

Bylaws of PEFC Polska Council

Whereas:

1. The Forest Research Institute is a member of an international organisation Programme for Endorsement of Forest Certification Schemes PEFC Council based in Geneva,
2. By reason of its membership in the PEFC Council, the Forest Research Institute is required to set up the PEFC Polska Council bringing together organisations associated with broadly understood forestry, woodworking or environmental protection, as well as forest managers and owners, whose task, specifically, will be to participate in the establishment and review of criteria and indicators of sustainable forest management,

The Forest Research Institute ("FRI") and other parties hereby establish the PEFC Polska Council and lay down its following Bylaws.

General Provisions

§ 1

1. The PEFC Polska Council, hereinafter referred to as the Council, shall be an initiatory, opinion-giving and advisory body with regard to management of the Polish forest certification scheme within the framework of the *PEFC*¹. The PEFC Polska Council shall be a decision-making body with regard to definition and review of criteria and indicators of sustainable forest management and supply chain certification.
2. The Council shall have no legal personality, and consequently may not acquire rights, incur obligations or own property.
3. The Council may include organisations dealing with broadly understood forestry, woodworking or environmental protection, as well as forest managers and owners.
4. Membership in the Council is voluntary.
5. The Council shall accomplish its objectives and perform its tasks in accordance with these Bylaws and relevant provisions of the PEFC as an international organisation.

¹ Programme for the Endorsement of Forest Certification schemes

6. With regard to definition of criteria and indicators of sustainable forest management and supply chain certification, the Council shall have discretion and be independent of its members and third parties.
7. The Council shall be established for an indefinite term.
8. Members of the Council shall receive no compensation for their involvement in the Council.

Objectives and Tasks

§ 2

1. The Council's objectives shall be to:
 - 1.1. promote the principles of sustainable development in the forestry sector through the Polish forest certification system;
 - 1.2. support and improve the Polish forest certification system;
 - 1.3. support the implementation of the Polish forest certification system;
 - 1.4. support the rational use of timber and other forest resources as green renewable resources;
 - 1.5. promote products certified under the PEFC scheme,
 - 1.6. promote the Polish model of forest management in the international arena.

2. The task of the Forest Research Institute as a member of the PEFC Council shall be to manage the forest certification system under the PEFC scheme in Poland, while the Council's task shall be to:
 - 2.1. review on a regular basis the Polish forest certification system operating in accordance with the legal system of the Republic of Poland and the rules laid down by the PEFC Council based in Geneva.
 - 2.2. review on a regular basis criteria and indicators of sustainable forest management;
 - 2.3. approve training programmes for certification bodies and make sure these are implemented to a suitable level;
 - 2.4. co-operate with the Polish Centre for Accreditation (PCA) in evaluating competencies of certification bodies operating in the area of the Polish forest certification system;
 - 2.5. promote the PEFC forest certification system;
 - 2.6. provide certification bodies with binding interpretations of indicators and criteria of sustainable forest management;
 - 2.7. co-operate with other members of the PEFC Council and similar Polish and international organisations.

Organisational Principles

Membership

§ 3

1. Membership in the Council shall be open to organisations associated with forestry, woodworking and environmental protection.
2. Members of the Council shall be divided into:
 - 2.1. ordinary members;
 - 2.2. honorary members.
3. Ordinary membership in the Council may be granted to an organisation which:
 - 3.1. satisfies the membership criteria within the meaning of these Bylaws,
 - 3.2. submits a written membership application to the Council's Board of Directors;
 - 3.3. presents the organisation's key objectives and areas of operation in the application;
 - 3.4. commits itself in the application to complying with the Council's Bylaws;
 - 3.5. names a person for contacts with the Council's office;
 - 3.6. obtains approval of the Council's Board of Directors; where approval is withheld, a candidate has the right to appeal to the General Meeting of Members;
 - 3.7. pays the membership fee.
4. Honorary membership may be granted to an organisation which has made an outstanding contribution to the promotion and development of the PEFC certification system. The title of honorary member shall be conferred by the General Meeting of the Council, on motion by the Council's Board of Directors.
5. Members of the Council shall be grouped into three chambers:
 - 5.1. forest management chamber - bringing together forest owners and managers;
 - 5.2. woodworking and non-wood material processing industry chamber - bringing together entities involved in primary and secondary processing of timber, trade in timber and wood products and other forest products;
 - 5.3. socio-scientific chamber, which may be joined by organisations dealing with nature and environment protection, interested in social aspects, including, but not limited to, trade unions, public service organisations, organisations of employers, scientific and educational institutions, as well as other organisations interested in those issues;

6. A candidate for an ordinary member shall decide in the submitted application which of the above-mentioned chambers to join. Ultimately, membership in a given chamber shall be decided by the Council's Board of Directors.
7. In a letter addressed to the Council's Board of Directors, members of the Council shall name or dismiss their representatives in the Council.
8. Entities which, for various reasons, may not or do not want to become members of the Council may participate in its proceedings as observers. Observers shall participate in the proceedings of the Council in advisory capacity.

Rights and Obligations of Members

§ 4

1. An ordinary member shall have the right to:
 - 1.1. elect others and be elected to the Council's Board of Directors;
 - 1.2. vote;
 - 1.3. submit opinions, motions and proposals.
2. An ordinary member shall be obliged to:
 - 2.1. actively participate in activities of the Council and promote the idea of certification under the PEFC scheme;
 - 2.2. abide by the Bylaws of the Council;
 - 2.3. regularly pay membership fees.
3. An honorary member shall have the right to:
 - 3.1. participate in the proceedings of the Council in advisory capacity;
 - 3.2. submit opinions, motions and proposals.
4. An honorary member shall be obliged to abide by the Bylaws of the Council.
5. An honorary member shall be exempt from an obligation to pay membership fees.

Expiration of Membership

§ 5

1. Membership shall terminate following:
 - 1.1. dissolution of an organisation or discontinuation of its business;
 - 1.2. written resignation submitted to the Council's Board of Directors;
 - 1.3. expulsion by the Council's Board of Directors as a result of:
 - a) gross violation of member obligations;
 - b) failure to pay membership fees, despite a notice, for a period of more than 12 months.
 - 1.4. revocation of the title of honorary member by the General Meeting.
2. The Council's Board of Directors shall notify a member in writing about expulsion, providing the reason for expulsion or revocation of the title.

3. Readmission to the Council shall take place by way of the resolution of the Council's Board of Directors or after the reason causing the loss of membership has ceased to exist and the procedure described in § 3 (3) or (4) has been restarted.

Authorities and Governing Bodies of the Council

§ 6

1. The Council's governing bodies shall be:
 - 1.1. General Meeting of members, divided into three chambers: forest management, woodworking and non-wood material processing industry and socio-scientific chambers.
 - 1.2. Board of Directors.
2. The term of office of the Board of Directors shall be three years.
3. The Board of Directors shall be elected in a secret ballot by a 2/3 majority of votes, in the presence of at least half of the members of the Council entitled to vote. In such a case, the resolution of the General Meeting will not be adopted through a vote held in separate chambers.

General Meeting of Members

§ 7

1. The General Meeting of Members is the highest authority of the Council.
2. The General Meeting comprises three chambers and each member may join one chamber only.
3. Subject to the presence of a quorum, i.e. half of the members of a given chamber, resolutions of the General Meeting shall be adopted on the first scheduled date according to the following procedure:
 - 3.1. each chamber votes on a given resolution separately:
 - a) in cases specified in § 7 (11.1), (11.2), (11.7) and (11.9) - by a 2/3 majority of votes;
 - b) in other cases - by a simple majority of votes;
 - c) the manner of holding a ballot (secret or open) is decided by members of the chamber unanimously, i.e. if no member of the chamber demands a secret ballot, then an open ballot is held, except where these Bylaws provide to the contrary.
 - 3.2. a resolution is adopted by the General Meeting, if all the chambers voted in favour of its adoption.
4. If a resolution is not adopted due to the lack of a quorum, it may be put to the vote again in a given chamber, without the need for a quorum. These provisions shall not apply to the election of the Board of Directors of the PEFC Council.
5. Online vote shall be permitted in accordance with the rules laid down in subparagraph 3.

6. The General Meeting shall convene at least once a year on a date set by the Board of Directors.
7. On motion by members of the Board of Directors or at least 10 members of the Council, an extraordinary General Meeting may be convened.
8. The date, venue and agenda of a session of the General Meeting (i.e. meeting of chambers) shall be notified to members by the Chairperson or another member of the Council's Board of Directors at least 30 days in advance of the planned date of the Meeting. In exceptional cases, the General Meeting may be convened on two weeks' notice.
9. Deliberations of the General Meeting shall be presided over by the Chairperson of the Council and in his or her absence, by his or her deputy or by another member of the Board of Directors.
10. Deliberations of a Chamber shall be presided over by a person elected by members of that chamber by a simple majority of votes.
11. The General Meeting shall be competent to:
 - 11.1. adopting resolutions on the Polish PEFC standards;
 - 11.2. adopt amendments to the Bylaws;
 - 11.3. appoint and dismiss members of the Board of Directors;
 - 11.4. confer and revoke the title of honorary member of the Council;
 - 11.5. initiate and define actions serving to promote certification under the PEFC scheme
 - 11.6. give opinions on itemised financial plans put forward by the Board of Directors and fix the amount and determine the manner of payment of membership fees;
 - 11.7. approve reports on activities of the Board of Directors;
 - 11.8. administer disciplinary procedures in relation to members of the Council;
 - 11.9. disband the Council.

Council's Board of Directors

§ 8

1. Proceedings of the Council shall be directed by the Board of Directors composed of representatives of all the chambers and elected in a secret ballot by the General Meeting of Members.
2. The Board of Directors shall be composed of six persons: chairperson, two deputy chairpersons, secretary and two members, who are elected by the General Meeting for a three-year non-staggered term of office. The Board of Directors shall serve their term of office without compensation.
3. The Board of Directors shall adopt resolutions by a simple majority of votes. Where there is no majority, the Chairperson shall have a casting vote. When adopting its resolutions, the Board of Directors shall be permitted to vote via the Internet.
4. The Board of Directors shall be competent, in particular, to:
 - 4.1. set the date of the Ordinary General Meeting of Members and dates of Extraordinary Meetings;

- 4.2. carry out resolutions of the General Meeting;
 - 4.3. draw up the schedule of work and organise the work of the Council and ensure proper performance of tasks;
 - 4.4. co-operate on an ongoing basis with the PEFC Council based in Geneva;
 - 4.5. formulate a financial plan and submit it to the Council for opinion and to the Management of the FRI for approval;
 - 4.6. co-operate on an ongoing basis with the FRI with regard to organisational matters;
 - 4.7. implement changes in standards resulting from the adoption of new regulations by the PEFC Council, the changes associated with adaptation to the standards of the IAF and other adjustments to the current legislation, and after consultation with the Director of IBL, changes in the content of the agreements;
 - 4.8. approval of training programs for auditors, as required by the document DAC-18².
5. The Board of Directors' tasks shall be to organise the work of the Council. The Board of Directors shall have no right to incur any obligations or acquire rights either on behalf of the Council as a whole or on behalf of its individual members, in particular the FRI. If the Board of Directors determines that it is necessary to incur an obligation or acquire a right in order to ensure the proper organisation of the Council, the Board of Directors shall be required to immediately notify the Director of the FRI thereabout, who, having made his or her own determination, may incur such an obligation or acquire such a right on his or her own behalf.
 6. The Board of Directors shall notify the Management of the FRI about actions it has taken in quarterly reports.
 7. The Board of Directors shall submit to the General Meeting annual reports on conducted activities, whose integral part is a statement of income and expenditure of the Council prepared in collaboration with the Forest Research Institute.

Working Groups

§ 9

1. The Council shall set up standing or ad hoc Working Groups, depending on the need to address various tasks and issues.
2. A Working Group shall be led by the chairperson elected by members of that group.
3. The Board of Directors shall decide on the number and tasks of such groups.
4. A working group may co-operate and vote internally via the Internet.

² <http://www.pca.gov.pl/doc/DAC-18.pdf> (Accreditation program for certification bodies in forest management and chain of custody of PEFC system - DAC-18)

5. The Chairperson of a Working Group shall submit quarterly reports to the Board of Directors and an annual report to the General Meeting of Members of the Council.

Financial and Administrative Rules

§ 10

1. As a member of the PEFC Council, the Forest Research Institute undertakes to ensure appropriate conditions and opportunities to represent the views of all the stakeholders interested in practising sustainable forest management and in the certification process.
2. The Forest Research Institute is the owner of the Polish certification system PEFC.
3. The Council's activities and operating costs of its Board of Directors are paid for by the Forest Research Institute.
4. The Forest Research Institute arranges for accounting and administrative and legal support for the activities of the Council and its Board of Directors.
5. The Council's activities are financed based on a financial plan agreed and approved by the Director of the FRI.
6. The Council's Board of Directors is authorised to act only to the extent envisaged by these Bylaws, and specifically may not incur any obligations or acquire rights.
7. Decisions of financial or legal nature shall only be made by the FRI in accordance with the principles of representation adopted by the Institute, and agreements with certification bodies entered into by the FRI shall be signed by the Director of the FRI and the Deputy Director for economic matters and countersigned by the Chairperson or Deputy Chairperson of the Council.
8. Any income generated from the Council's activities, including proceeds from certification activities shall constitute income of the Forest Research Institute and may be spent as required by the FRI, with the exception of income from the use of the PEFC logo, which will be fully earmarked for the promotion of the PEFC system.

Final Provisions

These Bylaws shall enter into force upon their adoption by the General Meeting of Members on 19/01/2010.

With amendments adopted by the General Meeting of Members on 15/02/2012.