

ASSOCIATION TECHNIQUE INTERNATIONALE DES BOIS TROPICAUX

Non-profit association
Nogent-sur-Marne Subprefecture - No. RNA W751084623

Headquarters:

Jardin Tropical de Paris
45 bis Avenue de la Belle Gabrielle
94130 NOGENT-SUR-MARNE (France)

Statutes

The ATIBT (*Association Technique Internationale des Bois Tropicaux*) was created in France in 1951, with backing by the FAO and OECD, as an association governed by the French law of 1 July 1901 for industry associations of property owners, corporate foundations and endowments.

ATIBT has declared the existence of its association to the relevant departments of its main office's Prefecture.

At an Extraordinary General Meeting held on 31 May 2016, the collective members of the Association voted to replace the association's statutes with the following provisions.

Article 1 - NAME

The Association's name remains:

Association Technique Internationale des Bois Tropicaux.

Its acronym remains: **ATIBT.**

Article 2 - DURATION

The Association's duration remains unlimited.

Article 3 - HEADQUARTERS

The Association's headquarters is set at the following address:

**Jardin Tropical de Paris – 45 bis Avenue de la Belle Gabrielle
94130 NOGENT-SUR-MARNE (France).**

The Association's headquarters may be transferred to any place upon decision by the General Assembly.

The Association can open, at any time, one or more local branches or representative offices in any country, including the national territories of ATIBT Member States.

Article 4 - PURPOSE – MISSION – VISION

ATIBT contributes to the sustainable and responsible development of the tropical forest-timber sector, from the forests to the market.

The Association aims to facilitate effective and innovative cooperation between all stakeholders in order to develop and implement the sustainable and responsible management of tropical forests, so as to increase their long term contribution to development in forest country economies.

As such, the Association provides its members with information, training, technical and scientific support, promoting best practices in all sectors of the industry, in particular to ensure the economic viability, social equality and the preservation of forest ecosystems.

ATIBT notably represents forest managers and loggers (mainly located in Africa), suppliers of tropical timber products and all other industry players that are involved in responsible forestry. As such, it promotes across global markets the tropical timber that is harvested using responsible practices.

Through its actions, ATIBT intends to contribute to the protection and preservation of tropical forests for generations to come, through the promotion of forest concessions that are certified and sustainably managed and protected zone networks. ATIBT is aligned with the market's evolving demand, and its interest in tropical timber products that are legal and/or certified.

ATIBT's three main strategic priorities are:

- The sustainable management of tropical forests,
- The enhanced processing of timber to achieve higher added value,
- The improvement of access to world markets, the promotion and development of the market for products made of legal and/or certified tropical timber.

Article 5 - ATIBT'S VALUES

The values defended by ATIBT are:

- **Responsibility:** Compliance with the current legislative and regulatory framework in all producing and consuming countries involved with products made with tropical timber, including (but not limited to) laws relating to sustainable forest management, the environment and labour.
- **Transparency:** ATIBT demonstrates both transparent and ethical behaviour, taking into account the expectations of its members and stakeholders of the tropical timber industry.
- **Integrity:** ATIBT is an organisation with integrity that condemns all forms of corruption.
- **Respect:** ATIBT respects industry players' various views and interests, as this forms the basis of the association's federating nature.
- **Cooperation:** ATIBT cooperates with NGOs, academic institutions and public institutions that share the same values and the same goals.

Article 6 - ATIBT MEMBERS

6.1 - ATIBT's Members are legal entities or individuals that wish to contribute to the implementation of the Association's mission and goals.

Legal entities that are members appoint an individual to ensure their permanent representation in the Association's various bodies which they are able to participate in.

A list of ATIBT members, with contact details and the identity of their permanent representative, is kept up to date and on file at the headquarters, where anyone can consult it.

6.2 - Association membership of States is established through the joint signing of an ATIBT Convention, by a representative of the relevant State's executive power and by the Association's President or representative.

Association membership of all other members is established by subscribing to a membership form, resulting in their adherence to these statutes.

6.3 - Applications for admission are submitted by the candidates to the President through the Association's Secretariat.

The received applications are forwarded to the administrators for approval. The Board of Directors' response is issued after a maximum period of 15 days by the President or by his representative.

Admission refusal need not be justified by the Board of Directors.

At each General Assembly, the joining of new members approved by the Board, removals and resignations are the subject of a communication that is mandatorily included on the agenda.

Article 7 - MEMBER RESPONSIBILITIES AND COMMITMENTS

7.1 - ATIBT Members cannot be held personally liable for any commitments made by the Association with third parties.

Only ATIBT's assets can meet those commitments, under the sovereign discretion of the courts.

7.2 - With regard to their membership in the Association, ATIBT Members commit to:

- Strictly complying with the Association's statutory provisions, or, for Member-States, strictly complying with the ATIBT's Convention;
- Complying with the laws and regulations that are in effect in the territories where they are based or where they are engaged in economic activities;
- Promoting anti-corruption measures;
- Contributing to projects managed by the Association, and therefore actively participating in the responsible development of the tropical timber sector;
- Promoting the ATIBT's actions to the general public and third parties, displaying Association membership during events and participating in collaborative studies conducted by the Association.

7.3 - For some ATIBT Members, membership in the Association also implies complying with various additional specific commitments:

- **Producers in the wood sector** that are ATIBT members should at minimum be engaged in a credible verification process of their activities, commissioned by a reputable third party.
- **European importers** that are ATIBT members undertake to comply with the obligations of the European Union's Timber Regulation.
- **Non-European importers** that are ATIBT members undertake to adhere to the chain of control they have previously set up in terms of the legality of their purchases.
- **Professional associations** that are ATIBT members undertake to promote the implementation of the EUTR (when based in European countries), and the VPA (when based in African countries); they undertake to promote the verification of the legality of their members' activities by a reputable third party, forest certification and anti-corruption measures.

7.4 - Members of the Association are committed to actively contributing (within their capabilities) to:

- The flow within the Association of strategic information on the tropical forest-timber sector;
- The provision to the Association of data on the tropical forest-timber sector that is objective, available, up to date and validated as soon as possible;
- The establishment of ongoing contact with the Secretariat regarding issues that are of importance to the tropical forest-timber sector.

Article 8 - ASSOCIATION BODIES

The Association consists of several bodies: the General Assembly, the Board of Directors and its Executive Office and the Secretariat.

The Board of Directors may also elect to create various Subsidiary Bodies (Commissions, Committees, Thematic Working Groups, etc.).

8.1 - The General Assembly

The General Assembly consists of all Members of the Association or their representatives, who are fully paid-up in terms of their membership fees as of the meeting date.

The Ordinary General Assembly is convened at least once a year by the President of the Board of Directors who chairs it. It may also be convened on an Extraordinary basis by the President or, in his absence, by the Board, or upon the request of at least a quarter of the Association's Members.

At least 30 days before the set date, ATIBT members receive a written notice from the President containing the date, time, place and agenda of the meeting.

8.1.1 - Ordinary General Assembly

a. Powers of the Ordinary General Assembly

The Ordinary General Assembly:

- Appoints the members of the Board of Directors, with the aim of a balanced distribution among the various categories of Members;
- Ratifies the appointment of the President of the Association presented by the Board;
- Appoints the Auditors(s) and his/her or their substitute(s);
- Approves the President's report;
- Approves the annual financial statements submitted by the Board;
- Ratifies changes in the membership fee structure;
- Obtains information regarding Member admission and exclusion decisions made by the Board of Directors as well as Member resignations;
- Approves the orientation of activities enabling the Association to achieve its goals and objectives.

b. Deliberations

The Ordinary General Assembly will duly deliberate as long as at least one quarter of the Association's Members are present, represented or have cast a vote by mail. If this quorum is not reached, the General Assembly shall be reconvened with the same agenda within 30 days. At this second meeting, the Assembly shall duly deliberate regardless of the number of Members present, represented or who have cast a vote by mail. Decisions are made by a show of hands unless a Member requests that the vote take place by secret ballot.

The Ordinary General Meeting deliberates according to a simple majority of the votes cast by the Members present or represented, each member having one vote. Each Member of the General Assembly may be represented by another Member of the Association upon submission of a written mandate; there is no limit to the number of mandates a Member can hold.

8.1.2 - Extraordinary General Assembly

a. Powers of the Extraordinary General Assembly

The Extraordinary General Assembly has sole authority to amend the statutes, to order the dissolution of the Association, to approve the transfer of its assets or decide on its merger with other associations. In general, it is competent to deliberate on any decision that calls into question the existence of the Association or that affects its purpose.

Upon decision by the Board of Directors or upon written request by a quarter of the Members of the Association to the President, the latter shall convene an Extraordinary General Assembly. At least 30 days before the set date, ATIBT members receive a written notice from the President containing the date, time, place and agenda of the meeting.

b. Deliberations

The Extraordinary General Assembly will duly deliberate as long as at least one half of the Association's Members are present, represented or have cast a vote by mail.

If this quorum is not reached, the General Assembly shall be reconvened with the same agenda within 30 days. At this second meeting, the Assembly shall duly deliberate regardless of the number of Members present, represented or who have cast a vote by mail.

Extraordinary General Assembly deliberations are conducted by a qualified majority of two thirds of the votes of the Members present, represented or who have cast a vote by mail. Each Member of the

Extraordinary General Assembly may be represented by another Member of the Association upon submission of a written mandate; there is no limit to the number of mandates a Member can hold.

8.2 - The Board of Directors

8.2.1 Composition - Appointment - Renewal of the Board of Directors

a. Appointment of the Members of the Board of Directors

The Association is administered by a Board of Directors made up of a maximum of 24 Members, individuals or representatives of legal entities, and selected from among ATIBT members who are fully paid-up in terms of their membership fees. Additional administrator seats are reserved for representatives of the States that have signed a convention with the ATIBT under the conditions of Article 6.2.

Board members are elected by the General Assembly for a four-year term and may be reappointed. A list of proposed nominees is presented by the Board of Directors before the vote; this list of Administrators must be established in the interest of balance between the various categories of Members.

The competent authorities of each Member State shall appoint a representative to carry out the role of administrator within the Board of Directors.

b. Appointment of the President

The Board of Directors elects for a renewable two-year period a President, from among its contributing Association members, or from among the designated representatives of the contributing ATIBT Association Members. The appointment of the President must be ratified by the General Assembly.

The President of the Board of Directors is also designated by the title President of the Association, or President.

8.2.2 - Board of Directors Meetings

a. Convening of the Board of Directors

The Board of Directors meets at least twice a year at the Association's headquarters, or any other location designated on the meeting notice.

Board of Directors meetings may be held by videoconference or by teleconference, pursuant to the provisions of current laws and regulations. In this case, members of the Board of Directors participating in the Board meeting via a videoconference system or the aforementioned conference call are considered as present for the quorum and majority.

The Board is convened by the President, or upon written request addressed to the President by at least a quarter of the administrators. At least 15 days before the date set for the meeting, members of the Board of Directors receive an invitation by mail (including email), that includes the date, time, location and agenda of the meeting. The agenda is signed by the President or by his or her representative.

Board members can be consulted regarding urgent matters using all means of communication, including email.

The members of the Board of Directors are not remunerated. Moreover, each administrator will cover his or her own expenses and make necessary arrangements to attend Board meetings, no matter where they are to be held.

b. Deliberations of the Board of Directors

The President chairs the Board meetings and ensures that the quorum of administrators that are present or represented by mandates is reached. The quorum is reached with 1/3 of the administrators present or represented by mandates. Each Member of the Board of Directors may be represented by another Member of the Board, upon presentation of a written mandate (a Member can hold an unlimited number of mandates).

Generally, a consensus among the administrators is favoured for the adoption of decisions by the Board of Directors. If it necessary to submit the decision to a vote, it can be approved by a simple majority of votes cast by the members of the Board who are present or represented. Decisions are made by a show of hands unless a member requests that the vote take place by secret ballot. Each member of the Board of Directors has one vote. In the event of a tie, the President's vote is decisive.

8.2.3 - Powers of the Board of Directors

The Board of Directors is vested with broad powers within the limits of the purpose of the Association and within the boundaries of the resolutions adopted by the General Assembly.

It can authorise all acts or operations that do not statutorily fall under the jurisdiction of the Ordinary or Extraordinary General Assemblies.

The Board of Directors is notably responsible for:

- a) The definition of ATIBT's objectives and strategy;
- b) The implementation of the guidelines approved by the General Assembly;
- c) The approval of new Members of the Association;
- d) The exclusion of Members, under the conditions defined in article 10 of these statutes;
- e) The appointment of Executive Board members, including the Treasurer;
- f) The appointment of the Managing Director;
- g) The validation of the President's report and the annual financial statements to be submitted for approval by the General Assembly;
- h) The validation of reports submitted by the Secretariat;
- i) The creation of Subsidiary Bodies of the Association (Commissions, Committees, Thematic Working Groups, etc.) (article 8.5 of these statutes); their distribution and the monitoring of their work;
- j) The handling of complaints and claims (article 11 of these statutes).

The Board of Directors authorises the Managing Director to take legal action on behalf of the Association.

8.3 - Executive Office

The Executive Office is made up of five administrators appointed by the Board of Directors from among its members. The Office must consist of the President of the Board of Directors, the Treasurer and possibly a Vice-President. The distribution that ensures the representation of the various membership categories is subject to the Company Rules and Regulations established by the Board. The Executive Office meets whenever necessary and by any means. It is convened at the request of the President or three of its members.

The Executive Office is, in the name of the Board of Directors, the Executive Secretariat's controlling, guiding and advisory body.

8.4 - The Executive Secretariat

The Executive Secretariat is the Association's executive body; it consists of all of ATIBT's employees. It is headed by the Director, who acts in accordance with the directives of the Association's bodies. The Director is selected and appointed by the Board of Directors. The Director represents the Association in all acts of civil life.

The Director is in charge of leading and supervising the entire staff of the Secretariat, which is recruited according to the needs of the Association and in accordance with the rules defined by the Board for it to successfully carry out its missions.

Among other things the Managing Director's missions include:

- a) Proposing a strategy for the Association to the Board, and the means to implement it;
- b) Implementing the strategy by deploying activities in accordance with the objectives and guidelines set by the Association;
- c) Directing the Association's Secretariat;
- d) Preparing the annual budget for approval by the Board of Directors;
- e) Preparing the Association's certified annual financial statements;
- f) Calling on the Executive Office for any decisions involving the Association beyond the current management functions that are in accord with current strategic and budgetary priorities;
- g) Reporting his actions to the Association's various bodies.

8.5 - Subsidiary Bodies (Commissions, Committees, Thematic working groups, etc.)

ATIBT's Subsidiary Bodies are created at the initiative of the Board of Directors, according to the needs of the Association.

Created upon proposal by the Board of Directors, which determines each body's purpose and duration, they are in charge of assisting, advising and guiding the Board in terms of topics or specific issues that fall within the Association's scope of action.

The Board of Directors, which can create as many Subsidiary Bodies as it wishes, can also regulate their operations and define their agenda.

These Thematic Working Groups operate autonomously and can consist of:

- ATIBT Members
- sector experts that are recognised by ATIBT

The Working Groups' conclusions are reported to the Board of Directors by a representative of each Group. This representative is heard by the Board in order to report on the work achieved by the Group he or she represents. The Board of Directors examines the reports and the proposals of each Working Group; it then is free to decide whether or not it will be presented during the General Assembly.

Article 9 - FINANCIAL RESOURCES

The financial resources necessary for the Association to operate come from various sources:

1. Payments of **annual ATIBT membership fees**, whose amount is set during the General Assembly, upon proposal by the Board of Directors.
Fees are payable by calendar year and payable on or before 31 March of the current year.
The first membership fee of a new member can be counted by full quarter according to his or her initial membership date.
States and International Organisations are exempt from membership fees.
A Member's default of payment of all or part of annual membership fees by the due date justifies, if the Board of Directors deems it appropriate after a formal notice has been issued, the suspension of all or part of the Member's rights or his or her outright exclusion from the Association;
2. Payment of cash donations or voluntary contributions made to the Association by third parties or ATIBT Members (excluding bequests);
3. Direct or indirect subsidies granted to ATIBT;
4. Any resources or compensation arising from projects conducted, completed or implemented by ATIBT, in whole or in part;
5. Any revenues linked to services that are provided or to the organisation of events by the Association, or to the sale of goods or products related to said events;
6. Any other legal financial resources (including bank loans) that could be affected to the Association's operating budget or to projects that the Association carries out.

The Secretariat is supported by all of the Association's Members in its search for funding for the implementation of specific projects.

Article 10 - REMOVAL OF ASSOCIATION MEMBERS

ATIBT membership can be lost due to the:

- The resignation of a Member, submitted by writing to the Association's Secretariat
- The dissolution of the entity that is a Member of the Association
- The exclusion pronounced by the Board of Directors, for one of the following reasons:
 - a violation of the statutes' clauses, especially non-compliance with Article 7 - "ATIBT Member Responsibilities";
 - a serious reason that is detrimental to the moral and material interests of the Association;
 - a default of payment of all or part of the annual membership fees. The non-collection of said fees during the first quarter justifies the issuance of a formal notice. In the event of a failure to amicably recover the amounts due to ATIBT before 1 May of the current year, the information is transmitted to the Board of Directors, which shall decide whether or not it wishes to exclude the member.

Any Member of the Association whose exclusion is pronounced by the Board of Directors may request a review of that decision by the General Assembly of ATIBT Members. He or she must submit his request to the President, so that it is added to the agenda of the next Assembly meeting, provided that this request has been made at least one month prior to the holding of the Assembly.

Pending the review of the exclusion decision by the Assembly, as the appeal is not suspensive, the Member excluded by the Board is deprived of all the rights he or she had as an ATIBT member, including that of participation in the various bodies of the Association, or voting.

Article 11 - COMPLAINTS AND CLAIMS

Any complaints or claims against ATIBT must be sent by standard mail to the Association's Secretariat, which will record it and transmit it to the Board of Directors.

Complaints and claims that are deemed relevant by the Board result in a reasoned response from it and the implementation of any corrective measures it deems necessary.

Complaints and claims do not suspend execution.

Article 12 - FINANCIAL YEAR

The financial year begins on 1 January and ends on 31 December each year.

Article 13 - COMPANY RULES AND REGULATIONS

The Board of Directors may establish one or more company rules and regulations designed to clarify and supplement the Association's operating rules. The Board has sole authority to amend or repeal them.

Article 14 - DISSOLUTION OF THE ASSOCIATION

ATIBT' dissolution may be decided by the Extraordinary General Assembly, upon proposal by the Board of Directors. One or more amicable liquidators are then appointed by the Assembly, and any assets are then devolved.

The Members of the Association cannot be attributed, beyond the return of their potential contributions, any share of the Association's property.

Any remaining net assets shall be attributed to one or more associations pursuing similar goals. They will be designated by the Extraordinary General Assembly.

Statutes adopted by the Extraordinary General Assembly held on 31 May 2016 in Nantes.

In the event of a dispute regarding the translation, the French version shall prevail