

Association of European Fibre and Paper Research Organisations

Articles of Association

Title I: Name, Scope, Mission, Purpose and Registered Office of the Association

Article 1: Legal framework, name

The Association shall pursue activities of a non-profit scientific nature in accordance with title III of the Belgian law of 27 June, 1921 on non profit associations, non profit international associations and foundations.

The association is named Association of European Fibre and Paper Research Organisations (in the following referred to as the Association).

The association shall use the acronym EFPRO.

Article 2: Scope, Mission and Purpose

These statutes establish a European co-operational framework of organisations, or units thereof, engaged in research, technical development, technology transfer, training and / or education in the areas of wood processing for fibre making and utilisation of wood-based fibres. This utilization includes, but is not limited to, papermaking, the further conversion of wood fibres and papers which can include the addition of other types of materials, chemicals, printing inks, etc.

The mission of the Association is to provide a forum for its members to contribute (within the scope of their activities) to the development of a knowledge-based society, to the competitiveness and the sustainability of the European wood-fibre based sector and to meet society's needs for social cohesion and environmental compatibility.

The purpose of the Association shall be:

- to encourage industrial and public bodies to invest more in research and to support its members in the mobilisation of resources for their research in the wood-fibre value chain,
- to enhance research efficiency in the wood-fibre value chain by fostering networking of its members,
- to contribute to the innovativeness of the wood-fibre value chain,

- to encourage industrial and public bodies to apply research findings in the wood-fibre value chain,
- to encourage industrial and public bodies to utilise research capabilities,
- to encourage and to contribute to high-quality education of relevance for the wood-fibre value chain,
- to provide industrial associations with know-how, capabilities and network assistance and to advise them on scientific and technological matters,
- to provide support and advice to the European Commission on scientific and technological matters of the wood-fibre value chain,
- to foster the creation of a European Research Area within the wood-fibre value chain,
- to promote interaction with other research bodies within the forest-based sector.

The Association will implement, among other, the following means in order to achieve the above mentioned purpose:

- encourage and facilitate the exchange of information and joint working between its members in order to increase cooperation and mutual understanding and to avoid duplication of work,
- provide scientific, technical and skills support, by bringing together the specific competence and experience of different members of the Association,
- provide views on research needs,
- foster the application of research projects, funded in whole or in part by the European Commission or other European, national or international organisations,
- support actions in response to large scale initiatives from the European Union, like Technology Platforms,
- promote education and training activities within in the scope of the Association,
- promote the mobility and exchange of scientists and research students among the members of the Association,
- promote among the members of the Association the access to large or unique research infrastructure,
- organise conferences on research issues,
- bring administrative assistance to its members for applying and setting up proposals to the European Framework Programmes for Research and for Innovation,
- promote the credibility and the image of the wood-fibre based sector.

In pursuing the activities of the Association the members do not seek to obtain financial advantages for themselves, nor shall it be the objective of the Association to procure direct financial advantages to the members.

Article 3: Registered Office

The registered office of the Association shall be located in Brussels.

The office may be transferred to any other location in the region of Brussels-capital by a simple decision of the Board.

The office is currently located 250 Avenue Louise, Box 80, 1050 Brussels.

Each decision related to the transfer of the registered office has to be published within a month of being taken in the annexes of the “*Moniteur belge*”.

Title II: Membership of the Association

Article 4: Criteria and categories of Membership

The Association is for membership of organisations, legally established according to the laws of their country, which demonstrate scientific competences and capabilities within the scope of the Association and do not belong to or serve exclusively a single industrial enterprise.

There are two categories of membership: Full Members and Corresponding Members:

Full Members shall be organisations, or units thereof (like divisions of research institutes or university departments/institutions) established in the Member States of the European Union or Associated States.

Corresponding Members shall be organisations, or units thereof (like divisions of research institutes or university departments/institutions) established in countries other than those of the European Union or of the Associated States.

Article 5: Admission of Members, obligations and rights

Application for Full membership can be made by an organisation which fulfils the criteria and which is willing to adopt these Articles of Association. Application for Corresponding membership can be made only upon invitation by the Board. All applications for membership shall be made in writing to the registered office of the Association.

Admission of members shall be decided by the Board, and the General Assembly shall be informed of admission or refusal.

The Board may accept as Full Members also organisations that are not within the scope of the Association provided such organisations can make valid contributions to the mission and purpose of the Association.

The status of member leads to the approval of the Articles of the Association in their latest amended version as well as other possible regulations and/or decisions issued or approved by the Association.

Therefore the members commit themselves to comply with the provisions of the statutes and to refrain from any behaviour which would be harmful for the Association.

The Full members who comply with the rules of the Association have the following rights, without prejudice of any other right attributed by the statutes or by law:

- the right to be convoked to as well as to attend to the General Assembly;
- voting rights;
- the right to freely resign;
- the right to consult the register of the Association, as well as the bookkeeping documents and the resolutions of the Board.

Article 6: Termination of Membership

Any member may withdraw from the Association at any time by written notification to the registered office of the Association and after having fulfilled all its obligations with respect to the payment of annual membership fees, including the full fee for the year of withdrawal and any other amounts due to the Association.

Membership is deemed to terminate in any of the following circumstances:

- when a member no longer fulfils the criteria stipulated in Article 4,
- in the event of bankruptcy, liquidation, dissolution or any similar situation resulting in the cessation of a member's activity,
- failure to pay membership fees or any other amounts due to the Association within sixty days of written request and after a reminder giving thirty days' notice of overdue payment,
- infringement of the provisions of these Articles of Association or other rules for the conduct of members as may be determined from time to time by the Association.

Exclusion from membership shall be proposed by the Board and decided by the General Assembly. Exclusion shall require a minimum of 75% of the votes present or represented. Exclusion shall take effect immediately.

The member concerned shall be invited, by registered letter indicating the reasons for his proposed exclusion, to present his case orally or to make a written statement to the General Assembly before voting takes place.

A member who withdraws or is excluded from membership of the Association shall have no claim to the net assets of the Association. The withdrawing or excluded member is not entitled to claim for the repayment of the contributions or other possible entries.

Article 7: Membership Fees

Each Full and Corresponding Member shall pay an annual membership fee. Membership subscriptions shall be due on January 1st of each year and shall be payable within 60 days of the written request.

Title III: Governing Bodies of the Association: General Assembly, President, Board, Secretary General

Article 8: Governing Bodies

The Association shall be governed by the General Assembly of the Members and by a Board – headed by a President - and shall be daily managed by a Secretary General.

Article 9: General Assembly

The General Assembly shall be the highest governing body of the Association. The General Assembly shall be chaired by the President of the Board or, in his absence, by one of the Vice-Presidents.

The General Assembly shall take strategic decisions on the policies and activities of the Association based on proposals made through the Board or by any Full Member.

The following powers shall be reserved exclusively to the General Assembly:

- on or before April 30th of each year, approval of the final accounts for the preceding financial year and discharge of the members of the Board in respect of their stewardship of the affairs of the Association during the preceding financial year,
- on or before December 1st of each year, approval of the budget of the Association and membership fees and any extraordinary contributions for the following financial year,
- the approval of the work programme for the following year,
- the nomination or dismissal of the Directors,
- the exclusion of members of the Association,
- amendments to the Articles of Association,
- the dissolution of the Association,
- the establishment and subsequent amendment of By-laws,
- the nomination, if required, of an auditor.

The General Assembly shall also endorse the appointment, by the Board of Director, of the Secretary General.

The General Assembly can make decisions in physical meetings or, whenever deemed appropriate, through meetings via (i) teleconference or (ii) in writing either by e-mail, by fax or by letter.

There shall be at least one physical General Assembly meeting per year. Additional meetings shall take place whenever the Board considers a meeting necessary or whenever at least 20% of the Full Members of the Association make a written request to the Board for a meeting.

The General Assembly shall be convened in writing by the President with at least thirty days' notice and, in the case of a physical meeting, with specification of the location and time of the meeting. The agenda shall be sent with the written notice of the meeting. Full Members shall have the right to put items on the agenda until 15 days before the meeting. The Board may decide to accept votes by correspondence.

No decision on any matter not shown on the agenda may be conducted, unless all of the members with voting rights present at the meeting agree to it.

Article 10: Voting, Quorum

The General Assembly shall aim at achieving consensus on all decisions. In the absence of consensus, decisions shall be taken by voting.

Only Full Members shall be entitled to vote at the General Assembly. Each Full Member shall have from one to five votes according to the number of employees used to calculate the amount of its annual membership fee to the Association.

The General Assembly shall conduct business only if at least 30% of the votes held by members are present or are represented by proxies.

A Full Member may be represented at a General Assembly by giving a written proxy to any other member with voting rights. No member may simultaneously exercise more than three proxies. Unless otherwise stipulated in these Articles of Association or by the law, decisions of the General Assembly shall be taken by a simple majority of the valid votes cast by the members present or represented by proxies. In case of a tie, the President shall have a casting vote. The decisions of the General Assembly shall be made known to all members. Decisions shall be recorded in the minutes, which shall be kept in a register held at the registered office of the Association.

Article 11: The Board of Directors

Subject to the powers granted to the General Assembly by Article 9, the Board shall enjoy full powers to manage the affairs of the Association and to perform for this purpose all acts it may judge necessary or useful to achieve the Mission and the Purpose of the Association.

The Board shall notably propose the annual budget and work programme of the Association, which it shall submit for approval to the General Assembly in accordance with Article 9.

The Board shall also decide on the admission of members.

The Board is made up of minimum three members elected by the General Assembly with a simple majority of the voices expressed by the Full Members present or represented.

The members of the board are nominated for maximum four years and re-eligible.

The Board appoints within itself, by a simple majority, a President and two Vice-Presidents to whom the Board may delegate a part of its power.

The functions of President and Vice-President may be dismissed by the Board.

The President and the Vice-Presidents shall not be remunerated for the services they provide to the Association.

The Board may delegate the day-to-day management of the Association to a physical person, member or not of the Board, who will wear the title of Secretary General.

The Board shall delegate to the Secretary General the necessary powers to the achievement of his mission.

The Secretary General's function may be dismissed by the Board of Director.

Article 12: The President

The President's mandate is of maximum two years. He can be renewed just once and for a period of maximum two years.

The President chairs the meetings of the General assembly and of the Board of Director's, and represents the association following the policies and strategies agreed by the General Assembly and / or by the Board.

The President is responsible, with the assistance of the Vice Presidents for:

- the initiation, development and implementation of policies, strategies and actions to advance the Mission and the Purpose of the Association,
- the performance of the Secretary General including the financial accounts of the Association.

Article 13: The Vice-Presidents

The Vice-Presidents are designated by the Board in such a way that their mandate differ from the President's one.

The Vice-President's mandate is of maximum three years and can be renewed just once and for a period of maximum three years.

Article 14: The Secretary General

Besides the day-to-day management, the Secretary General is responsible for the Association's Secretariat.

The Secretary General shall:

- be appointed by the Board, such appointment being afterwards endorsed by the General Assembly;
- administer the financial matters of the Association and coordinate the Association's work programme;
- support the Board and the General Assembly, in the achievement their tasks;
- be responsible for managing the funds of the Association and for maintaining the bookkeeping.

The Secretary General attends the Board of Director's meetings, but has no voting right.

Article 15: Board Meetings

The Board shall meet as frequently as the interests of the Association require and at least once per year or whenever at least one half of its members request in writing that a meeting be held.

Notice of meetings of the Board (physical or by other means) shall be given in writing by the President at least 30 days in advance. The agenda of the meeting shall be sent with the written notice of the meeting.

The Board shall conduct business only if at least two third of its voting members are present or are represented by written proxy. A member of the Board may not exercise more than one proxy simultaneously.

The Board can make decisions in physical meetings or, whenever deemed appropriate, through meetings via (i) teleconference or (ii) in writing either by e-mail, by fax or by letter.

Decisions of the Board shall be taken unanimously. If no consensus is reached, a Board member may put the item to the General Assembly for a decision.

The decisions of the Board shall be entered in a register signed by the President. The register shall be kept available to the members at the registered office of the Association.

TITLE IV: FINANCIAL MANAGEMENT OF THE ASSOCIATION

Article 16: Financial Year

The financial year of the Association shall commence on January 1st and end on December 31st of the same year.

The first financial year of the Association shall commence on the day the Association is constituted and shall end on 31st December of the same year.

The Association may constitute a “Reserve Fund”, in particular for the purpose of financing special activities or covering special expenditures.

Article 17: Legal Representation

All legal acts entered into by the Association shall be signed, unless otherwise stipulated through a decision by the General Assembly, by the President or in case of his/her absence by two other members of the Board.

All legal actions or arbitrations involving the Association, as plaintiff or defendant, before courts, tribunals or other jurisdictions shall be the responsibility of the Board, represented by the President or a member of the Board designated by the President.

TITLE V: AMENDMENT OF THE ARTICLES OF ASSOCIATION, DISSOLUTION OF THE ASSOCIATION

Article 18: Amendment of the Articles of Association, Dissolution

Without prejudice to Article 55 of the law of 27 June 1921, any proposal to amend the Articles of Association or to dissolve the Association shall be made by the Board or by at least half of the members’ total votes.

The Board shall give at least three months’ notice to the General Assembly called to vote on a proposal to amend the Articles of Association or to dissolve the Association.

The General Assembly called for this purpose shall conduct business only if at least half of the members with voting rights are present or are represented by proxies. Any member with voting rights may be represented by proxy according to the same rules as for an ordinary General Assembly meeting.

A decision to amend the Articles of Association or to dissolve the Association shall require a majority of at least two-thirds of the votes cast by the members present or represented by proxies. If the General Assembly does not achieve the quorum stipulated above, a further General Assembly of the members shall be called within one calendar month. This further General Assembly of the members shall be empowered to take a binding and final decision on the proposal to amend the Articles of Association or to dissolve the Association, which shall require the votes of two-thirds of the members present or represented by proxies.

In the event of a decision to liquidate the Association, the General Assembly shall appoint one or more liquidators charged with realising the Association’s assets and settling its debts. Any possible net asset after liquidation shall be disposed of only for a non lucrative scope.

TITLE VI: GENERAL PROVISIONS OF THE ASSOCIATION

Article 19: Working Language

The working language of the Association is English.

Article 20: Notice, Proxies

Notice of meetings and award of proxies shall be made in writing by letter, by fax or by electronic mail (“e-mail”).

Article 21: Internal By-laws

Internal By-laws shall be prepared by the Board and approved by the General Assembly.

Amendments to the internal By-laws shall be approved by the General Assembly.

Article 22: Other

Any matters which are not covered by the present Articles of Association, shall be governed by the law of 27th June, 1921 relating to non profit associations, non profit international associations and foundations.

Association of European Fibre and Paper Research Organisations

INTERNAL BY-LAWS

The following internal By-laws shall be reviewed annually by the Board and proposals for changes shall be presented to the General Assembly for decision.

1. Member´s Votes

The following table shall be used to calculate the number of votes granted to each Full Member.

No. of employees active within the scope of the Association	No. of votes
up to 25	1
26 to 50	2
51 to 100	3
101 to 200	4
more than 200	5

2. Activities of the Association

Activities of the Association may fall in the following areas:

- support the members of the Association in contributing to enhance competitiveness and sustainable development of the wood-fibre value chain,
- encourage and facilitate the exchange of information and joint working between its members in order to increase cooperation and mutual understanding and to avoid duplication of work,
- provide scientific, technical and skills support, by bringing together the specific competence and experience of different members of the Association,
- provide views on research needs,
- provide support and advice to the European Commission on scientific and technological aspects of the wood-fibre based value chain and to assist in the creation of a European Research Area,
- foster the application of research projects, funded in whole or in part by the European Commission or other European, national or international organisations,

- support actions in response to large scale initiatives from the European Union, like Technology Platforms,
- promote education and training activities within in the scope of the Association,
- promote the mobility and exchange of scientists and research students among the members of the Association,
- promote among the members of the Association the access to large or unique research infrastructure,
- promote the interaction with other bodies linked to research in the forest-based sector like COST Technical Committee FFP, CEPI Research Group, European Forest Institute, InnovaWood etc.,
- organise conferences on research issues,
- bring administrative assistance to its members for applying and setting up proposals to the European Framework Programmes for Research and for Innovation,
- promote the credibility and the image of the wood-fibre based sector.

3. Membership fees

For the first full financial year, the annual membership fees for Full Members shall be as follows:

No. of employees active within the scope of the Association	Membership fee (€)
up to 25	200
26 to 50	400
51 to 100	800
101 to 200	1.600
more than 200	3.200

Corresponding Members pay 50% of the fee for Full Members, with a minimum of 500 €

Changes in membership fees shall be decided according to the rules of the Articles of the Association.