



# CONFÉDÉRATION EUROPÉENNE DU LIÈGE

## *BYLAWS*

*October 1998*

### CHAPTER I - DENOMINATION AND HEAD-OFFICE

#### **Article 1**

The name of the association constituted among the national organisations of producers, industrialists and distributors of cork and cork products of the European Union's countries shall be :

CONFÉDÉRATION EUROPÉENNE DU LIÈGE  
(C.E.LIÈGE)

It is ruled by the following by-laws :

#### **Article 2**

The head-office of the Confederation is located in Paris, 10 Rue du Débarcadère, 17ème arrondissement.

The Confederation can change of address upon decision of the General Assembly.

### CHAPTER II - OBJECTIVES

#### **Article 3**

The objectives of the "Confédération Européenne du Liège" are:

- a) Promotion of the contact among its members;
- b) Study of all the technical, economic, social and fiscal problems which could concern the cork sector, with the concern to guarantee the harmonisation of the interests of all its members;
- c) Study and adopt general rules towards the production of raw-material, the industry and trade of cork and cork products, and also as concerns the repression of frauds and, eventually, necessary controls for a straight fulfilment of the rules;
- d) present and sustain the resolutions voted by the General Assembly in front of the international organisations, and, particularly, in front of the European Commission and through national organisations, in front of the national public authorities;
- e) meet and diffuse all eventual documentation referring to the cork sector;
- f) find out the means capable of developing the use of cork and cork products;
- g) stimulate solidarity between the economies of each different countries' cork sector in order to promote, in a co-ordinated endeavour, a policy for forests, industry and commerce which will tend to assure a free commercialisation of raw-materials, of by-products and manufactured products according to the community's rules.

## CHAPTER III - MEMBERS

### Article 4

4.1- The member countries of CELIÈGE are the countries which integrate the European Union and which produce and consume cork and its products, and whose national organizations of the cork sector decided to co-ordinate their actions in order to meet with all the objectives of the Confederation, described hereupon, at the article 3.

4.2 - The category of **active Members** includes:

- the public or private associations and organizations of the Member countries and related to the production, industry, and trade /distribution of cork and cork products;
- the manufacturers, and distributors of cork and cork products situated in countries which are part of the European Union and in which there isn't any representative association of professionals or public and private organisation of the cork sector, counting with only one industry per country.

4.3 - The category of **associated Members** includes:

All organisms other than those described in the paragraph 4.2., in relation with the cork sector and settled in Member countries of the European Confederation.

4.4 - The category of **correspondent Members** includes:

- The professional associations and public or private organizations of the countries external to the European Union in direct link with the production, industry and trade of cork and cork products;
- The industries of the cork sector which are in countries outside the European Union and where there isn't any professional cork association.

## **Article 5**

The requests for affiliation of the Member countries, active members, associated members and correspondent members shall be addressed to the General Secretary, as mentioned in Article 23. They are instructed to the Administration Board and submitted to the General Assembly for ratification.

## **Article 6**

The Members can resign, provided that they advise previously (six months beforehand) the general secretary, and that they have paid all their quotas of the year ended and the year in course.

## **Article 7**

Are excluded the Members:

- a) whose professional associations, organisms or other companies are dissolved or are no longer related to the cork business.
- b) who refuse to offer their collaboration to CELIÈGE, preventing the Confederation from achieving its purposes;
- c) or that, in some other way, are damaging (or discrediting) the CELIÈGE ' prestige, or doing wrong to any of its members.

The exclusion of a member is decided by the General Assembly, on proposal from the Administration Board.

## **CHAPTER IV - ADMINISTRATION AND ACTUATION**

### **Article 8**

The CELIÈGE social bodies are the Administration Board and the General Assembly.

### **Article 9**

The members of the Administration Board cannot in any way have (fulfil) more than one function within this "instance".

### **Article 10**

The mandates of the delegates to the General Assembly and of the Board's Administrators, as well as the contribution of the assistants invited to attend the meetings of the General Assembly and of the Board (in the conditions stipulated in the Articles 14 and 18) don't imply any retribution from CELIÈGE, and the latter doesn't support any travel and accommodation cost.

## **1) The General Assembly**

### **Article 11**

11.1 - The General Assembly is constituted by delegates of active members with all their rights, and considering that each active member can only have one delegate.

11.2 - The members of the General Assembly must, in all situations, be representatives of the sectors of production, industry or trade of cork and cork products.

11.3 - The active and associated members, and if invited, the correspondent members shall indicate to the general secretary, at least 15 days before each meeting, the name of their delegates to the General Assembly.

11.4 - The delegates of the Active members of each country can be accompanied by two assistants (limit) for each member country. The latter haven't right to vote.

### **Article 12**

The associated members have right to take part in the General Assembly, since each associated member has only one representative, and are also allowed to intervene in the discussions, but haven't right to vote.

### **Article 13**

13.1 - The Ordinary General Assembly holds a meeting once a year, after the presentation of the activity's report of the Administration Board, as mentioned in Article 11, clause j).

However, it may be held twice a year, upon convocation of the Board or further to a proposal of the active members' delegates to the General Assembly, provided that they represent at least 1/3 of the total amount of voices. In such situation it is called "Extraordinary General Assembly".

13.2 - The meetings are held each time in different country (rotatively - in turns) in each of the countries with one member or more. The Administration decides which will be the first host member country and the following ones. The Administration Board shall appoint one active member of the selected host country to organize the meetings.

### **Article 14**

The Ordinary General Assembly' s functions are:

- a) to ratify the appointment of the members of the Administration Board and of the General Secretary;
- b) to decide upon the admission of new members proposed by the Administration Board;
- c) to decide about the exclusion of members, depending on proposal presented by the Administration Board;
- d) examine the annual report of the CELIÈGE' activities;
- e) to define the main lines of the policy of CELIÈGE and verify whether they have been followed;
- f) to approve or modify the budget and the accounts presented by the Administration Board and define the diligences for expenses, in accordance with what is mentioned in article 36;
- g) to define the annual quota for each member country and the financial participation of the associated members and the correspondent members ; decide on "exceptional call for funds "; to give his opinion on subventions / subsidies that CELIÈGE can be granted with;

- h) to give opinion regarding all the subjects inscribed in the agenda;
- i) to define dates and places of the Ordinary (usual) General Assemblies;
- j) whenever it is the case, modify / adjust the bylaws, on proposal presented by the Administration Board;
- k) If it is necessary, dissolve CELIÈGE; and to schedule an Extraordinary General Assembly only if the conditions are those presented at the Article 13.

### **Article 15**

The agenda, proposed by the General Secretary, must be approved by the Administration Board.

### **Article 16**

The convocations to the General Assembly and the Agenda shall be sent to all the active and associated members at least **thirty days** before the date of the meeting. Eventual invitations to the correspondent members shall be sent within the same delay.

To complement the Agenda, as for important problems (modification of the by-laws or convocation of Extraordinary General Assembly), a complementary information shall be annexed to the convocation letter.

### **Article 17**

Any member wanting to submit to the General Assembly any subject or any proposal judged appropriate shall transmit it to the General Secretary at least **sixty days** before the date of the meeting.

A memorandum (justification note) shall be appended to every communication and annexed to the convocation letter.

Meanwhile, and exceptionally, the proposals for modification of the agenda or addition of subjects (provided they are justified) can be addressed to the General Assembly, in order to be received at least **fifteen days** before the meeting.

### **Article 18**

The General Assembly can only decide on the themes that are included in the agenda.

The General Assembly cannot deliberate unless:

- regarding the 1st convocation, the 2/3 of the member countries are represented and the 3/4 are present or represented;
- regarding the 2nd convocation, half of the member countries are represented and half of the active members are present or represented.

### **Article 19**

The General Assembly's meeting is conducted by the representative of the host member country.

### **Article 20**

Only the active members have right to vote, provided that the dispositions of Article 35 are respected. The vote is usually nominal or by putting up hands. However secret voting is also used within the conditions mentioned in the Internal Regulation.

### **Article 21**

If one delegate is absent, his voting right cannot be performed unless, by written letter to the Chairman, the active member concerned appoints another delegate to replace this absent delegate.

The delegates in this situation have only right to one vote, beside their own mandate.

### **Article 22**

At the moment of voting, the representative appointed in every member countries will express the results and quantification of votes of the active members of his country, in the limit number of voices granted to his country (Cf. Internal Regulation).

Every decisions are made on a relative majority of 3/4 of the voices, with exception of these which concern directly the cork production, and these described in the Article 14, clauses j) and k), as wells as these which demand a majority of 5/6 of the voices and the participation of 3/4 of the member countries in the voting act.

## **2) The Administration Board**

### **Article 23**

23.1 - CELIÈGE' management is of the responsibility of an Administration Board constituted by representatives of the member countries (one representative per country) called Administrators, and by the Treasurer.

The Administrators shall be actual or ex-managers of industries of Manufacture and transformation, or distribution of cork and cork products.

23.2 - The assignment of these Administrators is decided upon the attributions of each member country. This assignment is submitted to ratification by the General Assembly. The Administration Board shall elect the chairman, a first vice-chairman and a second chairman.

23.3 - If a Member Country decide to elect as its representative one of its associates of different nationality, this representative must be affiliated to an Association with head office in his country.

If an Association wants to assign a representative in that situation, she must consult the association of the country where he comes from in order to check if the representative complies with the conditions stipulated in the anterior paragraph

23.4 - The Chairman of the Administration Board is entitled Chairman of CELIÈGE. If this Presidency is assured by a representative of a country producer of raw-material or of semi-manufactured products, the vice-chairman shall be a representative of a consumer country, and vice-versa.

### **Article 24**

The Administrators shall chose the Treasurer, who will be member of the Administration Board after the General Assembly's ratification of his assignment.

The treasurer shall be of a member country different from that of the General Secretary.

### **Article 25**

The Administration Board is composed also by a General Secretary assigned by the Administrators; this assignment being further ratified by General Assembly.

### **Article 26**

The mandates of the Administration Board are for a duration of three years. After a first mandate, these mandates are renewable each year.

## **Article 27**

The meetings of the Administration Board are held at least once a year, either at the head-office, or at any other place provided that the Administration has nothing against the proposed place.

## **Article 28**

28.1 - The Administrators and the treasurer dispose of the right to vote at the Board of Directors.

28.2 - The General Assembly participate in the works of the Administration Board, as consultant and adviser; therefore he has no right to vote.

28.3 - To deliberate a valid vote, at least 2/3 of the members of the Board must be present or represented. The decisions are made in accordance with a relative majority of 5/6 of the voices.

28.4 - If a member of the Administration Board is not present, he can delegate his right to vote, in writing, to another representative. The representatives of the Administrators must fulfil the condition mentioned in article 23.1.

## **Article 29**

The Administration Board is responsible for :

- a) Representation of CELIÈGE ;
- b) Examination of the candidatures of the new members and proposal for their admission to the General Assembly;
- c) Proposal to the General Assembly , when it is the case, of exclusion of Members, according to the conditions defined in Article 7; and arbitration among professional organisations of country members; under requisition addressed to the Administration Board by the representative of one of these member countries, and whenever the representative of a member country asks for advice as regards litigation (dispute) among national organisations or companies of a same member country;
- d) Management of the CELIÈGE' funds ;
- e) Execution and accomplishment of the statutory duties fixed by the present document and these of the General Assembly;

- f) Proposal to the General Assembly of all the resolutions judged of some use for CELIÈGE achieving its own purposes; if necessary, propose to this "organe" the modifications to affix to the CELIÈGE' bylaws;
- g) Centralization and diffusion of eventual information regarding the activity of CELIÈGE;
- h) Presentation of the budget and financial report to the General Assembly;
- i) Diffusion of the activity' s report to the General Assembly before the 31st May of each year.

### **Article 30**

The Assistants can attend the meetings of the Board, since there isn't more than two assistants for each Administrator.

The Assistants have no right to vote.

### **Article 31**

The Administration Board can provide the presence of competent personalities, called "Experts" or "Mission Monitors" (technicians), for the study of some problems.

It can also create "Work Groups" composed of delegates, active members, and eventually helped by Experts or "mission monitors".

### **Article 32**

The Administration Board can delegate to the General Secretary part or the whole of its functions of current administration or management, as defined in Article 29.

As it concerns the funds of CELIÈGE, the delegation of the Administration Board can only execute if jointly both by treasurer and general secretary.

In exceptional circumstances, the chairman can, on his own initiative or upon demand from two Administrators, call for the convocation of a restricted Board of Directors, composed by titular members of the Administration Board, without no Assistant.

The actuation of the restricted Board responds to the same rules as a normal Administration Board.

## **CHAPTER V - BUDGET**

### **Article 33**

The year exercise corresponds to the civil year.

### **Article 34**

The resources of CELIÈGE are constituted by the Active members' subscription, as well as these of the associated and correspondent members, defined every year by the Ordinary General Assembly. Besides these subscription, the resources include also penalties rights of entrance (Internal Regulation), funds resulting from exceptional calls, and subsidies (supports) accepted by the General Assembly.

### **Article 35**

The delegates of active members who have not fully paid their subscription referring to the year ended have not right to vote at the General Assembly.

The representative at the Board of one member country, whose active members have not all paid fully their subscription for the year ended will not have right to vote at the Board's meeting.

Besides, for any delay in the payment of subscription, some penalties will be inflicted, according to modalities inscribed in the Internal Regulation.

If the incident is recurrent, the dispositions of Article 7 can be applied and the exclusion of the failing members can be considered.

### **Article 36**

36.1 - The expenses must be considered in the Budget performance, as it has been approved by the General Assembly.

36.2 - Any important expense, whether exceptional or not, cannot exist if it has not been approved beforehand by the Ordinary General Assembly.

However, this body determinates (ascribes) every year a maximum amount, unitary and overall, of expenses not considered in the budget, but that may exist.

An Extraordinary General Assembly can be held whenever an exceptional expense is indispensable during the exercise of the financial year.

In every cases, the treasurer jointly with the general secretary are in charge of checking these expenses.

**Article 37**

The contribution from experts and persons in charge of a mission can originate a retribution from CELIÈGE.

**Article 38**

As for the costs of Secretariat and expenses with organization of meetings, there is an article of the Internal Regulation that alludes to that situation.

**CHAPTER VI - OTHER DISPOSITIONS**

**Article 39**

The French idiom is adopted in all the official activities of CELIÈGE.

**Article 40**

Any litigious situation against any clause of the present by-laws, and whatever may be the parts involved, shall be conceded to the competent jurisdiction within CELIÈGE.

**Article 41**

An Internal Regulation, adopted by the Administration Board, describes, as for what is needed when are applicable the rules of the present by-laws. This Regulation can be modified and complemented by the Administration Board.

# INTERNAL REGULATION OF CELIÈGE

October 1998

## Article 1 - Vote at the Administration Board

The normal proceedings consists of granting each voting member with one voice. The number of voices can however be adjusted to allow one or several Administrators to express the contrasting points of view of his or their active Members, and the same number of voices is granted to each voting person. the proceedings is as follows:

- If only one member Country demands to carry forward this proceedings, the number of voices granted to each voting person will correspond to the number of active Members of this country.
- If several member countries demand to put in practice this proceedings, the number of voices granted to each voting person will be the smallest common multiple of the number of the demanding countries' active members.

## Article 2 - Vote at the General Assembly

The total amount of voices granted to the active members at the General Assembly is distributed as described below:

Portugal	9
Germany	7
Spain	7
France	7
Italy	7
United Kingdom	2
Associated M	1
Correspondent M.	1

The other countries and the companies/ industries of the European Union which would demand and obtain their affiliation as active members of CELIÈGE would be granted with 2 voices.

Each member country shall decide of the distribution of voices among one's active member.

### **Article 3 - Designation of the Active members :**

In reference to what is said on article 23.4, shall be considered:

Producing countries:	Portugal, Spain and Italy
Consumer countries:	France, Germany and United Kingdom.

### **Article 4 - Vote by secret ballot**

The vote is obligatorily expressed in secret bulletin in the following situations:

- on simple request from one of the voting person,
- whenever a nominal vote is contested,
- for some important decisions, such as:
  - Administration Board:
    - Election of the Chairman, Vice-Chairmans, Treasurer, and General Secretary;
    - Admission of New Members;
    - Exclusion of members;
    - Modification of the bylaws;
    - other resolution issued from a survey.
  - General Assembly:
    - Ratification of the assignments of the Administrators and General Secretary;
    - Ratification of the Administration's decision referring to the admission of new members or exclusion of members;
    - modification of the bylaws;
    - dissolution of CELIÈGE.

### **Article 5 - Ordinary Costs**

#### **5.1. - Costs of management and functioning**

These costs include wages and costs of travel/ accommodation of the effective staff, and also of the Experts and Mission Monitors, participation in rental charges, costs of communication mailing, etc. All these costs are supported by CELIÈGE, depending on agreed modalities in force for three years and which are reviewed and re-discussed with the annual budget's examination on General Assembly.

As regards the distribution of the costs among the countries with one or more active members, they will be divided in the same way the votes are shared at the General

Assembly (Article 2 of the Internal Regulation). An additional participation shall be required from the associated and correspondent members.

The Active Members' subscription is paid every year in full (only one instalment) by the representative of the Member country.

#### 5.2 - Costs of the meetings:

The costs of the General Assembly and Administration Board meetings (excepting: costs of translation) are charged to the host country.

Each member shall support the respective travel and hotel expenses.

### **Article 6**

#### 6.1 - Penalties for non-payment in due term.

The penalties regarding delay of subscription's payment are decided in the following terms: after a call addressed by the treasurer by recommended letter with reception warning, and if the General Assembly decides thus, to the non-paid amounts will be added an interest tax (on a French banking system basis) never below 5% / year.

Consequently and only after decision of the General Assembly, the other active members can be asked to subscribe an additional amount in order to reduce this budget' deficiency.

#### 6.2 - Right of entrance

In case of a member that has come out of CELIÈGE by exclusion wishes to be re-admitted, that member shall have to pay a right of re-entrance (amount to be defined).