PEFC Council Statutes

Article 1: Name, Duration and Seat

1. Under the name "PEFC Council (PEFC International)", the Programme for the Endorsement of Forest Certification schemes exists as a non-profit association in the sense of Art. 60 et seq. of the Swiss Civil Code."
2. The association has an unlimited duration.
3. The seat of the association is in Meyrin (Canton of Geneva, Switzerland).

Article 2: Objectives

1. The PEFC Council has the following objectives:
   i. To promote Sustainable Forest Management through the implementation of PEFC;
   ii. To act as the governing body of the PEFC Scheme;
   iii. To co-ordinate and to further develop the implementation of the PEFC Scheme as a credible forest certification scheme;
   iv. To assess the conformity of participating certification schemes with the requirements of the PEFC Scheme;
   v. To act as the formal representative of the PEFC System.
2. The PEFC Council may undertake any actions that are related directly or indirectly to the above objectives. In particular, the PEFC Council may hold intellectual property rights and use them in such ways as seems appropriate to it in order to promote the above objectives.

Article 3: Members

1. There are three types of members in the PEFC Council:
   a. National Governing Body members
   b. International Stakeholder members
   c. Extraordinary members – this membership category is closed for new members and existing members have the right to transfer to International Stakeholder membership
2. All PEFC Council members commit themselves to take care that within their responsibility the PEFC requirements are implemented according to the rules set out by the PEFC Council.
3. Resignation from any membership category has to be declared by registered letter addressed to the Chairman of the Board with a notice of three months. The membership fee for the current year will not be reimbursed.
4. Any member who has not paid its annual membership fee by the time specified on the membership fee invoice or at the latest three weeks before the General Assembly will not be entitled to vote.
5. Any member that has not paid its annual membership fee at the latest three months after the second reminder is automatically excluded from the association.

A) National Governing Body (NGB) Members
1. National governing bodies, established with the objective to initiate and direct the implementation of the PEFC Scheme within their country, can apply for PEFC
Council membership. The national forest owners’ organisations or national forestry sector organisations having the support of the major forest owners’ organisations in that country, are responsible for inviting national organisations representing all relevant interested parties to constitute such a PEFC National Governing Body. The minimum number of NGB members of the PEFC Council is six.

2. The admission of new NGB members is decided by the General Assembly with a simple majority following the proposal of the Board.

3. NGB members who offend against the statutes of PEFC Council, against the rules and procedures of the PEFC Council Scheme, or the Internal Rules of Procedure, may be warned by the Board. If after the warning, the violation continues or a new violation takes place, membership can be suspended or terminated by the General Assembly with a majority of two-thirds of the votes cast after the member has been provided the opportunity of having been heard.

B) International Stakeholder Members

1. International Stakeholder members are an integral part of the PEFC Council, and as such they have the same basic rights and obligations as all other members.

2. International Stakeholder Membership is restricted to organisations having a legal operating presence in two or more countries, or being legally registered as an international organisation.

3. Organisations wishing to apply for membership must:
   i. be proposed by two existing members of the PEFC Council;
   ii. be supported by a written application signed by a legally and duly authorised officer of the organisation;
   iii. include in the application details of the basic objectives of the organisation and its areas of operation;
   iv. include in the application a commitment to support the principles of the PEFC Council;
   v. if applicable, include a written declaration that they are not knowingly in breach of PEFC’s rules and requirements in respect of certification and associated processes;
   vi. nominate a named key contact, to manage the interface with the PEFC Council Secretariat and to ensure optimum feedback for the member organisation;
   vii. send their application by registered letter to the PEFC Council for the attention of the Board.

4. International Stakeholder members shall be elected by ballot. Each member of the PEFC Council, excluding extraordinary members, shall have one vote. The applicant is eligible for membership having achieved a simple majority of votes cast and shall become a member immediately on payment of the appropriate membership fee.

5. Where an existing International Stakeholder member is considered to be in breach of the conditions of its membership, two existing members of the PEFC Council may submit a written application to the Board for termination of the organisation’s membership. The application must be signed by the duly authorised persons and must include detailed reasons for the proposed termination, and be copied to the organisation in question. In the case that the organisation in question cannot satisfy the Board that the grounds for proposed termination are unfounded, the application for termination shall be put to a ballot of members using the same voting procedures as for the approval of International stakeholder members.

6. In the event of a change in the majority ownership of any International Stakeholder member, membership shall be deemed to have lapsed. It shall be the duty of the
member to inform PEFC. The new organisation will need to apply for membership. If
the new majority owner is an existing member, the requirement for re-application will
not be necessary.

C) Extraordinary members
1. This membership category is closed for new members and existing members have the
right to transfer to the International Stakeholder membership category.
2. This was a membership category for international associations and organisations
which support the objectives of the PEFC Council and members in this category have
no voting rights.

Article 4: Resources and Budget

1. The resources of the association are made up by membership fees, subsidies, grants,
and bequests from private or public entities or individuals, and any combination that
may arise from its activities.
2. Each year, the Board shall submit to the General Assembly the accounts of the
preceding year and the budget of the following. The annual budget and the
membership fees are fixed by the General Assembly. Membership fees are fixed with
the majority of two thirds of the cast votes.
3. The Board makes the proposition for the membership fees.
4. Although the General Assembly fixes the rate of membership fees, these must not
exceed a maximum annual fee of 500,000 euros.
5. The association is solely responsible for its debts, which are guaranteed by the overall
assets of the association itself, excluding any personal responsibility of any of its
members.

Article 5: General Assembly

1. The General Assembly is the highest authority of the PEFC Council. The General
Assembly meets regularly at least once per year. Each NGB member is represented by
one delegate who may be substituted by an authorised deputy of the same National
Governing Body. The authorisation has to be presented to the PEFC Council Secretary
General at least 48 hours in advance of the General Assembly in a written form. If the
delegate is unable to participate, the deputy has the same rights as the delegate
himself/herself.
2. The delegates may also be accompanied by other representatives of the same National
Governing Body. These are observers and are a maximum of two from each National
Governing Body.
3. Each International Stakeholder member shall appoint a delegate to represent them.
The name of the delegate shall be communicated to the Secretary General at least 48
hours in advance of the General Assembly in written form.
4. The General Assembly is convoked by the Chairman in writing by email (to the last
known email of the Member), with a notice of four weeks. Relevant documents
including the Agenda are made available not later than two weeks before the General
Assembly takes place.
5. Any member has the right to introduce items to the Agenda of the General Assembly.
Such items must be seconded by another member and submitted in writing to the
Secretary General at least three weeks before the penultimate Board meeting prior to
the General Assembly.
6. An extraordinary General Assembly can be convoked by the Chairman or on demand of at least one fifth of the members.

7. The General Assembly is chaired by the Chairman, who is elected by the delegates with a majority of two thirds of cast votes for a period of three years. He can be re-elected for a second and third term.

8. The General Assembly elects a first and a second Vice-Chairman for a period of three years. They chair the General Assemblies in the absence of the Chairman. If neither the Chairman nor the Vice-Chairmen are present, the General Assembly can be chaired by a member chosen from among the delegates being present by simple majority.

9. The PEFC Council Board is elected by the General Assembly. NGB and International Stakeholder members have the right to nominate candidates to the PEFC Council Board. Board members can be members of the national governing bodies or International Stakeholder members. They do not need to be delegates to the PEFC Council. The Chairman and the Vice-Chairmen are at the same time members of the Board. Board members do not have a vote in the General Assembly.

10. The General Assembly has the following tasks:
   i. adoption and revision of the statutes of the PEFC Council;
   ii. amendment and revision of the technical documents and procedures governing the PEFC scheme;
   iii. decision on the establishment and the location of the secretariat;
   iv. election and the dismissal of the members of the Board;
   v. election of certified/qualified auditor (expert-réviseur agréé) of the accounts;
   vi. adoption of the annual budget and accounts of PEFC Council;
   vii. admission of new members and the dismissal of members;
   viii. dissolution of the PEFC Council.

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

12. The General Assembly voting quorum is deemed to have been reached with one half of the total NGB votes.

13. All NGB members have between 1 and 7 votes, according to the individual NGB membership fees due as a percentage of the total NGB Membership Fees fixed by the General Assembly (Article 4 chapter 2), where:
    0% to <1.25% = 1 vote;
    1.25% to <2.37% = 2 votes;
    2.37% to <3.74% = 3 votes;
    3.74% to <5.61% = 4 votes;
    5.61% to <8.23% = 5 votes;
    8.23% to <11.5% = 6 votes;
    11.5% or above = 7 votes.

14. All International Stakeholder members have 1 vote, not exceeding collectively the equivalent of 50% of the number of votes of the national governing body members, i.e. a maximum of one third of the General Assembly votes.

15. The PEFC Council can only be dissolved with a decision of two thirds of the cast votes.

16. The statutes can only be modified with a majority of two thirds of the cast votes if the objects of the modifications have been specifically indicated in the convocation and if two thirds of the members are represented. If one of the objectives of the association is to be changed, a majority of three-quarters of the cast votes is required. For the determination of any quorum of attendance, the members having no voting rights are
not taken into account. If the quorum of attendance is not reached, an extraordinary General Assembly can be convoked and will decide with simple majority of the cast votes.

17. The decisions of the General Assembly will be recorded in a register of minutes each signed by the Chairman and the Secretary General. The members as well as third parties having a legitimate interest may ask for copied excerpts. These excerpts will be signed by the Secretary General.

18. The General Assembly may also take its decision in form of consent given in writing to a proposal of the Board, providing all members were consulted to their last known email address with a notice of four weeks before the expiry date for the ballot. The provisions of Article 5, chapters 11, 12, 16 and 17 apply.

**Article 6: Board**

1. The PEFC Council is administered and managed by a Board.
2. The Board comprises the Chairman of the PEFC Council, the two Vice-Chairmen and 2-12 members who are elected by the General Assembly for an election period of three years. The constitution of the Board members should aim to reflect the major interested parties who support the PEFC, the geographical distribution of the members, the diversity of their annual cutting categories and an appropriate gender balance. Board decisions are taken by simple majority. In the case of equality of votes, the chairman has the determining vote. After having considered agenda items at a Board meeting, the Board may agree to use email ballots to arrive at a final decision, in a manner decided on by the Board.
3. In the absence of the Chairman, the Board meetings are chaired by one of the Vice-Chairmen. If neither the Chairman nor the Vice-Chairmen are present, the Board can be chaired by a member designated by simple majority.
4. Board members are elected for a three-year period and one third of the Board members will be eligible for re-election in any one year. A re-election of Board members for further election periods is possible.
5. The Chairman convokes the Board meetings at least twice a year with a notice of at least four weeks. Relevant documentation, including the agenda, shall be made available to Board members at least two weeks before the date of the meeting. Board meetings can also be convoked on demand of at least one third of the Board members.
6. All members have the right to introduce items to the Agendas of the Board. Such items must be submitted in writing to the Secretary General at least three weeks before a Board meeting.
7. The Board has the following tasks:
   i. co-ordination and administration of the work of the PEFC Council;
   ii. appointing an Executive Committee consisting of the Chairman and Vice-Chairmen of the PEFC Council, to undertake certain of the Board’s duties and functions delegated to it by the Board. Other Board members may be co-opted as and when required. The Executive Committee is answerable to the Board of Directors;
   iii. delegating Board tasks and functions to the Secretary General as determined by the Board;
   iv. preparation of the meetings of the General Assembly;
   v. preparation of the annual budget and the closing of accounts;
   vi. decision on the conformity of certification schemes with the requirements set out by PEFC Council;
vii. installation of working groups and panels of experts for specific items, as necessary;
viii. promotion and public relations;
ix. employment and dismissal of a Secretary General or any other personnel;
x. consideration of non PEFC forest certification schemes with a view to facilitating mutual recognition.

8. In addition, the Board takes all decisions in the interest of the PEFC Council which are not expressly in the competence of the General Assembly according to Article 5, the latter being however authorised in its capacity as supreme authority to act and take decisions in any circumstances and concerning any matters even those which are not expressly indicated here above in Article 5 or which are in the competence of the Board. The decisions taken by the General Assembly are binding on the Board.

9. Any decisions, binding the PEFC Council financially or politically have to be decided by the Board and have to be signed by the Chairman and the Secretary General.

10. The Board members while exercising their functions do not enter into any personal obligation and are only responsible for the exercise of their mandate.

11. The Chairman and the Secretary General represent the association together with a collective right of signature. The Board may delegate the power of representation to other of its members or to third persons.

**Article 7: The Secretary General**

1. The Secretary General of the PEFC Council is responsible for the work of the secretariat. The Board employs the Secretary General and fixes his/her salary. The Secretary General is responsible to the Board. The Secretary General ensures the communication between the members and supports the work of the Board. The tasks of the Secretary General are specified in the Internal Rules of Procedures.

2. The Secretary General participates at the Meetings of the General Assembly, at the Meetings of the Board and at the Meetings of the Executive Committee and takes the minutes of the meetings.

3. The secretariat can be attached to one of the member organisations.

4. The Secretary General and other PEFC Council appointed personnel while exercising their functions do not enter into any personal obligation and are only responsible for the exercise of their mandate.

**Article 8: Working Languages**

1. English is the official language of PEFC Council. General Assemblies will be held in English, and German and French can be used at the decision of the General Assembly, while all other meetings will be held in English. Official documents will be made available in English by the secretariat. Further translations are within the responsibility of the national governing bodies.

**Article 9: Internal Rules of Procedure and Guidelines**

1. Internal Rules of Procedure and Guidelines of the PEFC Council are decided by the Board, and presented to the General Assembly.
Article 10: Usage of the Trademark Logo and its Financing

1. The rules for the trademark logo usage are decided by the General Assembly within the framework of principles of PEFC Council.

Article 11: Dissolution

1. After the dissolution of the association, all remaining assets shall be transferred to a tax exempt organisation which has similar public interest goals to those of the PEFC Council. Under no circumstance will any remaining assets be returned to the founders or other members, nor shall they be used to their benefit in all, or part, in any manner whatsoever.

Signed

Date: _________________________

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Chairman

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Secretary General