



Community Constitution

Approved
by



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The Constitution

The constitution sets out the 'high-level' terms of key relationships for the EcoMerit Community, a 'Sustainable Energy Community' registered with the Sustainable Energy Authority of Ireland.

It is to be complemented by more detailed 'Rules', for example on the details of the certification procedures.

Location

The principal address of the EcoMerit Community is the registered address of EcoMerit Ltd.

Vision, Values and Mission

Our vision: a world that is environmentally sustainable, just and equitable.

Our values: integrity, independence, professionalism, fairness, transparency and accountability.

Working towards that vision and guided by our values, our mission is to support enterprises in the optimal use of their resources, notably energy, carbon, waste and water, through awareness raising, technical support, certification and access to finance.

All Members of the EcoMerit Community must subscribe to the overall vision, values and mission.

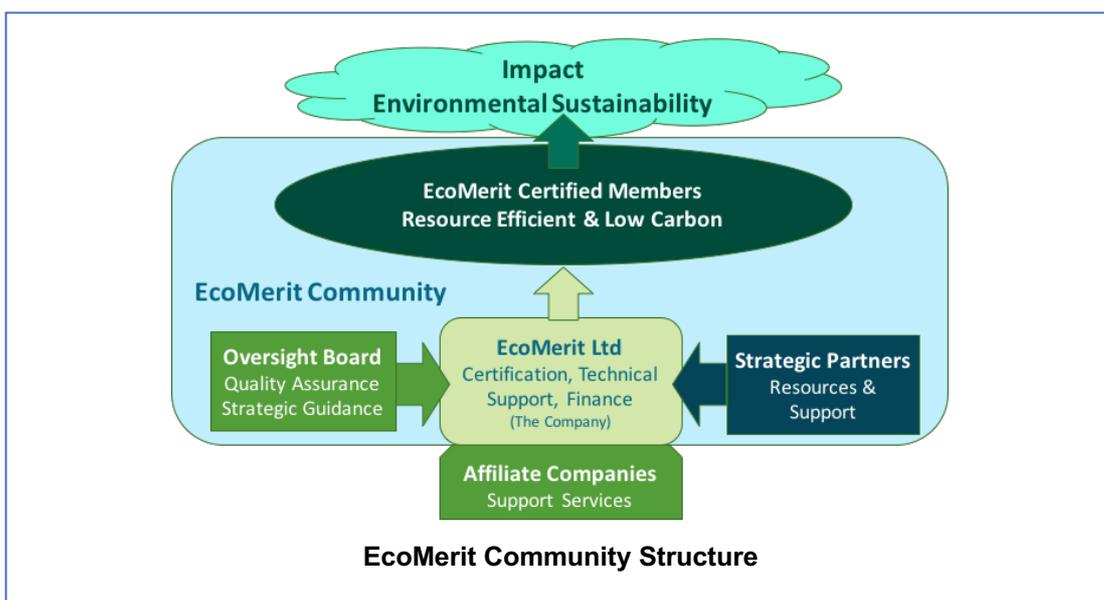
Structure

Components

The EcoMerit Community has 4 principal components:

1. Certified Members, being EcoMerit certified organisations committed to improved environmental performance.
2. The Oversight Board, overseeing the integrity of the certification process, advising on the strategic direction of EcoMerit and advocating on its behalf.
3. Strategic Partners, providing resources and practical support for the work of EcoMerit.
4. EcoMerit Ltd., the Company which delivers the EcoMerit services, when appropriate with the involvement of affiliate companies.

These are illustrated in the diagram and discussed in more detail below.



EcoMerit Community Membership

Community Members include Certified Members, Oversight Board Members, Strategic Partners and EcoMerit Ltd.

All members undertake to work towards the EcoMerit vision, support its mission and abide by its values.

All Community Members have a right to attend and vote at General Meetings, subject to the provisions for those meetings set out below.

EcoMerit Certified Members

Membership

Certified Members are organisations that hold a current and valid EcoMerit certificate.

Role and Responsibilities

The role of the Certified Members includes:

- Ongoing and indefinite improvement of their own environmental performance
- Promoting environmental awareness among their stakeholders, including owners, staff, suppliers and customers

Responsibilities of members include:

- Complying with environmental law
- Complying with the EcoMerit Certification Requirements
- Running their business in an environmentally responsible manner
- Supporting other members in being environmentally responsible
- Promoting membership of the EcoMerit Community

Certification Requirements and Process

The documents required for certification include:

- An Environmental Policy, approved by senior management
- An Environmental Improvement Plan
- Environmental Performance Monitoring Records
- A Compliance Record

The process involves:

- Application by the organisation and contract agreement with EcoMerit Ltd.
- An assessment visit by an assessor appointed by EcoMerit Ltd.
- Completion of specified documentation including an agreed improvement plan
- Certification by EcoMerit Ltd
- Periodic Surveillance by EcoMerit Ltd.

Full details of the requirements and process are provided in separate documents.

Oversight Board

Membership

The EcoMerit Oversight Board consists of individuals from a range of EcoMerit Community stakeholders.

The number of Board Members is such as to maintain adequate diversity of perspectives and skills while allowing for effective operation. A maximum of 15 is envisaged, initially aiming for some 6-8.

The composition of the board is to provide a good balance of Public Sector, Academia, EcoMerit Certified Members, EcoMerit Ltd. and others with relevant perspectives or skills.

Role and responsibilities

The role of the board is to:

- Agree the EcoMerit Certification requirements and process
- Oversee the quality of EcoMerit Certification, including the commissioning of independent reviews as may be deemed appropriate
- Provide strategic advice and guidance to the EcoMerit Community
- Promote membership of the EcoMerit Community amongst eligible organisations
- Advocate on behalf of the EcoMerit Community
- Promote environmental action among their own stakeholders, including owners, staff, suppliers and customers

Specific responsibilities include:

- Holding an annual general meeting of the EcoMerit Community and regular board meetings
- Handling of complaints according to the procedure set out in the accompanying rules
- Appointing the officers of the board
- Regularly review its own performance, including contributions by each board member

Liability

The Members of the Oversight Board have no legal liability for the assets, resources or actions of any component of the EcoMerit Community.

Appointment of board members

The Oversight Board will seek suitable nominees for the Oversight Board, bearing in mind its desired composition.

EcoMerit Community Members may, with the candidate's prior approval, nominate candidates for membership of the board.

The Membership of the Oversight Board is to be agreed at the Annual General Meeting.

Between Annual General Meetings, the board may co-opt a member to fill a gap, provided this is ratified at the next AGM.

While there is no fixed duration for membership of the board, the board will regularly review its composition considering 'stability without stagnation'. As a guide, a period of 5 years would be considered a sufficient duration for any individual member.

Where a Board member, without good cause and over a sustained period, does not contribute meaningfully to the business of the Board, the board may require that member to step down.

Officers

The Board will appoint its officers, including:

- **The Chair of the Board:** The role of the Chair is to ensure the good functioning of Board meetings and to act as spokesperson for the board. The Chair should be a member of the Board.
- **Secretary:** The role of the secretary is to ensure board proceedings are well documented and to assist the chair in preparations and follow-up to meetings. The secretary need not be a member of the board.
- **Treasurer:** The role of the treasurer is to oversee agreed financial aspects of the Community, such as the use of funds provided by strategic partners. The treasurer should be a member of the Board.

Officers are appointed by the board on an annual basis, with the maximum term of office for an officer being 3 years in any one post. After a period of at least one year out of post, officers may stand for re-election to that post.

Conflict of Interest

Each board member must:

- Declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Community or in any transaction or arrangement entered into by the Community which has not previously been declared; and
- Absent themselves from any discussions of the Community in which it is possible that a conflict of interest will arise between their duty to act solely in the interests of the Community and any personal or organisational interest (including but not limited to any financial interest). This does not preclude the participation in discussions by EcoMerit Ltd., subject to it operating on a fair commercial basis.

Commercial confidentiality

All information pertaining to the business of the community is commercially confidential.

Strategic Partners

Strategic Partners are organisations, who share the vision of the Community and provide significant financial or other agreed means of support.

The status of Strategic Partner is to be approved by the Board, and the Board may also revoke this status.

A number of seats on the board will be reserved for strategic partners.

Company

The Company is EcoMerit Ltd.

Role

The Company provides the executive services on behalf of the Community, including:

- Certification services, e.g. client visits, assessments and surveillances
- Support for best practice in environmental performance of community members
- Support for the EcoMerit Community and its Oversight Board
- Assistance to Certified Members in accessing finance

Some of the tasks may be carried out by EcoMerit Affiliate Companies, such as Econcertive, AshDan SPS Ltd, Eco Choices, or VividEdge.

The Company shall have one seat on the oversight board.

Responsibilities

The responsibility of the company is to:

- Conduct its business so as to further the vision and mission of the Community in alignment with its values
- Operate on a commercial basis, setting fair prices for its services, so it can pay fair commercial rates to staff and contractors and aiming to generate a modest profit for its shareholders.
- Have in place robust quality assurance provisions covering all certification and support activities
- Provide information to the Community and the Oversight Board to enable them to carry out their tasks
- Take account of the strategic guidance of the Oversight Board

Liability

The liability for the operation of the business lies solely with the Company and not with any other members of the Community.

Intellectual Property

The Company owns the intellectual property of the EcoMerit Community, including documentation formats, procedures and related business process descriptions.

The name 'EcoMerit' enjoys European Trademark protection.

Meetings

The Oversight Board shall hold an Annual General Meeting and regular board meetings.

General Meetings

The board will call an Annual General Meeting of the Community, scheduled for November each year. Not more than 15 months shall elapse between such annual general meetings.

An Extraordinary General Meeting may be convened at any time and shall be convened within 35 days of receipt of a request from the Officers or a request in writing signed by at least one-third of the Certified Members of the Organisation. Such requests must state the purpose for which the meeting is required.

Attendance

All Community Members are entitled to attend General Meetings.

Others entitled to attend include Company staff and employees.

Quorum

The Quorum for a General Meeting is 8 Community Members.

No decisions can be taken without a quorum present.

If a quorum is not present within 15 minutes of the time stated in the notice for the start of the meeting, it is to be adjourned to another time to be determined by the Members. If any adjournment is for longer than 14 days, at least 7 days' notice of the time and place at which it is to be resumed must be given in writing to all those entitled to notice of the meeting. If a quorum is not present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

Notice

The Notice periods for General Meetings to be 30 days and must state its purpose and agenda.

Any resolutions from members are to be submitted at least 20 days in advance of the meeting.

Supporting papers for General Meetings are to be circulated at least 10 days in advance of the meeting.

Late notice urgent items may be added to the agenda at the discretion of the chair.

To allow for practicalities, intending participants are requested to confirm their attendance at least 14 days before the meeting. However, failure to do so will not be grounds for refusal of admission to the meeting.

Agenda:

At the Annual General Meeting the following business will be discussed:

- (a) Attendance and Apologies for absence.
- (b) Review and approval of minutes of the last Annual General Meeting.
- (c) Matters arising not on the agenda.
- (d) The acceptance of accounts for the previous financial year (if any).
- (e) The appointment of any such auditors for the following year as required by law and/or by the Organisation.
- (f) The election of the Members of the Oversight Board.
- (g) Motions on the agenda e.g. admittance of new Members.
- (h) Such other business as shall be communicated to the Secretary for discussion at the meeting with due respect for the notice period for the meeting.

Voting at General Meetings

- Each Community Member has one vote via its nominated representative.
- No organisation may have more than one vote

Voting procedure

Voting on resolutions is to be by clear consensus and, if not clear or if a vote is requested, by two-thirds majority of those members present.

Where the number of candidates exceeds the vacancies for the board, elections of Members of the Oversight Board is to be by secret ballot of those members present at the AGM, as set out in the accompanying 'Rules'.

Unless a recorded vote is duly demanded, a clear declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be conclusive evidence of the fact.

Proxy voting

A Member may appoint a proxy, who need not be a member, to attend a general meeting to speak and vote on his/her behalf. A proxy must be appointed in writing and the written appointment must be delivered to the Secretary of the Organisation at least 24 hours prior to the General Meeting of the Organisation. A proxy vote will be counted as per the vote of the Member on whose behalf the proxy is acting.

Minutes

Minutes of General Meetings will be taken by the Secretary who shall record them in a minute book or if absent by another Member appointed by the Chair, and will be laid before the next General Meeting for approval.

Regular Meetings

The board will hold regular meetings, envisaged at 4 per year, with at least 2 of these being face-to-face. Further details are given in the accompanying rules.

EcoMerit Certification Process

The Certification Process is detailed in the Rules.

No change to any aspect of the Certification Process may be made without the approval of EcoMerit Ltd.

Finances

Where funding support is provided by partners, oversight of that funding is provided by the Oversight Board.

The legal contracting party for any such funding will be EcoMerit Ltd with whom liability rests.

EcoMerit Ltd. provides its services on a commercial 'fair-price' basis. In certain cases, it may use external funding or other sources of support (such as pro-bono inputs) to subsidise prices.

Documentation

The Board must ensure minutes are kept and made promptly available to all members of all:

- (a) Appointments of officers made by the Board
- (b) Proceedings at the General Meetings
- (c) Meetings of the Board including:
 1. The names of the members and other participants present at the meeting
 2. The decisions made at the meetings; and
 3. Where appropriate the reasons for the decisions.

Rules

The Oversight Board may from time to time make such reasonable rules and regulations as they may deem necessary or expedient for the proper conduct and management of the Community so long as they are consistent with the provisions of this constitution. Copies of any such rules and regulations currently in force must be made available to any member of the Community on request and should be presented to the Annual General meeting for review and approval.

Disputes

If a dispute arises between members of the Community about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Amendment of Constitution

This constitution can only be amended:

- By resolution agreed in writing by all members of the Organisation; or
- By a resolution passed with the concurring votes of not less than three-quarters of those voting Members present at a General Meeting.

Dissolution

The Community shall be dissolved on the passing of a resolution to that effect with the concurring votes of not less than three-quarters of those voting Members present at a General Meeting.

Upon the dissolution of the Organisation, any surplus funds (if any) remaining after the satisfaction of all its debts and liabilities shall be divided equally between all Members.

Data Protection

Members consent to the Community obtaining, recording, holding and retaining personal data solely for the purposes of the Community, either on computer or in a manual filing system, and consent to the use of all such data including its necessary disclosure to third parties for the proper and effective functioning of the organisation and in accordance with law only.

Miscellaneous

The Community is not a partnership, or joint venture, and nothing in this constitution constitutes a contract of employment or agency.

Notices

Notice given under this Constitution:

- to the Organisation, shall be sent to the Secretary at the agreed address as recorded in the minutes of the last general meeting.
- to Members for General Meetings, is to be delivered to the last address of the Member known to the Organisation.
- To Members for regular ordinary meetings may be delivered by such electronic communication as is agreed at a General Meeting

Proof that a notice was issued shall be evidence that it was properly addressed, prepaid and posted or that it was sent by email to the last recorded address of the recipient.

A notice shall be deemed to be given 48 hours after posting.