

# CFFP DOC 1001:2009

## **PORTUGUESE FORESTRY SECTOR COUNCIL, CFFP** **STATUTES**

### CHAPTER I - NAME, SCOPE, HEAD OFFICE AND PURPOSE VENUE

#### ARTICLE 1º

(Name, scope and duration)

The Portuguese Forestry Sector Council (Conselho da Fileira Florestal Portuguesa), briefly referred as CFFP, is a non-profit, of privative initiative and of unlimited duration and is governed by the applicable laws and these statutes.

#### ARTICLE 2º

(Head office)

The CFFP has its registered office at Rua Marquês Sá da Bandeira, no 74 - 2nd floor, parish of Nossa Senhora de Fátima, town of Lisbon, which can be transferred to another location by deliberation of the General Assembly.

#### ARTICLE 3º

(Object)

1. The CFFP has the aim of contribute to the sustainable Portuguese forest development and all the systems associated, including through sustainable forest management and its verification.
2. Pursuant to and in furtherance of its principal object, the CFFP aims to contribute to a better understanding and transparency of markets, promote and encourage training sessions and R&D, promote forest products and services, improve standards of quality control and promote an appropriate balance of supply and demand in the framework of competition law and establish a framework for the supervision, control and review of the certification system of sustainable forest management, as well as the action needed for its dissemination and application

#### ARTICLE 4º

(Association, Delegations and acknowledgment)

For the achievement of its objectives, the CFFP may, by resolution of the General Assembly

- a) Become members of national or international bodies with related objectives;
- b) Establish delegations or other forms of representation;
- c) To request the official recognition of its interprofessionalism.

### CHAPTER II - MEMBERS

#### ARTICLE 5º

(Members)

1. The CFFP has two types of members:
  - d) Effective members
  - e) Associated members
2. Are effective members those public bodies, private or cooperative, representing a direct interest on any of the following activity:
  - f) Forestry production
  - g) Processing of forest raw materials

- h) Providing services and trade of forest products
- 3. Are associated members those entities, who represent indirect interests on forestry, including:
  - a) Conservation of Nature and the Environment
  - b) Consumer protection
  - c) Defense of Social Interests
  - d) Forestry Education, Research and Development

ARTICLE 6°  
(Admittance)

- 1. The admission to membership, proposed by the Board, is subject to the approval of the General Assembly by two-thirds of full members.
- 2. Upon admission each member, to acquire their rights, supports at least one unit of participation.

ARTICLE 7°  
(Units of Participation)

- 1. The unit of participation is the representative title of the quality of member
- 2. Each unit of participation, until the General Assembly decides otherwise, has a value of 500 euros, which must be fully paid by the member admitted within 60 days.

ARTICLE 8°  
(Members rights)

- 1. Are rights of the members:
  - a) To participate and vote on General Assembly;
  - b) Elect and being elected for the governing bodies;
  - c) Propose the Board for new members admission;
  - d) Review, in the headquarters, documents of accountability in the days prior to its General Assembly;
  - e) Use CFFP services;
  - f) Require, under statutory terms, the convening of the General Assembly;
  - g) Make suggestions or proposals under statutory terms;
- 2. The limitations of members' rights are only those arising from these statutory terms.

ARTICLE 9°  
(Members' Duties)

Are duties of the members:

- a) To comply with these statutory terms and apply for the prestige and pursuing the aims of CFFP;
- b) Exercise the duties for which have been elected;
- c) Accept the deliberations of the governing bodies of CFFP;
- d) Pay the units of participation in time and occasionally meet the payment of the share;
- e) Provide the Board with the information and collaboration that are required to fully achieve the purposes of CFFP;

## ARTICLE 10º

### (Disclaimer, Exclusion and Members Suspension)

1. Will be suspended, by decision of the Board, the rights of the members who, for a period exceeding six months, are in arrears on payment of their shares and other debts before the CFFP;
2. The suspension referred to in the preceding paragraph shall be communicated to member slack by registered letter with acknowledgment of receipt so that this, within three months, counted from the day following the receipt of such notification, proceeds to the regularization of the situation or presents a valid reason for it;
3. Loose quality of member:
  - a) Those who request, in writing, their exoneration;
  - b) Those who seriously violate their social obligations;
  - c) Those who develop measures that objectively put in jeopardy the sustainability of Portuguese Forestry;
  - d) Those who are declared bankrupt;
  - e) Those who discredit CFFP or cause him serious harm;
  - f) Those who, in time, do not comply with the provisions of paragraph 2 of this Article.
4. The loss of membership is from the responsibility of the General Assembly and will always be preceded by the injured audience, who will be granted a period of not less than five working days to submit a written defence.
5. The associate that, in any manner, ceases to belong to CFFP as no rights on his property, and can not recover, in any way, the units of participation, shares and any other contributions made by it.

## CHAPTER III - ORGANIZATION AND FUNCTIONING

### ARTICLE 11º

#### (Organization)

1. The CFFP can be structured internally in Sections.
2. The Sections aim to join sub-universes of members around tasks and objectives that they have in common and have as a priority.
3. Without prejudice of other Sections, there are two Sections to be established by General Assembly:
  - a) The one of Interprofessionalism Promotion;
  - b) The one of Forest Certification.
4. Each Section is presided by a Board Member.
5. The Chair of Sections is performed in a rotation basis between the interests represented in CFFP.
6. Each Sections Chair has the power of determinant vote, whenever verified, in voting processes, the same number of votes.
7. The duties of sections are:

- a) To perform the activities of the section expressly identified in the minutes of the Board
  - b) To contribute to the action program and the annual budget of CFFP
  - c) To contribute in the preparation of the annual report and accounts
  - d) Propose the Board any initiatives they consider to be relevant
8. Sections establish their own Rules of Procedure which will be subject to ratification by the General Assembly.

#### ARTICLE 12° (Governing Bodies)

1. The Governing Bodies of CFFP are:
  - a) The General Assembly
  - b) The Board
  - c) The Finance Committee
2. The General Assembly, the Board and Finance Committee are elected at the same time by the list system and by secret ballot.
3. The term of office of members elected for the exercise of governing bodies functions is of 2 years, renewable only once.
4. The General Assembly may constitute an Advisory Council, proposed by the Board, with the composition and powers defined in Article 23 of these Statutes.
5. The exercise of governing bodies' positions will not be paid.

#### ARTICLE 13° (General Assembly)

1. The General Assembly is the supreme governing body of CFFP and its deliberations, in accordance with laws and regulations, compel the other governing bodies and all members.
2. The General Assembly is constituted by members in the full enjoyment of their rights.
3. Each member has the right to vote.
4. The vote of the member, in the General Assembly - except what regards paragraph 1 of Article 6° - is established as follows:
  - a) Effective members, national groups - 30 votos;
  - b) Effective members, regional groups - 20 votos;
  - c) Effective members, local groups - 10 votos;
5. Globally, the associated members are entitled to the equivalent of 50% of the total number of votes of the plan, i.e., a maximum of one third of the total votes in the General Assembly.
6. The associated members should determine their operating rules to be adopted in general assembly.
7. It is the responsibility of the General Assembly to decide on the following subjects:
  - a) Elect the members of governing bodies and remove them from duty;
  - b) Decide on amendments to the statutes;

- c) To discuss and vote on regular and supplementary budget and the accounts report of the previous year as well as the proposals of the Board, the Financial Committee or any member, in accordance with statutory terms;
- d) To review the amount of the participation units;
- e) Establish the share amount to be paid by the members;
- f) Approve the membership of CFFP in national or foreign bodies and the establishment of delegations;
- g) Decide on CFFP dissolution;
- h) Decide on the acquisition, disposal and encumbrance of real property and shares;
- i) Decide on any other matters within its jurisdiction by law or statute or that has been submitted for consideration by the Board.

#### ARTICLE 14°

##### (General Assembly Bureau)

1. The work of the General Assembly is directed by a Bureau consisting of a Chairman and two Secretaries, being one the Vice-Chairman.
2. In absence or disability of the Chairman, the Vice-Chairman shall replace him and for the same reasons, the second Secretary replaces the first.
3. In the absence or disability of the Bureau members the General Assembly may choose to elect a Bureau “ad-hoc”.

#### ARTICLE 15°

##### (Convening of the General Assembly)

1. The General Assembly is convened by the Chairman or his legal substitute, for postal notice sent to all members, at least ten days in advance or, by email, if the law is amended accordingly.
2. The notice of meeting shall include, necessarily, the date, time and place of the meeting and its agenda.

#### ARTICLE 16°

##### (General Assembly Sessions)

1. The General Assembly shall meet in ordinary and extraordinary sessions.
2. The General Assembly meets in ordinary sessions:
  - a) Until 31 December of each year to decide upon the Action Program and budget for incoming year, proposed by the Board.
  - b) Until 31 March each year to discuss the report and accounts of the previous year, to be submitted by the Board with the opinion of the Finance Committee;
  - c) Twice in the year, until 31 March, to elect the holders of the governing bodies.
3. The General Assembly meets in extraordinary sessions whenever the call is required by the Chairman of the General Assembly Bureau, by the Board, the Finance Committee or by at least one fifth of the members' votes.
4. Minutes of all the meetings will be prepared by the Bureau presiding the meetings.

5. The General Assembly is considered to be legally established since, at scheduled time in the call, are present, at least, half of the votes.
6. Not met the previous paragraph, the General Assembly works, half an hour later, in a second call, with any number of members and votes.

#### ARTICLE 17º

##### (Universal Assembly)

The General Assembly can meet and deliberate validly on any subject, regardless of previous call, if all members are represented and have given approval to the meeting.

#### ARTICLE 18º

##### (Resolutions)

1. The resolutions of the General Assembly are taken by simple majority of vote, except in the following paragraphs.
2. The General Assembly can only decide upon the CFFP dissolution with the favourable vote of  $\frac{3}{4}$  of the total number of votes.
3. The deliberations on statutes amendments require  $\frac{3}{4}$  of the total number of votes.
4. New members' admission requires  $\frac{3}{4}$  of the total number of votes of the present members.

#### ARTICLE 19º

##### (Board)

1. The Board consists of 5 members elected by the General Assembly.
2. Board composition shall, as far as possible, reflect the plurality of sectors of Forestry associated with CFFP and ensure the equal participation of different stages of Forestry in CFFP governing bodies.
3. A Direcção poderá nomear, de entre os seus membros, uma Comissão Executiva que assegurará a gestão corrente do CFFP, com competência para a prática dos actos expressamente identificados em acta da Direcção. The Board may name, from among its members, an Executive Committee which will ensure the daily management of CFFP, with practical competence for the acts expressly identified in the Board minutes.
4. The Board Members, eight days after the elections, shall, among themselves, designate the Chairman of the established sections.

#### ARTICLE 20º

##### (Competence of the Board)

They are, among others, attributions of the Board:

- a) To direct and guide the CFFP work;
- b) Implementing the General Assembly decisions;
- c) Propose to the General Assembly the amount of share to be paid by members;
- d) Propose the annual action program and budget to the General Assembly, under the Finance Committee approval;

- e) To prepare, annually, the report and accounts and submit them to the General Assembly, under the Finance Committee approval;
- f) Propose to the General Assembly the admission and exclusion of members, as provided in the statutes;
- g) To recruit and fire workers within the stipulated in the action program and budget;
- h) Manage CFFP assets;
- i) Propose the General Assembly the establishment and composition of the Advisory Council, pursuant to Article 23 of this statutory terms;
- j) To acquire, dispose of and encumber real property;
- k) To delegate powers in several of its members or agents, specifying in the minutes the delegated powers;
- l) Enter into cooperation agreements, open and move bank accounts, and represent the CFFP in and out of court, according to the powers delegated by the General Assembly;

#### ARTICLE 21°

##### (Board Functioning)

1. The Board can only decide as long as most of its members are present.
2. Meetings are presided by the Chair of the Board and convened, at least 5 days in advance, by this or by the Vice-Chair, if the Chair is unable, with date, time, location of meeting and agenda.
3. Decisions are taken by majority of vote of the present members.
4. Board members can not be represented in their meetings.
5. The CFFP is bound by the signature of two members of the Board or of two attorneys for the purpose.
6. Board members may resign from his position by written notice, taking effect from the end of the calendar month that follows the notice reception, unless before that date a substitute is elected.
7. Board meetings may be open to all members of the Association, though participating with non-voting rights.
8. As the effective members, associated members can raise issues of interest in the agenda. Proposals must be submitted in writing to the Board a week before each meeting.

#### ARTICLE 22°

##### (Finance Committee)

1. Supervision of management is of the responsibility of a Finance Committee, consisting of a Chairman and two delegates, elected by the General Assembly.
2. The Finance Committee meets every six months, convened by the Chairman, and the deliberations will only be valid if approved by the majority of its members.
3. Are competences of the Finance Committee:
  - a) Supervise the management decisions of the CFFP Board;

- b) Periodically examine the CFFP accounts;
- c) Give advice on the report and accounts, on the action program and budget;
- d) To request the convening of an extraordinary General Assembly meeting whenever its found necessary;
- e) Give advice on all matters submitted by the Board or other governing body;
- f) Verify the law compliance, statutes and regulations.

#### ARTICLE 23°

##### (Advisory Council)

1. The Advisory Council is an advisory body of CFFP.
2. The Advisory Council is presided by the CFFP Board Chairman and may be replaced in his absence or inability by the Vice-Chairman of the Board.
3. Are competences of the Advisory Council:
  - a) Assess the scientific and technical work developed by CFFP, preparing for that purpose the annual report to be submitted to the Board;
  - b) Ask the Board to undertake activities considered appropriate;
  - c) Give advice on any matters of CFFP interest submitted by any governing body or by its own initiative;
4. The Advisory Council is composed by representatives of Portuguese forestry sector organizations, CFFP independent and autonomous, in the following scale:
  - two representatives of recognized merit of the forest production activity;
  - two representatives of recognized merit of the forestry industry activity and related services;
  - two representatives of forestry higher education;
  - two representatives of the universe of activities identified in paragraph 3 of Article 5 of the statutory terms;
5. The Advisory Council constitution and composition is approved by a three-year term by the General Assembly, under the Board proposal.

#### ARTICLE 24°

##### (Income)

Are CFFP income:

- a) The product from the subscription of the participation units;
- b) The shares to be paid by members, in accordance with regulations to be approved by the General Assembly, under the Board proposal;
- c) The proceeds from goods and services sale;
- d) Any other revenue funds, grants, donations, bequests and others who are to be legitimately assigned.

#### ARTICLE 25°

##### (Dissolution)



1. In case of dissolution under the statutory terms and the law, the settlement will be made by the Board that is in office at the time.
2. The settlement proceeds will be distributed by members at the time of liquidation, in proportion to the number of units of participation except for the goods that were donated or left with charges or are have a certain purpose, in accordance with Article 166. of the Civil Code.