

**MEMORANDUM AND ARTICLES OF ASSOCIATION OF**  
**IRISH WOODWORKERS FOR AFRICA LIMITED**  
**A COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE**  
**CAPITAL**

**1. Name of the Company:**

Irish Woodworkers for Africa Limited.

**2. Main Objects:**

The main objects for which the company is established are;

- to advance education for sustainable development (ESD) and development education (DE)
- to stop exploitation
- to research forestry related issues
- to protect forests
- to encourage fair trade in timber and forest products from developing countries
- to promote forest certification.

Our mission is to contribute to increased public awareness and critical understanding of the link between sustainable forest management (SFM) and poverty reduction. We work with people to create a just and sustainable world. By basing our sustainability stories and activities on values-related and universally understood, time-tested, old-fashioned ideas, such as love, family, community, and citizenship we are helping to create a just and sustainable world.

We endeavor to advance public support for a values-driven approach to sustainable forestry, livelihood support, biodiversity protection and fair trade in timber and wood-based products.

**2.a. Subsidiary Objects:**

- 2.a.1. To create and increase awareness of the issues of the finite resource of timber in the world; to increase awareness of the importance of wood in the lives of all people; to increase awareness of mankind's dependency on wood; to increase awareness of where wood comes from; to increase awareness of the need to re-plant trees; to encourage long-term, equitable and sustainable forest development in all forest types - ie, temperate, tropical and boreal; And further, the Company is established for the purposes of attaining and insofar as they are consistent with the principal objects:

To establish, set up, organise and fund an office and research centre and carry out and promote the objects for which the company is established and to employ and enter into contracts with or otherwise obtain the services of an co-ordinator or secretarial staff and such further persons as shall be required or deemed necessary by the Company to promote, carry out, advance or achieve the main objects of which the company is established or any of them and to do

all such other things as may be deemed necessary, advisable or expedient for the establishment and on going administration of such an office or its personnel and to promote the objects of the Company by means of lectures, publicity, advertising, discussions, seminars, exhibitions including a permanent mobile exhibition which will be staged in Ireland or abroad including contact with schools, learning institutions at all levels.

- 2.a.2. To provide a forum for the consultation and co-operation between organisations and the Company and other organisations or individuals, statutory or government bodies, whether national or non national which are concerned with promoting the objects for which the Company is established and in promoting the achieving these objects including receipt of the benefit of any funds or other promotional help that can be given by the Government, the European Union or any other Government or Government agency either nationally or internationally for the purpose of promoting the objects of the Company.
- 2.a.3. To promote, research an analysis into all matters pertaining to the protection, production, and development of the timber resources of the World, particularly in the Third World, but with special emphasis on Africa and to pass on the fruits of such research.
- 2.a.4. To provide and promote education on the issue of world timber and all matters affecting or pertaining to it and to further promote education in international development, and to institute and co-ordinate the exchange of information about Third World forestry development and aforesaid within member organisations and among the public in general.
- 2.a.5. To make representation to politicians, bankers, the timber industry, policy makers and the public at large to ensure the initiation, promotion and implementation of policies which will secure, protect, advance, encourage and promote an increased public awareness of Third World forestry issues and mankind's use of wood.

**3. Powers of the Company shall be;**

- a) To organise, support, promote and take part in campaigns which promote, support or in anywise advance the objects for which the company is established.
- b) To ensure that the views of the Company are fully represented to the public at large and to politicians, bankers, policy makers, the timber industry and advisors both nationally and internationally.
- c) To network with individuals and organisations both national and non-national who support all or any of the views of the Company.

- d) To co-operate and establish relationships with both bodies having similar objectives including affiliation where appropriate.
- e) To undertake any other form of activity which is in the opinion of the Company necessary or desirable to achieve the objects of the Company.
- f) To purchase, take on lease, exchange or otherwise acquire, improve, develop and exercise all rights in respect of, mortgage, sell, dispose of, turn to account, place under option or otherwise deal with real or personal property of any description or any easements or rights over or connected therewith.
- g) To improve, alter, demolish and develop any property owned or leased by the Company or over which it has any rights and to erect on any land purchased or leased or otherwise acquired by the Company, maintain and alter and buildings or works of any kind.
- h) To sell, let, dispose of, grant right over or otherwise deal with all or any part of the undertaking, property, land, assets, effects, rights, privileges and concessions of the Company for such consideration as the Company may think proper.
- i) To enter into any arrangement with the European Union, any Government of Municipal, Local or other authority which may seem conducive or the realisation of the Company's main objects and to obtain from such European Union, Government, Municipal, Local or other authority any rights, privileges or concessions to which the Company may think is desirable to obtain and to carry out exercise and comply with any such arrangement, rights, privileges and concessions.
- j) To hire and employ all classes of persons whose services may be considered necessary for the purposes of the Company and to pay such persons in return for such services rendered to the Company, salaries, wages, gratuities and pensions.
- k) To invest any monies of the Company in such investments or securities in such other matters as the company may from time to time think expedient.
- l) To borrow and raise money or secure the payment of money in such manner as the Company shall think fit.
- m) To draw, make, accept, endorse, discount, execute, and issue Bills of Exchange, Promissory Notes, Warrants, Debentures and other negotiable or transferable instruments.
- n) To make personal or written appeals to conduct excursions, to hold functions, public meetings and assemblies or do such other things as may from time to time be deemed expedient for the purposes of raising

funds and for procuring contributions to the funds of the company and in particular to accept donations, charge fares and entrance fees and levy annual subscriptions.

- o) To undertake and execute any trusts for the benefit of the Company and in furtherance of the objects thereof.
  - p) To accept any gifts of real and personal property whether subject to any trust or not.
  - q) To pay the expenses incurred by any organisations or individual whether a member or not of the Company incurred by that organisation or individual at the request of and for the furtherance of the purposes of the Company.
  - r) To acquire, establish, print and publish newspapers, periodicals, books and leaflets or other compilations that the Company may think desirable for the promotion of its objects and to enter into any contract or agreement with any person or corporation producing and/or publishing any literary compilation which will further the objects of the company or any of them.
  - s) To pay all necessary preliminary and other expenses incurred in the formation of the company and to reimburse any monies necessarily paid for or on behalf of the Company prior to its incorporation.
  - t) To delegate all or any of its powers to any committee or committees consisting of one or more persons.
  - u) To do all or any of the matters hereby authorised either alone or in conjunction with or as trustees or agents for any other club, association or company of persons or by or through any trustees or agents.
  - v) To do all or any acts to things as are incidental to or conducive to the attainment of the above main objects provided that the Company shall not support with its funds or endeavour or impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Company would make it a trade union.
4. The Income and Property of the Company whensoever derived shall be applied solely towards the promotion of the main objects of the company as set forth in the memorandum of association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonds or otherwise howsoever by way of profit to the members of the company.

PROVIDED that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the company or to any member of the company in return for any services actually rendered to the company not prevent the payment of interest at a rate not exceeding 5% per annum on money lent or reasonable or proper rent for premises demised or

let by any member of the company but so that no member of the Board of Directors of the Company and no member of the Committee established by the Company shall be appointed by any salaried office of the company or any officer of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of the Board of Directors or to any member of such committee or sub committee except payment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable or proper rent for premises demised or let to the company, provided that the provisions last aforesaid shall not apply to any payment to any company of which a Member of the Board of Directors or any committee or sub-committee may be a member, and in which such member shall not hold more than one hundredth part of the issued capital and such member shall not be bound to account for any share or profits he or she may receive in respect of such payment.

5. No addition alteration or amendments shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force unless the same shall have been previously submitted to the Revenue Commissioners and approved by the Minister for Enterprise and Employment provided that in respect of Clauses 3 and 8 of the Memorandum of Association, such approval shall be given only after consultation with the Minister for Finance.
6. The third and fourth paragraphs of this Memorandum contain conditions to which a licence granted by the Minister for Enterprise and Employment to the company in pursuance of Section 24 of the Companies Act, 1963 is subject.
7. The liability of the members is limited.
8. Every member of the company undertakes to contribute to the assets of the company in the event of it being wound up while he or she is a member or within one year afterwards, for payment of the debts and liabilities of the company contracted before he or she ceases to be a member and the cost, charge and expenses of winding up and for the adjustment of the rights of the contributors among themselves such amount as may be required but not exceeding £5.00.
9. If upon the winding up or dissolution of the company there shall remain after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the company but shall be given or transferred to some other charitable institution having main objects similar to the main objects of the company and shall prohibit the distribution of their income and property among its or their members to an extent at least as great as is imposed on the company under and by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the company at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some charitable object as shall be approved by the Company.

- 10.** It shall be contrary to the objects of the company to do anything, to undertake actions, initiate or support any policies, which shall in anywise convey any prejudice, images or messages concerning race, sex or religion.
- 11.** Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.