

Statutes of the International Lignin Institute

I. GENERAL POINTS

Art. 1 *Name / Headquarters*

An association, governed by Paragraph 60 and following in the Swiss Civil Code, was created at Schwarzsee, Plaffeien (FR, Switzerland) under the name of the "International Lignin Institute" (subsequently called "Lignin Institute"). By decision of the General Assembly of June 10th 2004, the headquarters have been transferred to Lausanne (VD, Switzerland)

Art. 2 *Objectives*

The Lignin Institute is an international organization aiming to promote the use of renewable resources and low polluting processes. The main objective is to enhance the technical and economical possibilities to use lignin as a renewable resource. In order to develop a global approach it shall be equally possible to work in adjoining fields.

Art. 3 *Means*

These objectives will be activated by an interdisciplinary and global approach, with the emphasis on systems thinking and the cycles involved:

1. By bringing together the different partners and the interested parties in one organization beyond the boundaries of existing organizations i.e. producers of raw materials, lignin users, researchers, equipment producers, politicians, private persons etc.
2. By improving information exchange: between partners within the Institute with external groups and persons as well as with the general public (public relations). In particular, special attention shall be paid to the information which is not established among specialists (new tendencies, interaction with other fields, transfer of knowledge).
3. By improvement of contacts and cooperations between the members: within research, within industry, between industry and research, between industry to politics etc. The promotion of new collaborations which could not or not easily be realized without the Lignin Institute as an intermediate and meeting point shall be emphasized. In particular, programs and projects which are orientated to application shall be realized.

II. MEMBERSHIP

Art. 4 *Members*

There are three categories of members for the International Lignin Institute:

- individual members,
- profit-making collective members like industries or other companies,

- non-profit-making collective members like other associations, universities or other state organizations.

Art. 5 *Admission*

Individuals or legal entities wanting to become a member of the Lignin Institute must apply to the Executive Committee. The ultimate authority for the judgement of the applications is the General Assembly.

The application includes the acceptance without restrictions of the Lignin Institute's statutes

Art 6 *Ending*

The membership to the Lignin Institute comes to an end:

- by resignation, that must be sent minimum 3 months before the end of the accounting year,
- in case of non-payment of the financial contributions even after written demand, a member can be excluded by the Executive Committee;
- by exclusion by the General Assembly, if this case was mentioned in the agenda of the Assembly
- in case of death or dissolution of a legal entity.

III. INCOMES AND FINANCIAL OBLIGATIONS

Art. 7 *Financing*

The association is financed by membership fees, donations and sponsoring, as well as by incomes of activities realized on its own initiative or orders paid by third parties (mandates, studies etc.). Possible benefits are exclusively used in order to reach the objectives of the association.

Member Fees

The member fees are set by the General Assembly.

Art. 8 *Liability*

For the obligations of the association exclusively its assets shall be liable.

IV. ORGANIZATION

Art. 9 *Organs*

The organizational bodies of the Lignin Institute are:

- the General Assembly
- the Executive Committee
- the Auditing Body.

Art. 10 *Institutions*

Specific institutions can be created for the activities of the association:

- Scientific Committee
- Committee for "Quality and Standards"
- Committee for Public Relations
- Committee of Project Managers

The Executive Committee can create other Committees. The Committees depend on the Executive Committee.

A. General Assembly

Art. 11 Ordinary General Assembly

The Ordinary General Assembly takes place once a year. It can be done as physical meeting, but also by electronic means (emails or videoconference or other internet features)

Extraordinary General Assembly

An Extraordinary General Assembly shall be convened on decision of the Executive Committee or on written demand by a minimum of ten members.

Convening

Members must be personally invited by the Executive Committee in writing a minimum of three months before the date of the Assembly. The deadline for the mailing of the definitive agenda is 30 days ahead of the assembly.

Art. 12 Agenda

The permanent agenda involves:

- approval of the Executive Committee's activity;
- every second year, election of the Executive Committee, the President and the Auditing Body;
- acceptance of the reports (including annual report, accounts, report of Auditing Body);
- establishment of the ordinary and extraordinary annual dues;
- acceptance of the annual report, the balance sheet and the statement of income.

Proposals for the agenda must be communicated to the Executive Committee a minimum of six weeks in advance.

Art. 13 Competence to pass resolutions

If convened according to the statutes the General Assembly it is able to take all decisions independently of the number of members present. If done by electronic means, the assembly can take decisions with deadlines for convening that are 3 times shorter. In this case a member is considered as present if he gives the feedback by the selected electronic mean at latest at the day for which the assembly is announced.

Art 14 Participation

The members shall participate personally at the General Assembly. Collective members determine a representative.

Vote

Each member and each delegation shall be entitled to one vote in the General Assembly.

B. Executive Committee

Art 15 Composition

The Executive Committee of the Lignin Institute is made up of at least four members chosen personally and by the General Assembly amongst the members of the association.

Art. 16 Duties

The President is elected by the General Assembly. For the rest of the tasks the Executive Committee shall be constituted by itself. In particular the Executive Committee shall establish its own regulations.

The Executive Committee can designate a Managing Committee.

Art. 17 Competences

With regard to the association, the competences of the Executive Committee respect the law, the statutes and the decisions of the General Assembly.

The Executive Committee is competent to pass resolutions on all matters apart from those to be handled by the general assembly or other organizational bodies and those withheld. In particular it has the sole responsibility for the signing of agreements for mandates for members or third parties.

Signature

The joint signature of two of the following persons is required:

- the President, the Vice-President and the Secretary.

C. Auditing Body

Art 18 Designation

The General Assembly shall designate two auditors who will be responsible for auditing the accounts of the association and the activities for the benefit of the General Assembly.

The Executive Committee may engage an independent auditing company with the control of the accounts and the activities.

V. MISCELLANEOUS

Art. 19 Amendment

The present statutes may be amended by the General Assembly if a majority of two thirds exist and if the amendments were listed as a separate point on the agenda and the precise motivation was explained when the assembly was convened.

Art 20 Dissolution

The dissolution of the Institute may be decided at a General Assembly which must be convened exclusively for this purpose 6 months in advance.

For the dissolution a majority of two thirds is needed.

Art 21 Net assets

In case of dissolution the net assets of the Institute shall be handed over to the organizations, associations or foundations pursuing similar objectives.

Bourguillon, July 13, 1992

Modified at Paris-Grignon, 10th of June 2004

Modified at Orbe, 25th of April 2012