

PEFC Italy Re- Endorsement 2016-2021

Application presented in May 2016

Annex 7

STATUTES OF “PEFC ITALIA”

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ART. 1

Constitution and offices

The Association known as the “Programme for Endorsement of Forest Certification scheme Italia” abbreviated to “PEFC ITALIA”, is constituted according to Art. 14 and subsequent articles of the Civil Code. It is the official Italian member of the Programme for the Endorsement of Forest Certification Council (PEFCC), an association established according to Swiss law. The Association has its registered offices in Rome, by the UNCEM seat, via Palestro n. 30. Administrative and operational offices may be established in a location that is different from the registered office.

The Association has its own logo and may adopt, in addition to or in place of this, the logo of the PEFC Council subject to a written contract with the PEFC Council.

The Association is a non profit-making organisation. It will exist for a period of 20 years, from today, 5th April 2001, which may be extended with a resolution of the General Assembly of the Members.

ART. 2

Aims and objectives

The Association proposes to encourage and improve the sustainable development of forests, through the promotion of the “Programme for Endorsement of Forest Certification” system, subsequently referred to as PEFC, according to its established standards.

In particular, the Association:

1. promotes the PEFC system and the PEFC ITALIA certification system and any certification systems at regional level;
2. determines methods and criteria in conformity with the certification process and defines the procedures for any future amendments;
3. defines the requirements of the certification bodies and of the inspectors;
4. defines standard certification procedures;
5. carries out internal control monitoring activities for initiatives concerning PEFC ITALIA;
6. produces, distributes and publicises scientific, cultural, educational and other material on the theme of certification through documents, printed matter, publications, studies, series and other means, both on its own behalf and through third parties;
7. gives and organises seminars, meetings, reunions, conferences, debates and congresses on the theme of certification;
8. collaborates with other countries and with the European members of PEFC to promote co-ordination in the areas of certification;
9. makes comparisons with other certification systems different from PEFC ITALIA;
10. manages the rights for the use of the PEFC logo in Italy subject to a written contract with the PEFC Council who is the owner of the registered trademark

ART. 3

Members

Those supporting forestry certification, according to PEFC standards, may be members of the Association. In this context, individuals or corporate bodies, both private and public, may be members including those of business nature and separate local organisations managing public common land.

The members commit themselves to respect the aims and objectives of the Association and have an interest in the sustainable development of forests. They are divided into:

1. Promoters: all those who participate in the first General Assembly of the Members are Promoter Members;
2. Supporters: all those who leave property at death, make donations or offers to PEFC Italy are Supporter Members;
3. Ordinary members: all the other subjects who have joined the Association after its constitution are ordinary members;
4. Honorary members: honorary members are individuals or corporate bodies appointed or elected by the General Assembly of the Members as having made a significant contribution either to the Association or to the sustainable management of forests. The Honorary Members do not have the right to vote.

The members have the right to speak at the General Assembly of the Members and to vote on the items on the agenda, including modifications to the statutes and nomination of the management organs of the Association.

All those intending to become members of the Association must make a formal request to the Board of Directors declaring that they share the objectives that the Association proposes and committing them to observing its Rules and Statutes.

The Board of Directors must process the membership requests before the following Board of Directors meeting, provided that the request was received 30 days before the meeting. In the case of the request, the Board of Directors is under no obligation to explain its motives.

ART. 4

Duties of the members

All members are required to abide by the Statutes of the Association, any internal regulations, the resolutions passed by the Board of Directors (see Article 11) and the decisions of the General Assembly of the Members, as well as to pay their annual membership fee.

The annual membership fee is proposed in the second half of the preceding year by the Board of Directors for approval by the General Assembly of the Members

Failure to pay the membership fee specified in paragraph 1 leads to the suspension of the rights awarded to members. If the fee is not paid for more than three years, the Board of Directors may exclude the member from the Association.

Members may settle payment of membership fees owed at any time, so long as this is before the General Assembly of the Members.

ART.5

Withdrawal from the Association

Members may withdraw from the Association, while it is understood that the obligation remains to respect the provisions of the Statutes up to the moment withdrawal becomes effective.

Declaration of withdrawal must be made in writing and contain the motivation. It must reach the Association at least three months before the expiry of the current year and is effective from the beginning of the year following its presentation.

ART.6

Members in default

The Board of Directors may suspend or exclude members from the Association if they:

- fail to pay the membership fee without good cause;
- in any way, cause moral or material damage to the Association or carry out activities in contradiction with those of the Association;
- do not fulfil the obligations taken on, in any role, for the Association.

The criteria for the adoption of the measures specified in paragraph 1 are established by the Board of Directors with an absolute majority of its members.

ART. 7

Assets

The assets of the Association consist of goods and chattels and property acquired in any manner.

In order to carry out its activities the Association makes use of:

1. the investments (or dividends) from its assets;
2. the membership fees of the members;
3. any other contributions from bodies, associations, or individuals interested in its scope;
4. extraordinary contributions from members, individuals and bodies;
5. financing for initiatives and various activities carried out by the Association.

Amounts exceeding the normal requirements are normally destined to establish a reserve fund to guarantee future activities.

ART. 8

The organs of the Association

The organs of the Association are:

1. the General Assembly of the Members;
2. the Management Committee;
3. the President and the 2 Vice Presidents
4. the College of Auditors
5. the College of Arbiters

ART. 9

The General Assembly of the Members

All those up to date with the payment of membership fees are entitled to participate at the General Assembly of the Members.

The convocation of the General Assembly of the Members must be communicated to all the members in writing at least 30 days before the meeting with the date, place and time of the first and second convocation, as well as the agenda.

The General Assembly of the Members may also take place away from the registered office, so long as it is in a place which is easily accessible by vehicle and is in Italy.

The General Assembly of the Members is considered to have a valid quorum for the first convocation if more than half the members are present; for the second convocation any number of members is sufficient. Unless otherwise foreseen by this Statute, resolutions are passed with an absolute majority of the members voting.

Each member is entitled to only one vote. They may delegate another member to represent them at the meeting. The same person may not represent more than two members at a general meeting. This representation may only be granted for individual meetings.

ART. 10

Procedure and functions of the General Assembly

The General Assembly of the Members is chaired by the President. In his absence, this role is taken by the senior Vice President, otherwise the oldest member in terms of age is nominated as President.

The President is assisted during the General Assembly of the Members by a Secretary elected by the meeting.

The President checks the validity of the proxies presented and the right to participate at the meeting.

Minutes of the General Assembly of the Members are drawn up. These are signed by the President and by the Secretary.

The General Assembly of the Members may be ordinary or extraordinary.

The ordinary general Assembly is called every year within four months from closing of the balance sheet and the relative financial year to

1. approve the balance-sheet for the previous financial year;
2. approve the budget for the current year;
3. discuss and decide on issues on the agenda;
4. elect the members of the Board of Directors according to the method described in Art. 11;
5. elect the President and 2 Vice Presidents
6. ratify the acceptance of the new members;
7. nominate and elect honorary members, according to the proposals of the Board of Directors; and
8. nominate the technical and management committees whose members are not necessarily Directors of the Association, provided they are members or delegates of it.

The extraordinary General Assembly of the Members is called:

1. on every occasion that the Board of Directors considers this necessary;

2. when at least one third of the members up to date with the payment of membership fees so request, giving motivation for this request.

Modifications of the Statutes can only be approved during the Extraordinary General Assembly of the Members with more than 50% plus one of the votes of the number of such members.

The President can nominate, when necessary, two scrutineers who, together with the President and the Secretary, sign the minutes of the General Assembly of the Members where they were called on to intervene.

ART. 11

The Board of Directors

The Board of Directors remains in office for three years and the members may be re-elected for three election periods. In the event of the unjustified absence of a Director for three times, the Board will declare the Directorship terminated.

In the event of resignations or withdrawal of a member, they can be substituted following the indications of the Board, until the first subsequent convocation of the General Assembly of the Members. In this sitting, the General Assembly of the Members, if indicated, will elect a substitute member who will remain in office until the date of the Management Committee's withdrawal.

The Board of Directors is made up from five to thirteen members who are elected by the General Assembly of the Members. The constitution of the Board members should reflect the major interested parties who are members of and support PEFC Italia.

During meetings the Board of Directors is assisted by a Secretary nominated from among the members. The resolutions of the Board of Directors must be signed by the President and by the Secretary in the minutes.

Meetings of the Board of Directors are called by the President.

ART. 12

Functions of the Board of Directors

The Board of Directors carries out all activities aimed to achieve the objectives of the association, with the exception of those which – according to these Statutes – are the responsibility of other organs of the body. In particular, the Board of Directors is responsible for:

1. appointing and dismissing the Secretary and any other personnel;
2. preparing the budget and the final balance-sheet;
3. proposing standard annual membership fees and additional and/or extraordinary contributions for special requirements and for specific activities to the General Assembly of the Members;
4. calling both ordinary and extraordinary general meetings;
5. deciding on the admission of new members, with a simple majority vote;
6. proposing the ratification of new members for at the General Assembly of the Members;

7. proposing modifications to be made to the Statutes to the General Assembly of the Members;
8. proposing the nomination of honorary members to the General Assembly of the Members;
9. proposing the suspension or exclusion of members to the General Assembly of the Members, giving the motivation;
10. supervising the legal-accounts management of the Association; and
11. nominating the official Italian delegate and two observers and proposes to the General Assembly of the International PEFC (PEFC Council), the members for the Board of Directors, the Presidency, the two Vice-presidencies, and the Treasurer.

In addition, the Board of Directors makes all decisions in the interest of PEFC Italia which are not expressly in the competence of the General Assembly of the Members, the latter being, however, authorised in its capacity as the supreme authority to act and take decisions in any circumstances and concerning any matters even those which are not expressly indicated here or in Articles 9 and 10 or which are in the competence of the Management Committee. The decisions taken by the General Assembly of Members are binding on the Board of Directors.

The Board of Directors may delegate the carrying out of specific functions or areas of competence to the President or to one or more members of the Board of Directors.

ART. 13

The President

The President is the legal representative of the Association in relation to third parties and the law. He chairs the General Assembly of the Members and the Management Committee.

The President and the two Vice-Presidents are elected by the members of the General Assembly with a majority of two-thirds of the Assembly. The President and the two Vice-Presidents are at the same time members of the Board of Directors. In the case of absence or impediment of the President, the functions are carried out by the senior Vice-President as nominated by the President.

ART. 14

Auditors College

Three effective members and two temporary members compose the Auditors College, appointed by the Assembly. The President of the Auditors College must belong to the Auditors Register.

The Auditors College has the tasks included in the articles 2397 and following of the Title V of the Civil Code.

The Auditors College is appointed for a period of three years and its members can be re-elected.

ART. 15

Arbiters College

Three members, appointed by the Assembly, preferably chosen among the Assembly Members compose the Arbiters College.

The Arbiters College remains in office for three years and its members may be re-elected.

The Arbiters College acts on the functions included in the Statutes and must solve every dispute between Members or between Members and Social Bodies concerning the interpretations and execution of the statutory rules.

ART. 16

The General Secretary

The Board of Directors appoints the General Secretary. He/she is responsible for the services efficiency and for the running of the Association's offices; he/she proposes engagements and dismissals with the President's Approval.

The General Secretary participates normally – with advisory function – to the Meetings of the Board of Directors and he/she can be called during the Assembly.

ART. 17

Financial year

The financial year begins 1 January and finishes 31 December of the same year.

The first financial year will close on 31 December 2001.

The Board of Directors prepares the estimated budget of the Association for the following year by 30 November each year and presents this for approval by the General Assembly of the Members. The annual budget is made up of estimated income, estimated expenses and by a general financial summary.

The mechanism of the balancing of the accounts is deliberated by the Board of Directors for cases in which there are the required conditions.

For serious reasons, the General Assembly of the Members may authorise a provisional accounting period which may not exceed the duration of the first four months of the financial year of reference.

By 30 April, the Board of Directors must present the final accounts for the previous financial year for approval by the General Assembly of the Members. The final accounts include financial accounts relative to the management of the balance-sheet and the general financial assets.

Approved statements of accounts must be kept and conserved according to the law. The Association may make use of the services of outside professionals for financial control and management.

ART. 18

Budget surplus

In reference to Art.7, any budget surplus which may result on closing of the financial year must be put into the appropriate fund and used in the future exercise of the Association, within the context of the objectives of the Association.

ART. 19

Unavailability of assets

In no case is it possible to claim back amounts paid into the initial endowment fund or as membership fees.

In the event of dissolution of the Association for any reason, the existing assets will be devolved to other associations with similar objectives, namely for the public interest, excepting where other use is imposed by the Legislative Decree of 4/2/1997 no.460/97.

ART. 20

Modifications to the Statutes

The General Assembly of the Members may modify the present Statutes if at least half the members present, or represented by proxy, vote to approve this, on the condition that the proposal for modification is presented by the Board of Directors and that it is on the agenda, except where greater majorities are required by the law.

Members may present modifications of the statute to the Board of Directors of the Association, so long as these are signed by at least five members.

ART. 21

Dissolution and winding-up of the Association

The Association can be dissolved for the impossibility to achieve the social purposes or by a resolution of at least the majority of three quarters of the Members.

It is obligatory to devolve, in the event of dissolution of the Association for any reason, the existing assets to other associations with similar objectives, namely for the public interest, excepting where other use is imposed by the law.

In the event of dissolution, the Assembly will appoint one or more liquidators.

The duties and the responsibilities of the liquidators are regulated by the provisions of the Civil Code.

Art. 22

Regulations

The Board of Directors can predispose all the regulations included in these Statutes or those that would become necessary for the running of the association activity.

Each regulation that is predisposed must be submitted to the Board of Directors for approval and to the Assembly for the ratification, after that and not before, it can be applied.

ART. 23

Final Provisions

As regards to what is not included in these Statutes, they are in force in the legislative rules.

Joining the Association “PEFC Italy” involves the clear acceptance of what is included in these Statutes. All regulations must be put before the Board of Directors for approval. Once approved, it becomes effective immediately and will be proposed for ratification by the Assembly of members.