

BYLAWS OF THE SO-CALLED “UNIÓN INTERNACIONAL PROFESIONAL DE AUXILIARES DEL NOTARIADO (UIPAN)”

TITLE I. GENERAL RULES

CHAPTER 1: Name and scope

Article 1. Name. The Association which has Professional character is called “**UNIÓN INTERNACIONAL PROFESIONAL DE AUXILIARES DEL NOTARIADO (UIPAN)**”.

Article 2. Geographic scope, address, Webpage, working languages. Given its international character, the Association’s geographic scope extends to the whole world.

The Association’s address shall be located at 6 Mayor Street, 7th Office, Madrid 28013; address might be subject to changes by agreement of the Managing Board.

The Association might set up subsidiaries and offices in any country of the world.

The Association might have a website for the advertisement of Board meetings.

Given the different languages of the Association founders, the official working languages shall be Spanish, Italian and English. The administration language shall be Spanish.

CHAPTER 2°. Principles and Purposes of the Association.

Article 3. Association Right. Whether they are on active service, leave or retired, all employees of any Notary’s Office –regardless of their nationality- have the right to belong to or separate themselves from the Association.

Article 4. Democratic Character. The Association claims the democratic character of its operation and organisation, being governed by the present By-laws and the applicable in force laws.

Article 5. Independence. The Association claims its Independence from public authorities, political parties and union federations. It shall maintain a neutral and respectful stance with its members' political and religious beliefs.

Article 6. Purposes. The general purposes of the Association are:

1. The protection and promotion of the legal principles, rights and liberties enshrined on the Spanish Constitution and the International Bill of Human Rights, and specially the values of justice, freedom, equality, truthfulness and legal certainty, in the field of legal-private relationships.

2. Make known, inform and promote as many subjects and themes related to socio-economic process that might concern its members.

3. Protect and demand all sort of professional and labour demands of the collective of Notary's Offices employees all over the world.

4. Promote the improvement of labour conditions, both general and particular, as well as the unification of criteria and systems, creating and enforcing proposals and methods for better work-relations, on its technical and legal aspects, as well as work safety issues; focusing on labour integration of disabled people.

5. The establishment of all the technical, legal, economic and social resources deemed necessary for the best possible defence of its members' socio-professional interests.

6. Strengthen friendship and comradeship relations between all Notaries' Offices employees in the world, by exchanging information and ways of providing a better service to the community.

7. Strengthen and protecting the professional ethics on the exercise of the work in Notary's Offices.

8. Represent the Associations and its members before Public Administrations, Ministries, the General Management of Registers and the Notariat, Regional Notaries Chambers, the General Council of the Notariat and any other private or State institution; as well as in any other institution on the international notariats field, like the CNUE and the International Union of Notaries (UINL).

9. Promote and strengthen the corporate spirit of Notary's Offices employees on a worldly scope.

10.- Organize and develop all sort of cultural as well as professional training, learning and refinement activities, encouraging, organizing and promoting international Congresses, Seminars, Courses, lectures and schools series and Vocational Schools. Making and editing manuals and publications of all kinds of legal and professional contents.

For that matter, boosting the creation of a Teachers' International Training School, which shall study and analyse the educational needs of the employees collective, designing systematic programmes for academic orientation, through the signing of educational agreements with Notarial institutions, training centres and both Private and State Universities.

11.-Ease and promote the investigation and historical evolution of the Notary's Office employee throughout the centuries.

TITLE II MEMBERSHIP

CHAPTER 1. About the member status.

Article 7. Requirements.

The Association members might be both collectives and individuals and, in any case, either regulars or affiliated.

Shall be collective members the world-existing Associations of Notary's Offices employees, legally established with either similar or analogous purposes to those previously stated and which reputation and prestige does not lessen the public recognition of the Association founders.

The Associations willing to enter UIPAN shall be accepted as members by decision of the Managing Board, being subject to the subsequent General Assembly's ratification.

Shall be individual members of the Association the employees of Notary's Offices all over the world, whether they are on active service, retired or on leave, as well as all the willing employees of Notarial Institutions.

Members of the Association founders, for the fact alone of being so, shall be members of UIPAN and, should they abandon those, they shall lose the UIPAN member status.

In order to belong to UIPAN, employees of Spanish and Italian Notary's Offices shall previously belong to both FEAPEN and UNIC@.

Article 8. Admission. The membership application shall be requested on written form, containing the promise to observe the present by-laws and shall be directed to de Association's Managing Board.

Membership applications might be denied if there were proper reasons or if the applicant had an open disciplinary inquiry by any of the Association founders.

UIPAN Secretariat shall notify by either e-mail or fax the admission or denegation of the application.

In order to achieve a better overseeing of members, a computerised register shall be instituted, composed of an up-to-date list of the Association's members in which all admissions and removals shall be registered, writing down the date and place in which the event takes place.

Said register shall be open to all those members who demand it in accordance with the Association's regulations.

CHAPTER 2. Rights and Obligations.

Article 9. Rights. All members shall have the next rights:

1st. To attend, with both speaking and voting rights, the General and Local Assemblies.

2nd. To elect and be elected for the Association's bodies posts.

3rd. To participate in all activities organized by the Association.

4th. To inform and be informed about the Association's situation and progress.

5th. To demand a meeting of the Association's bodies in accordance with the Association's regulations.

6th. To be informed of the agreements adopted by the Association's bodies.

7th. To enjoy all perks and benefits obtained by the Association for its members.

Article 10. All members shall have the next obligations:

1st. To ensure the achievement of the Association's purposes, while keeping a loyal attitude towards them.

2nd. To observe the present By-laws.

3rd. To respect and fulfil the agreements validly adopted by the Government bodies of the Association.

4th. To cooperate in the Association's activities.

5th. To satisfy the established fees.

6th. To perform, where appropriate, the inherent obligations of their post.

Article 11. Loss of member status. The loss of the membership shall happen:

1st. By request. Any member shall be able, at any time and voluntarily, to leave the Association. In order for this decision to be effective, it shall be necessary for members to announce their intention in writing and in a reception-guaranteed manner.

2nd. The Managing Board might adopt an argued agreement deciding the loss of membership of any of its members, in case of violation of the By-laws, providing the previous inception of the appropriate dossier, in which the interested member shall receive an audience of no more than thirty (30) days to submit any written observation as well as proposing any evidence they feel appropriate.

3rd. In both previous cases, the Secretary shall certify the loss of member status, with all its effects from the date in which the event should take place, in order to ensure the proper and due guarantee of the rights assisting all members.

4th. Non-payment of one or several fees, consecutive or not, in which case no audience shall be to compulsory.

TITLE III INTERNAL ORGANIZATION.

Article 12. Bodies. The main bodies of the Association are the General Assembly and the Managing Board.

CHAPTER I: About the General Assembly.

Article 13. The General Assembly. The General Assembly is the Association's supreme decision body and shall be composed of all its members.

Article 14. Competencies. The General Assembly shall have the next powers and competencies:

- a) Approval of the Managing Board management reports.
- b) Examination and approval of the annual accounts.
- c) Election of the Managing Board members.
- d) The Association's dissolution.
- e) Any By-laws modifications.
- f) Provision and alienation of real estate properties. These competences shall be exercised providing there is a previous agreement by the Managing Board.
- g) The resolution of appeals in the cases indicated on the By-laws.
- h) Approval of the fees amounts except for the constitution fee and those belonging to the first financial year, which shall be determined by the Managing Board.

i) As the supreme body of the Association, any other non-contemplated legal activities.

Article 15. Composition. The General Assembly shall be integrated by every member of the Association.

The General Assembly shall be led by a board constituted by both President and Secretary of the Managing Board, as well as, whenever present, the vice-president/s.

Article 16. Ordinary and Extraordinary General Assemblies. Meetings of the General Assembly shall be either ordinary or extraordinary. An ordinary session should take place once a year within the next four months to the closing of the financial year.

The General Assembly might meet on extraordinary session:

1st. By initiative of either the President or the Managing Board.

2nd. By initiative of at least ten percent (10%) of the Association's members. The request shall be made in writing to the Association's Managing Board and shall be attached with a proposal for an order of business. In this case, the Managing Board shall call an extraordinary session within thirty (30) days from the application.

Article 17. Meeting Calls. The call for a session of the General Assembly together with the order of business shall be posted on the Association's website with and for at least twenty (20) days before the date of celebration.

As long as there is no available website, all communications shall be conducted by e-mail address.

The meeting call, shall detail the date, place and time as well as the attached order of business.

There shall be a gap of twenty (20) days between the call and the celebration of the first call session. Date and time for a second call session might be specified with a due gap of half an hour between both calls.

However, the Managing Board besides the online publication may send the call via e-mail address to all its members.

Article 18. Constitution of the General Assembly. A third (1/3) of the voting members, either attending or lawfully represented, shall be required for the legitimate constitution on first call of the General Assembly both in ordinary and extraordinary session. Second call sessions shall not require a minimum of members.

Article 19. Agreements. Agreements shall require the simple majority of affirmative votes of the attending and represented members (both null and blank votes, as well as abstentions, shall not be accountable)

The following initiatives shall require a qualified majority of three fifths (3/5) of the attending and represented members:

- a) The Association's dissolution.
- b) Any modification of the By-laws.
- c) Any disposal of goods part to the fixed-assets.
- d) Compensation for members of the representative body, if an extraordinary dedication was justified or needed.

Representation powers for assisting and voting at the General Assembly, will only be recognized to individuals holding a member status, and shall be granted in writing with detail of the national ID or Passport.

CHAPTER II: About the Managing Board.

Article 20. The Managing Board. The Association shall be managed and represented by a Managing Board of five-up-to-twelve members. These shall be appointed and withdrawn by the General Assembly. Terms shall last for two years.

Those members of the Managing Board, whose term had expired, shall keep on holding their posts, from their appointment up until the acceptance of their replacements.

Nominations shall be made on closed lists containing the names of each candidate.

The President of each candidacy shall present to the General Assembly both their program and projects before being appointed by the attending and represented members.

Article 21. Composition. The members of the Managing Board shall elect a President, one or several Vice-presidents, a Secretary, and a treasurer. The rest of the anointed members of the Managing Board shall act as Vocals.

Members of the Managing Board might chair Commissions or specialized Committees.

Article 22. Leaves and Vacancies of the Managing Board. Any member of the Managing Board might leave by express resignation, notified in writing to the Managing Board; in case of non-compliance with their entrusted obligations, and for the expiration of their term. Should any vacancy happen, it shall be filled for the time lasting until its term-expiration, by a member unanimously appointed by the remaining members of the Managing Board, pending due confirmation by the General Assembly.

Article 23. Board Meetings. The Managing Board shall meet when its President deems it convenient, as well as by request of a Vice-president or three of its other members. In any case, it shall meet at least twice a year with a gap no longer of three months between meetings.

Its constitution shall require the attendance of at least half plus one of its members. Agreements shall require the majority of the votes, in situations of parity the President holds the casting vote.

The Managing Board might reach agreements in writing outside formal meetings.

Likewise, the Managing Board may reach any agreement on telematic meetings, when at least half plus one of the members is networked online, fact that shall be formally registered by the Secretary or whoever represents him.

Article 24. Competencies. The powers of the Managing Board extend with general nature to all acts characteristic of the Association's purposes, as long as they do not require by these By-laws the express authorization of the General Assembly.

The particular competencies of the Managing Board are:

- a) Run all corporate, economic and administrative management, agreeing on any appropriate contract and action.
- b) The enforcement of the agreements of the General Assembly.
- c) Putting forward to the General Assembly for its approval the annual Counts and Report.
- d) The admission of new members.
- e) The nomination of representatives for any particular activity of the Association.
- f) Any other competency non-exclusive to the General Assembly of members.
- g) The adoption of measures and promotion of activities needed for the fulfilment of the Association's purposes.
- h) Carrying the judicial and extra-judicial representation of the Association, being able to exercise the following faculties:
 1. Buy, sell, dispose and exchange all sort of goods, both movable, immovable, livestock, merchandise, titles, stocks, securities, grant-ings and credits and both real and personal rights, setting time-lines, rates and prices, and all sort of terms deemed convenient; to lay down, exercise and waive preferential rights to purchase and to redemption and any actions and conditions relating to suspension, resolution and termination, and to cancel those eventually. To be able to sell, dispose or exchange real estate, it shall be necessary the authorization of the General Assembly;
 2. To manage in the widest terms, personal and real goods, make statements of new construction, re-designations, demarcations, groupings, aggregations, segregations, ordinations, stock divisions, parcelling and real estate alterations, amendments and clarification of entries in the Property Register; to promote and continue domain records and declarations of renown and to ask for all sort of registrations, preventive annotations and its cancellations in any Property Register. The approval and modification of both Statutes and statutory clauses of property owners' associations on Horizontal Property Regime.

3. Conclude, modify, terminate and resolve any lease, sublease, and business transfer contracts and whatever other rights for use and benefit.

4. Constitute, replace and subrogate, qualify, strip down, increase, delay and resolve mortgages and other charges or rights in rem upon the goods of the Association.

5. Lending or borrowing money or on account of shares, with or without interest, lien, mortgage and other guarantees, under all sort of conditions; to buy, sell, dispose, pledge and deposit effects, titles, and all sort of stocks, to all kinds of individuals, Banks and credit institutions, even the Bank of Spain and its subsidiaries, as well as savings banks.

6. Attend the constitution of Associations and companies of all sort, sign shares or holdings, disburse them total or partially, draft By-laws and approve them. Appoint and accept posts, grant and accept powers and delegations of faculties inside the Associations and Companies which will come into being, providing they share identical or similar purpose with the present Association.

7. Representing the Association and attending General Meetings and gatherings of management bodies, voting or using its vote in the sense it should deem convenient, even accepting and declining posts and powers, faculties and delegations of such.

8. Deal with, tolerate and celebrate conventions and commitments concerning whatever affairs, rights, actions, debts, issues and disagreements of interest for the Association, submitting them or not to the decision of an arbitrator.

9. To open, resume, arrange, settle and resolve both term and on demand bank accounts, and savings and credit accounts in all sort of both official and private Banks, just as in savings Banks and credit unions or similar establishments, in the central offices of said institutions as well as all their delegations, branches or agencies, issuing to this effect stubs, checks, payment and transfer orders.

10. To Issue, accept, endorse, vouch, deduct, negotiate and protest for non-acceptance or payment, or for a greater safety bills of exchange, checks, notes, receipts and all remaining payment order documents or credit notes.

11. Constitute, accept, renew, withdraw and resolve deposits, and allocations in cash, stocks and all sort of effects, in whatever agencies and both official and private entities, even in both the Spanish Bank and the General Savings Deposit in Madrid or in any other territory, Bank, or Savings Bank.

Constitute, accept, modify and resolve all sorts of bonds and guarantees, even in favour of third parties.

12. Attend and take part in contests and auctions as well as contract-awards of goods, projects, public services and administrative grants, whether they are either voluntary, judicial or managerial, before all sort of authorities and both public and private institutions, being able to this effect, to provide deposits and previous bonds, to draw up and enhance stances, to yield selloffs, ask for the awarding of properties in or for the payment of the totality or part of the reclaimed loans, approval of lien settlements, formalize bonds, both provisional and definitive and to withdraw them, allocate the price or amount of everything auctioned and awarded and to grant and sign the corresponding contracts as a result of the auctions in which they have taken any part, including the related Public deeds, being able to intervene in all sort of incidents that may arise; and in particular reclaiming, receiving and collecting at the related offices both Public and Private or where appropriate, the sums that as price for works or supplies, contracted amounts or other concepts, should be paid to the Association, giving in exchange the appropriate receipts and paying-in-slips.

13. Close service contracts, execution of Works, deliveries and supplies, through contests, auctions or directly establishing their prices, timelines and other conditions; fulfil and enforce these contracts.

14. Collecting and paying all sort of amounts the Association should receive or satisfy, whether they come from individuals or any other kind of both public and private offices, even Ministries and Official bodies, regardless of their territorial scope, as well as from any of their agencies, without limitations of quantity, and whatever the cause that generates these rights or obligations for the Association, signing to this effect paying-in-slips, receipts, bills and payment

orders. Collecting vouchers, dividends and the amount of redeemed titles.

Asking for the reimbursement of undue incomes. Settling accounts, setting or discharging balances, and formalizing receipts and releases.

Acknowledge all sorts of credits or debts in favour or against the Association.

15. Manage and reclaim before the authorities, officials, local institutions, State, Province and Local agencies, Unions, Customs, Prosecutors, Treasury Departments and, at large, all kinds of public and private agencies and offices; the inception, processing, hearing and resolution of every record concerning the Association, as well as anything related to its properties and businesses, appearing for it before said institutions and offices, submitting all necessary documents and resorting to the interlocutory court rulings relapsing if they were considered to be harmful, through the appropriate channel, whether it is administrative or economic-administrative.

16. Take part in representation of the Association in arrangements with creditors, dossiers of release and postponement, bankruptcy and suspension of payments, as well as in extra-judicial meetings of creditors, with the faculty to ask the inclusion, reduction and exclusion of any loan; attending creditors' Committees and voting for or against any submitted proposition, and receiving in favour of the Association, all kinds of bonds, sureties and personal guarantees, whether these were mortgage or pignorative, relating the safety of their loans and debts, as well as resolve them; appointment and withdrawal of experts, performing the roles of trustees in situations of insolvency and bankruptcy, and liquidator in any judicial process, exercising as much faculties and attributions as allowed per law.

17. Representing the Association as plaintiff, defendant or as any other role in judicial affairs, whether its nature is civil, either voluntary or contentious, or criminal, contentious-administrative or labour related, before the ordinary and special Courts and Tribunals, even regional High Courts and the Supreme Court, initiating, answering and resuming through all formalities, all sort of actions, pleas and appeals, including those of cassation and review.

Grant and revoke legal powers in favour of attorneys and procurators of the Courts, containing the ordinary faculties of general powers for lawsuits and those of special character deemed necessary, even to formalise criminal lawsuits. Conclude any transaction related to litigious matters, resolving or allowing the resolution and uplifting of any seized seizure in favour of the Association; withdraw and separate itself from the actions and pleas and to carry out any statement and ratification. Respond to interrogatories or depositions before all sorts of Courts and Tribunals.

18. Run the Association's sales organization and its business; receive and sign all of the Association's correspondence, gather from Customs, railways, ships, telegraphs and other places, all kinds of merchandise, dispatches, packages, mail and, at large, all sorts of objects addressed to that one, even postal packages, certificates, telegraphic and postal orders.

19. Issue and pass the Internal Regime Regulations, appoint, call off and divide the employees, agents and all attached personnel to the Association's services, defining their duties and attributions, and setting their salaries, incomes and wages.

20. Drawing up and accepting projects, budgets, studies and bid specifications. Acquire any trademark, patent and/or concession, and to renounce them, total or partially. Asking for administrative licenses and concessions of all kind.

21. The contract of any insurance against all kinds of dangers, even those resulting from work or social security accidents, collect compensations, taking out to this effect the necessary insurances with insurance companies and friendly societies of all kind. The contract of all kinds of transports.

22. Drawing, receiving and filling up both judicial and notarial requirements and notices, as well as related to any other nature, and to demand and receive copies, even authorized, from whatever deeds given by the Association or subject to any legal interest of this one.

23. Authorise the previous faculties, without prejudice of their subsistence within the same, by granting all related powers in

favour of the required person or individuals, with the necessary faculties for each case.

Article 25. The President. The President shall have the following responsibilities: the legal representation of the Association before and outside the courts and before all private and public institutions; calling, presiding and wrapping up the sessions held by the General Assembly and the Managing Board, as well as presiding all deliberations in both bodies; ordering payments and authorizing with their signature all documents, records and correspondence; taking any emergency measures required for the good progress of the Association as well as those deemed necessary or convenient in the course of its activities, without prejudice of rendering of accounts before the Managing Board afterwards.

Article 26. The Vice-president. The Vice-president shall replace the President in their absence, holding the same responsibilities and duties.

Article 27. The Secretary. The Secretary shall be responsible for the managing of all purely administrative tasks of the Association, issuing certifications, keeping all mandatory books of the Association as well as the census of members, and guarding all its documentation, ordering the notification of Managing Board appointments and all remaining social agreements recordable at related Registers, as well as the fulfilment of all documentary obligations according to legally established terms.

Article 28. The Treasurer. The Treasurer shall collect and guard all funds belonging to the Association and shall ensure the fulfilment of all payment orders issued by the President.

Article 29. Vocals. Vocals shall be responsible for the activities pertaining to their post as members of the Managing Board, as well as those that may arise from delegations of responsibilities or working commissions entrusted by the Managing Board.

TITLE III. FINANCES

Article 30. Resources. The expected economic resources for the fulfilment of the Association's different goals and activities shall consist of:

a) Membership fees, through both regular and extraordinary payments. Retired employees shall not be required to pay any fee whatsoever.

b) All subsidies, donations and legacies the Association may legally receive from its members or third parties. The acceptance of any inheritance or legacy shall be agreed by the Managing Board, and its refusal by the General Assembly.

c) Any other legal resource.

d) All members shall have the right to know and be informed of the Association's financial situation, having access to all financial accounts and records. This shall be possible prior written request to the Treasurer of the Association, whom in the maximum period of twenty (20) days shall summon the interested member at the Association offices in order to show him all documentation as well as all accounting explanations. In any case, the Managing Board shall watch for a precise, clear and open bookkeeping.

Article 31°. Social Fund. At the moment of its constitution, the Association lacks of any Social Fund.

Article 32°. Financial periods. The associative and financial year shall be on an annual basis and shall end on every 31st December, with the exception of the first one that shall begin the day of the Association's constitution closing on the very next 31st December.

TITLE IV. TERRITORIAL DELEGATIONS

Article 33. The Association may establish by agreement of the Managing Board all delegations they deem necessary for the full development of its purposes.

TITLE V. DISSOLUTION

Article 34. Dissolution. The Association may dissolve voluntarily by agreement of the General Assembly meeting in an extraordinary session called to the effect.

Article 35. Liquidation Committee. In case of dissolution, a liquidation committee shall be appointed, once all debts are settled, if there were any liquid remnants, they should be used ensuring their non profitable nature is not twisted.