

COMPANIES ACT, 1963 TO 1999
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM & ARTICLES OF ASSOCIATION
OF
FOREST FRIENDS IRELAND LIMITED

Messrs. O'Leary Maher,
Solicitors,
183 Howth Road,
Killester,
Dublin 3

Number
341054

Certificate of Incorporation

I hereby certify that

FOREST FRIENDS IRELAND LIMITED

Is this day incorporated under the
Companies Acts, 1996 to 1999,
And that the company is limited

GIVEN under my hand at Dublin this

Friday 30th day of March, 2001

1. The name of the Company is FOREST FRIENDS IRELAND LIMITED
2. The main objects for which the company is established are :
 - (a) To promote the value of trees and forests because of their role in maintaining the fragile ecosystems which preserve the earth's rich biodiversity.
 - (b) To advance education and awareness of the destruction of these forests by greed and failure to make provision for the sustainability of the species-rich habitats which form part of the web upon which all life on earth is dependent. The destruction of forests also destroys the rich cultural diversity and value systems associated with these forests.
 - (c) To promote the conservation of forests at global and local levels.
 - (d) To restore and extend woodland areas where these have been depleted.
3. The following shall be deemed to be subsidiary objects of the company with a view to carrying into effect the foregoing main objects :

- (a) To adopt the universally accepted Local Agenda 21 approach, as recommended by the United Nations Conference on Environment and Development (the Earth Summit) held in Rio de Janeiro in 1992, working with local authorities, organisations and individuals to develop practical projects, including trees nurseries, woodlands and forests which will benefit local communities who will play a key role in the process.
- (b) To empower marginalised and deprived communities, urban and rural, through the aforementioned approach, in order to achieve greater economic, environmental and social equity for them and the whole of society.
- (c) To develop partnerships at local level with local authorities, local commerce, educational establishments, and local communities in order to achieve its objectives. It is ended that training agencies such as FAS, trade unions, educational institutions, professional associations, will also have a key role to play in the process.
- (d) To promote the use of 100% native and near native, mainly broadleaf and native coniferous species, from native seed stock in a reforestation process for Ireland.

4. Powers :

To the extent that the same are essential or ancillary to the promotion or attainment of the main objects of the company as heretofore set out the company may exercise the following powers :

- (I) Partnerships :
 - (i) To provide for the long-term sustainability of urban and rural communities by ensuring that local communities are major stakeholders in the processes and rewards of forest enterprises.
 - (ii) To advocate the development of cross-border and cross-cultural forests projects and in the process promote cultural exchange and cultural diversity.
 - (iii) To maximise the potential of involving the entire Irish Diaspora of 70 million people in a totally unique Forest Friends venture.
 - (iv) To network with and support the work ecofeminist organisations and « third world » development NGOs.
 - (v) To oppose the destruction of and damage to environments with National, European and International designations and support the work of like-minded Non Governmental Organisations (NGO's) and agencies, such as the Rainforest Action Network (RAN), the Rainforest Information Centre (RIC), The World Wildlife Fund (WWF), Greenpeace, Irish Seed Savers Association, The Native Woodland Trust, V.O.I.C.E (Vocie of Irish Concern for the Environment), Earthwatch (Friends of the Earth Ireland), And Taisce, Keep Ireland Open and An Óige.
- (II) General Forest Management Practices :
 - (i) To oppose existing Irish Forestry Policy based mainly on monoculture, limited biodiversity and non-native conifer species which includes predominantly Sitka Spruce in State Forests.
 - (ii) To establish precise information as to the percentage of broadleaf tree cover in Irish Forests including private, Coillte and Duchas lands.
 - (iii) To expose deficiencies in the existing forestry system, to bring about fundamental changes in the Establishment's ethos of forests in Ireland and in so doing, to lobby politicians and public agencies and decision-making bodies.
 - (iv) To develop models of best practice based on ecological principles

- (v) To promote forestry, silviculture and agriculture management systems, which identify and preserve areas for habitat creation and conservation for woodland related species
 - (vi) To advocate new forest management systems based on biodiversity, ecology, permaculture, agroforestry, eco-tourism, woodcrafts, cottage industry with continuous canopy.
- (III) Specific Forest Issues :
- (i) To oppose clear-felling of woodlands and forests and to support groups and individuals involved in campaigns to prevent the destruction of forests.
 - (ii) To advocate the development of forests at different levels, including county, regional, provincial and national levels
 - (iii) To promote the concept of planting a great Irish forest.
 - (iv) To highlight the adverse aesthetic and negative landscape impacts of extensive conifer plantations.
 - (v) To facilitate the creation and conservation of comprehensive networks of woodland wildlife corridors.
 - (vi) To promote the preservation and restoration of hedgerows.
 - (vii) To facilitate broadleaf tree planting programmes and seed collections.
 - (viii) To place special emphasis on the conservation of woodland areas where wildlife species are under threat or declining.
 - (ix) To campaign against the use of insecticides and herbicides in forests and woodland areas.
 - (x) To oppose the use of Genetically Modified Organisms in Forests, Forestry and Silviculture.
 - (xi) To highlight the increasing acidification of our river systems, due in a significant way to conifer tree planting.
- (IV) Economics :
- (i) To promote ethical investment in sustainable and certified forests.
 - (ii) To promote the concept of Forest Trusts and actively support groups involved in their development.
 - (iii) To create sustainable jobs in social economies.
 - (iv) To actively campaign against the increasing privatisation of forest lands, including any proposed sale of state-owned lands, including Coillte property and the reduction of Dúchas land and other publicly owned amenity lands.
 - (v) To examine the adverse effects of (a) free market forces, (b) globalisation and (c) the development of transnational corporations on the accelerated destruction of the environment, particularly forests, and to recommend solutions.
- (V) Education :
- (i) To focus on the key role young people will play in the work and projects of Forest Friends – placing special emphasis on school programmes with the co-operation of the Primary, Secondary, Vocational schools and colleges, Institutes of Technology and Universities – including administrative, trade union, and professional divisions of these institutions.
 - (ii) To develop practical projects at all levels in the educational system, including tree planting, nature gardens and educational programmes.
 - (iii) To develop training programmes in close association with the training authority FAS, trade unions, professional associations, NGOs, and in so doing, greatly

improve locally based skills, empowering communities, tackling exclusion and marginalisation in rural and urban communities.

- (VI) Recreation :
 - (i) To help in the protection of existing rights-of-way in forests.
 - (ii) To help preserve commonage lands and prevent the fencing off of such areas.
 - (iii) To support organisations such as Keep Ireland Open, walking and rambling clubs, and An Óige in achieving these objectives.
 - (iv) To promote the concept of the “right to roam” and have it enshrined in Irish legislation.

- (VII) Research :
 - (i) To facilitate open fora dealing with best practice for future sustainable forests, locally and globally,
 - (ii) To assist in the development of a registered database for certified native seed sources.
 - (iii) To facilitate broadleaf tree planting programmes and seed collections with emphasis on local provenance.
 - (iv) To promote heritage awareness and conservation.
 - (v) To advocate and participate in research which involves local communities and schools in on-going surveys and evaluation of woodland and woodland related resources including small scale species rich habitats with a view to realising their full potential for environment conservation.
 - (vi) To place, in the public domain, information on the origins of forests destruction, and its effects (locally and globally), including the main agencies, companies and corporations who are responsible.

- (VIII) Communication :
 - (i) To adopt a high profile media approach in order to achieve the objectives of Forest Friends.

- (IX) Forest Culture :
 - (i) To re-establish a culture of forests based primarily on non-materialistic value systems while at the same time recognising the important role which sustainable forestry plays in the economy and the aesthetic value of woodland systems.
 - (ii) To promote an understanding of primal cultures, including Celtic, the ogham alphabet, the spirit of trees, forest villages and living forest communities.
 - (iii) To promote forests as a healing medium.
 - (iv) To celebrate biodiversity, cultural diversity, the seasons, the elements and the wonders of creation by means of festivals, including the Celtic festivals of Imbolg, Bealtaine, Lunasa and Samhain The Bealtaine Festival of Tree will be Forest Friends main Annual Festival.

- (X) Global Issues :
 - (i) To campaign against the destruction of all Rain Forests and to target initially the following ; (a) The forests of Eastern Europe (“The Rainforests of Europe”) which are increasingly coming under threat, including Poland, and parts of the former U.S.S.R., particularly ALTAI, a mountain area in south-western Siberia, the unique highland plateau, Ukok, (also in Siberia), a world heritage site ; (b) the important rain forests of the Congo in Zaire, Africa, (one third of which has already been destroyed) ; (c) the rain forests of West and East Papua (New Guinea), Eastern Nigeria (including Ogoni/Niger Delta and adjoining forest areas and ; (d) the Amazonian basin rainforests.

- (ii) To promote the conservation of the World's Rain Forests, tropical, mangrove, temperate and boreal.
 - (iii) To create public awareness of the exceptional rate of species extinction globally which at the turn of the new century is running at rates in excess of 50,000 per annum.
- (XI) Funding :
- (i) To ensure that the objectives of the company are fully observed fundy accepted by the company will be on the basis of ethical criteria established by the company
 - (ii) To engage in trading and other commercial activities, including marketing, in order to raise funds solely for the purpose of advancing the company's objectives.

5. Income and Property

The income and property of the company shall be applied solely towards the promotion of the main objects as set forth in the Memorandum of Association.

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 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, officer or servant of the company (not being a Director) for any services rendered to the company ;
- b. Interest at a rate not exceeding 5% 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 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.

6. Additions, alterations or amendments

No additions, alterations or amendments shall be made to or in the provisions of the Memorandum of Association for the time being in force unless the same shall have been previously submitted to and approved in writing by the Revenue Commissioners.

7. Winding-up

If upon the dissolution or winding up of the company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the company. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the company. The institution or institutions to which the property is to be given or transferred shall prohibit the

distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the company under by virtue of Clause 5 hereof. Members of the company shall select the relevant institution of institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object.

8. Keeping of Accounts

Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

9. The liability of the members is limited.

10. Every member of the company undertakes to contribute to the assets of the company in the event of its being wound up while he is a members, or within one year afterwards, for payment of the debts and liabilities of the company contracted before he ceases to be a members, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as mayber requires not exceeding £1.

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, ADDRESSED AND DESCRIPTIONS OF SUBSCRIBERS
<i>Stephen Coyne,</i>
<i>John Haughton,</i>
<i>William Maher,</i>
<i>Pat Meehan,</i>
<i>Brit Du Fournet,</i>
<i>Carol Jordan,</i>
<i>Seosamh P.O Duinn,</i>

Dated this 5th day of February, 2001

Witness to the above Signatures :

Pat Maher,
Solicitor,
183 Howth Road,
Dublin 3

PRELIMINARY

The Regulations contained in Table C of the Companies Acts, 1963 to 1999 shall apply to the Company save in so far as they are excluded or varied hereby.

1. In these Articles :-

“The Act” means the Companies Act, 1963.

“The Directors” means the Directors for the time being of the Company of the Directors present at a meeting of the Board of Directors and includes any person occupying the position of Director by whatever name called ;

“Secretary” means any person appointed to perform the duties of the Secretary of the Company ;

“The Seal” means the Common Seal of the Company ;

“the office” means the registered office for the time being of the Company

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

11. Members

2. The number of members with which the Company proposes to be registered is 7 but the Directors may from time to time register an increase of members.

3. (a) the subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Company.

(b) In order to ensure that no conflict of interest will arise at any time which would militate against the Company achieving its objectives and functioning properly as a non-governmental and a non-profit, non-commercial independent organisation, the following categories (a), (b), and (c) shall be excluded from membership of the Company :

(a) Individuals employed by or contracted to commercial state or semi-state bodies involved in any aspect of forestry ;

(b) Individuals employed in Government Departments or posts which formulate or implement current forestry policy or provide grant assistance to the forestry sector or industry ;

(c) Individuals involved in forestry, which is primarily of a commercial nature.

The said exclusions shall hold for a period of 5 years after they cease to hold the said positions.

4. The rights and liabilities attaching to any Members of the Company may be varied from time to time by a Special Resolution of the Company.

GENERAL MEETINGS

5. All general meetings of the Company shall be held in the State.
6. (1) Subject to paragraph (2), the Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meetings as such in the notices calling it ; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

(2) So long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Article 5, the Annual General Meeting shall be held at such time and at such place in the State as the Directors shall appoint.
7. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
8. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 132 of the Act. If at any time there are not within the State sufficient Directors capable of acting to form a quorum any Director or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

9. Subject to Sections 133 and 14 of the Act an Annual General Meeting and a meeting called for by passing of a special resolution shall be called by 21 days notice in writing at the least and a meeting of the Company (other than an Annual General Meeting or a meeting for the passing of a special resolution) shall be called by 14 days notice in writing at 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 and general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under the Articles of the Company entitled to receive notices from the Company.
10. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. 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 the reports of the Directors and Auditors, the election of Directors in the place of those retiring, the reappointment of the retiring Auditors, and the fixing of the remuneration of the Auditors.

12. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business ; save as herein otherwise provided, three members present in person shall be a quorum.
13. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved ; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
14. The Chairman, if any, of the Board of Directors shall preside as Chairman at every general meeting of the Company, or if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.
15. If at any meeting no Director is willing to act as Chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.
16. The Chairman may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
17. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded :-
 - (a) By the Chairman, or
 - (b) By at least three members present in person or by proxy, or
 - (c) By any member or members present in person and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

18. Except as provided in Article 20 if a poll is duly demanded it shall be taken in such a manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman 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.
20. A poll demanded on the election of a Chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
21. Subject to Section 41 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.
22. Every member shall have one vote.
23. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee receiver, guardian, or other person appointed by that Court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.
24. No member shall be entitled to vote at any general meeting unless all money's immediately payable by him to the Company have been paid.
25. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the voter 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 Chairman of the meeting whose decision shall be final and conclusive.
26. Votes may be given either personally or by proxy.
27. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
28. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the persons named in the instruments proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

29. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit ;-

FOREST FRIENDS IRELAND LIMITED

I/WE, _____ of _____
In the County of _____, being a member/members of the above named Company, hereby
appoint _____ of _____ or failing him _____ of _____
As my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may
be), general meeting of the Company to be held on the _____ day of _____ 20____ and
any adjournment thereof.

Signed this _____ day of _____ 20____

This form is to be used* in favour of/against the resolution.
Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired.

30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

31. A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS

32. Any body corporate which is a member of the Company may by resolution of its directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual member of the Company.

ANNUAL SUBSCRIPTIONS

33. The Directors shall be entitled from time to time to determine any Annual Subscription to be payable by any member of the Company. Such subscriptions shall be payable in advance on the 1st day of January in each year. A person becoming a member of the Company after the 1st day of January in any year may be required by the Directors to pay the entire Annual Subscription in respect of that year. In the event that any member shall cease to be a member prior to the 1st day of January in any year that member shall not be entitled to any rebate of his Annual Subscription paid for that year. The terms and conditions attaching to

Life Subscriptions shall be determined by the Directors in their absolute discretion from time to time.

DIRECTORS

34. (a) The names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them. Subsequent directors shall consist of the following :
- a. A maximum of seven to represent regions of the State ;
 - b. A maximum of four to represent local and community-based branches and subgroups ;
 - c. A maximum of four to represent special interest subgroups.

An increase or a decrease in the number and representational structure of Directors shall be determined by the members at the General Meetings of the Company.

34. (b) In order to ensure that no conflict of interest will arise at any time which would militate against the Company achieving its objectives and functioning properly as a non-governmental and non-profit, non-commercial, independent organisation, the following categories (a), (b), (c) and (d) shall not be eligible to serve as a Director of the Company :-

(a) Individuals employed by or contracted to commercial state or semi-state bodies involved in any aspect of forestry ;

(b) individuals employed in Government Departments or posts which formulate or implement current forestry policy or provide grant assistance to the forestry sector or industry ;

© individuals involved in forestry, which is primarily of a commercial nature ;

(d) Persons who hold a similar position in any forestry or do forestry related non-governmental organisation.

For categories (a), (b) and (c) above the exclusions shall hold for a period of 5 years and for category (d) for a period of 3 years after they cease to hold the said positions.

RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP

35. (a) A member of any class may by notice in writing to the Secretary of the Company resign his membership of the Company.

(b) Membership of the Company shall automatically cease on any member's death.

© If any member shall refuse or wilfully neglect to comply with any of these Articles of Association or shall have been guilty of such conduct as in the opinion of the Directors either shall have rendered him unfit to remain a member of the Company or shall be injurious to the Company or if the Directors shall for any other good reason require that a member shall be expelled such member may by a Resolution of the Directors be expelled from membership provided that he shall have been given notice of the intended resolution for his expulsion and

shall have been afforded an opportunity of giving orally or in writing to the Directors any explanation or defence as he may think fit.

Notice under this Article shall be deemed to have been served if it is sent by post in accordance with the provisions set out in Article 70 of these Articles whether or not it is actually received by the member intended to be served with such notice.

BORROWING POWERS

36. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

37. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not by the Act or Articles required to be exercised by the Company in general meeting subject nevertheless to the provision of the Act and these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting, but no direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.

38. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors and under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

39. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.

40. The Directors shall cause minutes to be made in books provided for the purpose :-

- (a) Of all appointments of officers made by the Directors ;
- (b) Of the names of the Directors present at each meeting of the Directors and of any committee of the Directors ;
- (c) Of all resolutions and proceedings at all meetings of the Company, and the Directors and of committee of Directors.

DISQUALIFICATION OF DIRECTORS

41. The office of Directors shall be vacated if the Director :-
- (a) Holds any office or place of profit under the Company ; 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 Director by reason of any order made under Section 184 of the Act ; or
 - (d) Becomes of unsound mind ; or
 - (e) Resigns his office by notice in writing to the Company ; or
 - (f) Is convicted of an indictable offense unless the Directors otherwise determine ; or
 - (g) Is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by section 194 of the Act.

VOTING ON CONTRACTS

42. A Director may vote in respect of any contract in which he is interested or any matter arising thereout.

ROTATION OF DIRECTORS

43. At the first Annual General Meeting of the Company, all the Directors shall retire from office and at the Annual General Meeting in every subsequent year one-third of the Directors for the time being, or if their number is not three or multiple of three, then the number nearest one-third, shall retire from office.
44. The Directors to retire in every year shall be those who have been the longest in office since the last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
45. A retiring Director shall be eligible for re-election.
46. The Company, at the meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director has been put to the meeting and lost.
47. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for re-election to the office of Director at any general meeting unless, not less than three nor more than 21 days before the date appointed for the meeting, there has been left at the office notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which notice is given, of his intention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.

48. The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.
49. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
50. The Company may by ordinary resolution of which extended notice given in accordance with Section 142 of the Act remove any Directors before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
51. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 50. Without prejudice to the powers of the Directors under Article 49 the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

52. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairman shall have a second or a casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in the State is for the time being absent from the State.
53. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.
54. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.
55. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office, but, if no such Chairman is elected or if at any meeting the chairman is not

present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

56. (a) The Directors may delegate any of their powers to committees consisting of such member or members of the Board as they think fit ; any committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

(b) A management and executive committee shall conduct and administer the day to day business of the Company. The allocation of responsibilities of these committees shall be determined by the Directors. These committees shall consist of the representatives of the regional, local, community and special interest subgroups of the company. In addition, a panel of trustees, an ethical committee, and an expert panel shall be set up by the management committee.

© In order to ensure that no conflict of interest will arise at any time which would militate against the Company achieving its objectives and functioning properly as a non-governmental and non-profit, non-commercial, independent organisation, the following categories (a), (b), (c) and (d) shall not be eligible to serve in a managerial, executive, or an administrative capacity for the Company :-

- (a) Individuals employed by or contracted to commercial state or semi-state bodies involved in any aspect of forestry ;
- (b) Individuals employed in Government Department or posts which formulate or implement current forestry policy or provide grant assistance to the forestry sector or industry ;
- (c) Individuals involved in forestry, which is primarily of a commercial nature ;
- (d) Persons who hold a similar position in any forestry or forestry related non governmental organisation.

For categories (a), (b) and (c) above the exclusions shall hold for a period of 5 years and for category (d) for a period of 3 years after they cease to hold the said positions.

57. A committee may elect a Chairman of its meetings ; if no such Chairman is elected, or if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

58. A committee may meet and adjourn as it thinks proper. Questions arising at any meetings shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairman shall have a second or casting vote.

59. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

60. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been passed at a meeting of the Directors duly convened and held.

SECRETARY

61. The Secretary shall be appointed by the Directors for such term and upon such conditions as they may think fit ; and any Secretary so appointed may be removed by them.

62. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

63. The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Director for that purpose.

ACCOUNTS

64. The Directors shall cause proper books of accounts to be kept relating to :-

- (a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place ;
- (b) All sales and purchases of goods by the Company ; and
- (c) The assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

65. The books of account shall be kept at the office or, subject to Section 147 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 Directors.

66. 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 accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book

or document except as conferred by statute or authorised by the Directors or by the Company in general meeting.

67. The Directors shall from time to time in accordance with Sections, 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the Annual General Meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those Sections to be prepared and laid before the Annual General Meeting.
68. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Company together with a copy of the Directors' report and Auditors' report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

69. Auditors shall be appointed and their duties regulated in accordance with Section 160 to 163 of the Act.

NOTICES

70. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at which the letter would be delivered in the ordinary course of post.
71. Notice of every general meeting shall be given in any manner hereinbefore authorised to :-
- (a) Every member
 - (b) Every person being a personal representative or the Official Assignee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting ; and
 - (c) The Auditor for the time being of the Company

No other person shall be entitled to receive notices of general meetings.