

In the Royal Court of Jersey

Samedi Division

In the year two thousand and eight, the eighth day of February.

Before the Judicial Greffier.

Whereas on the 17th November, 1989, the Court, by virtue of Article 4 of the “Loi (1862) sur les teneures en fidéicomis et l’incorporation d’associations,” granted an Act of Incorporation to the association then known as “The Jersey Association of Men of the Trees” and now know as “Jersey Trees for Life” (hereinafter called “the association”).

Now this day, on the application of the association under the said Article 4, the Court, has sanctioned amendments to the constitution of the association; such amendments having been approved at an Extraordinary General Meeting of the association held on the 30th October, 2007.

And the Court directed that a copy of the said constitution, as amended, should be lodged at the Judicial Greffe.



Deputy Judicial Greffier

BC (AJD)

PR

Jersey Trees for Life

Objects and rules

1 Name

“Jersey Trees for Life”, (previously named “The Jersey Association of Men of the Trees” hereinafter referred to as “the Association”).

2 Aims and Objects

The aims and objects of the Association are to encourage the protection, preservation and planting of trees throughout the Island of Jersey, and to foster among the inhabitants of the Island an appreciation of trees for their amenity, ecological and other values.

3 Powers

- 3.1 The Association may accept subscriptions and donations (whether or not under deed of covenant) of moveable or immovable estates, devises and bequests for all or any of the objects of the Association.
- 3.2 The Association may buy, take on lease or otherwise acquire any lands, buildings, rights, privileges, or other property.
- 3.3 The Association may take any other actions and/exercise any powers deemed by the Association likely to advance or benefit either directly or indirectly the aims and objects of the Association.

4 Membership

There shall be three classes of members:

4.1 **Ordinary Members**

Ordinary Members shall be individuals who are not Honorary Members. Existing Life Members shall be deemed to be Ordinary Members, shall have the rights of an Ordinary Member and shall pay no further subscription.

4.2 **Corporate Members**

Corporate Members shall be members which are companies or otherwise incorporated or other public or private bodies. Corporate Members shall have the rights of an Ordinary Member save that they are entitled to be represented by such person as they may appoint in writing from time to time.

4.3 **Honorary Members**

Honorary Members shall be any person whom the Committee considers deserves to be honoured for services to the aims and objects of the Association. Honorary Members shall have the rights of an Ordinary Member but need not pay a subscription.

5 Membership and Subscriptions

- 5.1** Membership will be granted to an applicant once an application form accompanied by the appropriate subscription has been submitted to and approved by the Committee or by a person appointed by the Committee.
- 5.2** The annual subscription shall be payable on the 1st January each year, and the rate which shall be determined by the Committee may be changed from time to time.
- 5.3** Should any Member fail to pay a subscription after two reminders from the Association have been sent to the last known address of such Member, such Member shall be deemed to have relinquished membership but may rejoin at the Committee's discretion on payment of the annual subscription.
- 5.4** Membership at all times will be at the absolute discretion and control of the Committee.

6 Voting

Each Member and the authorised representative of a Corporate Member shall be entitled to one vote provided the Member's subscription has been paid up to date.

7 Committee

- 7.1** The affairs of the Association shall be managed by a Committee of nine members elected at the Annual General Meeting:
- a) Subject to d) hereof one third of the members of the Committee shall retire in rotation each year at the Annual General Meeting but shall be eligible for re-election;
 - b) The Committee shall at their first meeting after the Annual General Meeting appoint from among their number a Chairman, Vice-Chairman, Treasurer and Secretary;
 - c) The Chairman and Vice-Chairman shall remain in office until the election of a new Chairman and Vice-Chairman at the first committee meeting after each ensuing Annual General Meeting when they shall retire but if they are members of the Committee, they shall be eligible for reappointment; and
 - d) In the event of any vacancy occurring in the Committee between Annual General Meetings, the Committee may appoint a member to fill such vacancy who shall hold office until the following Annual General Meeting.
- 7.2** The Committee shall have power to appoint sub-committees as they consider desirable or necessary.
- 7.3** At Committee Meetings a quorum shall consist of four, two of whom must be the Chairman, the Vice-Chairman, the Secretary or Treasurer. In the absence of the Chairman or Vice-Chairman, the Committee shall elect its own chairman of the meeting.

- 7.4 Members of the Committee who fail to attend half of the Committee Meetings during any year of office shall be deemed to have retired at the next Annual General Meeting, but shall be eligible for re-election for the remainder of their term in exceptional circumstances.
- 7.5 The Committee shall have power to co-opt such additional Committee Members over and above the number referred to in Rule 7.1 a) as it may see fit and such co-opted persons shall retire at the next Annual General Meeting but such co-opted persons may offer themselves for re-election.
- 7.6 The person elected as Chairman under sub-paragraph 7.1 hereof shall not be eligible for re-election to such office after three consecutive years in such office, save that if no other member of the Committee is willing to stand for election, the outgoing Chairman may so stand but he shall not in any event be eligible for re-election to such office after a further period of three years.
- 7.7 Each Committee Member shall have one vote and decisions shall be taken by a simple majority of votes, but in the case of a tie in votes the presiding Chairman shall have a casting vote.
- 7.8 Any reasonable expenses of any Committee Member incurred on behalf of the Association may, at the discretion of the Committee, be paid by the Association.
- 7.9 The Committee shall be empowered to determine any matter arising which is not covered by these Rules or which relates to the interpretation and effect of these Rules.

8 Meetings of Members

- 8.1 The Annual General Meeting of the Association shall be held every year at such time and place as the Committee shall appoint. At the Annual General Meeting there shall be placed before the meeting the annual accounts and balance sheet of the Association for the previous year.
- 8.2 Extraordinary General Meetings shall be convened by the Chairman or failing him the Vice-Chairman at the request of the Committee whenever the Committee shall find the same necessary or within four weeks after the Secretary shall at any time have received an application in writing signed by not less than ten members showing clearly the special purpose for which such meeting is to be called.
- 8.3 Notice of any motion to be made at a General Meeting by a member who is not a Committee Member shall be sent in writing to the Secretary so that the latter shall receive it at least seven clear days before such meeting.
- 8.4 Notice of General Meetings shall be sent out by the Secretary at least fourteen days in advance. The notice for an Annual General Meeting shall contain the names of the Committee Members retiring by rotation and shall state whether they are willing to stand for re-election. Members shall also be requested to propose candidates for election to the Committee. Such proposals shall be made not less than three clear days before the meeting in writing to the Secretary and shall be countersigned by the candidate, but the Chairman shall have the power at any Annual General Meeting to take proposals from the floor if insufficient candidates have been proposed within such time limit Fifteen members shall constitute a quorum for a General Meeting.

8.5 The Chairman or in his absence the Vice-Chairman shall preside at a General Meeting and if both are absent the meeting shall elect its own acting chairman.

8.6 Subject to Rules 8 and 9 hereof, decisions shall be taken by a simple majority of votes but in case of a tie in votes the presiding Chairman shall have a casting vote.

9 Representation

The Chairman or the Vice-Chairman is authorised to represent the Association in all matters relating to the movable and immovable property of the Association before the Courts and Tribunals of the Island.

10 Indemnity

Every Committee Member or servant of the Association shall be indemnified by the Association against all costs and losses as shall be deemed reasonable by the Committee to which he may become liable or which he may incur by reason of any act or default or thing done by him in the discharge of the business of the Association, except that this indemnity shall not extend to wilful fraud or gross misconduct.

11 Disclaimer

The Association shall not be held responsible or liable to any member in any action whether for negligence or otherwise (other than for a malicious act) brought in respect of loss or damage whether physical, mental, economic or otherwise caused by or at the premises of the Association or by its servants, agents or officials.

12 Amendments

This constitution may be amended at an Annual or Extraordinary General Meeting of the Association convened in order to pass a Resolution to that effect, notice of such proposed Resolution having been given in writing to the members at least ten days before such meeting. Such Resolution shall not be adopted unless passed by at least three quarters of those present and those voting at such meeting and provided always that no such amendment shall take effect until it has been approved by the Royal Court of Jersey pursuant to the Loi (1862) sur les teneures en fideicommiss et l'incorporation d'associations.

13 Dissolution

The Association may be wound up following the passing of a Resolution at an Extraordinary General Meeting of the Association convened in order to pass a Resolution to that effect. A Resolution to dissolve the Association shall not be effected unless passed by at least three quarters of those present and voting at such meeting.

In the event of the Association being wound up, any assets after meeting all liabilities shall subject to the approval of the Royal Court of Jersey be given or transferred to some other charitable institution or institutions with similar objects as the Association to be determined by members of the Association at or before the time of dissolution, or if and so far as effect cannot be given to such provision then to The National Trust for Jersey or such other charitable object subject to the approval of the Royal Court of Jersey.

The Jersey Association of Men of the Trees for Life

Objects and rules

1) The Association shall be called:-

1 Name

i) "Jersey Trees for Life". (previously named "The Jersey Association of the Men of the Trees" hereinafter referred to as "the Association").

2 Aims and Objects

ii) The aims and objects of the Association are to encourage the protection, preservation and planting of trees throughout the Island of Jersey, and to foster among the inhabitants of the Island a ~~love and an~~ appreciation of trees for their amenity, ecological and other values.

3 Powers

3.1 The Association may accept subscriptions and donations (whether or not under deed of covenant) of moveable or immovable estates, devises and bequests for all or any of the objects of the Association.

3.2 The Association may buy, take on lease or otherwise acquire any lands, buildings, rights, privileges, or other property.

3.3 The Association may take any other actions and/exercise any powers deemed by the Association likely to advance or benefit either directly or indirectly the aims and objects of the Association.

2)4 Membership

There shall be three classes of members:

1.4.1 Ordinary Members

Ordinary Members shall be individuals who are not Honorary Members. Existing Life Members shall be deemed to be Ordinary Members, shall have the rights of an Ordinary Member and shall pay no further subscription.

4.2 2. Corporate Members

Corporate Members shall be members which are companies or otherwise incorporated or other public or private bodies. Corporate Members shall have the rights of an Ordinary Member save that they are entitled to be represented by such person as they may appoint in writing from time to time.

4.3 3. Honorary Members

Honorary Members shall be any person whom the Committee considers deserves to be honoured for services to the aims and objects of the Association. Honorary Members shall have the rights of an Ordinary Member but ~~shall need~~ not pay a subscription.

3) Application for Membership and Subscriptions

i) **5.1** Membership will be granted to an applicant once an application form accompanied by the appropriate subscription has been submitted to and approved by the Committee or by a person appointed by the Committee.

5.2 ii) The annual subscription shall be payable on the 1st January each year, and the rate which shall be determined by the Committee may be changed from time to time.

5.3 iii) Should any Member fail to pay a subscription after two reminders from the Association have been sent to the last known address of such Member, such Member shall be deemed to have relinquished membership but may rejoin at the Committee's discretion on payment of the annual subscription.

5.4 Membership at all times will be at the absolute discretion and control of the Committee.

4) Voting

Each Member and the authorised representative of a Corporate Member shall be entitled to one vote provided the Member's subscription has been paid up to date.

5) Contribution to the U.K. Society

~~The Association may make such grant or grants as the Committee may decide from time to time to the Society called the Men of the Trees, a United Kingdom charity registered no. 243626.~~

6) Committee

i) a) ~~7.1~~ The affairs of the Association shall be managed by a Committee of ~~twelve~~nine members elected at the Annual General Meeting;

a) ~~b)~~ Subject to d) hereof one third ~~or three~~ of the members, ~~whichever is the greater~~, of the Committee shall retire in rotation each year at the Annual General Meeting but shall be eligible for re-election;

b) ~~e)~~ The Committee shall at their first meeting after the Annual General Meeting appoint from among their number a Chairman, Vice-Chairman, Treasurer and Secretary;

c) ~~d)~~ The Chairman and Vice-Chairman shall remain in office until the election of a new Chairman and Vice-Chairman at the first committee meeting after each ensuing Annual General Meeting when they shall retire but if they are members of the Committee, they shall be eligible for reappointment; and

d) ~~e)~~ In the event of any vacancy occurring in the Committee between Annual General Meetings, the Committee may appoint a member to fill such vacancy who shall hold office until the following Annual General Meeting;

~~¶~~ 7.2 The Committee shall have power to appoint sub-committees as they consider desirable or necessary.

~~ii)~~ 7.3 At Committee Meetings a quorum shall consist of four, two of whom must be the Chairman, the Vice-Chairman, the Secretary or Treasurer. ~~iii)~~ In the absence of the Chairman or Vice-Chairman, the Committee shall elect its own chairman of the meeting.

~~iv)~~ 7.4 Members of the Committee who fail to attend half of the Committee Meetings during any year of office shall be ~~ineligible for re-election the following year~~ deemed to have retired at the next Annual General Meeting, but shall be eligible for re-election for the remainder of their term in exceptional circumstances.

~~v)~~ 7.5 The Committee shall have power to co-opt such additional Committee Members over and above the number referred to in Rule ~~6~~ 7.1 a) as it may see fit and such co-opted persons shall retire at the next Annual General Meeting but such co-opted persons may offer themselves for re-election.

~~vi)~~ 7.6 The person elected as Chairman under sub-paragraph ~~i)~~ 7.1 hereof shall not be eligible for re-election to such office after three consecutive years in such office, save that if no other member of the Committee is willing to stand for election, the outgoing Chairman may so stand but he shall not in any event be eligible for re-election to such office after a further period of three years.

~~vii)~~ 7.7 Each Committee Member shall have one vote and decisions shall be taken by a simple majority of votes, but in the case of a tie in votes the presiding Chairman shall have a casting vote.

~~viii)~~ 7.8 Any reasonable expenses of any Committee Member incurred on behalf of the Association may, at the discretion of the Committee, be paid by the Association.

7.9 ~~ix)~~ The Committee shall be empowered to determine any matter arising which is not covered by these Rules or which relates to the interpretation and effect of these Rules.

~~§~~ 7) Meetings of Members

8.1 ~~i)~~ The Annual General Meeting of the Association shall be held every year at such time and place as the Committee shall appoint. At the Annual General Meeting there shall be placed before the meeting the annual accounts and balance sheet of the Association for the previous year.

~~ii)~~ 8.2 Extraordinary General Meetings shall be convened by the Chairman or failing him the Vice-Chairman at the request of the Committee whenever the Committee shall find the same necessary or within four weeks after the Secretary shall at any time have received an application in writing signed by not less than ten members showing clearly the special purpose for which such meeting is to be called.

8.3 ~~iii)~~ Notice of any motion to be made at a General Meeting by a member who is not a Committee Member shall be sent in writing to the Secretary so that the latter shall receive it at least seven clear days before such meeting.

8.4 iv) Notice of General Meetings shall be sent out by the Secretary at least fourteen days in advance. The notice for an Annual General Meeting shall contain the names of the Committee Members retiring by rotation and shall state whether they are willing to stand for re-election. Members shall also be requested to propose candidates for election to the Committee. Such proposals shall be made not less than three clear days before the meeting in writing to the Secretary and shall be countersigned by the candidate, but the Chairman shall have the power at any Annual General Meeting to take proposals from the floor if insufficient candidates have been proposed within such time limit: v) Fifteen members shall constitute a quorum for a General Meeting.

-vi) **8.5** The Chairman or in his absence the Vice-Chairman shall preside at a General Meeting and if both are absent the meeting shall elect its own acting chairman.

-vii) **8.6** Subject to Rules 8 and 9 hereof, decisions shall be taken by a simple majority of votes but in case of a tie in votes the presiding Chairman shall have a casting vote.

8) Representation

The Chairman or the Vice-Chairman is authorised to represent the Association in all matters relating to the movable and immovable property of the Association before the Courts and Tribunals of the Island.

10 Indemnity

Every Committee Member or servant of the Association shall be indemnified by the Association against all costs and losses as shall be deemed reasonable by the Committee to which he may become liable or which he may incur by reason of any act or default or thing done by him in the discharge of the business of the Association, except that this indemnity shall not extend to wilful fraud or gross misconduct.

11 Disclaimer

The Association shall not be held responsible or liable to any member in any action whether for negligence or otherwise (other than for a malicious act) brought in respect of loss or damage whether physical, mental, economic or otherwise caused by or at the premises of the Association or by its servants, agents or officials.

12 9) Amendments

This constitution may be amended at an Annual or Extraordinary General Meeting of the Association convened in order to pass a Resolution to that effect, notice of such proposed Resolution having been given in writing to the members at least ten days before such meeting. Such Resolution shall not be adopted unless passed by at least three quarters of those present and those voting at such meeting and provided always that no such amendment shall take effect until it has been approved by the Royal Court of Jersey pursuant to the Loi (1862) sur les teneures en fideicommis et l'incorporation d'associations.

13 10) Dissolution

The Association may be wound up following the passing of a Resolution at an Extraordinary General Meeting of the Association convened in order to pass a Resolution to ~~the~~that effect. A

Resolution to dissolve the Association shall not be effected unless passed by at least three quarters of those present and voting at such meeting.

In the event of the Association being wound up, any assets after meeting all liabilities shall be ~~remitted to the society called the Men of the Trees, a United Kingdom charity registered no. 243626, subject to the prior consent~~subject to the approval of the Royal Court of Jersey be given or transferred to some other charitable institution or institutions with similar objects as the Association to be determined by members of the Association at or before the time of dissolution, or if and so far as effect cannot be given to such provision then to The National Trust for Jersey or such other charitable object subject to the approval of the Royal Court of Jersey.

THE JERSEY ASSOCIATION OF MEN OF THE TREES

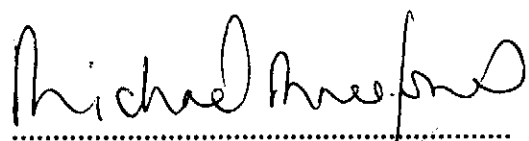
**NOTICE OF
EXTRAORDINARY GENERAL MEETING**

NOTICE is hereby given that an Extraordinary General Meeting of the members of the Association will be held at **La Mare Wine Estate, St Mary, Jersey** on the 11 day of December two thousand and seven at **1pm** for the following purpose:

To consider and if thought fit to pass the following resolutions:

1. **THAT** the name of the Association be changed from 'The Jersey Association of Men of the Trees' to 'Jersey Trees for Life.'
2. **THAT** the Objects and Rules of the Association be and are hereby amended by deleting the same in their entirety and replacing the same with the Objects and Rules in the form made available to Members prior to the approval of this resolution and marked for the purposes of identification in the bottom left hand corner of the last thereof with the document reference "AJD/ATE/DIO/098211/0021/2282209v4."
3. **THAT** the amendments made to the Objects and Rules of the Association referred to under 2. above shall be subject to any amendments by and/or approval of the Royal Court.

By order of the Committee


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Michael Manz-Jones
Chairman

Dated: 30th October 2007