

# *Association Technique Internationale des Bois Tropicaux*

## ATIBT

Non-profit association  
Headquarters: Jardin Tropical de Paris  
45 bis Avenue de la Belle Gabrielle  
94130 NOGENT-SUR-MARNE (France)  
Nogent-sur-Marne Subprefecture - No. RNA W751084623

## Statutes

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 28 January 2022, the collective members of the Association voted to replace the association's statutes with the following provisions.

### Preamble

The values defended by ATIBT are:

- **Responsibility:** Compliance with the legislative and regulatory framework in effect in all the producing or consuming countries involved in tropical forest products, in particular and in a non-limitative way, the laws relating to the sustainable management of the forests, the environment and labour law.
- **Transparency:** ATIBT engages in transparent and ethical behaviour, taking into account the expectations of its members and tropical timber industry stakeholders.
- **Integrity:** ATIBT is an organisation that demonstrates integrity and condemns all corrupt practices.
- **Respect:** ATIBT respects the various points of view and interests of the sector's stakeholders, which is the very foundation of the association's federative character.
- **Cooperation:** ATIBT cooperates with NGOs, academic institutions and public institutions that share the same values and objectives.

### 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**

### PURPOSE

ATIBT's purpose is to contribute to the sustainable and responsible development of the tropical forestry and timber sector, from the forest to the markets and, more generally, to carry out any other mission that may be entrusted to it in relation to its purpose.

The tropical forest-timber sector includes all of the stakeholders that will be categorised in the article on ATIBT's members. Generally speaking, these players are all involved in the development of tropical forests and their sustainable management.

### MISSION

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.

The further processing of timber towards greater added value, the facilitation of access to world markets, the promotion and development of the market for legal and/or certified tropical timber products are also part of the association's missions.

ATIBT also has the mandate to represent 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.

## VISION

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. The role of tropical forests in the effort to combat global warming must be supported. Moreover, ATIBT is aligned with the market's evolving demand, and its interest in tropical timber products that are legal and/or certified. ATIBT also intends to combat illegal trade in tropical timber.

ATIBT recognises the urgent need to contribute to the preservation, restoration and of course the sustainable management of tropical forests due to the range of ecosystem services they provide to humanity in terms of biological diversity, climate, air, water and carbon storage.

## **Article 5 – ATIBT MEMBERS**

**5.1** - 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.

The various categories of members are as follows:

- Forest producers
- Industrial processors
- Importers and traders
- Service providers within the timber industry (equipment and parts suppliers, shipping companies, etc.)
- Professional associations
- Research organisations
- NGOs
- Research firms
- Individual members (in their own name or in the name of their one-person company)
- International organisations
- States and regional or local governments

Former presidents of ATIBT are members of ATIBT on a complimentary basis.

**5.2** - 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.



5.3 – Applications for admission are submitted by the candidates to the President through the Association's Managing Director.

The received applications are forwarded to the administrators for approval. The Board of Directors' response is issued after a maximum period of 30 calendar 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 6 - MEMBER RESPONSIBILITIES AND COMMITMENTS**

6.1 – 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.

6.2 – 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.

6.3 – 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.

6.4 – 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 permanent team regarding issues that are of importance to the tropical forest-timber sector.
- Proactive participation in the specific work efforts of the "Subsidiary Bodies" of which they are members (commissions, working groups, etc.).



## **Article 7 - ASSOCIATION BODIES**

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

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

Meetings of all of the Association's bodies may be held by video-conference or telecommunication means in accordance with the provisions of currently applicable regulations. In this case, the members of the body who participate in the meeting by the aforementioned means of videoconferencing or telecommunication are deemed to be present for the calculation of the quorum and the majority. The votes of members present by videoconference or telecommunication are recorded electronically and counted in the same way as the votes of members who are physically present.

### **7.1 - The General Assembly**

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

A legal entity, member, is represented at the General Assembly by its legal representative who is entitled to represent it among third parties and does not have to provide a mandate.

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, if the ordinary General Assembly has not met within 18 months, by the President or, in the event of his absence for a period of over 3 months or his unavailability, 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.

#### **7.1.1 - 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;
- Appoints the Auditors(s) and, if need be, his/her or their substitute(s);
- Approves the President's report;
- Approves the annual financial statements submitted by the Board and audited by the Auditors;
- Approves the annual budget and the membership fee structure;
- Obtains information regarding Member admission and exclusion decisions made by the Board of Directors as well as Member resignations.

The power to appoint the President is left to the Board.



*b. Deliberations*

The Ordinary General Assembly will duly deliberate as long as at least one third of the Association's Members are present or represented or who 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 or 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 Assembly deliberates according to a simple majority of the votes cast by the Members present or represented or who have cast a vote by mail, 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 and a signed proxy; there is no limit to the number of mandates a Member can hold.

7.1.2 - 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 or represented or who 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 or 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.

## **7.2- The Board of Directors**

### **7.2.1 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 ATIBT.
- Board members are elected by the General Assembly. 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.
- Board members are elected for a four-year term and may be reappointed.
- The appointment of a representative of a legal entity as a member of the Board of Directors shall remain valid as long as his or her mandate has not been revoked,
- The legal representative of a legal entity may only exceptionally be represented by a different proxy. This replacement must be submitted to the Executive Board for approval.
- Additional administrator seats are reserved for representatives of States that have signed a convention with the ATIBT under the conditions of Article 6.2; the members of the Board of Directors representing the Association's member States are appointed by the authorities of these States.

#### *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 candidates designated by contributing ATIBT association members.

If a legal representative is appointed as President, he or she must withdraw if the legal entity which he or she represents is no longer a member of the Association or if it changes the appointment of its legal representative.

The Board of Directors, in order to ensure the continuity of the functions of president by this natural person, may propose that he/she continue his/her mandate.

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

#### *c. Compensation of members*

The members of the Board of Directors are not compensated. In addition, each director shall cover his or her own travel expenses and shall make the necessary arrangements to attend Board meetings wherever they may be held.

Only the President may be compensated for his mandate, within the limits set by the general tax code, so as not to jeopardise the unbiased management and non-profit nature of the Association.

The practical details of this remuneration will be set out in the internal regulations.





### 7.2.2 - Board of Directors Meetings

#### *a. Convening of the Board of Directors*

The Board of Directors meets as often as necessary and at least twice a year at the Association's headquarters, or any other location designated on the meeting notice. In addition to the statutory meetings, the President may consult the Board of Directors at its domicile on a specific matter.

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.

#### *b. Deliberations of the Board of Directors*

The President chairs the Board meetings and ensures that the quorum, set at 1/3 of administrators that are present or represented by mandates, is reached at the beginning of each Board meeting.

Each Member of the Board of Directors may be represented by another Member of the Board, upon presentation of a written mandate and a signed proxy (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 or an electronic vote, 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.

### 7.2.3 - 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 the President;
- f) The appointment of Executive Board members;

- g) The appointment of the Managing Director;
- h) The approval of the annual budget and verification of its execution;
- i) The validation of the moral report, approval of the annual financial statements to be submitted for approval by the General Assembly;
- j) The validation of reports submitted by the permanent team;
- k) 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;
- l) The handling of complaints and claims (article 10 of these statutes).

### **7.3 - Executive Board**

The Executive Board is made up of five administrators appointed by the Board of Directors from among its members.

The Board 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 Board meets as often as necessary. It is convened at the request of the President and necessarily at the request of the Treasurer or of two of its members.

The Executive Board is, on behalf of the Board of Directors, the monitoring, orientation and advisory body of the permanent team.

The Managing Director participates in the work of the Executive Board.

### **7.4 – The permanent team**

The permanent team consists of all of ATIBT's employees.

The Managing Director is selected and appointed by the Board of Directors.

The Managing Director represents the Association in all acts of civil life. Beyond the Board of Directors and Executive Board meetings, the General Manager is vested with the broadest powers to ensure the functioning of the Association, in compliance with the directives given to him by the Board of Directors or the Executive Board.

The Managing Director is in charge of leading and supervising the permanent team, 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 permanent team;
- 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 Board 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.

The Managing Director has a permanent delegation to sue on behalf of the Association.

#### **7.5 - 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 and the strategy of the Association in order to assist, advise and guide the Board in terms of specific topics or issues.

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. 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 8 – 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.
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 permanent team is supported by all of the Association's Members in its search for funding for the implementation of specific projects.



## **Article 9 - REMOVAL OF ASSOCIATION MEMBERS**

ATIBT membership can be lost due to:

- The resignation of a member, submitted by writing to the Association's permanent team.
- 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 6 - "ATIBT member responsibilities";
  - a serious reason that is detrimental to the moral and material interests of the Association (including non-compliance with the Association values listed in the preamble);
  - a default of payment of all or part of the annual membership fees. The non-collection of said fees during the first quarter may justify the issuance of a formal notice. In the event of a failure to amicably recover the amounts due to ATIBT before the final quarter 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 this Assembly meeting.

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 10 - COMPLAINTS AND CLAIMS**

Any complaints or claims against ATIBT must be sent by standard mail to the Association's permanent team, 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.

## **Article 11 – FINANCIAL YEAR**

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

## **Article 12 – 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 13 - 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.

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 28 January 2022.*



voor echtverklaring van  
de handtekening van Van de Ven Françoise  
Borsbeek, de 11/04/2022



De gemachtigde beambte  
(BW art.45§2 GW art.126)  
Pascale Cauwenberghs