

**COMPANIES ACTS 1963 TO 1990**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**  
**OF**  
**THE SOCIETY OF IRISH FORESTERS**

**INTERPRETATION**

The Regulations contained in Table C of the Act do not apply to the company to which these Articles relate.

1. In these Articles -

“The Act” means the Companies Act, 1963;

“The Society” means the above-named Company;

“The seal “means the common seal of the Society;

“Secretary” means any person appointed pursuant to Section 175 of the Act to perform the duties of secretary of the Society;

“The Council” means the Council of Management of the Society as the same may be constituted from time to time;

“the office” means the registered office for the time being of the Society;

The expression “forestry” in the Memorandum and Articles of Association of the Society shall include all aspects of the science, economics, conservation, amenity and art of establishing and regenerating, cultivating, protecting, managing, harvesting, processing and marketing forests, woodlands, trees, timber and wood and other products;

The word “member” when used without qualification shall be held to include all orders of members except honorary members;

Words denoting persons shall include companies and words denoting companies shall include corporations wherever incorporated;

Words importing only the singular number include the plural number and vice versa;

Words importing the masculine gender include the feminine gender;

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

## PURPOSE

2. The Society is established for the purposes expressed in the Memorandum of Association.

## MEMBERS

3. (a) The number of members with which the Society proposes to be registered is 700 but the directors may from time to time register an increase of members;

The first members of the Society shall be the subscribers to the Memorandum of Association and the persons who at the date of incorporation of the Society are fully paid up members of the unincorporated association known as the Society of Irish Foresters or *Cumann Foraoiseóirí na hÉireann* referred to in the Memorandum of Association and who shall on or before such date as the Council may determine sign and deliver to the Secretary the form of application for membership prescribed by the Council.

4. Membership of the Society shall consist of three orders, namely, **Technical Members**, **Associate Members** and **Student Members**.
5. **Technical Members** There shall be one category of Technical membership. Technical members shall be persons desirous of promoting the objectives of the Society who hold an appropriate primary degree in forestry or who hold an appropriate higher degree in forestry which includes a management plan and dissertation to full academic standard and examined by the Society or who hold a forestry diploma of a recognised university or other educational institution recognised by the Society or who have successfully completed a full-time forestry course at a forestry school recognised by the Society or who hold the Foresters Certificate of the Society.
6. The determination of whether a person possesses the requisite qualifications for admission as a Technical Member shall be a matter solely for the Council.
7. Technical Members shall be entitled to use the designation M. S. I. F. (Technical Member of the Society of Irish Foresters).
8. **Associate Members** They do not need to hold a technical forestry qualification but should be desirous of promoting the objectives of the Society and have an interest in forestry generally, subject always to the approval of the Society.
9. **Student Members** They shall be pursuing a primary degree or diploma course in forestry at a third level college or forestry school recognised by the Society.
10. When an Associate or Student Member becomes qualified for technical membership the Council shall thereupon transfer such member to technical membership with all the privileges and liabilities thereof.
11. Associate or Student membership shall not imply a technical competence in forestry.
12. Save as provided in Article 3 hereof any person desirous of becoming a member of the Society shall apply in writing to the Council on a form and in the manner prescribed by the Council. Applicants shall be nominated by two Technical Members of the Society and shall be elected to membership by a majority of the members present at a meeting of the Council. The Council shall have an absolute discretion in determining to accept or reject any application for membership. Upon election of any person to membership of the Society the Secretary shall thereupon enter his name in the register of members of the Society.

## **TERMINATION OF MEMBERSHIP**

13. A member shall be at liberty by notice in writing to the Secretary to resign his membership of the Society on payment of all monies due by him to the Society and on the return of any of the Society's property he may have in his possession.
14. Any member
  - (a) who is convicted of an indictable offence; or
  - (b) whose annual subscription is more than six months in arrears; or
  - (c) who becomes bankrupt or enters into any arrangement or composition with his creditors generally; or
  - (d) who in the opinion of the Council duly expressed by resolution thereof has been guilty of conduct which renders him unfit to retain membership; or
  - (e) who, being a technical member, fails in the opinion of the Council to uphold professional standards in the practice of forestry;

shall, on a resolution to that effect passed by the Council by not less than a three quarters majority at a meeting duly convened with notice of intention to consider the case at which not less than three quarters of the members of the Council are present have his name struck off the register of members and shall cease to be a member accordingly, provided that no member shall be deprived of his membership for any reason (other than conviction for an indictable offence; or failure to pay his annual subscription; or because he has become a bankrupt or has made an arrangement or composition with his creditors generally) without at least twenty one days' notice of and an opportunity to be heard in person or by another in his own defence at a meeting of the Council specially convened for that purpose. A person who has been deprived of his membership under any of the provisions of this article may be readmitted by the Council at any time and on such conditions as it may make.

15. The liability of a member who shall withdraw or be removed from the Society to pay any subscription or other sum which has become due from him prior to his withdrawal or removal shall not cease on his withdrawal or removal but the Society may take such proceedings as may be necessary for the recovery of such subscription or other sums.

## **HONORARY MEMBERS**

16. The Society shall have power to elect as Honorary Members persons who have rendered notable services to the advancement of forestry or who may be deemed worthy of such recognition for any other reason consistent with the objectives of the Society. Honorary Members shall have the same privileges as associate members but shall not be liable to pay an annual subscription. The number of Honorary Members shall not exceed ten (10).

## **MEETINGS**

17. All annual general meetings of the Society shall be held in accordance with the provisions of Section 140(1) (a) and (b) of the Act provided, however, that, where the society wishes to hold an Annual General Meeting outside the State, a resolution to this effect shall be passed at the preceding Annual General Meeting.
18. (a) Subject to paragraph (b) the Society shall in the early part of each year hold a general meeting as its annual general meeting in addition to any other general meetings in that year and shall specify

the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting and that of the next.

(b) So long as the Society 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 17 the annual general meeting shall be held at such time and at such place as the Council shall appoint.

19. All general meetings other than annual general meetings shall be called extraordinary general meetings.
20. The Council may, whenever it thinks fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on the written request of the President or of five members of the Council or of ten technical members of the Society or as provided by section 132 of the Act. Any such requisition shall state the business which the Society is called upon to transact at the Extraordinary General Meeting and no other business shall be transacted at such meeting.
21. Subject to sections 133 and 141 of the Act an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least and a meeting of the Society (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 the meeting and, in the case of special business, the general nature of that business and shall be given to such persons as are, under the Articles of the Society, entitled to receive such notices from the Society.
22. 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 that meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

23. All business shall be deemed special that is transacted at an extraordinary general meeting and also that which is transacted at an annual general meeting with the exception of the consideration of the income and expenditure account, balance sheet and the reports of the Council and the auditors, the election of members of the Council in the place of those retiring, the re-appointment of the retiring auditors and the fixing of the remuneration of the auditors.
24. No business shall be transacted at any general meeting unless a quorum of members is present when the meeting proceeds to business; save as herein otherwise provided the quorum shall be fifteen members personally present and entitled to vote thereat.
25. If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened on 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 Council may determine and, if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting, the members present shall be a quorum,
26. The President, or in his absence, the Vice-President shall preside at every general meeting of the Society. If neither the President nor the Vice-President is present within 15 minutes after the time appointed for the holding of the meeting or, if being present neither is willing to preside, the members present shall choose some member of the Council or, if no such member be present or if all the members of the Council present decline to take the Chair, they shall elect one of their number to be chairman of the meeting.
27. 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 business left unfinished at the meeting from 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 the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

28. 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 –
- (b) by the chairman; or
  - (c) by at least three members present in person.

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 minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

29. Except as provided in Article 31 if a poll is duly demanded it shall be taken in such 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.
30. Where there is an equality of votes, whether on a show of hands or a poll, the chairman of the meeting at which the show of hands takes place or at which a poll is demanded shall be entitled to a second or casting vote.
31. 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.
32. Subject to section 141 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 Society 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, Any such resolution in writing may consist of several documents in the like form each signed by one or more of the members.

## **VOTES OF MEMBERS**

33. Every member shall have one vote.
34. No member shall be entitled to vote at any general meeting unless all monies immediately payable by him to the Society have been paid.
35. 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 chairman of the meeting whose decision shall be final and conclusive.
36. Votes may be given either personally or by proxy.

37. 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 Society.
38. The instrument appointing a proxy and the power of attorney or other authority, if any, 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 appointed for the taking of the poll and, in default, the instrument of proxy shall not be treated as valid.
39. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

**THE SOCIETY OF IRISH FORESTERS (CUMANN FORAOISEÓIRI NA hÉIREANN)**

I/We (name) of (address) in the County of (name) being a member/members of the above-named Society hereby appoint (name) of (address) or failing him (name) of (address) as my/our proxy to vote for me/us on my/our behalf at the annual/extraordinary general meeting of the Society to be held on (date) and at any adjournment thereof.

Signed the ----- day ----- 20---

This form to be used in favour of/against the resolution (strike out whichever is not desired)

40. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
41. A vote given 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 Society at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
42. Any body corporate which is a member of the Society may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Society and the person so authorised shall be entitled to 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 Society.

## **COUNCIL OF MANAGEMENT**

43. (a) The affairs of the Society shall be managed by a Council which shall meet at least four times in each calendar year and which may pay all the expenses incurred in forming and registering the Society as a company limited by guarantee and may exercise all such powers of the Society as are not by the Act or by these Articles required to be exercised by the Society 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 may be given by the Society in general meeting; but no direction given by the Society in general meeting shall invalidate any prior act of the Council which would have been valid if that direction had not been given.
- (b) The Council shall consist of the Office bearers, namely, the President, the Vice President, the Editor of the Journal, the Business Editor, the Honorary Secretary, the Treasurer and the Public Relations Officer, ex officio, (who shall each be a technical member resident in Ireland) and six

technical members, two associate members and one member of any order representing each regional group, provided that until the first General Meeting the Council shall consist of those Office Bearers and members who were in office at the time of the formation of the Society as a company limited by guarantee.

- (c) Save as provided in the foregoing the Office Bearers and the other members of the Council shall be elected each year by postal ballot of all the members conducted in accordance with procedures approved from time to time by the Council and such elections shall be ratified at the next succeeding Annual General Meeting of the Society, The Office Bearers and other members of the Council shall hold office until the Annual General Meeting of the following year and shall be eligible for re-appointment or re-election as the case may be.
  - (d) At the first General Meeting all the members of the Council shall retire from office and shall be eligible for re-election. In each subsequent year the three technical members longest in office, the associate member longer in office and the regional members shall retire but shall be eligible for re-election. Such retirement shall take place at the Annual General Meeting in every year or, if the Council shall so determine, at such other general meeting held in that year as the Council may convene for that purpose. As between members of equal seniority the members to retire shall, in the absence of agreement, be selected by lot.
  - (e) At the General Meeting at which any member of the Council retires by seniority in the manner aforesaid the members present shall fill the vacancy thus created by electing a person thereto. Should no other candidate have been proposed the retiring member shall be deemed to have been re-elected unless, in order to reduce the number of members on the Council, it is expressly resolved not to fill such vacancy or unless a motion for the re-election of such member shall have been put to the meeting and lost. A retiring member shall remain a member of the Council until the end of the meeting, or adjourned meeting, at which his successor is elected.
  - (f) The members of the Council may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Council or any committee of the Council or general meetings of the Society or in connection with the business of the Society.
44. Any casual vacancy occurring during the term of office of any of the above office bearers or members of the Council shall be filled by the Council but such appointment shall be for the remainder of the current year only and the member so appointed shall retire at the next succeeding Annual General Meeting of the Society but shall be eligible for re-election.
45. No member, except a retiring member of the Council, shall be eligible for election thereto unless either he is recommended by the Council or notice in writing proposing him for election thereto at the next General Meeting of the Society at which elections are held has been given to the Secretary by two or more members whose subscriptions have been paid for the current year. The notice must reach the Secretary not less than seven days before the date appointed for the meeting and must be accompanied by the assent in writing to such proposal by the member concerned. The foregoing provisions of this Article shall not apply to an appointment made pursuant to Article 44 or Article 46.
46. The members may by resolution at a duly convened Extraordinary General Meeting remove any member of the Council before the expiration of his period of office and may in the same manner appoint another member to serve in his place. A member so appointed shall retain office until the next general meeting at which elections to the Council are held when he shall retire but shall be eligible for re-election.
47. The Society may from time to time by ordinary resolution increase or reduce the number of council members and may also determine in what rotation the increased or reduced number is to go out of office.
48. No person who is not a member of the Society shall in any circumstances be eligible to hold office as a member of the Council.

49. A member of the Council shall vacate office -

- (a) if he holds any other office or place of profit under the Society beyond the extent permitted by Clause 4 of the Memorandum of Association;
- (b) if he absents himself from three consecutive meetings of the Council and the Council thereafter resolves that his place be vacated;
- (c) if he becomes prohibited from being a Council member by reason of any order made under Part VII of the Companies Act, 1990;
- (d) if he is adjudged a bankrupt or makes an arrangement or composition with his creditors generally;
- (e) if he becomes of unsound mind;
- (f) if he is convicted of an indictable offence;
- (g) if he ceases to be a member of the Society;
- (h) if, by notice in writing, he resigns his office;
- (i) if he is directly or indirectly interested in any contract with the Society and fails to declare the nature of his interest in manner required by Section 194 of the Act.

## **PROCEEDINGS OF THE COUNCIL**

50. The Council may meet for the despatch of business, adjourn and otherwise regulate its meetings as it shall 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 casting vote. Any five members of the Council or the President may, and the Secretary, on the requisition of any five members, shall at any time summon a meeting of the Council.

51. The quorum necessary for the transaction of the business of the Council shall be five.

52. The President or in his absence the Vice President shall be the Chairman of the meetings of the Council but if at any meeting neither the President nor the Vice President is present within 15 minutes after the time for holding the same the Council members may choose one of their number to be chairman of the meeting.

53. All acts done by any meeting of the Council or any person acting as a Council member shall notwithstanding that if it is afterwards discovered that there was some defect in the appointment of any such Council member 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 Council member.

54. (a) The Council may at any time constitute Committees consisting of members of the Council for a specific purpose or otherwise and may regulate their procedure, quorum and membership as they think fit and, should such a course be considered advisable, appoint to any committee thus constituted one or more persons possessing, in the opinion of the Council, specialised knowledge or experience either from among the members of the Society or elsewhere. Provided always that no business shall be transacted at any meeting of a committee unless a majority of the members of the committee present are Council members;

(b) The President shall ex officio be a member of all committees but shall not be eligible for election as Convenor of any committee;



- (c) The Council may delegate any of its powers to committees thus formed and may disband any committee at any time;
  - (d) The Council shall appoint to each committee a Convenor whose duty will be to summon meetings of the committee and to report to the Council on the activities of the committee.
55. The Council shall cause proper minutes to be made of the proceedings of all meetings of the Council, committees and general meetings, A record of all such minutes signed by the chairman of such meeting or the chairman of the meeting of the Council, Committee or General Meeting, respectively, next succeeding shall be conclusive evidence without further proof of the facts therein stated.
56. The Council shall engage all such officers and servants as it may consider necessary and shall regulate their duties and fix their salaries.
57. The Council shall exercise all the powers of the Society 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 as security for any debt, liability or other obligation of the Society.
58. The Council shall have the power from time to time to adopt and make, alter or revoke bye-laws for the regulation of the Society and otherwise for the furtherance of the objects for which the Society is established provided that such bye-laws are not repugnant to the Act or to the Memorandum or Articles of Association of the Society and that no bye-laws shall be made under this power which would amount to an addition to or alteration of these Memorandum or Articles of Association as could only legally be made by Special Resolution of the Society in accordance with the Act.
59. All such bye-laws for the time being in force shall be binding on all members until the same shall cease to have effect by revocation by the Council or by a resolution in General Meeting of the members of the Society. No Member shall be absolved from such bye-laws by reason of his not having received a copy of the same or of any alterations or additions thereto or having otherwise no notice of them. It is expressly declared that without prejudice to the powers of the Council to make bye-laws on other matters the following shall be deemed to be matters which may be governed by bye-laws within the meaning of this Article, that is to say: -
- (a) As to the persons whose applications for membership may be considered by the Council and the manner in which such applications should be made;
  - (b) As to the enrolment of persons as student or associate members and the regulation of such persons and as to the rights, privileges and obligations of such persons;
  - (c) As to the setting and conduct of examinations for student members;
  - (d) As to the annual subscriptions or payments payable at such rates as the Council may from time to time consider appropriate by all categories of member, including student members;
  - (e) As to procedures for elections to the Council;
  - (f) As to the admission of guests to General Meetings of the Society;
  - (g) As to the duties and privileges of Office Bearers and members;
  - (h) As to the presentation and consideration of motions and resolutions at meetings of the Society;  
and
  - (i) As to the composition, location, meetings, procedures and control of Regional Groups.
60. A resolution in writing signed by all the Council members for the time being or of a Committee of the Council being members entitled to receive notices of meetings of the Council or of such Committee

(as the case may be) shall be as valid as if it had been passed at a meeting of the Council or such Committee (as the case may be) which had been duly convened and held and any such resolution in writing may consist of several documents in the like form each signed by one or more of such members of the Council or a Committee (as the case may be) .

61. The books of account shall be kept at the office or, subject to Section 202 of the Companies Act, 1990, at such other place as the Council shall think fit and shall at all reasonable times be open to the inspection of Council members, and, subject to such reasonable restrictions as to the manner of inspecting the same as may be imposed by the Council, of members of the Society who are not Council members.
62. Once at least in every year the Council shall lay before the Society in General Meeting a proper Income and Expenditure Account for the period since the last preceding account made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 days before the meeting, subject nevertheless to the provisions of Section 159 (3) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are directed to be served. The Auditors' report shall be open to inspection and to be read before the meeting as required by Section 163(2) of the Act.

## **AUDITORS**

63. Auditors shall be appointed by the Society by resolution at each Annual General Meeting and their duties regulated in accordance with Sections 160 and 163 of the Act as amended and extended by Sections 182 to 197 of the Companies Act, 1990. The auditors shall hold office until the next Annual General Meeting and shall be eligible for re-appointment.

## **NOTICES**

64. A notice may be given by the Society to any member either personally or by sending it by post to him to his registered address as appearing in the Register of Members. 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 at the expiration of 24 hours after the letter containing the same is posted.
65. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-
  - (a) every member; and
  - (b) the Auditors for the time being of the Society.

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

## **INVESTMENT TRUSTEES**

66. The Society shall when necessary appoint three or more members who shall hold all invested funds and heritable property of the Society in their joint names as trustees on behalf of the Society and shall

make over the income thereof as the same shall fall due to the Treasurer or shall grant mandates for that purpose in his favour as the Council shall from time to time direct. The Trustees shall hold office for so long as they remain members of the Society unless the Society shall in General Meeting decide that in the interests of the Society they shall cease to be Trustees and in either case they shall be bound to grant any deeds necessary to transfer the trust property to their successors in office.

## **ANNUAL REPORT**

67. The Council shall cause an Annual Report to be made each year on the activities of the Society in the preceding year and such Annual Report shall be presented for consideration by members at the Annual General Meeting of the Society.

## **DISSOLUTION**

68. The provisions of Clause 9 of the Memorandum of Association relating to the winding up or dissolution of the Society shall have effect and be observed as if the same were repeated in full in these Articles.

## **INDEMNITY**

69. Every Council member, committee member, agent, auditor and other office bearer and officer for the time being of the Society holding such position in an honorary capacity and the Society secretary shall be indemnified out of the assets of the Society against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 391 of the Act in which relief is granted to him by the Court and no Council member, committee member, agent, auditor and other office bearer and any officer holding such position in an honorary capacity nor the Society secretary shall be liable for any loss, damage or misfortune which may happen to or may be incurred by the Society in the execution of the duties of his office or in relation thereto. This Article shall only have effect in so far as its provisions are not avoided by Section 200 of the Act.

We the several persons whose names and addresses are subscribed wish to be formed into a Company in pursuance of this Articles of Association.

**Name**

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**Gerhardt Gallagher**  
**Forestry Consultant**

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**John Fennessy**  
**Forestry Research Manager**

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**Suzanne Jones**  
**Forestry Researcher**

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**Richard Jack**  
**Inventory forester**

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**Gerard Cahalane**  
**Forestry Inspector**

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**Aine Ni Dhubháin**  
**University Lecturer**

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**Gerard Murphy**  
**Marketing Manager**

**Dates the      day of      1996.**

**Witness to the above signatures**

**Name:**

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**Simon Broderick**  
**Solicitor**