



Statutes of PEFC Denmark

§ 1 Name and domicile

- 1.1 The name of the association is Programme for the Endorsement of Forest Certification schemes Denmark (PEFC Denmark). PEFC Denmark is based on rank-and-file participation and is a self-governing and independent institution. The PEFC Denmark is a legally independent institution.
- 1.2 The domicile of the association is Frederiksberg.

§ 2 Objective

- 2.1 The objective of the association is to promote the use of sustainable forestry through:
- Maintenance and development of the Danish PEFC Certification scheme for sustainable forest management according to PEFC Council's (PEFCC) at any time valid requirements.
 - Marketing of the PEFC scheme towards relevant stakeholders.
- 2.2 PEFC Denmark shall be member of PEFCC and work as a national body for PEFCC.

§ 3 Members

- 3.1 Organisations, companies and other interested parties with interest in promoting the objective of PEFC Denmark, can, if the Board accepts it, become ordinary members of PEFC Denmark.

Public authorities cannot become a member of PEFC Denmark.

- 3.2 Application for membership shall be in writing. The Board decides on admission of new members with at least a majority of two-thirds of the present votes.
- 3.3 Ordinary members of PEFC Denmark with voting rights are divided into 3 groups:

Group 1: The forestry

Group 2: The wood processing industry and the trade – the chain from the forest to the end user

Group 3: Other stakeholders with interest in sustainable forest management

The Board in collaboration with the applicant decides which group the applicant belongs to.

- 3.4 The members commit themselves to respect the statutes of PEFC Denmark and any legal decision made by the Board.

The Board can with a majority of two-thirds of the present votes exclude members who consciously damage or counteract the objective of PEFC Denmark or who otherwise offend against the statutes of PEFC Denmark or the Board's legal decisions.

- 3.5 Withdrawal from PEFC Denmark has to be in writing and is instantly effective. Withdrawn members have no claim for the capital of the association.

§ 4 General assembly

- 4.1 The general assembly is the highest authority of PEFC Denmark.
- 4.2 The ordinary general assembly meets every year in April. The general assembly is convoked in written with a notice of at least 2 weeks and the convening material shall include an Agenda.
- 4.3 The Agenda for the general assembly shall contain
- 1) Election of a Chairman for the general assembly
 - 2) Report from the Board
 - 3) Adoption of the revised account of PEFC Denmark and briefing about budget
 - 4) Establishment of the subscription fee
 - 5) Election of members to the board of directors
 - 6) Election of Chairman and Vice-Chairman. These are elected among the board members
 - 7) Election of an auditor of the accounts
 - 8) Received proposals

9) Any other business

- 4.4 The vote at the general assembly are given by personal attendance or by written authority to a member of PEFC Denmark.
- 4.5 Each group has – in accordance to item 3.3 – 5 votes, equally distributed among the present representatives from the group.
- 4.6 Every voting shall be in written if one of the present members requires it.

Election for the Board, including the election of the chairman and vice-chairman as well as elections concerning changes to the statutes and exclusions, shall always be in written and anonymous form.

If the statutes do not foresee otherwise, decisions of the General Assembly are taken by a simple majority of the cast votes.

- 4.7 Any member can request to place a subject on the agenda. Proposals shall be presented to the Board no later than the 15th of March. Proposals not presented in time can be dealt with under "any other business" on the agenda and can be voted on as a guidance.
- 4.8 Extraordinary general assemblies can be convoked after decision made by the Board.

The Board is obliged to convoke for the extraordinary general assembly to be held at the latest 3 weeks after the decision to do so has been made.

Extraordinary general assembly is convoked in writing with a notice of at least 10 days and shall specify the proposals that have to be decided upon.

§ 5 Board of directors

- 5.1 Group 1, group 2 and group 3 has the right to have 3 board members, the chairman and vice-chairman included.

Election to the board happens through a voting procedure in accordance to paragraph 4.6.

The election leads to a term of 2 years. In even numbered years one member is elected to the Board from group 1, two members from group 2 and one member from group 3. In odd numbered years two members are elected from group 1, one member from group 2 and two members from group 3.

The chairman and the vice-chairman shall be elected from 2 different groups. In case there are only representatives from one group, the chairman and vice-chairman are elected from the same group.

- 5.2 The Board shall take care of the tasks, which follows from the objective, cf. § 2. The Board establishes a secretariat to support the activities of PEFC Denmark. The Board is obliged to manage the association in an appropriate way. The Board appoints national representatives and observers to PEFCC's general assembly.
- 5.3 Each member of the Board has 1 vote. In case that a group is represented in the board by fewer representatives than the other groups, the group with the fewest representatives will gain the same number of votes as the other groups. The votes are distributed equally between the representatives in the group.
- 5.4 Members can send 2 observers to the board meetings.
- 5.5 The Board establishes its own rules of procedure.
- 5.6 The Board can establish working groups for particular tasks.

For the five year revisions of the scheme, one or more working groups shall be established. The working groups shall follow the at any time valid *"PEFC Denmark's procedure for development and revision of the Danish PEFC certification scheme"* (annex 1).

The Board's approval of changes to the documents has to be reached by simple majority.

- 5.7 Organisations, also public authorities and institutions, can when decided by the Board, get a status of observer in the Board.

§ 6 Board meetings

- 6.1 The Chairman convokes the Board meetings when it is necessary, but at least once a year. Furthermore meetings shall be convoked if one third of the Board members – with or without voting rights - require it.
- 6.2 The meetings are convoked in writing with a notice of at least 2 weeks and the material shall include an Agenda for the meeting. Proposals from the members shall be proposed in written form at least 8 days before the meeting. Subjects that require voting shall appear on the agenda.
- 6.3 The Board can make decisions by a simple majority among the members entitled to vote, except in cases mentioned in § 3 concerning membership and § 10. By parity of votes, the vote of the chairman is decisive.

At votes in the Board, the members with voting rights have the number of votes they are given according to § 5.

- 6.4 The observers mentioned in § 5 have the right to participate in the board meetings with the right to speak but without the right to vote.
- 6.5 Minutes from the meetings are forwarded to the Board members and to the observers.

§7 Appeal Committee

- 7.1 The Board of PEFC Denmark has the overall responsibility to handle and solve disputes and complaints related to certification under the Danish scheme, which cannot be solved by the certification bodies' or accreditations bodies' own procedures.
- 7.2 Two distinct types of situations, where an appeal committee are needed, can arise:
- Disputes relating to the implementation of the requirements in the Danish scheme in tangible cases.

- Complaints concerning the clarity and interpretation of the requirement in the Danish scheme.

An appeal committee shall be established if an agreement between the involved parties cannot be obtained.

- 7.3 An application for settlement of complaints and disputes shall be addressed in writing to the Board of PEFC Denmark together with relevant documentation. The Board assess whether the disputes and complaints fall within the two types defined in § 7.2
- 7.3 An impartial appeal committee with the necessary expertise to evaluate the complaints and disputes shall be established if the conditions in § 7.3 are fulfilled. The appeal committee are established on ad hoc basis. The appeal committee shall consist of 3 members. Each part appoints 1 member. The two members agree on the third member, who at the same time shall act as chairman for the appeal committee. Within one month after the appointment the appeal committee shall come up with a recommendation for a solution to the Board of PEFC Denmark.

§ 8 Responsibility

- 8.1 The association is responsible for its obligations with the capital of the association. The members are not responsible for PEFC Denmark's obligations.

§ 9 Economy and accounts

- 9.1 The Board of directors recommends a member subscription to be adopted at the general assembly. The Board decides the level of the PEFC notification fee. The Board is responsible to raise money in order to cover the subscription fee to PEFC, the operations of the secretariat and other necessary common expenses.
- 9.2 The member-organisations cover their own expenses in connection with the work in PEFC Denmark.
- 9.3 The Board is responsible of ensuring a justifiable keeping of accounts and administration of the financial resources of PEFC Denmark.

- 9.4 The financial year of the association is the calendar year and the accounts have to be checked by a chartered accountant chosen by the Board for one year at a time. The accounts are signed by the Board members with the right to vote.

§ 10 Amendments of the statutes

- 10.1 Amendments to the statutes demand at least two-thirds majority of the total votes at the general assembly.

§ 11 Dissolution

- 11.1 Dissolution of PEFC Denmark demands at least two-thirds majority of the total number of votes at the general assembly. Proposal for dissolution of PEFC Denmark has to be put forward with a notice of 1 year.
- 11.2 If dissolution has been decided, the Board shall decide the use or distribution of a possible capital in PEFC Denmark. The Capital shall be used to promote sustainable forest management. The capital cannot be distributed to the members of PEFC Denmark.

§ 12 Commencement and transition provisions

- 12.1 The statutes at hand are approved on the 22nd of September 1999, 5th of January 2003, 5th of January 2007, 18th of October 2007, 15th of April 2008, 21st of April 2009 and the 24th of April 2012. The amendments approved on the 24th of April 2012, enter into force immediately.