



Document 1.3

STATUTES

(Revised, August 2000, November 2002, June 2005, February 2009)

TITLE ONE

CORPORATE NAME, DOMICILE, DURATION AND PURPOSE

FIRST The name of the Association shall be "FOREST STEWARDSHIP COUNCIL" which shall always be followed by the words "Asociación Civil", or their abbreviation "A.C."

SECOND The domicile of the Association shall be the City of Oaxaca, Oaxaca, México. Notwithstanding the foregoing, the Association may establish agencies or branches anywhere within the United Mexican States or abroad, without such acts constituting a change of domicile.

THIRD The Association shall have an indefinite duration.

FOURTH The purpose of the Association shall be:

- 1 to promote an adequate management of forests, providing the assistance required to achieve an environmentally appropriate and economically viable exploitation of natural resources, avoiding deterioration or affectation of such resources, of the ecosystems, or of the surrounding communities. To promote a viable management of the forest resources and a forestry production that preserves the environment;
- 2 to promote the Principles and Criteria of responsible management of the world's forests through the development of the forest management standards and a voluntary accreditation program;
- 3 to conduct educational activities aimed to increase the awareness of the importance of improving forest management;
- 4 to provide guidance and assistance to developers of forest management policies, forest managers, legislators, and to any other person interested in forest management;
- 5 to provide assistance and to collaborate with all kinds of entities and agencies around the world, public or private, dedicated to care and maintain forests;
- 6 to promote the development of all kinds of activities addressed to the preservation and maintenance of forests;



- 7 to establish offices for the research, information, and analysis of forest matters;
- 8 to build, lease and/or acquire real estate and chattels that could be necessary for the adequate performance of its purpose;
- 9 to establish management offices;
- 10 to manage and handle its own resources contributed by its Associates towards the achievement of its purposes, and to collect funds to achieve those same objectives, whether directly or through credits obtained by the Association, guaranteed or not, provided that in the latter case, the Association's interests are adequately protected in accordance with the applicable law and regulations;
- 11 in general, to carry out all legal actions and subscribe all kinds of documents necessary for the performance of its purposes.

FIFTH In accordance with article 15 of the Foreign Investment Law and with article 31 of the Regulations of the Law to Promote Mexican Investment and Regulate Foreign Investment, and in order to comply with the condition set forth in the permit granted by the Ministry of Foreign Affairs which has been transcribed in this instrument, the Associates agree that any alien who upon the incorporation of the Association, or at any time thereafter, acquires an equity interest or participation in the Association, shall thereby be considered as a Mexican (national of the United Mexican States) as regards such interest or participation, and with respect also to all assets, rights, concessions, participations or interest which may be held by this Association, or the rights and obligations arising from agreements to which this Association may be a party, and it shall be understood that such alien agrees not to invoke the protection of his/her government, under penalty, in case of failure to comply with this agreement, of forfeiting such interest or participation in benefit of the Mexican nation.

TITLE TWO ASSOCIATES

SIXTH The Association shall be formed by Associates, which shall be those who participated in the incorporation of the Association, and those that could be later admitted as Associates by the General Assembly in accordance with the provisions that in this regard are included in the Ninth Clause of these Statutes.



Legal entities admitted as Associates shall designate a representative before the Association, who will be responsible of the relationship between the Association and such member and who will also represent such entity at the General Assembly.

SEVENTH The individuals or legal entities willing to become Associates shall deliver a written application to the Board of Directors, in which they shall explain their reasons for supporting the Association, as well as their purposes, principles and criteria which must be consistent with those of the Association. Such application must be seconded by two Associates.

Non-profit entities must include documentation to evidence their nature in accordance with the legal requirements applicable thereto in the country of origin of the respective entity. Should the applicant perform any kind of acts of commerce, additional documentation must be presented to describe their commercial and forestry related activities, if any.

Legal entities must attach to their applications the information which may periodically be determined by the Board of Directors, which may include, but not be limited to, their By-laws, annual reports, any non-confidential financial or accounting information, and a list of its members.

The Association reserves the right to request any additional information, and to investigate any grievances filed by Associates in connection with the operations and activities of any applicant. The Board and the General Assembly will not be entitled to issue any resolution in this regard until all investigations are completed.

Government owned legal entities or entities with governmental participation will not be admitted as members of the association except for government owned or controlled companies which can be admitted under specific conditions.

EIGHT The General Assembly will have to comply with the criteria and requirements set forth below in order to approve any of the applications referred to in the above paragraph:

- a the authenticity of the organization;
- b the recommendation regarding any grievance or complaint filed against the applicant in environment related matters;
- c the support of two Associates;
- d payment of the corresponding membership fees.



NINTH In case the Board of Directors accepts any application filed, it shall publish its resolution in the Association's Information Bulletin, and allow the members of the Association, for a six month period counted as of the date the resolution is published, the opportunity to challenge before the Secretary of the Association any part of such resolution. The challenges must be submitted in writing and must be supported by two Associates. If no objection or challenge is received during such term, the applicant will become an Associate on provisional basis, until the General Assembly ratifies the acceptance resolution. Should a challenge be filed against the Board of Directors resolution, the definitive resolution in this regard will be adopted by majority vote of the General Assembly.

TENTH Associates shall have the following rights and obligations:

- 1 to actively participate and vote in all General Assemblies. To such effect, each Associate shall have the right to cast one vote;
- 2 to vote and be elected to hold any of the offices of the Association referred to in these Statutes;
- 3 to submit initiatives related to the Association's organizational works and activities, as well as those related to the achievement of its mission and purposes;
- 4 to pay Ordinary and Extraordinary dues set forth by the General Assembly. The payment of the dues must be done the first day of the corresponding year;
- 5 to assist the Executive Director and the Commissions formed by resolution of the General Assembly to achieve the purpose of the Association;
- 6 to annually present a report of its activities and any accounting or financial information available before the Executive Director of the Association;
- 7 in case of Associates admitted in terms of Ninth Clause of these Statutes, to publish a copy of its admission letter in a daily newspaper of large circulation in the domicile of the Association, in order to make of public knowledge the purpose and objectives of the Association, and in case it is considered convenient by the Associate, to publish that same letter in a daily newspaper of its domicile.

ELEVENTH The Board of Directors will establish the annual fees payable by the members on gradual basis considering the operation expenses of each Associate. The fees must cover the membership service expenses of the Association. The Board of Directors shall review and update the membership registration fees and in writing inform the Associates of its resolution. The fees for the new members will be established prorata.



TWELFTH The status of Associate shall not be assignable

THIRTEENTH The Associates will be subject to a destitution process in any of the following cases:

- 1 due to voluntary resignation. Said resignation must be notified to the Board of Directors, in writing, two months prior to the date of effectiveness of such resignation;
- 2 due to the issuance by the General Assembly of a destitution resolution, provided sufficient reasons to justify such destitution are considered. The following shall be considered as destitution causes: (i) to participate in activities contrary to the interests of the Association, (ii) that the Associate no longer meets the requirements needed to be an Associate, or (iii) that payment of the annual dues is not made on time and therefore the rights of the Associate have been suspended, including voting rights, until such contributions are paid;
- 3 due to the death of an Associate, when the Associate is an individual. In such event, the capacity of Associate may not be assigned to another individual, not even by will or in any other form. All the contributions made during the lifetime of the Associate will be considered as part of the patrimony of the Association. In the case referred to in paragraph 2 above, as per the request of the Board of Directors, the Executive Director will request the respective Associate to file a statement within a term of 4 (four) months counted as of the date the destitution notice is mailed, to provide the Board of Directors with reasons not to confirm the destitution process. Once the Board of Directors has examined the statement, it shall inform the Associate of the suggestions that would be made to the General Assembly to destitute or not such Associate. If within a term of two months, counted as of the date such Associate is informed of the suggestion, the Associate does not file an objection thereto, the Executive Director, as per the request of the Board of Directors, will send all the relevant information to the General Assembly, for a final decision to be adopted.

TITLE THREE GENERAL ASSEMBLIES

FOURTEENTH The General Assembly is the supreme authority of the Association. This body may hold Ordinary or Extraordinary Meetings. The General Ordinary Meetings shall be held, at least, once every three years. The meetings, whether Ordinary or Extraordinary, shall be called upon by the Board of Directors. The notices for the meeting shall provide whether the respective meeting will be Ordinary or Extraordinary. A group of Associates representing at least 5% (five per cent) of the total membership, will be entitled to issue a call for a General Assembly.



FIFTEENTH Ordinary Meetings of Associates shall be those called to deal with the following matters:

- 1 review the plans, workplans and the principles and criteria of the Association;
- 2 to review and in its case, approve the financial statements of the Association; to approve the annual budget destined to cover the expenses of Associates with financial problems attending the General Assembly; to approve the manner in which the above mentioned budget was spent by the Board of Directors during the previous year and all matters regarding the assets of the Association;
- 3 to appoint the members of the Board of Directors as provided in Chapter Four of these Statutes;
- 4 any amendments to these Statutes;
- 5 the admittance or exclusion of Associates;
- 6 any other matter not expressly reserved to a General Extraordinary Assembly

SIXTEENTH Extraordinary Meetings of Associates shall resolve exclusively on any of the following matters:

- i change of the Association's purpose;
- ii dissolution of the Association prior to the duration stipulated in the Statutes;
- iii extension of the duration stipulated in these Statutes.

SEVENTEENTH The meetings of Associates shall be held in accordance with the following provisions:

- a the notice of the meeting shall set forth the agenda, date, hour and place in which the meeting will be held. General Assemblies shall only resolve on those matters included in the respective agenda;
- b the notice for any meeting shall be sent to every Associate, either by telefax or mail, at least 15 (fifteen) days prior to the date of the respective meeting, to the latest address that such Associate registered before the Executive Director of the Association;



- c the meetings shall be presided by the Chairman of the Board of Directors of the Association, or by the person appointed to such effect by the majority of the Associates attending the Assembly;
- d the Chairman of the Meeting shall appoint one or more recount clerks to verify the existence of the quorum required to legally hold the Meeting as set forth under paragraph e) below;
- e for a quorum to exist at any Ordinary or Extraordinary meeting a quorum of more than 50% of the voting power of the members of each of the chambers referred to in the By-laws of the Association shall be required. In order to validly adopt resolutions at any Ordinary or Extraordinary Meeting, the affirmative vote of 66.6% of the voting power present at the time of the vote shall be required. The By-laws of the Association will provide for the manner in which such voting power will be calculated;
- f in case the above mentioned quorum is not met at any legally convened Ordinary or Extraordinary meeting, all matters included in the agenda for such meeting should be resolved in a second ballot within a two months term. The following matters must always be voted in a legally convened assembly: I. Definitive admission and rejection of Associates; II. Dissolution of the Association prior to the duration stipulated in the By-laws and Statutes and extension of the duration of the Association; III. Definitive appointment of the directors or members of the Board of Directors, when not appointed during the incorporation ceremony; IV. revocation of appointments. For approval of resolutions by means of a second ballot, the affirmative vote of at least 66.6% of the voting power of the assembly will be required, without the need for quorum, in the understanding that the By-laws of the Association will provide for the manner in which such voting power will be calculated;
- g the Associates may be represented at any General Assembly by any person, designated in writing before two witnesses;
- h in case any Associate may not attend a General Assembly due to economic or financial problems, the Associate will be entitled to request financial support from the Executive Director. The Executive Director shall destine the budget authorized by the General Assembly for purposes of financial support, to provide such Associate with the necessary funds;
- i notwithstanding the foregoing, written consent resolutions may be adopted by the Associates without holding a General Assembly. Such resolutions shall have the same validity as if approved during a General Assembly. The Executive Director shall gather the documents evidencing the vote of all Associates and will determine if such resolu-



tions are validly adopted by the Associates of the Association in accordance with these Statutes and the By-laws of the Association. The By-laws of the Association will set forth the circumstances under which officers of the Association will be entitled to request the Associates to vote on certain matters by postal ballot. The By-laws of the Association will provide for the quorum necessary to validly adopt resolutions by written consent.

TITLE FOUR MANAGEMENT OF THE ASSOCIATION

EIGHTEENTH The Association shall be managed by a Board of Directors composed of nine members appointed by the General Assembly. The members of the Board of Directors may be individual Associates or delegates duly appointed by the Associates. Members of the Board of Directors may not be substituted in their capacity, except in case such substitution is approved by the General Assembly.

Three Board members shall represent each chamber. There shall be at least one northern and one southern representative on the Board within each chamber. The additional positions will alternate between northern and southern representatives.

The Board of Directors shall be able to appoint technical advisors to support the board both during meetings and at other times. These technical advisors shall be selected by the elected Board of Directors on the basis of essential additional skills required at the time; e.g. fundraising, organisational development, legal issues, consensus decision making, etc. The technical advisors shall be selected based on their relevant skills, experience and commitment to FSC's mission and goals. A north-south balance will be maintained in the selection and use of the technical advisors. The technical advisors will be appointed on an as-needed basis and their terms will be variable according to needs and availability. The technical advisors shall be non-voting.

NINETEENTH The members of the Board of Directors shall be elected for a three-year term from the date of their respective appointment. Notwithstanding the above, three members of the Board shall be appointed every year in order to substitute the members of the Board ending their office. The members of the Board of Directors may be removed at any time by the General Assembly, and in such case the General Assembly shall appoint their successors to complete the term of those removed.

Directors are allowed to serve two consecutive, three-year terms, subject to re-election by the membership according to the existing statutes.



Individuals shall not simultaneously hold a staff position in the Secretariat and retain a seat on the Board.

Members of the Board of Directors which represent legal entities that are Associates of the Association may not be replaced or substituted by a third person. In case any member of the Board of Directors ceases to be part of any Associate legal entity and becomes part of a different one, such member may continue as a member of the Board of Directors if both Associates agree to such circumstance in writing.

Any member of the Board of Directors may be removed from his/her position by the General Assembly as provided below:

- a if he/she engages in activities contrary to the interests of the Association;
- b the Chairman of the Board shall notify in writing to the member of the Board engaged in activities contrary to the interests of the Association of such event;
- c if within a term of 30 days the member of the Board does not file before the Board of Directors the documents evidencing that he/she has modified his/her conduct;
- d that the exclusion resolution is approved by seventy five percent (75%) of the Associates present at the corresponding General Assembly.

The members of the Board of Directors shall continue in office until their successors have been appointed and have taken office.

TWENTIETH The Board of Directors may meet at any place either within the United Mexican States or abroad, designated in the notice for the meeting. The living and travel expenses of Directors in connection with the meeting shall be borne by the Association. The Board of Directors may meet as frequently as deemed necessary or convenient by its Chairman or a majority of its acting members. Written notice of any such meeting shall be sent to all Board members at least fifteen days prior to the meeting, by telegram, confirmed by pre-paid certified mail (airmail in case of the recipients living abroad or ordinary mail in case the recipient lives within the United Mexican States), to the latest address registered with the Secretary of the Association by each recipient.

The notice shall contain the hour, date, place and agenda for the meeting. Any meeting of the Board of Directors shall be valid, however called, if all those entitled to be at the meeting are present.



TWENTY FIRST A quorum shall exist at any meeting of the Board if at least seven of its members are present. Resolutions of the Board of Directors shall be validly adopted by the affirmative vote of at least six of the acting members of the Board present at the meeting. The Chairman of the Board of Directors or his alternate shall not be entitled to cast an additional tie-breaking vote. Minutes of all meetings of the Board of Directors shall be prepared and transcribed in the corresponding Minutes Book, signed by at least the Chairman and Secretary of the meeting. Spanish and English versions of such Minutes shall be prepared and distributed among all the members of the Board of Directors.

TWENTY SECOND The Board of Directors shall have the broadest legal authority granted to attorneys-in-fact to enter into all agreements, to carry out all acts and operations which by law or by these Charter and Statutes are not expressly reserved to a General Assembly, to manage and direct the affairs of the Association, to prepare and submit for the approval of the General Assembly the annual budget destined to cover expenses derived from assistance to a General Assembly of Associates with economic or financial problems, to administer the approved budget, prepare drafts of the By-laws of the Association for its consideration by the General Assembly, to carry out the purpose of the Association and to represent the Association before any judicial (criminal or civil), commercial, labor or administrative authorities, whether federal, state or municipal, with broad authority for lawsuits and collections, acts of administration and acts of domain, as provided in the first three paragraphs of article two thousand five hundred fifty four of the Civil Code for the Federal District and the corresponding articles of the Civil Codes of the States, and with those powers which, according to law, must be expressly set forth and referred to in articles two thousand five hundred seventy four, two thousand five hundred eighty two and two thousand five hundred ninety three of the Civil Code for the Federal District and the corresponding articles of the Civil Codes of the States; and in article nine of the General Law of Negotiable Instruments and Credit Operations, including but without any limitation whatsoever, the following:

- a to file and withdraw criminal complaints, submit accusations, assist the Attorney General and grant pardons;
- b to file and desist from “amparo” proceedings;
- c to desist;
- d to transact;
- e to submit to arbitration;
- f to ask and answer questions;



- g to assign assets;
- h to recuse;
- i to receive payments;
- j to grant, without limitations or with those the Board of Directors deems proper, and revoke general and/or special powers of attorney of any kind whatsoever, including general powers for acts of administration or acts of domain or lawsuits and collections and negotiable instruments; and
- k to delegate any of the above powers to one or more persons, managers, executives, attorneys-in-fact or committees as the Board of Directors deems convenient.

No member of the Board of Directors may, individually or separately, exercise any of the foregoing powers, except as expressly authorized by the Board of Directors or a General Assembly.

The Board of Directors will also be responsible for the surveillance of the performance of the Executive Director, in order to guarantee that his/her performance always be in accordance with these Statutes, the By-laws of the Association and Section Twenty Seven of these Statutes.

TWENTY THIRD The following are duties of the Chairman of the Board of Directors of the Association: to preside over the General Assemblies of the Association and the meetings of the Board, to submit for the consideration of the General Assembly an annual financial statement of the Association, to present to the General Assembly a provisional budget destined to cover the expenses of Associates with financial problems attending the General Assembly exercisable during the following year, as well as to inform about how such budget was spent during the previous year, and to represent the Board of Directors before the General Assembly and the Association before third parties when so determined by the General Assembly.

TWENTY FOURTH The following are duties of the Vice-chairman of the Board of Directors: to assist the Chairman during the meetings of the Board of Directors, and in any other task, as requested by the Chairman of the Board, related with the preparation of the meetings of the Board or with actions destined to implement resolutions approved by the Board.

TWENTY FIFTH The following are duties of the Treasurer: to review the Association's accounting books, including but not limited to, all bank accounts, accounts receivable and payable, and to supervise the preparation and filing of all financial reports of the Association which are to be submitted to the General Assembly.



TWENTY SIXTH The Chairman, Vice-Chairman and Treasurer of the Board shall be designated during the first annual meeting of the Board, in accordance with the voting requirements set forth in Section Twenty First of these Statutes.

The Board of Directors may also designate a Secretary who need not to be a Board member.

The Board of Directors or in its case, the General Assembly, at its sole discretion, may designate an Executive Director and/or one or more officers who shall enjoy the powers conferred upon them in their appointment. The Board of Directors may remove any person appointed as provided herein.

TITLE FIVE OFFICERS

TWENTY SEVENTH The day-to-day management of the Association shall be conferred upon an Executive Director appointed by the Board of Directors and who shall not be a member of the Board.

TWENTY EIGHTH The Executive Director shall continue in office for the term determined by the Board of Directors. The Executive Directors may be re-elected provided such re-election is ratified by the Board of Directors.

TWENTY NINTH The Executive Director, under the surveillance and approval of the Board, shall have the following faculties and duties:

- 1 to approve and receive contributions or donations of all kinds from Associates or third parties for the benefit of the Association, in accordance with the guidelines established by the Board for such purposes;
- 2 to perform any act necessary to execute the resolutions adopted by the Board regarding the appointment of managers, advisors, officers and executive or administrative personnel; as well as to grant the powers of attorney considered necessary by the Board for the adequate performance of their duties, and to determine their respective considerations;
- 3 to execute the resolutions approved by the Board regarding the use and management of the economic resources of the Association, in accordance with its corporate purpose and internal regulations;



- 4 the Executive Director may represent the Association before any kind of authorities or third parties. For such purposes, the Executive Director shall have the powers for lawsuits and collections and acts of administration in accordance with the first two paragraphs of article two thousand five hundred and fifty four of the Civil Code for the Federal District and the corresponding articles of the Civil Codes for the States, including the special powers which according to law must be expressly set forth, which are referred to in article two thousand five hundred and eighty seven of the Civil Code for the Federal District and the corresponding articles of the Civil Codes for the States, as well as to subscribe negotiable instruments pursuant to article nine of the General Law of Negotiable Instruments. The Executive Director may grant total or partial substitutions of the powers granted to him as provided herein and may revoke any substitutions so granted, provided the prior approval of the Board shall be obtained. In order for the Executive Director to exercise the power to subscribe negotiable instruments, the prior written authorization from the Chairman, Vice-Chairman and Treasurer of the Board would be required.
- 5 the Executive Director will submit for the approval of the Board within the first four months of each year, the accounts duly audited by an external auditor appointed by the Board of Directors, together with a report about the activities of the Association in the previous year;
- 6 the Executive Director shall submit to the approval of the Board an annual budget and workplan based upon his/her economic and financial estimates and will keep the Board informed of unforeseen expenses and significant deviations from such budgets;
- 7 the performance of the Executive Director shall be revised from time to time, but at least once every year, by the Board of Directors.

TITLE SIX DISPUTE RESOLUTION SYSTEM

THIRTIETH The Board shall establish a dispute resolution system with two main pathways: 1) disputes arising from complaints about compliance with FSC certification or accreditation decisions; and 2) disputes arising from administrative decisions. (such as policy and standards, trademark, membership, etc). The dispute resolution system shall incorporate the following attributes:

- i Accessibility
- ii Timeliness



- iii Transparency
- iv Technical proficiency
- v Continuous improvement

THIRTY FIRST Disputes arising from FSC certification or accreditation decisions shall be resolved by the Secretariat under guidelines developed by the Board and shall include the following elements:

- i Encouragement for early intervention and informal resolution;
- ii An accessible complaints mechanism for resolution at the lowest level possible
- iii An appeals body made of relevant technical expertise, including expertise in dispute resolution
- iv Binding arbitration according to internationally accepted rules as a final step

THIRTY SECOND Disputes arising from administrative decisions shall be resolved by the Secretariat under guidelines approved by the Board of Directors.

TITLE SEVEN DISSOLUTION AND LIQUIDATION OF THE ASSOCIATION

THIRTY FIFTH The General Extraordinary Assembly may approve the dissolution of the Association prior the term set forth in Section Third above has elapsed. Upon dissolution, all the assets of the Association shall be distributed as provided in article two thousand six hundred eighty six of the Civil Code for the Federal District and the corresponding articles of the Civil Codes for the States.

THIRTY SIXTH The General Extraordinary Assembly approving the liquidation of the Association shall also appoint a liquidator who shall carry out the liquidation of all the liabilities of the Association. The corresponding General Extraordinary Assembly of Associates shall also grant to the liquidator all the necessary powers to perform his duties. The liquidator shall carry out the liquidation of the Association in accordance with the regulations approved by the General Extraordinary Assembly of Associates.



The General Assembly of Associates, from the time that it determines the dissolution, or at any time during or after the process of liquidation, shall be the only organ authorized to decide, and shall decide, to what other similar civil association the remaining goods of the Association shall pass free of charge.

The institution or institutions to which the remaining goods are transferred shall in all cases be educational, scientific, cultural or promotional, public or private, non-profit, with objectives similar to those of the Association. If the institution or institutions referred to in this article agree to receive these goods, the handover of the remaining goods of the Association shall proceed by means of an inventory.

TRANSITORY CLAUSES

FIRST TRANSITORY The amended Section Thirty First of these Statutes as approved by the General Associates Assembly held on June 27 and 28, 1996, shall be effective upon fulfillment of the following condition precedent: that the Association have at least (i) 15 members corresponding to the Northern perspectives representing social interests of the Social/Environmental Chamber, (ii) 15 members corresponding to the Southern perspectives representing social interests of the Social/Environmental Chamber, (iii) 15 members corresponding to the Northern perspectives representing environmental interests of the Social/Environmental Chamber and (iv) 15 members corresponding to the Southern perspectives representing environmental interests of the Social/Environmental Chamber. Once the above mentioned condition precedent is complied with, the Executive Director of the Association shall issue a certification stating such event. Upon the issuance of such certification by the Executive Director, the Social/Environmental Chamber shall be divided into two different Chambers: the Social Chamber and the Environmental Chamber, provided that both chambers shall be divided into Northern and Southern sub-chambers respectively.

As long as the condition precedent above mentioned is not fulfilled, the effective text of Section Thirty First of these Statutes is the following:

THIRTY FIRST The Committee shall be appointed by the Board and shall be made up of six representatives, provided such committee shall be formed by one member from the Northern sub-chamber and one from the Southern sub-chamber of the Economic Chamber. Likewise, two members shall be from the Northern sub-chamber and two members from the Southern sub-chamber from each of the Social/Environmental Chamber, provided further, that at least one of the members of the Committee shall be from: North America, South America and the Caribbean, Europe, Australia and Oceania, Asia and Africa.