

European Timber Trade Federation

Preamble

The members' meeting of the *Union pour le commerce des bois durs dans l'U.E.* (UCBD), *Union pour le commerce d'importation de panneaux en bois* (UCIP) and *Union pour le commerce des bois résineux dans l'U.E.* (UCBR) has passed a resolution on the foundation of the European Timber Trade Federation subject to simultaneous termination of earlier stated associations.

The members' meeting of the European Timber Trade Federation has drawn up its charter for the first time according to the text below.

CHARTER

NAME, REGISTERED OFFICE, DURATION

Article 1

1. The association bears the name “European Timber Trade Federation”, also referred to by the abbreviation: “ETTF”. In this charter and the regulations it shall be referred to as: “the association” or “ETTF”.
2. The association has its registered office in Almere. It also has an office in Brussels. The association was founded on 1 July 2009 for an indefinite period of time.

OBJECT OF THE ASSOCIATION

Article 2

1. To represent the interests of the trade, specifically the importing trade, the timber trade federations and its members of the European Economic Area in their dealings with the E.U. Commission as well as other organisations and institutions both inside and outside the E.U.
2. To favour and maintain a permanent collaboration among its members.
3. To defend vis-à-vis the supranational and international authorities and organisations the desiderata and recommendations relating to the issues linked to timber trade.
4. To engage such issues, whether professional, economic, ecological or fiscal, likely to promote and to favour the consumption of timber.
5. To communicate to the members of the Federation any information or documentation relating thereto.

6. To introduce any measures likely to guarantee in the long run the purchase prospects of timber from the countries of origin and to favour their use.

These objects are indicative, but not limitative.

MEMBERSHIP

Article 3

Membership of the ETTF is open to national associations of timber traders. A decision on admission by the board of the ETTF is binding.

The members' associations of the organisations referred to in the preamble are members of the ETTF on its foundation.

JOINING AS A MEMBER

Article 4

1. The request to be registered as a member of the association must be submitted in writing to the secretariat of the association; the registration procedure shall be arranged in detail in the internal rules and regulations.
2. The board shall decide on admission. This decision is binding.

SUSPENSION AND TERMINATION OF MEMBERSHIP

Article 5

The board can suspend a member in the cases and in the manner provided for in the internal rules and regulations.

Article 5a

Membership ends by written notice by the member to the secretariat of the association effective at the end of the year, subject to a notice period of at least six months.

CONSEQUENCES OF TERMINATION OF THE MEMBERSHIP

Article 6

1. Financial obligations ensuing from membership which arose before, but have not yet been fulfilled before the end of the membership, shall remain in full force upon termination of the membership.
2. The end of the membership entails the immediate loss of all rights connected to the membership.

OBLIGATIONS OF THE MEMBERS

Article 7

By joining the members undertake:

1. To subject themselves to the charter, regulations and resolutions of the association.

2. To only use any information, advice and assistance provided by the association, upon request or otherwise, on behalf of themselves and/or other members of the association.

FINANCIAL RESOURCES AND CONTRIBUTIONS

Article 8

The financial resources of the association consist of:

- a. capital brought in
- b. contributions of members
- c. other income

Article 9

Each member shall owe an annual minimum contribution, the amount of which shall be determined yearly by the members' meeting.

Article 10

Every year the board shall present a budget of income and expenditure for the next association year to the members' meeting.

INTERNAL ORGANISATION

Article 11

1. The management of the association lies with the board, which has all the authorities that have not been explicitly reserved for anyone else in this charter.

The board has the specific authority to enter into agreements as described in Article 44 Paragraph 2 and to take on obligations in the name of members as described in Article 2:46 of the Dutch Civil Code.

2. The board shall consist of at least 3 members who shall be elected by and from the members' meeting for a term of four years.

They must between them have expertise in the following areas: softwood, hardwood and panels.

3. A retiring member of the board may be re-elected once only after a term in office. If the interests of the association demand such, the members' meeting can, in individual cases, resolve to grant dispensation from the aforementioned restriction for a maximum term of four times one year. Such a resolution requires a four-fifths majority of valid votes cast. The board shall itself arrange the desired division of tasks and responsibilities, including the chairmanship.

4. The members' meeting can suspend and dismiss members of the board in the manner described in the internal rules and regulations.

SECTIONS

Article 12

The ETTF comprises 3 sections, namely:

1. Hardwood: the term hardwood shall be understood to mean tropical and temperated hardwood as referred to under the complete HS headings 44.03, 44.06, 44.07, 44.09, 44.14, 44.18.
2. Softwood: the term softwood shall be understood to mean sawn softwood and planed wood as referred to under the complete HS heading 44.071.
3. Panels: the term panels shall be understood to mean wood-based panel products and veneer as referred to under the complete HS headings 44.08, 44.09, 44.10, 44.11, 44.12, 44.13 and 44.18.

The members of the ETTF also have membership of the above mentioned sections.

Each of the sections has a board, of which the election, tasks and authorities are further defined by regulations.

The chairs of the three section boards are also members of the board of the ETTF.

COMMITTEES

Article 13

The board can form committees and study groups, in which, in addition to members of the board and members, other persons may also have a seat.

The board can charge and/or delegate specific tasks and powers to such committees and study groups, which shall then be carried out or performed under the responsibility of the board.

SECRETARIAT

Article 14

1. The members' meeting will appoint a secretary general.
2. The board will determine the remuneration of the secretary general.
3. The secretary general will assist the association, executive councils, committees and study groups and will carry out, or instruct to be carried out under his responsibility, all actions of the association or actions emanating from the association, which are not assigned to or the responsibility of other parties under the charter or the regulations.
4. The secretary general will participate in the board, in which he has an advisory vote.

REPRESENTATION

Article 15

The association shall be represented judicially and extrajudicially by the board. The association shall, moreover, be represented by one of the members of the board and the secretary general, acting jointly.

MEMBERS' MEETING

Article 16

1. A members' meeting shall be held annually at latest on Fifteen November. All members shall be invited to the members' meeting.
2. Other members' meetings shall be held as often as the board deems such desirable.
3. An extraordinary members' meeting shall also be held if at least six members present a written request for such, setting out the reasons, to the board.
4. If the board does not grant the request referred to in Paragraph 3 within ten working days of receipt of such request by calling a members' meeting to be held at latest within thirty working days of the date of sending the notice, then the relevant members have the power, subject to the restrictions applicable to notices, to independently call a meeting.

ANNUAL REPORT

Article 17

1. The board shall annually publish a report on its policy and on the actions of the association in the preceding year and shall present an account of its financial management in that year.
2. Approval by the members' meeting of the account referred to in Paragraph 1 of this article shall discharge the board and the secretary general from liability with regard to their policy and management in the past calendar year.

VOTING RIGHTS AND VOTES

Article 18

1. Resolutions shall be passed in the members' meetings and board meetings by an absolute majority of the valid votes cast, unless this charter prescribes a specific majority. Blank votes are not valid.
2. Each member has one vote in the board meeting and in the members' meeting.

REGULATIONS

Article 19

1. To detail and supplement this charter, the members' meeting shall establish:
 - a. internal rules and regulations
 - b. other regulations deemed necessary or desirable.
2. Regulations can only be established, altered or cancelled by a majority of two-thirds of the valid votes cast by the members' meeting.
3. Regulations may not contain any provisions which are contrary to this charter or other regulations.

ASSOCIATION YEAR

Article 20

The association year coincides with the calendar year.

ALTERATION OF THE CHARTER AND DISSOLUTION

Article 21

1. Resolutions to alter the charter and a resolution to dissolve the association can only be passed in a members' meeting, by a majority of at least four-fifths of the valid votes cast, if the notice for that meeting has been sent by registered mail at least ten working days before the meeting, not counting the day of notice and the day of the meeting, and if the full text of the intended resolution is set out in said notice.
2. The members' meeting has the power to discuss and accept amendments to the proposed resolution.
3. Alterations cannot come into effect before they are recorded by notarised deed of alteration of the charter.
4. In the event of dissolution of the association, the board is charged with the liquidation, unless the members' meeting determines otherwise.
5. The members' meeting, to which the liquidator must account, shall decide on the use of any positive balance and other assets, subject to the provisions of Paragraph 6 of Article 2:23 of the Dutch Civil Code.

UNFORESEEN CASES

Article 22

The board shall decide in cases for which the charter or the regulations of the charter make no provision.