

2012

**CONSTITUTION
OF
BILBERRY GOAT HERITAGE TRUST LTD. ©**

Article 1. Name

- 1.1 The name of the organisation is BILBERRY GOATS HERITAGE TRUST and can be abbreviated BGHT, hereinafter referred to as “The Trust”.
- 1.2 The Trust shall be a non-governmental, non-political and a non-profit entity.
- 1.3 Bilberry Goat Heritage Trust Limited, a company limited by guarantee incorporated in the Republic of Ireland with company number 510448.

Article 2. Registered Office

- 2.1 The Registered Office of the Trust shall be
‘Rockmount’, Gracedieu, Waterford.
- 2.2 The Registered Office shall not be changed only if a Resolution is passed by Committee.
- 2.3 If the Registered Office is changed, the Trust shall notify the Registrar (of Companies) of such change within 14 days. The name of Trust shall be affixed outside at a General Meeting of the Trust and of every office or place in which business of the Trust is carried out, in a conspicuous position.

ARTICLE 3. Mission and Objectives

The mission of the Trust includes holding the ‘unique’ breed of Bilberry goats in trust for the people of Waterford, Ireland, World and for generations to come. Promoting and fostering the activities, works and objectives as related to animal welfare and conservation, but is not limited to the following purposed goals and objectives.

- 3.1. To conduct and engage in the welfare and conservation of the ‘unique’ breed Bilberry Goat Herd. To provide care, feed, shelter, medication, veterinary services, sanctuary or other health and welfare services as necessary for the Herd, with the participation and help of our local community through good management practices, for the people of Waterford and generations to come.

3.2. To foster education, training, instruction and/or guidance as related to the conservation of the goats, the responsible and humane care and treatment of the animals and all other services or operations as related to the Goat Herd.

3.3. To maintain a network of people, businesses and organisations, working together to advance the welfare and conservation and research of the animals which may also include using the Internet to advertise and promote the habitat and history of the Bilberry Goat Herd

3.4. To focus efforts on establishing, maintaining and operating the habitat which may include, but is not limited to, providing an office, facilities, animal shelter, animal vehicles or units and all other properties, equipment, vehicles, or other resources which may be necessary for the operation and conduct for animal rescue from the Bilberry Cliffs etc.

3.5. To organize, conduct and foster education programmes, training, workshops, publications, networking, co-operative developments and implementation of projects and programmes, exchange programmes, or other activities and events as may relate to animal welfare and conservation,

3.6 To foster local, national and international relations and co-operative efforts, sponsorship, funding awareness, relationship building, grant acquisition and development and implementation of projects and programmes related to the welfare/conservation, so as to achieve a better quality of life for the animals in the Trusts care. .

3.7. To engage in any activities, which is legal and necessary for the conduct of animal welfare and conservation business and achievement of these purposes and goals.

3.8 To ensure that as a Trust, we are caretakers, therefore no one individual can claim ownership of the Bilberry Goat Herd.

3.9 To strive to provide protection both in law and otherwise for the 'unique' breed Bilberry Goat Herd and their habitat.

Article 4. Powers of the Committee of Management

In carrying out its objectives the Trust shall have the following powers:

4.1. To appoint a Herd keeper – Stockman, who shall care for the Herd on a daily basis.

- 4.2. To appoint a Welfare Officer, who shall hold the Herd Number. He/she will be responsible for and oversee duties of Stockman.
- 4.3. To conduct and carry out all business and activities of the Trust. To raise awareness to all aspects of animal welfare, conservation and humane care.
- 4.4.. To maintain a website and on-line presence, to establish databases and educational resources, to publish reports, articles, essays, letters, art, graphics, videos, or other material and documents, including electronic or broadcast media, that may be of educational or informative aid to members of the Trust and the general public regarding research into the herd.
- 4.5. To work with and disseminate information through primary and secondary schools and other educational establishments as well as through clubs, groups and organisations of the general public.
- 4.6. To cooperate, collaborate and exchange information with other organisations whether local, national or international.
- 4.7. To arrange or hold exhibitions, meetings, training courses, fund raising events, or other events either alone or with other organisations or individuals to conduct or foster programmes, research, animal welfare, the humane treatment of animals, and all educational efforts related to the objectives and purposes of the Trust.
- 4.8. To advocate for the health, care, welfare and humane treatment of the animals so as to provide a safe zone and to foster relevant legislation with respect of local, national and international plans, including treaties, conventions and agreements.
- 4.9. To establish and operate bank accounts and to invest any monies of the Trust not immediately required for use.
- 4.10. To purchase, acquire, or lease any land, buildings, plant, equipment, materials or other property.
- 4.11. To raise funds, invite and receive contributions from any person, group, agency or organisation.
- 4.12. To employ and pay persons including technical advisers or consultants to advise, supervise or carry out any work on behalf of the Trust.
- 4.13 To get assistance from ecological experts regarding conservation of Herd
- 4.14 To carry out all that is necessary to the attainment of the objectives, purposes, goals, and mission of the Trust.

5. Membership

5.1. Membership will be open to any person who is in sympathy with the objectives, purposes, goals and mission of the Trust. Members are expected to accept the principles of the Trust and to be bound by this Constitution and any rules of the Bilberry Goats Heritage Trust.

5.2. There shall be three classes of membership:

- a) Executive membership;
- b) Volunteer membership;
- c) Honorary membership

5.3. Executive membership must be not less than 21 years of age at the time of their application, be a founding member or have three years of experience in the Trust or non-profit organisation.

5.4. Volunteer membership is open to any persons who volunteers their work or in-kind services to the Trust at the time of their application

5.5. Honorary members is anyone granted membership by the Committee, as recommended to the Committee from at least three (3) members, to any person who is not already a member and who they feel has provided so much assistance and support to the Trust that their contribution should be recognised.

5.6. Any person who wishes to join the Trust, as a member must fill in an application form and submit it to the Trust. Members may also join through making an on-line application.

5.7. Any person who applies to join the Trust may be admitted as a member by the Committee by a vote of not less than two-thirds in favour or approval.

5.8. An Ordinary member is entitled to attend speak and vote at any Annual or Special General Meeting of the Trust unless he/she has been suspended.

5.9. Any member who is under the age of 18 is entitled to attend and speak but not vote at any Annual or Special Meeting of the Trust.

5.10. An Honorary member is entitled to attend any Annual or Special General Meeting of the Trust and may speak with the permission of the Chairperson. Honorary members have no voting rights.

Article 6. Termination or Suspension of Membership

6.1. A member will automatically cease to be a member if:

- a) He/she gives the Secretary a written notice of resignation;
- b) He/she is found guilty by a court of law of any felony crime;
- c) He/she is found guilty by a court of law to a cruelty to animals charge.
- d) He/she dies or is found to be incompetent by a court of law.
- e) He/she commits any grievous offence or crime against the Trust.

Article 7. Annual General Meeting.

7.1. An Annual General Meeting shall be held in each year for the purpose of carrying out the following business:

- a) To receive and approve the minutes of the last Annual General meeting.
- b) To receive the Annual Reports of the Secretary.
- c) To receive and approve the annual audited accounts,
- d) To elect the members of the Committee.

7.2. Meetings, including an Annual General Meeting, may be conducted and attended through on-line conference or other electronic means.

Article 8. Special General Meeting.

8.1. In each year at least one other general meeting known as a Special General Meeting shall be held for the purpose of reporting to members and discussing matters.

8.2. In addition, the Secretary must call a Special General Meeting, whenever a majority of the members of the Committee request it, or

- a) Not less than one-third of the members ask the Secretary to convene a Special General Meeting

8.3. Special General meetings may be conducted and attended through on-line conference or other electronic means.

9. QUORUM AND VOTING

9.1. The quorum for an Annual General Meeting or for a Special General Meeting is two-thirds of the Ordinary members of which at least three must also be members of the Executive Committee.

9.2. An ordinary resolution has to be passed by a single majority of those present and entitled to vote.

9.3. A special resolution has to be passed by not less than two-thirds of those present and entitled to vote.

9.4. Except where specified elsewhere in this Constitution voting shall be by ordinary resolution.

10. NOTICE

10.1. The required notice for:

- a) An Annual General Meeting is not less than thirty (30) days' notice.
- b) A Special General Meeting is not less than seven (7) days' notice.

10.2. Notice will be deemed to be properly given if:

10.3. A written notice is given to the member; or

10.4. The date, time and place of the next meeting is fixed by resolution at a general meeting.

10.5. A written notice is published by the 'Trust' via email to all members or by posting on the Trusts website.

Article 11. Executive Committee

11.1. The Trust shall be governed by an Executive Committee (the "Committee") which shall consist of the following members:

- a) Chairperson
- b) Vice-Chairperson
- c) Secretary
- d) Treasurer

e) PRO

f) Co-ordinator

11.2. Members of the Committee shall be elected by a simple majority at the Annual General Meeting.

11.3. No member of the Committee shall serve as Chairperson for more than three consecutive terms.

11.4. No person shall hold more than one office on the Committee.

11.5. Nominations for the Committee must be made by a proposer and a seconder.

11.6. The Committee shall be responsible for the day to day administration and organization of the Trust and may set rules, systems and procedures in order to ensure proper accountability and good governance.

Article 12. Meetings of the Committee.

12.1. The Committee shall meet monthly.

12.2. The Secretary shall give each Committee member at least three (3) days' notice of a Committee meeting.

12.3. The Chairperson shall chair the meeting and in absence of the Chairperson, the Vice-Chairperson shall chair.

12.4. The quorum for a Committee meeting shall be three (3) members of the Committee.

12.5. Monthly meetings may be held via on-line conference or other electronic telecommunication means.

Article 13. Removal of Committee Members

13.1. A member of the Committee may be suspended from office for activities prejudicial to the interests of the Trust, by a majority vote of those present at a meeting of the Committee.

13.2. The Secretary shall immediately send to the suspended member a notice, informing the member of suspension and giving the reasons for the suspension.

13.3. A Committee member (whether suspended or not) may be removed at any time by a majority vote of those present at a general meeting of the Trust.

13.4. In the event that the Committee is not functioning in the best interests of the Trust, members of the Trust may request that a Special General Meeting be summoned for the purpose of considering the matter.

13.5. If in the opinion of the majority of the members, that the Committee should be removed, the members shall call upon the Committee members forthwith to vacate their seats and shall elect a Committee in their place.

14. CHAIRPERSON

14.1. The Chairperson shall:

- a) Present the annual report at the Annual General Meeting and/or publish said report on the Trusts website.
- b) Direct the Annual General Meeting generally
- c) Direct the activities of the Trust by assisting and coordinating the work of the Committee
- d) Have the power to call a Special Meeting
- e) Post, publish, and maintain the annual report or any other records of the Trust that may be of general interest or importance to all Trust members on the Internet at a website maintained by the Trust.
- f) Direct any other business of the Trust through application of the Trusts website.

14.2. The Chairperson shall have a casting vote in any circumstances.

15. VICE-CHAIRPERSON

15.1. The Vice-Chairperson shall:

- a) Support the Chairperson in carrying out the duties assigned to the Chairperson
- b) In the absence of the Chairperson, carry out the Chairperson's functions

16. SECRETARY

16.1. The Secretary shall:

- a) Conduct the correspondence of the Trust as directed by the Committee, including correspondence via email, teleconference, video conference or any other means necessary
- b) Keep a register of members which shall be updated upon receipt of new information
- c) Keep a complete and accurate record of the payment of any dues or

subscription fees and notify the Treasurer accordingly

- d) Maintain records for the Trust including minutes of meetings which may be published on the Trusts website
- e) Carry out such other duties as would normally form part of the role of Secretary of an organization including reporting to the committee
- f) Report to the Annual General Meeting.

18. COORDINATOR

18.1. To appoint a Co-ordinator who shall:

- a) Assist the Secretary to carry out his/her duties
- b) Provide general support to members of the Committee.
- c) Assist in any activities or business for the Trust.

17. TREASURER

17.1. The Treasurer shall:

- a) Deposit all funds in the Trusts bank account without delay
- b) Keep complete and accurate records of all financial transactions of the Trust
- c) Be responsible for collecting all fees and all monies from any fundraising event or any donor
- d) Compile and submit to the Committee an itemized financial statement immediately after each fundraising event
- e) Compile and submit to the Committee a monthly financial statement showing all receipts and expenditure for the previous calendar month and the amounts held in each account by the Trust.
- f) Compile and submit to the Annual General Meeting annual accounts which give a true and fair reflection of the Trusts financial position
- g) Ensure that the annual accounts are audited by an independent auditor before presentation to the Annual General Meeting
- h) Prepare and publish annual accounts and/or financial reports for publication on the Trusts website

18. INSPECTION OF BOOKS

18.1. The Committee shall ensure that the books of the Trust are available for inspection by any member of the Trust, the Auditor or any other authorized person upon not less than 24 hours' notice.

18.2. All registers, books, financial records, financial statements, accounts and receipts shall be kept at the Registered Office.

18.3. Any member of the Trust may obtain a copy of the Treasurer's financial statement presented to the Committee or the audited accounts upon payment of a reasonable fee for photocopying; or the Treasurers' financial statement may be published on the Trusts website, that it may be available freely for any person to see.

19. FINANCE

19.1. All funds which are raised, granted, donated to or on behalf of the Trust, as well as gifts in kind shall be applied to further the mission and objectives of the Trust.

19.2. All funds held by the Trust shall be kept in a bank account (chequeing or savings).

19.3. Cheques drawn on any account of the Trust shall require the signature of:

- a) The Secretary or the Treasurer; and
- b) The Chairperson or Vice-Chairperson or Coordinator.

20. PAYMENT OF MEMBERS

20.1. Members of the Trust may be employed by the Trust provided that the terms of such employment are approved by the Committee and that any fees or salary are not above market rates as reasonably determined by the Committee.

20.2. Members who incur expenses on behalf of the Trust (including travel and purchase of materials for used) may be reimbursed by the Trust provided that such expenses are authorized or approved by the Committee and receipts are given to prove all such expenses.

21. DISPUTES

22.1. If any dispute arises under the Constitution or between any member or any aggrieved person who has ceased to be a member, and the Trust or any officer of the Trust it shall be decided by an independent Arbitrator appointed at the Annual General Meeting.

22.2. The Arbitrator shall fix a date for hearing the dispute and shall give a decision in writing not less than 14 days after the hearing.

23. AUDIT

23.1. An auditor will be appointed by the Registrar to audit the records of the Trust annually.

24. AMENDMENT OF THE CONSTITUTION

24.1. No amendment may be made to this constitution unless such amendment is approved by not less than two-thirds of all members entitled to vote.

24.2. All amendments to the constitution must be notified to members not less than 30 days before a General Meeting at which the amendments are to be voted on.

24.3. Any resolution that seeks to make an amendment that may alter the status of the Trust from a charitable, non-governmental, non-political and non-profit making entity shall be void.

25. SEAL

25.1. The Trust may have a seal, which may be a graphic image file, for usage upon all official Trust documents, websites, or other publications.

25.2. The seal or an electron image file copy of the seal shall be kept by the secretary and may be used for official documents and correspondence of the Trust.

25.3. The seal may also be used as a logo or symbol for the Trust and may be used as a sign, emblem, badge, flag or other method to identify any official Trust property.

Article 26: EXCLUSIONS

26.1. No part of the net earnings of the Trust shall inure to the benefit of, or be distributed to its members, officers, or others private persons, except that the Trust shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

26.2. No substantial part of the activities of the Trust shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Trust shall

not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Article 27. DISSOLUTION

27.1, Upon the dissolution of the Trust, its debts shall be paid; any remaining assets shall be distributed for one or more purposes of the organization.

27.2. Any such assets not disposed of shall be disposed of by the Registrar, administrative government officials, or agencies having this responsibility and jurisdiction, exclusively for such public purposes or to such societies or organizations having been organized exclusively for public purpose, as said Registrar, administrative government officials or agencies having jurisdiction in this matter shall determine, deem and so order.

Article 28: PERMITTED AFFAIRS

28.1. Any provision that is not inconsistent with the law for the regulation of the internal affairs of the Trust is permitted by the Trust.

Article 29: LIABILITY

29.1. At no time shall the members or officers of the Trust, incur or encumber any personal debts or liability for the Trust; the members and officers are not to incur or encumber any personal debts or liability for the acts, deeds, hurt, harm, damages, or any other liability whatsoever, real or imagined, with respect to the Trust which is solely responsible for all acts of the Trust.

Article 30: DATE OF ORGANIZATION

For legal and tax purposes the Trust shall use the date of certification of the Trust by the Registrar.

IN SO AS GOD IS MY WITNESS, the undersigned member/s executes this Constitution on this 25th day of May 2012.

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