

ARTICLES OF ASSOCIATION

Articles of Association of the Nordic Wood Preservation Council

Adopted on 29 October 1969. The Articles of Association have been amended on 26 October 1976, 19 May 1981, 1 March 1988, 30 October 1996, 3 May 2005, 23 May 2012 and on 1 June 2016, and on 23 June 2021, on 2 June 2022

§1 Name and legal domicile of the Association

The name of the association is Nordic Wood Preservation Council, NWPC and translated to Swedish, Föreningen Nordiska Träskyddsrådet.

It was founded on 9 October 1969 as a joint association for the Nordic countries wood preservation organisations in Denmark, Finland, Norway, and Sweden.

The association's legal domicile is Stockholm with Swedish organisational no 802504-5124

§2 Purpose and objectives of the association

Purpose

The purpose of NWPC is to promote wood with improved durability as a highly valued and preferred building material through market and sector cooperation and coordination for the commercial benefit of its stakeholders.

Objectives

The objectives of NWPC's is:

1. Strengthen the versatile use and competitiveness of durable wood via work with:
 - NTR-The wood durability quality system including directives and recommendations
 - Quality assurance
 - Education to stakeholders
 - Standardization related to durable wood and related building standards
 - Improve and communicate the sustainable use of wood
2. Strengthen the reputation and trust of NTR-branded durable wood by means of:
 - evidence-based practice: research evidence, practical experience, and industrial best practice
 - cooperation, liaison, advocacy, and PR
 - Initiating strategic R&D projects

§3 Operations and activity

The objectives will be targeted by the NWPC organisation by means of this Activities and the Activity Plan adopted by the board.

- Publish and develop the NTR-Documents and the wood durability quality system
- Licence the NTR-mark to certified wood producers and revoke the licence to producers that have lost the certification
- Engage and finance NTR-TEG
- Initiate and coordinate field trials of wood preservatives, as a base for evaluation and approval of durable wood
- Approve control bodies and monitor and coordinate the work of the Control Bodies so that the certification of wood producers is equal, just and enhance quality of durable wood
- Develop and operate the NTR-Database to support the Control Bodies external control and collect production quality data related to approved preservatives for the TEG to improve durable wood
- Operate a website with information and publication of NTR-licences and approvals
- Specify, develop, and coordinate education for producers of NTR-marked wood and other stakeholders
- Collect and publish relevant market statistics
- Legal, regulatory, and political liaison for fair and equal conditions for durable wood industry
- Support and/or initiate joint meetings, symposia, and conferences in the field of wood durability, as well as take other necessary initiatives to disseminate information and knowledge about related wood use
- Seek and develop cooperation with other countries' wood preservation organisations and promote joint efforts in international councils and committees in the field, such as CEN
- Coordinate and initiate research projects that are of common interest to Member Organisations
- Support and communicate the sustainable development of the durable wood industry based upon the NTR-system

§4 Members

The following organisations and institutions are full members of NWPC. In the following sections, these members are referred to as Member Organisations.

- Dansk TræBeskyttelse
- Treindustrien i Norge
- Kestopuuteollisuus ry
- Svenska Träskyddsföreningen

NWPC General Assembly may also approve other similar legal organisations, or companies, from the founding countries, as a member or associated member. Only one organisation or company from each country should be a member.

§5 NWPC's organisation

- General Assembly
- Board of Directors
- Managing Director/ Secretariat
- Technical Group
- Other working groups

The duties and responsibilities of the Board of Directors, the Managing Director/Secretariat, the Technical Group and other working groups are set out in specific **Rules of Procedure**, which are established by a unanimous decision of the Board of Directors.

§5.1 Board of Directors

Formation

The Board of Directors shall consist of a minimum of 4 and not more than 6 members with personal deputies, however not more than one from each Member Organisation.

The representatives on the Board of Directors are elected by the General Assembly for one year at a time.

The NWPC's Chairman is elected by the General Assembly from the members of the Board of Directors, and whose mandate period is for a term of one year. The Chairman can be re-elected but can only serve three consecutive years.

Quorum

Decisions on financial matters and the organisation of the NWPC must be unanimous. The other decisions may be made by a simple majority.

The Board of Directors has a quorum to decide when representatives of at least all Board members except one are present. In the event of a tie, the vote of the Chairman will decide the matter.

Responsibilities

The Board of Directors shall work to ensure that the **Activity Plan** adopted is followed. NWPC's Chairman chairs the Board of Directors meetings, represents NWPC externally and is responsible for NWPC's day-to-day operations together with the Managing Director/Secretariat or the Chair of working groups.

The Board of Directions is to normally hold four meetings each year. Additional meetings can be held when necessary.

§5.2 General Assembly

The General Assembly consists of the representatives of the Member Organisations (no more than two from each Member Organisation), who are appointed by each Member Organisation. Each ordinary Member Organisation has one vote at the General Assembly.

The General Assembly shall be held annually no later than 31 May, and extraordinary meetings can be held when necessary.

Notice of the meeting and the agenda for the General Assembly must be made in writing by e-mail to the members at least three weeks prior to the date for the meeting. Minutes shall be kept at regular General Assembly.

A majority vote decides at matters taken up for decision at the General Assembly. If there is an equal number of votes on each side, the vote of the chairman of the meeting will decide the matter.

The following matters shall be dealt with at the regular General Assembly:

1. Opening of the General Assembly
2. Election of chairman and secretary at the General Assembly
3. Ask if the General Assembly has been duly convened
4. Election of a person to check the minutes
5. Preparation and approval of voting list
6. The Board of Directors' Annual Report and the Auditor's Report
7. Decision on:
 - a. The adoption of financial statements
 - b. The appropriation of the association's surplus or deficit loss according to the adopted Statement of Financial Position
 - c. Discharge from liability for the members of the Board of Directors and the Managing Director
8. Approval of the financial budget and activities plan
9. Determination of fees/travel expenses to members of the Board of Directors, Technical Group, working groups and the Auditors
10. Determination of the number of members of the Board and the election of members to the Board
11. Election of the Chairman of the Board
12. Appointment of the Auditor and deputy
13. Appointment of members to the Technical Group
14. Decisions on fees (membership fees and service fees)
15. Other matters which otherwise the General Assembly is expected to deal with in accordance with the Articles of Association, or that which has been notified to the Board of Directors at least two weeks prior to the meeting. Matters, not stated in the notice of meeting, may not be decided at the meeting.

If the Board of Directors deems it necessary, an extraordinary General Assembly may be convened and held at the location and date as determined by the Board of Directors. The notice of extraordinary meeting shall be communicated to the members and shall include information about the meeting.

§5.3 Managing Director function/secretariat

The Managing Director function/Secretariat is engaged by the Board of Directors and is subjected to an evaluation at a minimum of one Board of Directors meeting per year.

§5.4 The Technical Group

Formation

The General Assembly appoints the members of the Technical Group (TEG) via a proposal from NWPC's Board of Directors, for a period of two years. In the event of a withdrawal during one's current mandate period, a new member of the Technical Group shall be appointed by the Board of Directors.

The Technical Group consists of 3 - 5 individuals from a minimum of two countries.

The members of the Technical Group may not be in any position of personal employment or financial relationship with producers of wood preservatives or wood processors.

Meetings and Decision making

The Technical Group normally conducts two meetings per year. If necessary, additional meetings can be held.

Within itself, the Technical Group elects a chairman for a period of two years. The Technical Group has a quorum to decide when a maximum of one representative is absent, however a minimum of three representatives must be present.

For the Technical Group to take a decision, it must be unanimous. Decisions of the Technical Group regarding certification cases cannot be appealed by the Board of Directors.

Task

The Technical Group is responsible for approval of wood preservatives, and publication of the **Approval list** according to Technical Group work description.

The Technical Group is referral body to revision of the NTR-Documents.

§6 Fees

NWPC's activities are financed by means of application fees/inspection fees plus contributions from the Member Organisations, which are decided by the General Assembly. NWPC may receive public funding.

Each Member Organisation pays contributions comprised of a fixed member fee and a production related fee.

Each Member Organisation pays a proportional amount of the annual budget agreed upon on the General Assembly. The basis for division is national production of NTR-classified wood in the members country, measured as volume in metric ton, excluding export.

NWPC may establish a fund for research and development activities ("R&D Fund"). The Board of Directors decides on what the R&D Fund will be used for. The R&D Fund shall have its own separate financial accounts.

§7 Signing on behalf of the association

In addition to the Chairman of the Board, the person or persons appointed by the Board of Directors will have the authority to sign for the association.

§8 Audits

For the review of the Board of Director's management and the association's accounts, an authorised public accountant or approved public accountant with a deputy auditor is appointed annually at the regular General Assembly for the period until next year's regular General Assembly. A copy of the Auditor's Report for the previous financial year shall be submitted to the Board of Directors before the end of March.

The association's accounting period is one calendar year.

§9 Disputes

Any disputes arising out of these Articles of Association shall, if a voluntary resolution cannot be reached, be referred to an arbitration tribunal.

§10 Amendment of the Articles of Association

Amendments to this Articles of Association require a decision by a 2/3 majority at the General Assembly.

§11 Withdrawal from NWPC

A Member Organisation may request its withdrawal from NWPC by giving notice in writing and the notification must be made with a 12-month period of prior notice.

The member that withdraws undertakes not to use the name, logos, brands, trademarks, or intellectual properties owned by NWPC. Member also undertakes not to start or operate a similar wood durability quality system during a period of three years from the withdrawal.

§12 Dissolution of NWPC

NWPC can be dissolved by the General Assembly if all members jointly decide to dissolve the association. It requires two General Assembly held in the period of 5-10 weeks from the first and with the same jointly decision to dissolve. After this second meeting NWPC is dissolved.

Upon dissolution, NWPC's operating funds and other assets and liabilities are to be divided in relation to the average membership fees paid over the past 3 years.

The allocation of the R&D Fund upon withdrawal takes place in accordance with the provisions of the R&D Fund.

Upon the dissolution of NWPC, the members agree and acknowledge that intellectual properties such as name, logos, brands or trademarks pertaining to NWPC shall not be distributed among the member but shall, subject to commercial negotiations, be divested to any interested third party which may or may not be a member of NWPC.