

PEFC BELGIUM asbl (non-profit association)

Company registration number: 461 993 776

Articles of association officially registered in the “Moniteur Belge” on 27 August 2007 and modified on 6 October 2009. <http://www.ejustice.just.fgov.be/tsv/tsvf.htm>

FIRST TITLE. NAME – REGISTERED OFFICE

Article 1 – Name

The non-profit association is called “**PEFC Belgium**”.

Article 2. – Registered Office.

The registered office of the association is located at 1000 Brussels, Galerie du Centre Bloc II, 1000 Brussels, legal district of Brussels.

All deeds, invoices, notices, publications and other documents must show the Association’s name, immediately preceded or followed by the words “non-profit association” or by the abbreviation “ASBL”, and the address of the association’s head office.

TITLE TWO. CORPORATE PURPOSE – DURATION

Article 3.

The Association has been created as the sole Belgian member of the Luxembourg-registered association “Programme for the Endorsement of Forest Certification Schemes”, shortened to “PEFC Council”.

To this end, the purpose of the Association is:

- a) To establish and implement in Belgium the forest certification scheme defined by the PEFC Council, respecting its goals, guidelines and the rules and procedures which govern it and, in particular, its Technical Document
- b) To represent its members within the PEFC Council and to defend their interests
- c) To promote sustainable management of forests in Belgium, particularly by promoting and managing the PEFC brand name
- d) To define the national forest certification scheme (the “Belgian Forest Certification Scheme”) and to adapt it as required. This objective will be carried out in compliance with the procedures described in Article 3A, and in the Association’s Internal Rules of Procedure.

In order to fulfil its corporate purpose, the Association will:

- Nominate Belgian representatives to the PEFC Council and propose candidates for the Board of Directors
- In the interest of its members, suggest modifications to the Technical Document to the PEFC Council
- Study and give its opinion on requests for the recognition of forest certification systems introduced to the PEFC Council by other member countries
- Manage all aspects of PEFC brand use in Belgium
- Take all required action necessary for the supervision and review of PEFC certification in Belgium

Generally, the Association will ensure promotion, leadership, coordination and supervision for PEFC certification in Belgium and at the PEFC Council level. It can carry out all activities

and undertake all steps involving third parties related directly or indirectly to its corporate purpose.

Article 3A

The “Belgian Forest Certification Scheme” defines:

- National standards for the implementation and operation of PEFC forest certification as well as certification rules for the Chain of Control
- Management standards which forest owners and operators must comply with in order to become certified

Management standards are defined by an Independent Regional Forum at the initiative of Association members representing forest owners and managers and bringing together all of the parties affected by forest management, including both Association members and non-members. The Regional Forum’s rules of operation are defined in the Scheme’s national standards.

These procedures result from the fact that, in Belgium, land development, the environment and nature conservation are under regional authority. Management standards are, therefore, also defined by the Association at the regional level.

Article 4.

The Association is established for an indefinite period and may be dissolved at any time.

TITLE THREE. MEMBERS.

Article 5.

Members exercise all social rights.

They are divided into five General Meeting colleges:

- The college of forest owners and managers
- The college of wood industry and commerce
- The college of consumer representatives, of nature area users and of worker organisations
- The college of environmental associations
- The college of research centres and science organisations

The Board of Directors will keep a member register in compliance with the Law on Non-profit Associations.

Article 6.

The following may become an Association member:

- Any Belgian-registered company representing parties interested in the certification of sustainable forest management in Belgium
- Any individual with a mandate to represent Belgian public organisations or a de facto association based in Belgium whose activities relate to the certification of sustainable forest management in Belgium

Applications for membership must be sent in writing to the Board of Directors with mention of the company’s name, legal form and the address of its head office. Individuals must provide their surname, name and address and the name of the organisation they represent.

Applications for membership must include a statement of commitment to the Association’s goals.

The Board of Directors will present the membership applications to the General Meeting, with all additional information requested about the candidates.

Candidates are elected by a simple majority

- Of all members present or represented
- In at least four of the five colleges of the General Meeting

Article 7.

The annual subscription for members will amount to a maximum of EUR 2,000. This maximum amount will be indexed annually at the start of each accounting year, based on the consumer price index. December 2005 will be used as the base index.

The Board of Directors will determine the annual subscription for members annually, within defined limits and according to the procedures defined in the Internal Rules of Procedure.

Members will be deemed to have resigned if they do not pay their membership fees within one month of a reminder sent to them by certified mail or if they no longer meet the conditions set in Article 6 of the present articles of association.

The Association is entitled to receive donations, subsidies and inheritances in view of promoting its corporate purpose.

Article 8.

Members may withdraw at any time provided that Board of Directors is advised in writing.

Article 9.

Only the General Meeting may exclude a member. A two-thirds majority vote of members present or represented is required.

Members who have resigned or have been excluded will not be entitled to the social fund and may not demand reimbursement of any membership fees paid.

They may not claim or require statements, nor rendering of account, nor affixing of seals, nor inventories

TITLE FOUR. BOARD OF DIRECTORS.

Article 10.

The Association is run by a Board of Directors made up of at least three people and a maximum of fourteen people. The number of directors must, in any case, be lower than the number of members of the Association.

Directors will come from each of the five General Meeting colleges with, at most:

- 4 from the college of forest owners and managers
- 3 from the college of wood industry and commerce
- 3 from the college representing consumers, nature area users and worker organisations
- 3 from the college of environmental associations
- 1 from the college for research centres and science organisations

They will be named by the General Meeting for three years and can be re-elected. They will not be remunerated.

Directors can be dismissed by the General Meeting before the end of their mandate. This requires a double majority of votes, as specified in the last paragraph of Article 6.

The Board of Directors will name a chairman and a vice-chairman from among its membership.

Any director wishing to resign must notify the Board of Directors in writing. The resigning director must, however, remain in position until the next General Meeting if their resignation may gravely compromise the proper functioning of the Association

Should one, or several directors, resign or die, the General Meeting can name (a) temporary director(s) to finish out the mandate of the director(s) being replaced.

Article 11.

The Board of Directors exercises the widest authority for the administration and management of the Association. Decisions are taken by a simple majority of members present or represented. Whenever there is an even number of votes, the vote of the Chairman, or their replacement, will be decisive.

Only those acts reserved by law or by these articles of association for the General Meeting are excluded from its area of competence.

The Board of Directors deals with the affairs of the Association and represents the association in all legal and non-legal matters.

Any acts which commit the Association, other than those pertaining to daily management, must be signed by two directors acting jointly.

Article 12.

The Board of Directors may, under its own responsibility, create one or more bodies to ensure its overall representation and daily management.

The Board of Directors may also delegate management powers and grant mandates to one or more directors, to members and to third parties. In this case, the extent of the powers granted and the duration for which they are granted will be stated.

The resignation or removal of a director will end any powers delegated to them by the Board of Directors.

Administrators acting in the name of the Board are not required to provide third parties with any proof of ruling or authorisation.

Directors are not personally responsible for commitments made by the Association. Their responsibility is limited to fulfilling their mandate and to any errors committed while carrying out their management duties.

Article 13.

The Board of Directors meets when convened and under the chairmanship of its chairman, or, in his absence, the vice-chairman or, in the absence of both, the eldest serving director, if several are equally senior, by the oldest among them.

The Board will meet each time this is required in the interests of the association or if requested to do so by two directors, within a month of the request. Meetings will be held at the place indicated in the convening notice.

Directors may arrange to be represented by another director of their choice. No director may make use of more than one power of attorney.

Article 14.

Decisions taken by the Board of Directors will be recorded in reports signed by two directors who were present during the discussion and vote.

The reports are transcribed into a special register, kept at the head office.

TITLE FIVE. GENERAL MEETING.

Article 15.

The general meeting duly convened is made up of all its members. Its decisions are also binding on members who do not take part in the vote. It has exclusive competence, among other things, for the following:

1. The modification of the articles of association;
2. The appointment and dismissal of directors;
3. The discharge to be granted to directors;
4. Approval of budgets and accounts;
5. The dissolution of the association;
6. The exclusion of members;
7. The transformation of the association into a company with a social purpose;
8. All cases in which this is required by the articles of association.

Article 16.

At least one General Meeting must be held every a year in March.

The General Meeting can meet as often as required by the interests of the Association.

A general meeting may be held as often as this is necessary in the interests of the association. A general meeting must be held when at least one fifth of the members so requests, within one month of this request.

The meetings will be held at the place, on the day and at the time indicated in the convening notice.

All members must be convened.

Article 17.

Convening notices are prepared by the Board of Directors and sent by the delegate in charge of daily management, by email or by ordinary post addressed to each member at least two weeks before the meeting. They are signed on behalf of the Board by the delegate in charge of daily management. They indicate the agenda.

The meeting may only deliberate on items mentioned in this notice. Any proposal signed by a number of member equal to at least one twentieth is included on the agenda.

Article 18.

The General Meeting is chaired by the Chairman of the Board or, in their absence, by the Vice-Chairman or, if both are absent, by the oldest director. The Chairman will appoint the secretary for the session.

Article 19.

Each member is entitled to attend the meeting and take part in it.

Members may be represented at general meetings by another member, bearing a power of attorney signed by the authorising party and handed to the chairman when the meeting opens. No-one may represent more than two members, in addition to themselves.

Decisions are carried by a majority

- Of all members present or represented and
- in at least four of the five colleges of the General Meeting

Any member prevented from attending may be represented by another member of his choice, duly in possession of written power of attorney to this effect.

The general meeting may only validly deliberate on modifications to the articles of association if the modifications are expressly indicated in the convening notice and if the meeting is attended by at least two-thirds of the members, either present or represented.

Any modification must be adopted by a majority of two-thirds of the votes and members present or represented and a simple majority in at least four of the five colleges of the General Meeting.

If two-thirds of the members are not present or represented at the first meeting, then a second meeting may be convened which may validly deliberate, irrespective of the number of members present or represented, and adopt the modifications by the majorities laid down above. The second meeting may not be held less than fifteen days after the first.

Article 19A

Decisions taken by the general meeting are recorded in minutes, signed by the chairman and the secretary as well as any members who request to do so, and noted in a special register kept at the head office.

Extracts to be produced in court or elsewhere are signed by the chairman of the Board of Directors or by two directors.

Extracts are provided for any member or third party who so requests, subject to justification by the latter of a legitimate interest.

Any modification to the articles of association must be published as required by the Law on Non-profit Associations. This also applies for votes on the appointment or withdrawal of directors, of persons delegated to daily management and of persons authorised to represent the Association.

Article 20.

The annual resources of the association are made up of members' subscriptions, capital revenue, subsidies and publication and private allocations, donations of any kind, and remuneration for services provided, although this list is not exhaustive.

These resources will be used in the context of the action of the association taken in accordance with these articles of association.

Article 21.

The Board of Directors will publish, under its own responsibility, the Association's Internal Rules of Procedure in order to define practical procedures for the application of the present articles of association. The Board is entitled to make changes as needed.

Article 22.

On the thirty-first of December every year, the accounts of the past year are closed and the budget for the following year established. Both are submitted for the approval of the general meeting that follows.

Article 23.

Should the association be dissolved, the general meeting will appoint the liquidator or liquidators, determine their powers and indicate how the net assets of the association are to be used.

This allocation must be made in favour of a similar association that undertakes to continue to work in the same direction as the dissolved association or whose purpose is similar to the latter.

In the event of dissolution by order of the court, the liquidator or liquidators will convene the general meeting of members for the same purpose.

Article 24.

As regards everything that is not expressly provided for in these articles of association, the law on non-profit associations and the customary practices regarding non-profit associations remain applicable.