. The Council may appoint any person or persons (whether incorporated or not) to be Trustee or Trustees for any of the purposes of the Institute, or for any other purpose, as the Council determine. Any such Trustee or trustees shall be appointed and removed by the Council, and have such powers and indemnities, and perform such duties, and be subject to such regulations as the Council determine.

LIABILITIES OF COUNCIL, TRUSTEES AND OFFICERS

Indemnity

79. Subject to the provisions of Section 200 of the Companies Act 1963 the members of the Council, members of the Committees and authorised persons, Trustees, Auditors, Secretary of the Council and other officers shall be indemnified by the Institute from all losses and expenses incurred by them in or about the discharge of their respective duties, except such as happen from their own respective wilful act or default.

Liability

80. Subject to the provisions of Section 200 of the Companies Act 1963, no member of the Council or of a Committee or any authorised persons, Trustee or Officers shall be liable for any other member of the Council or Committee, authorised person, Trustee or Officers, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Institute or to any person arising out of acts or proceedings of the Institute or the Council or any Committee or any authorised person, unless such loss or expense happen from his own wilful act or default.

Disqualification of Trustees or Officers

81. The accounts of any Trustee or of any Officer or servant of the Institute may be settled and allowed or disallowed either wholly or in part by the Council. A Trustee or any officer or servant of the Institute who becomes bankrupt or compounds with his creditors or becomes of unsound mind, or who (being a member) retires or is excluded from the Institute or suspended or censured by the Council shall, ipso facto, be disqualified from acting as, and shall cease to be a Trustee or Officer or servant. Provided that until an entry of disqualification be made on the Minutes of the Council, his acts in such capacity as aforesaid shall be as effectual as they would have been if the disqualification had not occurred.

SECRETARY

Appointment of Permanent Officers

82. The Secretary of the Council and such other Permanent Officers as the Council may from time to time appoint shall be paid such salaries and emoluments as the Council may from time to time determine. The Secretary of the Council shall be the chief executive officer of the Institute and shall perform such duties as the Council shall from time to time direct.

Duties

83. The Secretary of the Council shall, under the control of the Council, conduct all the correspondence of the Institute and the Council, attend all their meetings, keep a correct record of their proceedings, and see that the applications for admission and therecommendations accompanying the same are in the form prescribed by these Presents, and that all notices required by these presents are duly sent.

AUDITOR AND SOLICITOR

Election of Auditor and Solicitor^{84, 85, 86 and 87}

- (a) Auditors shall be appointed, and their duties regulated in accordance with Chapters 18 and 19 of Part 6 of the Act.
- (b) The Council may appoint Solicitors to the Institute from time to time at such rates of remuneration as may be agreed with Council.

Accounts

91. The Council shall cause adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they comply with Section 282(1) to 282(3) of the Act and explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.

The accounting records shall be kept at the registered office or subject to Section 283 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the officers of the Company and by other persons entitled pursuant to the Act.

92. 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 its members 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, this Constitution or authorised by the Directors or by the Company in general meeting.

93. The Directors shall in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Company the statutory financial statements of the Company, the Directors' report in relation to it and the statutory auditor's report on those financial statements and Directors' report as are required by the Act to be prepared and laid before the annual general meeting of the Company.

A copy of the statutory financial statements of the Company, the Directors' report in relation to it and that statutory auditor's report on those financial statements and Directors' report shall, not less than twenty-one days before the date of the annual general meeting be sent to every person entitled under Section 338(1) of the Act to receive them.

EXAMINERS

94. Members of the Institute and other persons considered suitably qualified by the Council shall be eligible for the office of Examiner.

FINANCIAL

Remuneration of Examiners and Secretary

92. The Examiners and Secretary shall receive such remuneration as the Council from time to time determine.

Signing of Cheques, etc.

93. No person, except the persons duly authorised by Council, and acting within the limits of the Authority so conferred, shall have authority to give receipts for moneys or otherwise, or to sign any cheque, or to enter any contract, so as thereby to impose any liability on the Institute, or otherwise to pledge the credit of the Institute.

Accounts audited and approved

95. Every account of the Council, and of any Committee, when audited and approved by a General Meeting, shall be conclusive, except as regards any errors discovered therein within three months next after the approval thereof. Errors discovered within that period shall be forthwith corrected, and subject to such correction every account of the Council shall at the end of such period be conclusive.

RESERVE FUND

Reserve Fund

96. The Council, may, out of the moneys of the Institute, by way of Reserve Fund, from time to time reserve or set apart such sums as in their judgement are necessary or expedient, to be applied at the discretion of the Council in providing against losses on leasehold or other property subject to depreciation, or to meet claims on or liabilities of the Institute, or to be used as a sinking fund to pay off debentures or encumbrances of the Institute, or subject to the provisions of the Memorandum of Association, for any other purpose of the Institute.

INVESTMENT OF MONIES

Investments

97. All monies carried to the Reserve Fund, and all other monies of the Institute not immediately applicable for any payment to be made by the Institute, may be invested by the Council in such manner as the Council from time to time think proper, in any form of investment for the time being authorised for the investment of trust funds, and the Council may from time to time vary or realise such investments

as they deem expedient.

Trustees

98. In any case where the Council think fit, investments may be made in the name of a Trustee or Trustees, instead of in the name of the Institute.

MEETINGS OF THE INSTITUTE

98. (a) The Annual General Meeting of the Institute shall be held in Dublin or at such place as the Council shall from time to time appoint within a period of six months of the Accounting year end on a date to be determined by Council for the purpose of the election of members of the Council and an Auditor or Auditors and Solicitor or solicitors, for the following year, and for receiving the accounts of the past year with the Auditor's certificate and report, and also a report from the Council on the past year's transactions and accounts, as well as for the discussion of questions incidental to the profession. In default of a General Meeting being so held a General Meeting shall be held in the month next following and may be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Council.
- (b) For the purpose of these Articles, the contemporaneous linking together by telephone or other means of audio communication of a number of members of the Council or Committee or other authorised persons not less than the quorum shall be deemed to constitute an Annual General Meeting of the Council or Committee or authorised persons and all the provisions in these Articles as to meetings of the Council or Committees or authorised persons shall apply to such meetings.
- (c) Each of the members of the Council or Committee or other authorised person taking part in the Annual General Meeting must be able to hear each of the other parties taking part.
- (d) At the commencement of the meeting each member of the Council or Committee or other authorised persons must acknowledge their presence and that they accept that the conversation shall be deemed to be a meeting of the Council or Committee or authorised persons.
- (e) A member of the Council or Committee or another authorised person may not cease to take part in the A.G.M. by disconnecting their telephone or other means of communication unless they have previously obtained the express consent of the member of the Council or Committee or other authorised person who presided as Chairman of the meeting, and a member of the member of the Council or Committee or other authorised person shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless they have previously obtained the express consent of the member of the Council or Committee or other authorised person who presided as 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 member of the Council or Committee or other authorised person who presided as Chairman of the meeting.

Treatises may be read

99. It shall be competent for member of the Institute to tender to the Council written papers on such question's incidental to the profession, and if the Council think fit, such papers may be read and discussed at an Annual General Meeting.

Extraordinary General Meetings

100. (1) All General Meetings other than the Annual General Meetings mentioned in article 99 hereof shall be called Extraordinary General Meeting.
- (2)
- (a) 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 reports of the Council and Auditors, the election of members of the Council in the place of those retiring, the re-appointment of the retiring auditors and the fixing of the remuneration of the Auditors.
 - (b) For the purpose of these Articles, the contemporaneous linking together by telephone or other means of audio communication of a number of members of the Council or Committee or other authorised persons not less than the quorum shall be deemed to constitute a meeting of the Council or Committee or authorised persons and all the provisions in these Articles as to meetings of the Council or Committees or authorised persons shall apply to such meetings.
 - (c) Each of the members of the Council or Committee or other authorised persons taking part in the meeting must be able to hear each of the other parties taking part.
 - (d) At the commencement of the meeting each member of the Council or Committee or other authorised persons must acknowledge his presence and that he accepts that the conversation shall be deemed to be a meeting of the Council or Committee or authorised persons.
 - (e) A member of the Council or Committee or other authorised person may not cease to take part in the meeting by disconnecting his telephone or other means of communication unless he has previously obtained the express consent of the member of Council or Committee or other authorised person who presided as Chairman of the meeting, and a member of the member of the Council or Committee or other authorised person shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he has previously obtained the express consent of the member of the Council or Committee or other authorised person who presided as 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 member of the Council or Committee or other authorised person who presided as Chairman of the meeting.

Notice of special business

100. Any member wishing to bring before the Annual General Meeting any resolution (other than a Special Resolution or a Resolution for the removal of a Member of the Council under Article 51) not relating to the business mentioned in Article 96 shall give notice of such Resolution to the Council not later than the first day of February, and, in the case the member shall wish to bring before the Annual General Meeting a Special Resolution or a Resolution for the removal of a member of the Council under Article 51, he shall give notice of such Resolution to the Council not later than the 15th day of January. No Resolution in respect of any matters not relating to the business mentioned in Article 99 shall come before the General Meeting unless such notice shall have been given in any particular case but so nevertheless that it shall not be lawful to bring any such Resolution before the Meeting without giving the members the requisite notice therefore as provided by these Articles.

101. The Council, whenever they think fit may, and/or, on the requisition of not less than one tenth of the members of the Institute convene an Extraordinary General Meeting, the requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Institute and may consist of several documents in like form each signed by one or more requisitionists. If the Council do not within 21 days from the date of the deposit of the requisition proceed duly to convene a meeting to be held within 2 months from the said date, the requisitionists, or any of them constituting between them in number more than half of the requisitionists, and themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date. If at any time there are not within the State a sufficient number of members of the Council capable of acting to form a quorum, any member of the Council or any two members of the Institute may convene an Extraordinary General Meeting. A Meeting convened under any of the provisions of this Article shall be convened in the same manner as nearly as possible as that in which meetings are convened by the Council.

Place of Meetings

102. Every Extraordinary General Meeting shall be held in Dublin or at such place as the Council shall from time to time appoint.

Length of Notice

103. Subject to section 181 of the Companies Act, 2014 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 Institute (other than an Annual General Meeting or a meeting for the passing of a Special Resolution) shall be called by 14 days' notice in writing at the least. The Notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, and the hour of meeting and, in the case of special business the general nature of that business and shall be given to members in the manner hereinafter mentioned. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at that meeting.

Business at Meetings

104. No business shall be transacted at General Meeting except such as has been specified in the Notice convening it, and except in the case of an Annual General Meeting, the matters specially hereinbefore mentioned.

Details to be Given

105. In every case in which by these presents notice of any business to be transacted at a General

Meeting is to be given, the notice shall particularise the business.

PROCEEDINGS AT GENERAL MEETINGS

106. At all meetings of the Institute, the President of the Council for the time being, and in his absence a Vice-President of the Council, shall be Chairman, and in the absence of both, the Chairman shall be one of the Council elected by the members of Council present. In the case none of the Council shall be present or willing to take the chair, the Chairman shall be elected by the members present from among themselves.

107. One tenth of the members present personally or by proxy; or at least ten members present personally shall be a quorum; and unless the quorum requisite shall be present at an Annual General Meeting within half an hour after the time appointed for the meeting, the meeting shall stand adjourned for a fortnight, and be then held at the same time and place, and the business on the agenda paper, but not other, shall then be disposed of by the members present in person or by proxy, whether constituting a quorum or not. At an Extraordinary General Meeting, unless a quorum be present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.

Adjournment

108. The Chairman of any meeting may, with the consent of the meeting, adjourn the meeting from time to time, and from place to place; but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice need be given of any adjourned meeting unless it is so directed in the resolution for adjournment.

Minutes

109. The first business at every General Meeting after the chair is taken shall be the reading of the minutes of the then last General Meeting, and if the minutes do not appear to the meeting to have been signed according to the Acts or these Presents, they shall on, being found or made correct, be signed by the Chairman of the meeting at which they are read.

Voting

110. Subject to a poll being demanded, as hereinafter mentioned, every question to be decided by a General Meeting, unless resolved without dissent, or unless otherwise prescribed by the Acts, shall be decided by a majority of the members personally present thereat, and qualified according to these present to vote, by way of show of hands or by secret ballot at the discretion of the members of the meeting.

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.

Votes may be given either personally or by proxy. 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.

Demand Poll

111. At any General Meeting (unless a poll on any resolution thereof be demanded immediately on the declaration by the Chairman of the meeting of the result of a show of hands thereon), in the case of a Special Resolution by at least three members, and in any other case by the Chairman or by a written requisition signed in person or by proxy by at least four members of the Institute or one-twelfth of the total membership of the Institute whichever is the lesser number, and a declaration by the Chairman that resolution is carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the proceedings of the meeting, shall be conclusive evidence of the fact so declared, without proof of the number or proportion of the votes given for one against the resolution. Provided always that no poll shall be taken as to the election of a Chairman, the appointment of Scrutineers, or the adjournment of a meeting; and notwithstanding a demand for a poll the meeting shall continue in respect of which a poll has been demanded. The members demanding a poll may nominate three members to act as Scrutineers on their behalf.

Procedure on Receipt of a Demand Poll

112. On a poll being demanded, the Chairman shall forthwith reduce the resolution or amendments on which the poll is to be taken into writing, and voting papers containing such resolution or amendments shall be issued by the Council within seven days after the meeting, and shall be returned so as to be received by the Council within fourteen days after the meeting, and the result of the poll shall be deemed the resolution of the General Meeting at which the poll was demanded. The demand for a poll may be withdrawn.

113. In the case of equality of votes the Chairman shall have a casting vote in addition to his vote as a Member.

VOTING AT GENERAL MEETINGS

Votes of Members

115. Every member of the Institute shall have one vote at every General Meeting.

Member Present Need Not Vote

116. A member qualified to vote, being personally present at General Meeting, may decline to vote on any question before the Meeting, but shall not by so declining be considered absent from the meeting, nor shall his presence invalidate any proxy duly given by him, except as regards any question on which he may vote in person.

Proxies

117. A member entitled to vote may from time to time appoint as his proxy any other member who is qualified to vote.

Form of Proxy

118. Every instrument of proxy shall be in writing in or according to the following form, or as near thereto as circumstances will admit, and shall be signed by the appointer or his attorney and deposited together with the power of attorney (if any) under which it is signed at the Office at least forty-eight hours before the time for holding the General Meeting or adjourned meeting at which it is to be acted on:

I (.....), a member of "The Institute of Professional Auctioneers and Valuers Limited", hereby appoint (C.D.) or in his absence the President of the Council, each members of the Institute to act as proxy at the General Meeting of the Institute to be held on the day of 20 and at every adjournment thereof.

As witness my hand this day of 20

(Signed)

Note the CEO is not entitled to vote and cannot accept proxies

Members in Arrears

119. No member shall be entitled to be present or to vote, either personally or be proxy, at any General meeting, or upon a poll, or to be reckoned in a quorum, who is in arrears with any subscription or sum payable by him to the Institute.

Validity of Vote

120. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered, and every vote not disallowed at such meeting or poll shall be valid. The Chairman at the meeting shall be the sole and absolute judge of the validity of every vote tendered at any meetings on poll.

POWERS OF GENERAL MEETINGS

121. Subject to the Act and to the Memorandum of Association the Institute may by Resolution in General Meeting exercise any of the powers conferred by the Act for companies limited by guarantee.

MINUTES OF GENERAL MEETINGS

122. Every entry in the minute book of the proceedings of General Meetings purporting to be entered and signed according to the Act or these presents shall, in the absence of proof to the contrary, be deemed to be a correct record and an original proceeding of the Institute accordingly; and in every case the burden of proof or error shall be on the person making any objection to the entry.

SEAL

Custody of Seal

123. The Council shall provide a Common Seal for the purposes of the Institute. The Seal for the time being of the Institute shall be kept under such custody and control, and used for such purposes of the Institute, and subject to such conditions as the Council shall from time to time prescribe.

Seal Register

124. A separate book shall be kept, to be called the "Seal Register", in which, previously to affixing the Seal to any document, there shall be entered a short title and description of the same, together with the date of the minute authorising the Seal to be affixed thereto, and such entry shall be signed by the members of the Council who may attest the execution of the document under the Seal of the Institute and countersigned by the Secretary.

Affixing Seal

125. The Secretary shall affix the Seal, with the authority of the Council, and in the presence of two members thereof at least, to all instruments requiring to be sealed, and all such instruments shall be signed by such members of the Council and countersigned by the Secretary.

BYE-LAWS

Under Seal

126. Any Byelaws made by the Council shall be under the seal of the Institute and may at any time be annulled or varied by the Council by instrument under the Seal of the Institute.

Binding on Members

127. All Byelaws so made and for the time being in force shall be binding on all members of the Institute and shall have full effect accordingly.

Subject to Memorandum and Articles of Association

128. (a) No Byelaw made by the Council shall operate to abrogate, modify, add to or vary any provisions contained in the Memorandum of Association or the Articles, and in the case of any conflict or inconsistency the Memorandum and Articles shall prevail.
- (b) Any Byelaw purporting to make provisions for anything which under the Act or the Articles should be provided for by resolution of the Institute in General Meeting shall be in operative and void to the extent of the provision purporting to be so made.

NOTICES

Notices to Members

129. A notice may be given by the Company to any member either personally or by sending it by post or electronic means to the member at his or her registered address or email address (or, if not so registered, then to the address or email address of the member last known to the Company). Section 218(5) of the Act shall apply.

130. Notice of every General Meeting shall be given in any manner hereunder 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.

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

Address of Members

133. Every Member shall, from time to time, notify to the Secretary of the Institute a place of business or residence in the State or the United Kingdom to be registered as his place of address, and the place from time to time so registered shall, for the purposes of the Act and these presents, be deemed to be his registered place of address.

Failure to notify address

134. As regards any Member who has no registered place of address, a notice posted up in the Office shall be deemed to be well served on him at the expiration of twenty-four hours after it is posted up.

Signature notices

135. All notices sent in pursuance of Article 130 shall be signed by or have printed at the foot thereof the name of, the Secretary, or such other person in his place as the Council shall appoint, except in the case of a meeting convened by Members in accordance with these presents, and in that case shall be signed by, or have printed at the foot the name of, the members convening the same.

Notice by post

136. Any such notice sent through the post to the address in the register of Members of the Institute shall be deemed to have been served on him on the day on which the envelope or wrapper containing the same was posted, and in proving such service it shall be sufficient to prove that such envelope or wrapper was properly addressed and put into the Post Office.

137. When a given number of days' notice or notices extending over any other period are required to be given, the day of service shall, unless it is otherwise provided, be counted in such manner of days or other period.

Names, Addresses and Descriptions of Subscribers

1. Senator Michael A. Prendergast,
Cappagh House,
Enfield, County
Meath.

2. Louis Eamon Brennan,
Chartered Secretary,
Brooklands,
Old Connaught,
Bray,
County Wicklow.

3. Eugene Timmons, T.D.,42
Copeland Avenue,
Clontarf,
Dublin 3.

4. James J. Guinan, P.C., M.C.C.,13
Thornhill Road,
Mount Merrion,
County Dublin.

5. Eamonn G. Maguire,
Auctioneer,
178 Whitehall Road West,
Dublin 12.

6. Patrick Gilna,
Auctioneer,
24 Marino Mart,
Dublin 3.

7. Kevin Macklin, M.C.C.,2
Canal Street, Monaghan.

Dated this 3rd day of June 1971.

Witness to the above signatures:

Finola C. Ryan, 42 Upper O'Connell Street, Dublin, Secretary

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

Names, Addresses and Descriptions
of Subscribers

1. *Mr. J. J. O'Connell, B.Sc. (Hons.)
10, St. Stephen's Green, Dublin 2.*
2. *Louis Eamon Brennan, Chartered Secretary,
Brooklands, Old Bawnought, Bray, Co. Wicklow
Eugene Timonius T.D.
42. Copeland Ave.
Clontarf, D.3.
James J. Gorman, P.O. 1000.
13. Howarth Road.
Mount Merrion Co. Dublin.*
3. *James J. Gorman, P.O. 1000.
13. Howarth Road.
Mount Merrion Co. Dublin.*
4. *Samuel G. Maguire, Auctioneer
178 Whitehall Rd. West Dublin 12.*
5. *Patrick J. Maguire, Auctioneer, 24 Harwin's
West, Dublin 3.*
6. *Kieran MacKinnon, B.Sc. 2, Beal St. Monaghan*

Dated this 3rd day of June, 1971

Witness to the above signatures:

John L. Ryan

3.

*4-2 Upper O'Connell St
Dublin*

IPAV | 129 Lower Baggot Street Dublin 2

Tel: (01) 678 5685 | Eircode: D02 HC84 | Email: info@ipav.ie

Web: www.ipav.ie

The Voice of Auctioneers & Valuers in Ireland



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