

EUMABOIS

**Association internationale sans but lucratif (AISBL) - International non profit making Association
80 Boulevard Auguste Reyers
B – 1030 Brussels, Belgium**

Identification number: 13728/2000

Articles of Association – coordinated version arising from the amendments made by the General Meeting of 26 September 2003

I. Name, term, registered office and objects of the association

Article 1. Name:

This International Association shall be called "Eumabois". Its registered office is established at Boulevard Reyers 80, 1030 Brussels, Belgium.

The Association is governed by the provisions of Title [*Titre*] III of the Belgian Act of 27 June 1921 on non-profit-making associations, international non-profit-making associations and charitable foundations.

Article 2. Registered office:

The aforementioned registered office may be transferred by decision of the Board of Directors. In that case, such decision shall be published in the Appendices [*Annexes*] to the *Moniteur Belge* within the month following such decision.

Article 3. Objects of the Association:

a) This Association is entirely devoid of any profit motive, and has the following objects:

To provide a framework for study and information programmes in various countries.

To promote initiatives in collaboration with all public or private institutions (non profit making associations, universities, etc.) that pursue the objective of fostering the awareness among operators and the public of new technology in the field of wood.

To improve knowledge of national, European and international legislation relating to safety or other standards.

To foster the creation of a network of internal contacts designed to improve technical knowledge and stimulate research.

To supply members with the necessary instruments to achieve that goal.

To provide logistical support to its members for purposes of the Association's activities, and to provide them with effective consultancy in communication.

In fulfilment of its objects, the Association may organise or take part in training courses, exchanges, meetings, seminars, congresses and exhibitions, shall stimulate study and research and shall disseminate information.

The Association may itself organise exhibitions in the wood sector.

b) It shall act alone or in collaboration with other associations or organisations in fulfilment of its objects.

It may form part of a federation or confederation formed of associations having similar objects.

c) The Association shall have no activities of a political nature.

II. Members.

Article 4. Members:

1. The members of the Association shall be the national associations of manufacturers of woodworking machines, to include all tools, accessories and equipment, in European countries.

Members shall be natural persons or legal entities formed according to the laws and practices of their country of origin.

2. Only one member is allowed per country.

In countries where a number of associations exist, those bodies shall be responsible for agreeing on a single representative at Eumabois.

3. The delegates of the national associations may only be persons who have an active function in a personal capacity, and represent one or more manufacturers of woodworking machines or systems involved in the manufacture of such machines.

4. Members of the Association can also be European single companies manufacturers of woodworking machines, tools and accessories for the wood industry, where no national association exists in the Country. Only 3 single companies of the same country shall be accepted without voting rights. Single companies currently members have to resign if an Association has been found in the related Country.

Article 5. Members of national associations:

Members of national associations must refer to their national association, and not directly to "Eumabois". An exception may be made to the foregoing paragraph where there is no national association in the country concerned.

Article 6. Admission of members:

Admission of members shall be decided by the General Meeting in accordance with the procedure described hereinafter.

1. Membership applications shall be submitted in writing to the Registered office of Eumabois, which shall promptly inform the members of the Board of Directors accordingly. The members of the Association shall be informed of the matter at their earliest following General Meeting.

2. Every membership application assumes acceptance by the candidate of the Articles of Association and operating methods of Eumabois.

3. Admission shall be decided by the General Meeting on a simple majority of those voting, whether attending or represented.

4. The Board of Directors shall notify the decision of the General Meeting to the candidate without delay.

5. If several national associations of a given country apply for membership, the General Meeting shall decide which such association shall be admitted.

6. The General Meeting may, by a unanimous vote, accept a European

applicant as an observer, for a period of two years, provided such applicant:
meets the requirements of clauses 4.1 and 4.2 above;
can send a representative meeting the conditions of clause 4.3 above;
wishes to take part in all the activities of Eumabois;
pays its/his/her subscription on the same footing as members.
After a period of two years, the observer shall either:
be admitted to membership by the General Meeting; or
lose his/her/its observer status.

Article 7. Resignations:

Members shall be free to withdraw from the Association at any time. Members shall notify their resignation to the Board of Directors by registered post; such resignation shall be effective thirty days after receipt of the registered letter by the Board of Directors.

Resignation shall not exonerate a member from meeting the relevant financial commitments for the current calendar year.

Any member who fails to pay the due subscription within the time limit set by the Board of Directors shall be regarded as having resigned without need for the member to be notified by letter.

Article 8. Exclusions:

1. Exclusion of a member may be proposed by the Board of Directors, upon its having heard the relevant member's defence, and be pronounced by the General Meeting on a majority of two-thirds of the votes, it being understood that a quorum of three fourths of the members is required for the vote to be valid, and that the vote of the member concerned shall not be taken into account whether for the majority or for the quorum.

2. An excluded member may appeal against the decision within three months of its notification. The member shall thereupon be invited to argue his/her/its case at the next General Meeting. If no amicable agreement can be reached, the matter shall be referred to arbitration. The board of arbitrators, external to Eumabois, shall sit in Brussels and shall rule in accordance with the principles of Belgian law.

Such appeals shall not suspend any other claims, proceedings or their effects.

3. Exclusion of a member shall not exonerate him/her/it from meeting the relevant financial commitments for the current calendar year.

Article 9. Suspensions:

a) The Board of Directors may suspend until the next General Meeting any members that are guilty of any serious breach of these Articles of Association, the laws, public order or morals, or of the rules of honourable and seemly conduct.

b) A member of the Association who resigns, is suspended or excluded, and likewise the heirs or assigns of a deceased member of the Association, shall have no rights in the assets of the Association. They may not request any statement or rendering of accounts, nor require any sealing of premises or effects, inventory or repayment of subscriptions paid.

Article 10. Contributions:

Members shall pay an annual or monthly subscription, of which the amount

and terms of payment shall be set by the General Meeting, on a proposal by the Board of Directors. In no circumstances shall the annual subscription exceed one million euros.

III. Organisation and running.

Article 11. The different bodies of Eumabois are as follows:

1. The General Meeting.
2. The Board of Directors.
3. The Secretariat.
4. The Auditor.

A. The General Meeting:

Article 12.

1. The General Meeting is composed of all the members; it is the Association's sovereign authority. Only members are entitled to vote. They may nevertheless be accompanied by advisers or specialists when, for example, the matters discussed are complex or highly technical.
2. Members must ensure that they express the point of view of the majority of their own country's manufacturers of woodworking machines.
3. Members are kindly requested to limit the changes in their representation on Eumabois, in order to foster continuity in the proceedings and in contacts.

Article 13. The General Meeting shall possess the powers it is recognised as having under the law or these Articles of Association.

Accordingly, the following matters among others are reserved to its remit:

amendments to the Articles of Association,
the appointment and dismissal of directors,
the approval of budgets and financial statements,
the voluntary dissolution of the Association,
the exclusion of members,
the admission of new members.

However, the General Meeting shall also rule on the following:

all matters submitted to it by the Board of Directors,
the ratification of decisions taken by the Board of Directors where the latter judges appropriate.
the setting of subscriptions.

Article 14. At least one General Meeting must be held each year. It shall be called by the Chairman of the Board, or the Board itself, by letter sent by ordinary mail to each member not less than eight days before the meeting. This notice of meeting shall state the date, time and place of the meeting, as well as setting out its agenda.

The Board or its Chairman may call an extraordinary meeting whenever either thinks fit, subject to observance of the foregoing notification procedure.

Article 15. The annual meeting shall vote on the report by the Board of Directors, the balance sheet and profit and loss account for the elapsed financial year, and the budget for the coming financial year. The Annual General Meeting shall also vote on any proposal that the Board thinks appropriate to submit to it, and on any matters over which it is given exclusive powers by law.

The meeting shall be chaired by the Chairman of the Board of Directors or by any other director the latter may appoint as substitute. Otherwise, it shall be chaired by the eldest of the directors.

Each member shall be entitled to attend the meeting. A member may be represented by a proxy.

All members shall have equal voting rights, with each having one vote.

Each country may only be represented by a single member.

All resolutions shall be passed on a simple majority of the votes of those present or represented, except as ruled otherwise by law or under these Articles of Association. In the event of a tied vote, the Chairman or the director replacing the latter shall have the casting vote. The vote shall be valid regardless of the number of members present or represented, provided their number is not less than three.

Article 16. Without prejudice to the [Belgian] Act of 27 June 1921 on non-profit-making associations, international non-profit-making associations and charitable foundations, any proposal intended to amend the Articles of Association or to dissolve the Association must be made by the Board of Directors or not less than one quarter of the lawful members of the Association.

The Board of Directors must notify to the members of the Association not less than eight days beforehand the date of the meeting and its agenda.

The proceedings of the General Meeting shall only be valid if it is attended by two-thirds of the members who are entitled to vote and are current members of the Association.

No decision shall be carried unless it is passed by a majority of two-thirds of the votes.

However, if that General Meeting is attended by fewer than two-thirds of the lawful members of the Association, that General Meeting shall be reconvened under the foregoing conditions, and shall rule finally and validly on the proposal in question, regardless of the number of members present or represented, it being understood that no proxy may act for more than three different members.

All amendments of the Articles of Association shall be submitted to the [Belgian] Ministry of Justice and must be published in the Appendices [*Annexes*] of the *Moniteur Belge*.

The General Meeting shall lay down the procedure and conditions for the dissolution and liquidation of the Association.

All appointments, resignations or dismissals of directors shall be published within one month of the date thereof in the Appendices [*Annexes*] to the *Moniteur Belge*.

A new member shall be eligible for appointment to the Board of Directors only two years after admission.

Article 17. A summary record shall be kept in a register of all decisions of the General Meeting; that register shall be signed by the Chairman of the Board of Directors or by the director the latter appoints as substitute. The decisions taken by the General Meeting shall be notified to members and, where appropriate, to third parties, by letters or circulars sent by post.

B. The Board of Directors:

Article 18. The affairs of the Association shall be managed by a Board of Directors composed of five Board members appointed by the General Meeting from among the Association's members, to serve for a three-year term, on a proposal by the Chairman or by the Board itself. The Chairman and the Board shall each propose as many candidates as they think appropriate. Directors whose term of office is expiring are eligible for re-election. Directors may be dismissed at any time by the General Meeting.

Article 19. In the event of a directorship falling vacant during the term of office, the Chairman may appoint a temporary director whose definitive appointment shall be submitted to a vote by the General Meeting when it next meets.

Article 20.

1. The Board of Directors shall have the widest powers for the administration and management of the affairs of the Association. It shall enjoy the fullest powers, except those reserved by law or under these Articles of Association to the General Meeting.
2. The Board of Directors shall have particular responsibility for the following:
 - forwarding all notifications, remarks or requests for information or explanation made by a member of the General Meeting;
 - supervising the implementation of the decisions of the General Meeting;
 - deciding on the applications to be made and replies to be supplied by Eumabois to public entities;
 - taking any urgent decision and, where applicable, having them ratified by the General Meeting;
 - deciding on any special expenditure within the framework of the budget;
 - managing the assets of Eumabois;
 - receiving the reports by the Chairman and the Auditor;
 - supervising the activities of the Secretariat and receiving its reports;
 - electing the Chairman;
 - appointing and dismissing the Secretary and auditor;
 - presenting the annual financial statements and annual budget to the General Meeting;
 - recommending the amount and method of calculation of the members' subscription, which shall then be submitted to the vote of the General Meeting;
 - deciding on the procedures internal to the Association, subject to observance of these Articles of Association and of Belgian law.
3. The directors shall not contract any personal liability by virtue of their duties, and shall be liable only for the performance of their duties as directors.

4. Unless otherwise decided by the General Meeting, the directors' duties shall be carried out free of charge. The directors shall nevertheless be entitled to have their expenses refunded. Thus, when the Board of Directors assigns a mission to one or more directors, it may provide them with a budget to cover the expenses occasioned by that mission.

Article 21. The Board shall meet on being convened by the Chairman not less than twice a year. The date and agenda of the meeting shall be communicated not less than eight days beforehand.

All decisions shall be made on the majority of votes cast.

In the event of a tied vote, the Chairman or the person replacing the latter shall have the casting vote.

Votes shall be validly cast, regardless of the number of directors present, provided their number is not lower than three. Directors may not cause themselves to be represented; they must attend the meetings of the Board of Directors in person in order to cast a vote.

Article 22.

1. The Board of Directors shall be chaired by a Chairman, chosen from among its members, to serve for a term of three years, renewable only once. It shall also include a Deputy Chairman [*Vice-Président*] chosen from among its members.

2. In the event of the Chairman being prevented from attending, the functions thereof shall be exercised by the Deputy Chairman or, failing the latter, by the eldest of the directors, for as long as the Chairman is so prevented. In the event of the Chairman resigning his/her post during the term of office, the Deputy Chairman shall replace him/her until the end of the current term of office.

Article 23.

1. The Chairman shall supervise the activities of the Secretariat. In urgent matters, the Chairman shall take all decisions he/she thinks fit and shall inform the Board of Directors accordingly, as soon as possible.

The Chairman also shall also chair the General Meeting.

2. The Board may delegate the day-to-day management of the affairs of the Association, with the relevant signing authority for such management, to one or more executive managers [*directeurs*].

The Board shall specify the scope of the delegation and the powers it thereby transfers.

If the Chairman has not delegated such day-to-day management, all acts that commit the Association shall be signed by him/her, or by two directors jointly, and they shall not be required to show proof of their powers in dealings with third parties.

Article 24. Committees.

1. The General Meeting may set up committees, determine their aims and their composition.

2. These committees will preferably be chaired by a member of the General Meeting who is not on the Board of Directors.

3. All committees shall report to the General Meeting on the tasks assigned to

them. Within this framework, they may make proposals to be submitted to the vote of the General Meeting and may cause any note or document to be distributed to the members.

C. The Secretariat:

Article 25.

1. The Board of Directors shall be assisted by a Secretariat having its offices located in Belgium. Each member may take responsibility for organising the logistics of the Secretariat for a period of two years. At the elapse of that period, the Board of Directors shall decide to entrust the task to another member or may renew the term of office of the member having acted hitherto. All costs of the Secretariat shall nevertheless be payable by Eumabois.
2. The Secretariat is above all responsible for the prompt and due implementation of the decisions of the General Meeting, particularly as regards finance (collecting subscriptions, etc.) and of the Board of Directors. The Secretariat shall keep the minutes of proceedings of the Eumabois General Meetings and meetings of the Board of Directors.
3. The Secretariat shall also assist the Chairman or, in special circumstances, the Deputy Chairman, and the chairmen of the committees.
4. In particular, the Secretariat may organise alongside the General Meeting, meetings of the Board of Directors and committee meetings, ad hoc meetings or working parties involving the executive managers, secretaries and members of the General Meeting and/or of the Board of Directors.
5. The Secretariat shall be responsible for providing information to members and, more generally, for all administrative tasks.
6. The Secretariat shall act under the control of the Board of Directors and according to the procedures decided by the latter.
7. The Secretariat shall be responsible for keeping the register of resolutions of the General Meeting and of the Board of Directors, and that register shall be kept at the registered office.

D. Audit:

Article 26.

1. The auditor shall be chosen by the General Meeting from among its members, to sit for a term of three years.
2. The auditor may not be chosen from among the members of the Board of Directors.
3. The auditor shall verify annually the accounts and the manner in which the members benefit from the services of Eumabois. He/she shall report to the General Meeting.

IV. Finance:

Article 27. Subscriptions:

1. Members' subscriptions and any other income shall cover the expenses of Eumabois.
2. The method of calculation and the amount of subscriptions shall be voted by the General Meeting on a proposal by the Board of Directors.

Article 28. The Association's financial year shall commence on the first of January and shall end on the thirty-first of December. As an exception, the first financial year shall commence this day and shall end on the thirty-first of December two thousand.

Article 29. All official publications in the *Moniteur Belge* shall be performed at the initiative of the Secretariat, which shall be responsible for the due fulfilment of the formalities.

Article 30. All legal actions whether as claimant or as defendant shall be brought or supported on behalf of the Association, by the Board of Directors, represented by the Chairman.

Article 31. In the event of the dissolution of the Association, all assets remaining to it after settlement of all debts shall be contributed to an association or charitable foundation of like objects, or having objects similar to those of this Association. The choice of such absorbing association shall lie within the remit of the Board of Directors. The Chairman shall be responsible for settling all debts and for contributing the assets. The Chairman may delegate the relevant powers to a director.

Article 32. All matters not explicitly ruled-upon in these Articles of Association shall be governed by the [Belgian] Act of 27 June 1921 on non-profit-making associations, international non-profit-making associations and charitable foundations.

Article 33. Jurisdiction over all disputes concerning these Articles of Association shall lie with the Courts of Law of Brussels in the French language.

Article 34. All acts committing the Association other than those concerning day-to-day management shall, unless special delegation be given by the Board, be signed by the Chairman or by two directors jointly, and they shall not be required to show proof of their powers in dealings with third parties.

Article 35. Internal bye-laws may be enacted by vote of the Board of Directors, which may amend them as it thinks fit. The General Meeting shall nevertheless have a right of evocation regarding the internal bye-laws.

Article 36. The delegate director and/or executive manager shall be empowered to accept whether provisionally or finally all donations made to the Association and to fulfil all formalities necessary for their being made over

and to accept all monies payable to the Association.

Article 37. At the financial year end, the Board of Directors shall draw up the account of receipts and expenditure for the elapsed financial year and the budget for the coming financial year, and shall submit them to the General Meeting for its approval.