



The Constitution

of

Just Forests

1. Name

The name of the Group shall be “Just Forests”. The Group shall be a national Group.

2. Main Objects

The Group is established for charitable purposes only, with the aim of achieving the following objectives:

- a) to raise awareness of the enormous value on forests - both local and global
- b) to provide information on conservation and management of natural resources, with the formal and non-formal education sectors in Ireland.
- c) to provide a support network for management and conservation of the world’s forests as a means of poverty alleviation in the developing world

3. Subsidiary Objectives

- a) to liaise with Educational Institutions, Government Departments, and other service providers to ensure adequate resources are available.
- b) to encourage, and where resources are available, to fund, research into, and connected with the management and conservation of the world’s forests as a means of poverty alleviation in the developing world.
- c) to organise activities for people interested in responsible forest management.
- d) to liaise with other groups involved in the area of the management and conservation of the world’s forests where similar interests exist: and
- e) to carry on any other activity which may seem to the Board capable of being carried on in connection with the above.



4. Membership

Membership of the Group shall be open to:

- i. individuals; and
- ii. groups representing individuals; who have an interest in the objectives of the Group and who have paid the current member subscription.
- iii. the Board shall have the authority to convey honorary membership on a individual or group as it sees fit.
- iv. the Board shall have authority to vary the amount of this subscription as necessary subject to ratification at the next succeeding Annual General Meeting.

5. The Board

- a) The affairs of the Group shall be managed by a Board ('the Board').
- b) The Board shall have not less than four (4) and not more than ten (10) members including the Officers.
- c) The Board shall comprise of four (4) office holders ('the Officers') and up to six (6) other Board members.
 - i. The Officers of the Group shall be a Chairperson, Vice Chairperson, Honorary Treasurer, Honorary Secretary and each must be a member of the Board.
 - ii. The Board shall appoint the Officers from their own number at relevant Board meetings.
 - iii. Any Officer may retire by giving one week's prior notice to the Secretary.
- d) The Board shall meet not less than six (6) times each year.
- e) The Board shall have the power to set up such sub-Boards as it deems necessary. Membership of such sub-Boards may include members of the Group.
- f) A quorum for the Board meeting shall be four (4) members present in person provided that a quorum shall always include at least two (2) Officers present throughout the Board meeting.
- g) The Board may appoint any eligible member of the Board to fill a position of Officer which has become casually vacant and such member shall be entitled to hold such Office for the remaining term of that Officer only but such person shall be eligible for re-appointment as an Officer.



- h) The Board or any of its sub-Boards may co-opt a person who need not be a member of the Group, to attend certain meetings and to give specialist advice but such person shall not be entitled to vote.
- i) A member of the Board shall cease to be a member of the Board:
 - i. If he / she is absent from three (3) consecutive Board meetings without due reason being given.
 - ii. Upon receipt by the Honorary Secretary of the Group of his / her written resignation
 - iii. The Board may withdraw Board Membership from a member, on a vote with a majority of two-thirds (2/3rd) or more of the Board members present.
- j) At least seven (7) days' notice of any meetings of the Board shall be given by the Honorary Secretary, Chairperson, or Vice Chairperson, to all members of the Board provided that the accidental omission to give such notice to any person shall not invalidate the proceedings of any such meeting, or in an emergency at the discretion of the Chairperson and the Honorary Secretary, additional meetings may be called on not less than twenty-four (24) hours' notice.
- k) Matters arising at any meeting of the Board shall be decided by the majority vote of all members present and voting save in the case of (d) and (j) (iii) above and (m) below. In the case of equality of votes, the Chairperson or the acting chairperson of the meeting shall be entitled to a second, casting, vote.
- l) The Board may enter into such contracts and raise such funds as are required in furtherance of achieving the objects of the Group. Any loans require seventy-five percent (75%) vote of approval from all members of the Board.
- m) Any Officer of the Board shall be entitled to hold that position for a period commencing on the date of their appointment and expiring at the conclusion of the Board meeting next after the second anniversary of his / her appointment, subject to that Officer withdrawing or otherwise ceasing to be an Officer in the interim. Appointments and re-appointments (if applicable) for Officers, on a permanent or casual basis, will be made at the Board meeting where the vacancy has arisen or is occurring or as soon thereafter as possible.



6. Meetings of the Group

- a) The Group shall hold an Annual General Meeting (“AGM”) not more than eighteen (18) months after the previous AGM.
 - a. The business of the AGM shall be:
 - i. To receive the Chairpersons report
 - ii. To receive and consider the Accounts of Just Forests for the preceding year
 - iii. To fix the subscription for the coming year
 - b) Notifications of the AGM shall be sent out 21 day prior to the AGM date.
 - c) A Special General Meeting may be called by a request in writing from the Board or a minimum of ten (10) members of the Group, made to the Honorary Secretary who shall then call a Special General Meeting within 14 days.
 - d) Proposals for Amendments to the Constitution shall be received, in writing, by the Honorary Secretary fourteen (14) days before the AGM or the Special General Meeting.
 - e) Voting at meetings shall be confined to paid up members of the Group, to Honorary members, and members of the Board; each member having one vote on every resolution, and the Chairperson shall have a casting vote in addition.
 - f) Minutes shall be kept of each General, Special, Board, and sub-Board meetings and these shall include a list of members present.

7. Finance

- a) The Board shall assume a managerial role in the administration of central funds of the Group and shall cause proper books of account to be kept.
- b) The Board shall operate (a) bank account(s) to which all monies received on behalf of the Group shall be lodged and from which all payments on behalf of the Group shall be made.
- c) All cheques drawn on the Group's funds in excess of EURO 150 shall require the approval of the Board and shall be signed by any two (2) of the three (3) persons nominated by the Board from amongst its members and in accordance with the mandate requirements for the Group's bank account from which the funds are to be withdrawn



- d) Annual accounts shall be kept and made available to the Revenue Commissioners on request, and as required by the current Revenue Commissioner requirements.

8. Income and Property

The income and property of the Group shall be applied solely towards the promotion of its main object(s) as set forth in this Constitution. No portion of the Group's income and property shall be paid or transferred directly or indirectly by any of dividend, bonus or otherwise howsoever by way of profit, to the members of the Group. However, nothing shall prevent any payment in good faith by the Group of:

- a) reasonable and proper remuneration to any member of the Group for any services rendered to the Group.
- b) interest at a rate not exceeding five percent (5%) per annum on money lent by Officers or other members of the Group.
- c) reasonable and proper rent for premises demised and let by any member of the Group (including any Officer) to the Group.
- d) reasonable and proper out-of-pocket expenses incurred by an Officer, a member of the Board, or sub-Board; in connection with the attendance to any matter affecting the Group.

9. Dissolution of the Group

- a) The Group may be dissolved by special resolution passed at a Special General Meetings of the Group.
- b) Any proposal to dissolve the Group shall be in writing signed by the proposer, seconder, and two (2) other members.
- c) The Honorary Secretary shall call a Special General Meeting giving 21 days notice of the purpose and date of the meeting. A majority of eighty percent (80%) of the members present and voting at the meeting shall be required to pass the resolution.
- d) A quorum for such meeting shall be seventy-five percent (75%) of the members of the Board, and a minimum of ten (10) members of the Group.
- e) If upon the winding up or dissolution of the Group there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Group. Instead, such property shall be given or transferred to some other charitable institution or institutions



having main objects similar to the main objects of the Group. The institution or institutions to which the property is to be given or transferred shall prohibit that distribution of its or their income and property among its or their members to an extent at least as great as it imposed on the Group under or by virtue of Clause 8 hereof. Members of the Group shall select the relevant institution or institutions at or before the time of dissolution, and it and so far as effect cannot be given to such provisions, the property shall be given or transferred to some charitable object.

10. Alteration of Constitution

- a) The Constitution can only be altered by not less than a two-thirds (2/3rd) vote of members present and voting at any Annual General Meeting or Special General Meeting of the Group.
- b) No addition, alteration or amendments shall be made to or in the provisions of this Constitution for the time being in force that in any way would have the effect to alter the Group's status with the Revenue Commissioners.

11. Certification of Adoption

This Constitution as amended was adopted as the Constitution for the Group at a AGM Meeting held on the [] day of [] 2014

Date

Signed

**Chairperson
Vice-Chairperson
Honorary Treasurer
Honorary Secretary**