

PAFC-CAMEROON (PAN AFRICAN FOREST CERTIFICATION ASSOCIATION)
P.O Box 4975 Yaounde, Telephone: 00 99 09 90 84/ 77 75 83 10

BY-LAWS

Yaounde, June 25, 2007

PREAMBULE

Conscious of the importance of sustainable management of ecosystems and forest certification in the fight against deforestation, illegal logging, the conservation of biodiversity, poverty alleviation, upholding the rights and safety of forest workers, promoting equitable international trade of timber and non-timber forest products, sustainably managed forests, good forest governance;

With a view to ensure the actual application of the principles of participation and the improvement of forest management, which is the pillar of the new Cameroon forestry policy adopted in 1993, through the establishment of partnership between the State and actors in forests management (economic operators, communities, civil society representatives);

To implement the recommendation of the 20th African Timber Organization (ATO) Conference of Ministers to set up a Pan African forest certification system based on Principles, Criteria and Indicators developed by the African Timber Organization (ATO) and the International Tropical Timber Organization (ITTO);

Considering international agreements entered into by the Government of the Republic of Cameroon with regards to sustainable forest management, the recommendations of Agenda 21 of the Rio de Janeiro Declaration (1992), the "Yaounde Declaration" from the Heads of State of Central Africa Summit on conservation and sustainable management of tropical forests (March 17, 1999), the Yaounde Ministerial Declaration on the Africa Forest Law Enforcement and Governance (AFLEG)(October 2003) and the Treaty establishing the Central African Forestry Commission (COMIFAC);

Stakeholders to forest management in Cameroon, with the support of the Ministry of Forests and Fauna, have decided to set up an association governed by these articles.

SECTION I: GENERAL PROVISIONS

PART I: CREATION AND NAME OF THE ASSOCIATION

Article 1: Members and future members have created, in compliance with these articles of association, the nonprofit association known as "*Pan African Forest Certification Cameroon Association*", abbreviated as "*PAFC-Cameroon*" ("this Association"). It shall be governed by law n° 90/053 of december 19, 1990 on freedom of association in Cameroon and these By-Laws. It is strictly apolitical.

Article 2: Membership is open, subject to approval by the Executive Committee, to any legal entity or natural person, regardless of race, sex, religion or creed that abides by these articles of association and By-Laws and wishes to contribute to the development of forest certification in Cameroon.

SECTION II: OFFICE AND DURATION

Article 3: The office shall be located in Yaounde – in the Yaounde III subdivision, Mfoundi Division, Center Province. It may be transferred to another city in the country, by the decision

of the General Assembly, by a majority vote of 2/3 of members, upon request by the Executive Committee with a notice to the administrative authority. The duration of PAFC - Cameroon is unlimited.

PART II: OBJECTIVES AND ACTIVITIES

Article 4: PAFC-Cameroon aims to develop, promote and implement a forest certification system adapted for Cameroon, based on the ATO-ITTO Principles, Criteria and Indicators (PCIs). To achieve these goals, the Association is:

- Developing or updating benchmarks for forest certification in compliance with ATO-ITTO PCIs, Cameroon PCIs and the ISO 14001 environmental management standard;
- Informing and raising awareness among stakeholders interested in forest certification;
- Analyzing feedback from experiences of forest certification audits;
- Carrying out studies and research in PAFC domains;
- Organizing symposia, conferences, seminars and trainings;
- Writing and dissemination of publications on PAFC forest certification.
- Participating in the management and promotion of the PEFC certification system.

Article 5: The PAFC-Cameroon system is established in compliance with the requirements of the Programme for the Endorsement of Forest Certification (PEFC), in order to obtain its acknowledgment.

The PAFC-Cameroon Association is a member of the PEFC Council, an association established in Luxembourg. It shall take all necessary actions towards membership with the PEFC Council and will appoint Cameroon's representative(s) to the PEFC Council's organs. It shall ensure proper implementation of the PAFC forest certification process in Cameroon, in particular through the establishment of a conflict management bureau.

Article 6: PAFC-Cameroon shall have four types of members:

- Founding members,
- Honorary members,
- Active members,
- Adherents.

(1) Founding members shall be any legal entity or natural person that attended the Cameroon PAFC Opening General Assembly.

(2) Honorary members shall be persons or legal entities that abide by the objectives of the Association and agree to make a contribution to or support the realization of its activities. Their rights and obligations are described in these By-Laws.

(3) Active members shall be persons or legal entities, regardless of race, sex, profession, age or religion, interested in the sustainable management of forests and forest certification, that abide by these articles of association, subject to the approval of the executive committee, and who pay membership fees and annual contributions. They shall be divided into four (4) groups: forest owners and rightholders, the social group, professionals and the environmental group.

(3) (a) Forest owners and rightholders include representatives of the administrations in charge of domains, land register, forests, fauna, protection of the environment, social affairs and bordering village communities.

(3) (b) The social panel includes representatives of the civil society, experts and specialists in social sciences, employees of forest concessions and factories, forest workers and their trade unions, working plans officers, forest product users.

(3) (c) Professionals includes forest concessions, companies, forest trade unions, traders and artisans.

(3) (d) The environmental panel includes ecologists, scientists, working plans officers, environmental NGOs.

(4) Adherents shall be persons or legal entities that so express the desire and that have been approved by the Executive Committee.

Article 7: Panels shall submit requests for memberships. The Executive Committee shall rule and decide on the validity of the candidate, while ensuring balance between the various panels. Membership shall be confirmed by the establishment of a member's card signed by the president and countersigned by the treasurer.

Article 8: Each active member shall make a contribution that is fixed according to the panel to which they belong, each year, during a General Assembly and upon request by the Board of Directors.

Article 9: Membership shall be annulled after resignation, death or expulsion declared at a General Assembly, in accordance with provisions described in article 14 and in the By-Laws. The Executive Committee shall present assessments of new memberships and expulsions from the Association at each General Assembly.

Article 10: In addition to members of the Association, observers can take part in General Assemblies, without voting rights.

Section III: ORGANIZATION AND OPERATION

Article 11: PAFC-Cameroon shall have the following organs:

- General Assembly,
- Board of Directors;
- Executive Committee.

The Association shall strive for consensus during all proceedings and on all decisions.

Part I: General Assembly

Article 12: The General Assembly (GA) is the supreme body of the Association. It is made up of the members of the Association. The General Assembly represents the body of members. It is the deliberations and decision-making body of the Association.

Article 13: The General Assembly shall meet once a year in an ordinary session, called by the President or any official delegated by the latter. The agenda shall be drafted by the Board of

Directors and shall be sent to members by mail, the press or email, at least 15 days before the meeting. The vote of the majority of those present in person or by proxy shall decide any question brought before any General Assembly. Each member is entitled to one vote.

The General Assembly shall elect members of the Board of Directors (BOD) in accordance with provisions described in article 15 and decide on matters brought before it. It shall examine and approve management reports and accounts of the financial year, as well as the action plan and the draft budget submitted by the BOD. It shall fix the fees, act as the disciplinary authority of the Association and take all necessary measures to ensure the good operation of the Association.

Any member(s) may be removed by the affirmative vote of the majority (2/3) of members, upon request by the BOD and shall be given an opportunity to be heard by an ad hoc committee. The GA may hold an extraordinary session, upon petition by 2/3 of the members of the BOD or 2/3 of members of the Association.

Only an extraordinary GA may amend these bylaws and decide on the transfer of the head office or dissolve the Association.

If necessary, decisions by the GA shall be made by votes divided equally between the four (4) panels, i.e. 25% of the relative weight per panel. The system of voting is described in these internal regulations.

Part II: Board of Directors

Article 14: PAFC Cameroon shall be managed by its board of directors made up of 16 members.

Article 15: Members of the BOD shall be elected at a General Assembly by the panels, by a majority vote for a two year term, renewable only once. Each panel shall elect 4 representatives to serve on the board of directors. However, only 2/3 of members may be renewed.

The Board of Directors shall meet twice a year and as often as the President may deem necessary. The date and agenda of the meeting shall be fixed by the Executive Committee. Notice of the meeting shall be sent to members at least seven (7) days prior to meeting. Half of the members present in person or by proxy, with each panel represented, shall constitute a quorum for the transaction of business. Any member of the Council may be represented by another member. In no case may a member cast more than one vote by proxy in addition to his or her own vote. In the event of a tie, the President's vote shall prevail.

In the event of a vacancy, the board may fill the vacancy temporarily. The powers of any officer elected to fill a vacancy shall be for the remainder of the term the vacating officer was to serve.

The Board of Directors shall fix the date and agenda of the General Assembly, draw up the budget and audit accounts. All matters submitted by member organizations to the Board shall be included on the agenda, fifteen (15) days prior to the date of the meeting.

The Board of Directors may invite other persons to take part in its working sessions as observers, without voting rights.

Part III: The Executive Committee

Article 16: The Board shall elect an executive committee composed of nine (9) members: a President, two Vice-Presidents, a Secretary-General, an Assistant to the secretary-general, a Treasurer, an Auditor and two Advisers. The Executive Committee shall be elected by the Board of Directors by a majority vote based on a one round single vote system.

The Chairman of the Board shall also be the President of PAFC-Cameroon Association. S/He shall chair Board meetings and General Assemblies. S/He shall represent the Association in legal proceedings and in all civil activities and approve expenditures.

The Vice-Presidents shall assist the President in the performance of his/her duties. Duties shall be delegated to them by the President. Duties shall be officially defined by the Board of Directors. They may sit in for the President in the event of duly notified absence, according to the order of precedence. In the absence of the President, the Vice-president shall be designated specific duties.

The Secretary-General shall:

- Ensure the management of the Association under the supervision of the President,
- Ensure the effective holding of meetings of the committee and General Assemblies, in accordance with provisions in these By-Laws,
- Be in charge of the register of members, the material preparation of meetings and events, correspondences, summons and invitations,
- Be the custodian of documents of the Association,
- Coordinate activities of the organs of the Association,
- Draft reports and action plans for the Association and
- Follow-up relations with administrative authorities and partners.

The assistant secretary-general shall assist the Secretary-General in his/her duties and sit in for the Secretary-General in case of his/her absence. The secretary-general may delegate, in writing, some powers to the assistant secretary-general. S/he reports to the Secretary-General.

The Treasurer shall be responsible for the mobilization, management and use of the financial resources of the Association, report to the President, the Executive Committee and to the Board of Directors. The conditions for withdrawal of funds are described in the bylaws or the Association's administrative and financial policy manual.

The Auditor shall:

- Oversee the keeping of all books and financial records and keep the books of the Association,
- Supervise the funds and property of the Association and report to the Executive Committee and General Assembly.

The Advisers shall:

- Assist the Executive Committee in the execution of its duties,
- Carry out specific duties determined by the President,

- Assist the Executive Committee in conflict management within the Association.

The Executive Committee may invite other persons to take part in its meetings as observers, without voting rights.

Section V: FINANCIAL PROVISIONS

Article 17: The financial sources of the Association shall consist of:

- Joining fees;
- Voluntary contributions by members;
- Incomes from its activities;
- Other sources authorized by the law.

Section VI: MISCELLANEOUS PROVISIONS

Article 18: PAFC-Cameroon shall work in collaboration with accreditation organizations charged to recommend companies qualified for forest audits in Cameroon.

Article 19: The administrative and financial policy manual, as well as the rules of procedure shall be established by the Executive Committee, approved by the Board of Directors and adopted by the General Assembly.

Article 20: The Association may be dissolved by an extraordinary General Assembly convened for this purpose. In the event of dissolution, an extraordinary General Assembly shall be convened to pronounce the dissolution and designate liquidators, as well as a committee to auditing the liquidation. The latter will propose procedure for the liquidation of the liabilities and dispose of the assets of the Association. If the Association has any assets, they will be, if necessary, transferred to one or more associations with similar objectives in Cameroon.

Article 21: These By-Laws shall come into effect from the date of its adoption by the Opening General Assembly. Amendments may be proposed by the Board of Directors. Notice of amendments to these By-Laws shall be sent to the administrative authorities at the head office of the Association.

Done in Yaounde, June 25, 2007

Founding Members of PAFC-CAMEROON