

COMPANIES ACT 2014

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COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

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**CONSTITUTION**

-of-

**THE IRISH UPLANDS FORUM COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION**

1. **Name**

The name of the Company is “The Irish Uplands Forum Company Limited by Guarantee”.

2. **Company type**

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

3. **Main Object**

The main object for which the Company is established (the “Main Object”) is to promote sustainability in Ireland’s uplands and other rural areas.

4. **Subsidiary Objects**

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

- i.* To support demonstration projects concerned with a partnership approach to managing sustainable development.
- ii.* To organise seminars and study visits with the aim of enabling local groups to define and solve problems through a consensus approach; publishing the proceedings of such seminars and study visits.
- iii.* To commission and support research on sustainability issues.
- iv.* To establish a resource centre and information system on international good practice in sustainable development in uplands and other rural areas.

- v. To advise statutory agencies with responsibilities for upland areas on problems and opportunities for sustainable development.
- vi. To establish communication and co-operation with organisations concerned with sustainable development in uplands and other rural areas in Ireland and other countries.

## 5. Powers

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

- 5.1 To erect, provide, construct, build equip, maintain, conduct and manage and to provide facilities and financial and other assistance for buildings and other purposes of the Company.
- 5.2 To promote research into subjects related to uplands and the environment and to educate and influence public opinion by all lawful means.
- 5.3 To adopt all such means (including the granting of prizes, awards and donations, the promotion and provision of conferences, public and private meetings, and discussions, the publication and dissemination of books, writings, pamphlets, correspondence and the organisation and holding of exhibitions, musical and dramatic performances and cinematographic, radio and television shows and productions, and the employment of all other types of visual and oral communication, or publicizing) of making known, promoting and furthering the main objects of the Company as may seem expedient.
- 5.4 To raise money for the main objects of the Company by all lawful means, including collecting, flag days, functions, sales, subscriptions, dances and any other fund raising activities.
- 5.5 To establish and support or aid in the establishment and support of any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Company shall consider calculated to promote its Main Object.
- 5.6 To accept, seek and collect grants, subscriptions and donations (whether of real or personal estate) and devises and bequests for all or any of the purposes of the Company and to sell or dispose of or (as far as permitted by law) to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purpose of the Company and generally to manage, invest and expend all moneys and property belonging to the Company.

- 5.7 To publish, buy, prepare, make, supply, sell, hire, lend, and deal in all kinds of goods and literature which promote, develop or advance the aims of the Company.
- 5.8 To hire and employ all classes of persons considered necessary for the purposes of the Company and to pay them and other persons in return for services rendered to the Company salaries, wages, charges, expenses and pensions.
- 5.9 To promote and hold (either alone or jointly with any person, body or club) meetings and competitions in relevant matters and to offer, give or contribute towards prizes, medals and awards.
- 5.10 To select and appoint, and award appropriate grants to, representatives of the Company to attend conferences, meetings, meets, competitions, expeditions, and exchanges with any other associations whose main objects are similar, or in part similar, to the main objects of the Company.
- 5.11 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.
- 5.12 To invest and deal with monies and property of the Company not immediately required in such manner as will most effectively provide funds for the advancement and promotion of the purposes aforesaid and this power shall include power from time to time to vary any investments made thereunder.
- 5.13 To invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in connection with its Main Object and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes.
- 5.14 To borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company, present or future, and

collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- 5.15 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, copyrights, licences, rights and privileges or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Company and to develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting or building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- 5.16 To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of all or any part of the property of the Company with a view to the promotion, protection or encouragement of its Main Object and to vary investments.
- 5.17 To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Object.

**PROVIDED THAT:**

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

**6. Income and Property**

- 6.1 The income and property of the Company shall be applied solely towards the promotion of Main Object(s) as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company.
- 6.2 No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:
  - (a) reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;
  - (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company;

- (c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
- (d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
- (e) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company.
- (f) Nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

#### **7. Additions, alterations or amendments**

The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Company which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

#### **8. Winding Up**

If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other 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 their income and property among their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 6 hereof. Members of the Company shall select the relevant institution or institutions at or before the time of dissolution, 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 with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

#### **9. Limited Liability**

The liability of the members is limited.

#### **10. Undertaking to Contribute**

Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for

(a) payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and

(b) the adjustment of the rights of the contributories among themselves,

such amount as may be required, not exceeding €1.

## ARTICLES OF ASSOCIATION

### PRELIMINARY

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

The "**Act**" means the Companies Act, 2014.

The "**Company**" means the above named Company.

The "**Forum**" mean the Company

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

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

The "**Seal**" means the Common Seal of the Company.

"**Forum Member**" means any category of member of the Company.

"**Individual Member**" means a Forum member that is not an organisation or group.

"**Organisation Member**" means a Forum member that is an organisation or a group.

"**Honorary Member**" means a person on whom Honorary Membership has been conferred by the Forum.

"**Delegate**" means someone

- Attending a general meeting of the Forum, and
- Nominated by an Organisation Member to exercise voting rights.

"**Ireland**" means the Republic of Ireland and Northern Ireland

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

### MEMBERS

2. For the purposes of registration the number of members of the Company is taken to be unlimited.
3. The members of the Company shall be (i) the subscribers to the Memorandum of Association and (ii) such other persons as the Directors shall from time to time admit to membership and as shall sign a written consent to become a member.

4. The Forum in General Meeting may designate different categories of membership including Honorary Membership, Individual Membership, or Organisation Membership, or such other different categories as are decided by it from time to time and provided for in the Sub-Rules.
5. The Board may confer the relevant category of membership on any organization, group or individual that has an interest or involvement in any of the mountain regions or other rural areas of Ireland, and that is interested in furthering the objectives of the Forum.
6. The Forum in General Meeting may confer Honorary Membership on any person who, in its opinion, has made an outstanding contribution to the sustainability of uplands and other rural areas or to the Forum. Honorary Members have the same rights and obligations as Individual Members, except they are not required to pay a subscription.
7. The Board, at its discretion, may confer observer status on Government bodies and statutory bodies.
8. Honorary Members, Individuals Members and Delegates may attend and participate in General Meetings and hold office.

### **RIGHTS OF MEMBERS**

9. Membership of the Company is not transferable and shall cease:-
  - (a) on the member's death or bankruptcy;
  - (b) if the member resigns by serving notice in writing to the Directors of the Company at its registered office, or
  - (c) is six months in arrears with their subscription.

### **SUBSCRIPTIONS**

10.
  - (a) All Forum members other than Honorary Members must pay an annual subscription in the amount determined in accordance with the Sub-rules for the applicable category of membership. Any increase in the annual subscription voted at a general meeting takes effect from the following 1st January.
  - (b) The subscription is the calendar year.
  - (c) The Sub-rules may specify sanctions for non-payment or late payment of subscriptions.

## **GENERAL MEETINGS**

11. All General Meetings shall be held in Ireland.
12. The financial year of the Forum ends on 31st December each year, and the Forum shall hold its AGM before the following 30th April.
13. All general meetings other than annual general meetings shall be known as extraordinary general meetings.
14. Directors may, whenever they think fit, convene an extraordinary general meeting.

## **NOTICE OF GENERAL MEETINGS**

15. A meeting of the Company, other than an adjourned meeting, shall be called:
  - (a) in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;
  - (b) in the case of any other extraordinary general meeting, by not less than 7 days' notice.
16. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 15, be deemed to have been duly called if it is so agreed by:
  - (a) all the members entitled to attend and vote at the meeting; and
  - (b) unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption, the statutory auditors of the Company.
17. Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of a member, then, for the purposes of any issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting.
18. In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.
19. The notice of a meeting shall specify:
  - (a) the place, date and time of the meeting;
  - (b) the general nature of the business to be transacted at the meeting;
  - (c) in the case of a proposed special resolution, the text or substance of that proposed special resolution; and

- (d) with reasonable prominence a statement that:
  - (i) a member entitled to attend and vote is entitled to appoint a proxy using the form set out in Section 184 of the Act or, where that is allowed, one or more proxies, to attend, speak and vote instead of him or her;
  - (ii) a proxy need not be a member;
  - (iii) the time by which the proxy must be received at the Company's registered office or some other place within the State as is specified in the statement for that purpose.
- 20. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.
- 21. Motions and nomination are valid only if received by the Honorary Secretary of the Forum not less than 21 days before the AGM. The agenda for the meeting including reports, details of all such motions, nominations and matters to be discussed at the AGM shall be given to the members not less than 21 days before the AGM.
- 22. If no nomination is received for any particular position as required in the last preceding Article, nomination may be made prior to the AGM or on the floor of the AGM. Where a nomination for a position does appear on the agenda, nominations may still be made from the floor of the AGM but only with the permission of the Chair, for compelling reasons
- 23. No business shall be transacted at an EGM other than such motion(s) as set out in the notice of said EGM.
- 24. Twenty percent of the membership shall constitute a quorum at any general meeting.
- 25. If a quorum is not present within half an hour from the time appointed for a General Meeting, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case, the meeting shall be 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 Board may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Delegates present constitute a quorum and the Meeting will proceed.

#### **VOTES OF MEMBERS**

- 26. Voting at General Meetings shall be effected by Honorary Members, Individual Members and Delegates. The number of Delegates permitted to each Organisation Member shall be determined by the Board.
- 27. Where a matter is being decided (whether on a show of hands or on a poll), every member present in person and every proxy shall have one vote, but so that no individual present shall have more than one vote.

28. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.
29. The Chairperson, if available, shall chair all General Meetings. In his absence the Vice-Chairperson shall chair the meetings. If neither is present the meeting may elect one of its members attending to act as Chairperson.
30. (a) No proposal for the creation or amendment of Forum policy on any matter shall be carried unless it receives a two thirds majority of individuals present and voting in general meeting.  
  
(b) No proposal for the amendment of the Constitution shall be carried unless it receives a three quarters majority of individuals present and voting in general meeting and unless the appropriate motion duly appears on the agenda for the general meeting.  
  
(b) No proposal for the amendment of the Sub-rules shall be carried unless it receives a simple majority of members present and voting in general meeting and unless the appropriate motion duly appears on the agenda for the general meeting (except that motions for change may be taken from the floor where the Chair permits, for compelling reasons).

### **SUB RULES**

31. The Forum in general meeting has the sole power to make bye-laws (called Sub-Rules) and to amend them. The Sub-Rules bind the membership of the Forum but shall be subject to the Constitution.
32. In relation to the matter of persons or bodies allegedly bringing the Forum into disrepute the Sub-Rules must include:
  - A fair and proper grievance and disciplinary procedure,
  - Sanctions up to and including loss of membership, and
  - Provision for the mediation of disputes within the Forum.

### **DIRECTORS**

33. The number of the Directors shall be not less than three (3). The first Directors shall be the persons named in the statement delivered to the Registrar of Companies pursuant to Section 22 of the Act.
34. The Forum shall be administered by a Board consisting of Chairperson, Vice-Chairperson Honorary Secretary, Honorary Treasurer, and four ordinary members, all of whom are to be elected for two year terms. The Board may co-opt up to four additional members who will serve until the next following AGM. No Officer shall be eligible to hold the same post for more than three consecutive terms.

35. The Board has the power to co-opt to fill casual vacancies. Any person so co-opted holds office for the remaining duration of the office so filled. This period of service will not be counted as a term for the purposes for the preceding Article.
36. No remuneration shall be payable under any circumstances to any of the Directors in respect of his services as Director, or on any Committee of the Directors to which the Directors may delegate powers under Article 36. The Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or otherwise in connection with the business of the Company.
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 may exercise all such powers of the Company as are not, by the Act or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of these Articles and to such directions, not being inconsistent with the aforesaid provisions, as the Company in general meeting may (by special resolution) give. No such 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. Without prejudice to Section 40 of the Act, the Directors may delegate any of their powers to such person or persons as they think fit, including committees; any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
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 Company shall cause minutes to be entered in books kept 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, of the Directors and of committees of the Directors.

### **PROCEEDINGS OF DIRECTORS**

41. The Directors may meet together for the dispatch 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. In case of equality of votes the chairperson shall have a second or casting vote. A Director may, and the Secretary on the requisition of a

Director shall, at any time summon a meeting of the 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.

42. The quorum necessary for the transaction of the business of the Directors shall be four members of the Board.
43. 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 Act 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.
44. The board shall meet at least six times per year.

#### **AUDIT**

45. Auditors shall be appointed and their duties regulated in accordance with Chapters 18 and 19 of Part 6 of the Act, unless the audit exemption is availed of.

#### **NOTICES**

46. A notice may be given by the Company to any member either personally or by sending it by post or electronic means (as defined in section 2(1) of the Act) to the member at his or her registered address or email address (or, if not so registered, then to the address or email address of the member last known to the Company). Section 218(5) of the Act shall apply.

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

Names of Subscribers	Addresses of Subscribers	Occupation
Sean Byrne	Carrigeen Roundwood Co. Wicklow	Farmer
Alan Craig	69 St Lawrence Road Clontarf Dublin 3	Retired Civil Servant
Helen Lawless	Rathgorragh Kiltegan Co. Wicklow	Countryside Recreation Officer
Joss Lynam	7 Sorbonne Ardilea Estate Dublin 14	Retired Civil Engineer
Frank Nugent	151 Glenmaroon Road Palmerstown Dublin 20	Manager
Rosamond Phillips	25 Mount Merrion Avenue Blackrock Co. Dublin	Retired
Dave Rowe	Glenfarn Woodside Road Sandyford Dunlin 18	Retired
Mary Tubridy	18 Copeland Grove Clontarf Dublin 3	Environmental Consultant

Dated this 10th day of September 2008

Witness to the above signatures: -

Sinead Grimes  
Merchant's House  
27-30 Merchant's Quay  
Dublin 8