

# Utipulp

Group of European Market Wood Pulp Users

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## ARTICLES OF ASSOCIATION

### Article 1 - Name, registered office, term

1. The International Association "Group of European Market Wood Pulp Users" ("Groupement des Utilisateurs Européens de Pâte Marchande"), abbreviated as "UTIPULP" is an "Association Internationale Sans But Lucratif", governed by the articles of the Title III of the law of June 27<sup>th</sup> 1921 on the non-profit making associations, foundations and international non-profit making associations.
2. The registered office of the Association is located in a borough of the Agglomeration of Brussels, where its offices also are. The offices are transferable to any other place of Belgium if it is so decided by the General Assembly with a majority vote. This decision will have to be published within the month of issue, in the Annexes of the Moniteur Belge.

The Association is established :

c/o COBELPA  
306 avenue Louise  
1050 Bruxelles - Belgium

The Association may also establish branches, including outside of Belgium.

3. The Association is of an unlimited duration.

### Article 2 - Purpose

1. The Association is a non-profit making scientific association.
2. The objectives of the Association are to achieve a better understanding on the part of purchasers of pulp for the European paper and board industry of capacity and potential supply issues likely to disrupt or otherwise affect supply of pulp, including regulatory and other developments at a global level likely to have an impact on supply in Europe.

For this purpose, the Association may:

- (a) Organise the collation and reporting of certain data on shipments of pulp in Europe in a way that ensures that the methods of collection, analysis and reporting of such data at all times complies with EU competition laws.

- (b) Share non-confidential market information gathered from the media, Internet, industry publications, conferences, exhibitions, standardisation bodies, regulatory authorities, etc... Such shared information shall not include business secrets or any other confidential information.
  - (c) Co-operate with other pulp users and manufacturers organisations located outside the EEA with a view to achieving the objectives listed above.
3. The Association is entitled to perform any action or operation, to make any representation and to take any initiative that may contribute to the achievement of its object. It may apply for membership to the Confederation of European Paper Industries (CEPI) or any other organization.
  4. The Association wishes to be an international interlocutor on the technical and industry issues related to the market pulp users who are members of the Trade Organisations which constitute the Association.

### **Article 3 - Membership, resignation, exclusion**

1. The following may become members :
  - the National Associations of European Paper and Board Industries through their Group or Committees of market pulp users ;
2. Members of the Association having the right to vote, are required to have a legal personality. This personality has to be legally obtained according to the Law of the country of origin.
3. Applicants for membership will submit their application to the Executive Committee. No later than twenty business days after receipt of such application, the Executive Committee shall acknowledge receipt of the application and shall notify the applicant that the application shall be considered at the next regularly scheduled meeting of the Executive Committee.
  - . The Executive Committee shall notify the applicant of any deficiencies in the application and permit such applicant to re-submit its application.
  - . Where it is established that the applicant satisfies the membership criteria set forth in Article 3.1 above, the Executive Committee at its next regularly scheduled meeting shall approve the application. No later than twenty business days after such approval, the Executive Committee shall inform the applicant of the decision and provide the applicant with a copy of the Articles of Association.
  - . If the application is rejected, the Executive Committee shall inform the applicant of the decision within the business group. The applicant may appeal the decision to the General Assembly within two months. The General Assembly will convene within six months of receipt of the appeal to hear the applicant and make a final decision on the applicant's membership application. If the General Assembly decides to reject the application, it will issue a reasoned decision to the applicant.

- . Each member shall retain its member status unless such member status has been terminated in accordance with the terms of these Articles of Association. The number of permitted members of the Association shall be unlimited.
4. Any member who wishes to withdraw from the Association must inform the Chairman thereof in writing six months in advance. He is bound to meet all the obligations, among which the financial ones, resulting from the Articles up to the end of the year during which the withdrawal is effective.
5. A member can only be excluded on the ground of a serious offence (defined broadly as any breach of the rules and any action detrimental to the achievement of the objectives) and by a decision of the General Assembly taken with a majority of two thirds of the members who are present.

A serious offence will be considered as:

- (a) any act or practice that adversely affects the name, goodwill, reputation or interests of the Association
- (b) the failure to actively participate in and contribute to the Association's objectives in a material and consistent manner
- (c) failure to comply with European competition law or applicable national competition laws
- (d) failure to pay the membership fees when due
- (e) any other material breach of the Articles of Association or the Rules of Application.

The member concerned may defend his position before the General Assembly called expressly for this purpose during a period of fifteen days before his exclusion becomes effective. Grounds for serious offence are any breaking of the rules in the Articles and any action detrimental to the achievement of the object of the Association. A member who is excluded is bound to meet the same obligations as a member who resigns, as described in paragraph 3 above.

Reasons shall be given for the exclusion of a member from the Association if such a member has so requested within 15 days following the notification.

6. Any member who ceases to be part of the Association has no right on the Association.

#### **Article 4 - General Assembly**

1. The Association is governed by a General Assembly formed of up to 4 delegates by member-state, who are appointed by the participating Associations or Groups. If the appointed member is prevented from attending to his duties, his replacement will be appointed by the competent National Organization.
2. The General Assembly elects from among its members a Chairman and a Vice-Chairman who must be of different nationalities. Their term of office is two years and it may be renewed once. If a member of the General Assembly so requests, the ballot will be secret. If the Chairman is prevented from attending to his duties for an indefinite period of time, the Vice-Chairman will replace him up to the end of their term of office.
3. The General Assembly is the decision-making body of the Association. The General Assembly defines the activities, the orientations and the actions. The General Assembly may set up select committees to study specific problems (e.g., environmental or

technical issues, standardization, quality of the statistics, etc...) The General Assembly is represented by the Chairman and Vice-Chairman, to whom it may delegate all its powers. In addition, it may extend special mandates to any person it wishes.

4. In particular, the following issues are to be discussed by the General Assembly :
  - approval of accounts and budget,
  - admission, election and exclusion of members,
  - amendments of the Articles of Association,
  - dissolution of the Association.
5. The General Assembly is chaired by the Chairman and meeting at the date and place which are given on the invitation.  
The invitation is sent by the Secretary by mail or e-mail at least 60 days prior to the Assembly meets. The agenda can be sent separately.  
The General Assembly meets at least twice a year. It also meets at any time the Chairman or the Vice-Chairman think it necessary or when one of the member Associations or one third of the delegates of the General Assembly so request.
6. Voting members can be represented at the General Assembly by an other voting member, possessing a proxy. However each voting member will not be allowed to have more than two proxies.
7. The proceedings of the General Assembly are valid only if at least half of its delegates are present. Decisions are taken with a majority vote of the delegates who are present. Minutes are sent to the members by mail or e-mail.
8. The Secretary is appointed by the General Assembly. His duties are defined together with the proceedings of his appointment.  
The Secretary of the Association takes part in its meetings.

#### **Article 5 - Executive Committee**

1. The Association is managed by the Executive Committee, which is composed of four or five members.
2. The Executive Committee is composed of the Chairman, the Vice-Chairman and three delegates appointed by the General Assembly. Apart from the Chairman and the Vice-Chairman, whose term in office is two years, members shall be appointed for three years. They can be removed by the General Assembly by a vote of 2/3rd of the members present or represented.  
The appointment can be renewed once.
3. Members of the Executive Committee shall be of different countries.
4. The Executive Committee may only be validly held if 3 of its members are present.
5. Decisions shall be taken on a simple majority. In the case of an equal vote, the Chairman shall have the casting vote.
6. The Executive Committee is convened by mail or e-mail by the Chairman or any of its members and meets as often as it is necessary, but at least once a year.

7. The purpose of the Executive Committee is in particular to study applications for membership as defined in Art. 3 of the Articles of Association, or any other special task according to a decision of the General Assembly.
8. The Executive Committee has all power given by the General Assembly to achieve the object of the Association.

#### **Article 6 - President**

1. All the actions which commit the Association are, except when expressly mentioned in the Rules of Application, signed by the Chairman, who will have no obligation to justify towards third parties, the powers which have been given to him in this respect.
2. In particular, the Chairman represents the Association, both as plaintiff and defendant.

#### **Article 7 - Accounts**

1. The financial year is closed on December 31st.
2. The Chairman is in charge of presenting the final accounts of the passed year and the provisional budget for the coming year, to the General Assembly.
3. The General Assembly examines the Budget necessary to finance the activity of the Association and defines the share of contributions of each member.

#### **Article 8 - Modifications of the statutes**

1. The General Assembly may, with a majority of two thirds of the members who are present and at meeting specially summoned for that purpose with an advance notice of at least ninety days, amend the Articles of Association and their Rules of Application, decide to apply for membership of the Association in other organisations or to withdraw it from them, or to declare it dissolved.
2. If such a General Assembly can not gather 2/3rd of the voting members, a new General Assembly will be summoned in the conditions as above. The decisions will be taken for good and validity on the issue, whatever the number of members present can be.

The amendments of Articles of Association will have to be submitted to the Belgian Ministry of Justice and published in the Annexes of the Moniteur Belge.

3. The General Assembly will determine the way the Association will be dissolved and winded up. The net assets, if any, will have to be allowed to a disinterested cause.

#### **Article 9**

Any matter not governed by these Articles or by possible Rules of Application of the Association must be referred to the Belgian law.

*The French text is the only authentic one.*