

**BY-LAWS OF  
GLOBAL ECOLABELLING NETWORK, INC.**  
(Revised -- October 1, 2001)

ARTICLE I

NAME, SEAL, OFFICES AND OPERATION

Section 1. Name. The name of the Corporation is Global Ecolabelling Network, Inc.

Section 2. Seal. The Board of Directors of the Corporation (the "Board") may, at its pleasure, obtain a seal for the Corporation which may be in whatever form is desired by the Board.

Section 3. Offices. The principal office of the Corporation shall be located in such location as may from time to time be designated by the Board. The Corporation also may have offices at such other places, including foreign countries, as the Board may from time to time agree or the purposes of the Corporation may require.

Section 4. Purposes. The purposes for which the Corporation is formed and shall be operated are exclusively charitable and educational, and shall include:

(A) serving its Members, other ecolabelling programs and the public by improving, promoting and developing the ecolabelling of products and services, ecolabelling programs worldwide and the availability of information regarding ecolabelling;

(B) fostering cooperation, information exchange and harmonization among its Members and other ecolabelling programs with regard to ecolabelling;

(C) establishing a means, such as a computer network, of allowing its Members and the public to access information regarding ecolabelling standards from around the world;

(D) participating in certain international organizations in order to promote ecolabelling generally;

(E) encouraging the demand for and supply of more environmentally responsible products and services; and

(F) engaging in any and all lawful activities incidental to and in pursuit of the foregoing purposes.

Section 5. Official Language. The official language of the Corporation is English.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Powers and Duties. The Board shall manage and control the business and affairs of the Corporation. All corporate powers, except such as are otherwise provided for in the Certificate of Incorporation, these By-Laws, or the Delaware General Corporation law, shall be and hereby are vested in and shall be exercised by the Board. The Board shall have full power to adopt rules and regulations

governing all actions which it takes, except as otherwise provided by the Delaware General Corporation Law, and shall have full authority with respect to the distribution and payment of funds received by the Corporation from time to time; provided, however, that the fundamental and basic purposes and powers of the Corporation, and the limitations thereon, as expressed in the Certificate of Incorporation, shall not thereby be amended or changed.

Without limiting the foregoing, the Board shall have the following responsibilities:

- (a) making provisional decisions on applications for Membership received between Annual Meetings;
- (b) convening the Annual Meeting and any extraordinary general meeting of the Members;
- (c) making recommendations about the work program, fees and budget of the Corporation;
- (d) managing and supervising the Corporation within the framework of the program and policies decided at the Annual Meeting;
- (e) preparing an annual report of its activities for submission to the Annual Meeting; and
- (f) preparing a financial report for submission to the Annual Meeting.

Section 2. Committees. The Board may, by resolution passed by a majority of the whole Board, designate committees, including an Executive Committee, each committee to consist of one or more of the Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers that may require it. Any Executive Committee or other committee of the Board may act by the affirmative vote of a majority of the authorized number of members of such committee. At any meeting of any committee, a majority of the members of the committee shall be necessary and sufficient to constitute a quorum for the transaction of all business. Notwithstanding the foregoing, no committee of the Board shall have power or authority in reference to: (a) amending the Certificate of Incorporation; (b) amending the By-Laws of the Corporation; or (c) any other power withheld from committees under Section 141 of the Delaware General Corporation Law deemed to apply to non-profit corporations. Each committee shall have such name as may be determined from time to time by resolution adopted by the Board. Each committee shall keep minutes of its meetings and report to the Board when requested or required.

Section 3. Number, Election, Term of Office and Removal. The number of Directors shall initially be six, consisting of a Chairperson and five other Directors. The number of Directors may be changed by a resolution of the Board to no less than 3 or more than 15. The Directors, including the Chairperson, shall be elected at the Annual Meeting of the Members by the vote of a plurality of the Members. At no time shall any Director have a veto power over the Corporation's actions nor shall the Corporation be directly or indirectly controlled by disqualified persons within the meaning of Section 509(a)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The term of office of Directors shall be one year, and each Director shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal. Any Director may be removed, with or without cause, by a majority of the members then in office.

Section 4. Vacancies. A vacancy arising at any time and from any cause shall be filled for the unexpired term through majority vote of the Directors then in office. Each Director so elected shall hold office until a successor Director is elected and qualified or until such Director's resignation or removal.

Section 5. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Chairperson or the Secretary of the Corporation.

Section 6. Annual Meeting; Notice. An annual meeting of the Board shall be held at a time and place fixed by the Board. Notice of the time and place of such annual meeting shall be given in accordance with Section 9 of this Article.

Section 7. Special Meetings; Notice. A special meeting of the Board may be called at any time by the Chairperson, or by any other individual so authorized by the Board, or upon written demand of the majority of the Directors then in office. Notice of the time and place of such special meeting shall be given to all Directors in accordance with Section 10 of this Article. Except as otherwise provided in these By-Laws, any business may be transacted at any duly called meeting of the Board.

Section 8. Regular Meeting; Notice. Regular meetings of the Board may be held without notice at such time and place as shall be determined by the Board.

Section 9. Notice; Waiver of Notice. Whenever any notice of a meeting of the Board is required to be given under provisions of the Certificate of Incorporation or these By-Laws, (a) such notice shall be given either personally, or by mail, telegram or telecopy, addressed to the Director at his or her address as it appears on the records of the Corporation and, unless otherwise provided in these By-Laws, at least three (3) days before the date designated for such meeting, or (b) a waiver thereof in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Notice shall be deemed given at the time when the same is personally delivered, three days after deposited in the mail with postage thereon prepaid, delivered to a telegraph company, or transmitted by telecopy with confirmation of receipt. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting. Presence at any meeting without objection also shall constitute waiver of any required notice.

Section 10. Quorum. At all meetings of the Board, a majority of the entire Board shall constitute a quorum for the transaction of business.

Section 11. Action of the Board. The action of a majority of the Directors then in office shall be the act of the Board, except as otherwise provided by these By-Laws. Any Member of the Board may participate in a meeting thereof by means of a telephone conference or similar device by which all persons can hear all other persons participating in the meeting at the same time. Such participation shall be deemed presence for the purpose of determining a quorum.

Section 12. Action Without Meetings. Unless otherwise restricted by applicable law, by the Certificate of Incorporation or by these By-Laws, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if all members of the Board or of such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Board or committee.

Section 13. Adjournment. At any meeting of the Board, whether or not there is a quorum present, a majority of the Directors present may adjourn the meeting to another time and place without further notice to any absent Director. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 14. Organization. At all meetings of the Board, the Chairperson, or, in his or her absence, a temporary Chairperson shall be chosen by the Directors from their number. The Secretary of the Corporation shall act as secretary at all meetings of the Board. In the absence of the Secretary, the presiding officer shall appoint any person to act as secretary of the meeting.

Section 15. Compensation. Directors shall serve without fixed salary for their services as such, but reasonable expenses (if any) for attendance may be allowed, on resolution of the Board, for attendance at each annual or regular meeting of the Board. The Board shall have the power, in its sole discretion, to contract for and to pay to Directors rendering unusual or exceptional services to the Corporation reasonable compensation appropriate to the value of such services.

### ARTICLE III

#### OFFICERS

Section 1. Officers. The Officers of the Corporation shall be the Chairperson of the Board, the Secretary, the Treasurer, and such other Officers with powers and duties not inconsistent with these By-Laws as the Board may from time to time appoint or elect. Any two or more offices may be held by the same person.

Section 2. Election, Term of Office, Qualifications and Removal. The Officers of the Corporation (other than the Chairperson, pursuant to Article II, Section 3) shall be elected annually by the Board. Each shall be elected for a term fixed by the Board, unless otherwise specified in these By-Laws, and each shall serve until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal. Officers of the Corporation may be elected by the Directors from among their number, or from among such persons as the Directors shall see fit. Any Officer of the Corporation may be removed, with or without cause, by a vote of a majority of the Directors then in office.

Section 3. Vacancies. Any vacancy in any office arising at any time from any cause may be filled for the unexpired term by a majority vote of the Directors then in office.

Section 4. Chairperson: Powers and Duties. The Chairperson shall (i) preside at all meetings of the Board, except as otherwise provided by these By-Laws, (ii) have and exercise general charge and supervision of the affairs of the Corporation, subject to the control of the Board, (iii) represent the Board in supervising the operations of the Secretariat and (iv) do and perform such other duties as may be assigned to him or her by the Board.

Section 5. Secretary: Powers and Duties. The Secretary shall have charge of such books, documents and papers as the Board may determine, and shall have custody of the corporate seal, if any then exists. He or she shall attend and keep the minutes of all the meetings of the Board. He or she may sign, with the Chairperson, in the name of and on behalf of the Corporation, any contracts or agreements

authorized by the Board, and, when so authorized or ordered by the Board, may affix the corporate seal, if any then exists. He or she shall, in general, perform all of the duties incident to the office of Secretary, subject to control of the Board, and shall do and perform such other duties as may be assigned to him or her by the Board.

Section 6. Treasurer: Powers and Duties. The Treasurer shall have the custody of all funds, property and securities of the Corporation which may come into his or her hands. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all funds and valuable assets of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. Whenever required by the Board, he or she shall render a statement of his or her accounts. He or she shall at all reasonable times exhibit his or her books and accounts to any Officer or Director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the control of the Board, and shall perform such other duties as may be assigned to him or her by the Board.

Section 7. Salaries. The salaries of all Officers, if any, including the salary of the Chairperson of the Board, shall be fixed by the Board in its sole discretion, and the fact that any officer also is a Director of the Corporation shall not preclude his or her receiving a salary for services rendered as such.

#### ARTICLE IV

##### THE SECRETARIAT

Section 1. The Secretariat. The Board shall recommend for approval by a majority vote of the Members a Secretariat which shall operate under the direction of the Board and such committees as the Board may appoint. The size, location and compensation of the Secretariat shall be fixed by the Board in its sole discretion.

Section 2. Duties. The Secretariat will be responsible for compiling written reports submitted to it by the Members regarding ecolabelling activities, and for submitting its compilations to the Board, such committees as the Board may appoint and the Members. The Secretariat shall also carry out such duties as may be assigned to it by the Board.

#### ARTICLE V

##### MEMBERS

Section 1. Membership and Dues. The Corporation shall have Members, who shall pay annual dues in an amount and at such time as determined at the Annual Meeting of the Members. Additional fees may be determined at extraordinary general meetings.

Section 2. Conditions of Membership.

(a) Membership in the Corporation is open to all national and multinational ecolabel licensing organizations that actively pursue the Corporation's objectives referred to in Section 4 of Article I that also:

- (1) are based solely on voluntary participation for potential licensees;
- (2) are owned by a not-for-profit organization without commercial interests;
- (3) exhibit independence from undue commercial influence;
- (4) have a source of funding that does not create a conflict of interest;
- (5) seek advice from, and consult with, stakeholder interests;
- (6) have a legally protected logo;
- (7) have determination of criteria based on an assessment of the overall life of a product category;
- (8) have open access to potential licensees from all countries;
- (9) have criteria levels established to encourage the production and use of products and services that are significantly less damaging to the environment than other products; and
- (10) provide for periodic review, and if necessary, update both environmental criteria and categories, taking into account technological and marketplace development.

(b) On the recommendation of the Board, decisions on admission of new Members will be made by a vote of the Members and shall require an affirmative vote of at least two-thirds of the membership in attendance. Any Member may be expelled by a two-thirds vote of the Members if:

- (1) its labelling program no longer substantially meets the criteria listed in Section 2(a) of this Article;
- (2) it acts against the Corporation's objectives or interests; or
- (3) the Board deems such expulsion appropriate and recommends expulsion to the Membership in the best interests of the Corporation.

Section 3. Annual Meeting. The Board shall call an Annual Meeting of the Members before the end of June of each year commencing in 1996. Should the Board for any reason be unable to call a meeting by June, the Annual Meeting shall be held after June, at such time as the Board may establish. The meeting shall be held at such a date, time and place as the Board may designate to all the Members with at least eight weeks notice of such meeting either personally, by telephone, mail, telegram or telecopy with confirmation of receipt.

Section 4. Extraordinary General Meetings. Whenever deemed necessary by the Board, the Board may convene extraordinary general meetings. Notice of such meeting shall state all the matters to be discussed at the meeting and shall be sent to the Members not later than four weeks prior to the meeting.

Section 5. Quorum. A majority of Members shall constitute a quorum for holding all meetings of Members; provided, however, that the Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of

enough Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum. If it shall appear that such quorum is not present or represented at any meeting of Members, the Chairperson of the meeting shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. If the adjournment is for more than thirty days, a notice of the adjourned meeting shall be given to each Member. The Chairperson of the meeting may determine that a quorum is present based upon any reasonable evidence of the presence in person of Members, including evidence from any record of Members who have signed a register indicating their presence at the meeting.

Section 6. Voting. In all matters, when a quorum is present at any meeting, a majority vote of the Members then present shall decide any question brought before such meeting, unless the question is one upon which by express provision of applicable law, the Certificate of Incorporation or these By-Laws a different vote is required in which case such express provision shall govern and control the decision of such question. Such vote may be by voice or by written ballot.

Section 7. Specific Responsibilities of the Members. In addition to such other responsibilities as may be detailed in the Certificate of Incorporation, the Delaware General Corporation Law, or these By-Laws, the Members, at the Annual Meeting, shall review, amend as necessary and approve the work program, fees and budget of the Corporation as recommended by the Board. The Members may review any action taken by the Board at the Annual Meeting. The Members shall also appoint an auditor to review and approve the annual financial report submitted to the Annual Meeting by the Board.

## ARTICLE VI

### ASSOCIATES

#### Section 1. Associates and Dues.

The Corporation shall have associates who participate in GEN activities and benefit from such participation, but who shall not have the voting rights of Members. Associates shall pay annual dues in an amount and at such time as determined at the Annual Meeting of the Members.

#### Section 2. Conditions of "Associate Status"

(a) Associate status is open to not-for-profit organizations that publicly endorse the Corporation's objectives referred to in Section 4 of Article I.

(b) On the recommendation of the Board, decisions on acceptance of "associates" shall be made by the membership at an Annual Meeting, and shall require an affirmative vote of at least two-thirds of the membership in attendance.

(c) Any "associate" may be expelled by a two-thirds vote of the Members in attendance at an Annual Meeting if:

- (i) the organization acts against the Corporation's objectives or interests; or
- (ii) the Board deems such expulsion appropriate and recommends expulsion to the Membership in the best interests of the Corporation.

## ARTICLE VII

### OTHER AGENTS AND REPRESENTATIVES

The Board may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board may see fit, so far as may be consistent with these By-Laws, and to the extent authorized or permitted by law.

## ARTICLE VIII

### CONTRACTS, CHECKS, BANKS ACCOUNTS AND INVESTMENTS

Section 1. Contracts. The Board, except as otherwise provided in these By-Laws, may authorize any Officer or agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance. Unless authorized by the Board pursuant to this Section 1, no Officer, agent or employee shall have the power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniary, for any purpose or to any amount.

Section 2. Loans. The Corporation shall not borrow money, whether by issuing notes, bonds or otherwise, except with the approval of the Board.

Section 3. Banks; Checks. The Board shall, from time to time and as necessary, select such banks or depositories as it shall deem proper for the monetary assets of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money.

Section 4. Investments. The monetary assets of the Corporation may be retained in whole or in part in cash, or may be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, but only as the Board may deem desirable.

## ARTICLE IX

### INDEMNIFICATION

Section 1. Non-Derivative Action. The Corporation shall indemnify each Member of its Board, as described in Article II hereof, each of its Officers, as described in Article III hereof, each of its employees designated for indemnification by the Board, and each person serving at the request of the Corporation as a trustee, director or officer of another corporation, partnership, joint venture, trust or other enterprise (all referred to more generally as a "Director or Officer"), who was or is a party, or is threatened to be made a

party, to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Director or officer, against expenses (including attorneys' fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Indemnification shall be made upon a determination that the Director or Officer has met the aforesaid standard of conduct. Such determination shall be made (1) by a majority vote of the Directors who are not party to such action, suit or proceeding, even though less than a quorum, (2) if there are no such Directors, or if such Directors so direct, by independent legal counsel in a written opinion, or (3) by the Members. If the foregoing determination is to be made by the Board, it may rely, as to all questions of law, on the advice of independent legal counsel. The Corporation shall also, on terms and conditions deemed appropriate by the Board, pay any expenses incurred by an Officer or Director in defending a civil or criminal action, suit or proceeding in advance of its final disposition, upon receipt of an undertaking by or on behalf of such officer or Director to repay such amount if it is ultimately determined that he or she is not entitled to indemnification under this Article.

Section 2. Derivative Action. The Corporation shall indemnify any Director or Officer who was or is a party to any threatened, pending or completed action or suit, whether civil or criminal brought by or on behalf of the Corporation to procure a judgement in its favor, by reason of the fact that he or she is or was a Director or Officer of the Corporation, from and against the reasonable expenses (including attorneys' fees), actually and reasonably incurred by any such Director or Officer in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation. Indemnification shall be made upon a determination that the Director or officer has met the aforesaid standard of conduct. Such determination shall be made pursuant to the method described in Section 1. No indemnification shall, be made in respect of any claim, issue or matters as to which such persons shall have been adjudged liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine that, despite the adjudication of liability but, in view of all circumstances of the case, such person is reasonably and fairly entitled to indemnity for such expenses which the court deems proper.

Section 3. Applicability. Every reference in this Article IX to a Member of the Board or an Officer of the Corporation shall include every Director and Officer thereof or former Director and Officer thereof. This indemnification provision shall apply to all the judgements, fines, amounts in settlement, and reasonable expenses, whenever arising, allowable as described above. The right of indemnification, and the right to advancement of expenses, herein provided for shall be in addition to any and all rights to which any Director or Officer of the Corporation otherwise might be entitled, and the provisions hereof shall neither impair nor adversely affect such rights.

## ARTICLE X

### FISCAL YEAR

The fiscal year of the Corporation shall begin January I and shall end December 31 in each calendar year.

## ARTICLE XI

### AMENDMENTS

The Members shall have the power to make, alter, amend and repeal the By-Laws of the Corporation by the affirmative vote of a simple majority of the Members and no greater than twenty-five percent negative votes of the Members; provided, however, that notice of the proposed amendment or amendments shall have been included in the meeting notice which is given to the Members; and provided, further, that no such action shall be taken which would adversely affect the qualification of the Corporation as an organization (i) exempt from Federal income taxation under Section 501(a) of the Code, as an organization described in Code Section 501(c)(3), (ii) described in Code Section 170(b)(1)(E)(iii), and (iii) contributions to which are deductible under Code Section 170(c)(2).

## ARTICLE XII

### LIMITATIONS

Section 1. Exempt Activities. Notwithstanding any other provision of these By-Laws, no Director, Officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization (i) exempt from Federal income tax under Code Section 501(a), as an organization described in Code Section 501(c)(3), (ii) described in Code Section 170(b)(1)(iii), and (iii) contributions to which are deductible under Code Section 170(c)(2).

Section 2. Prohibition Against Sharing in Corporate Earnings. No Member, Director, Officer or employee of, or other person connected with the Corporation, or any other private individual, shall receive at any time, any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent either the payment to any such person of reasonable compensation for services rendered to or for the benefit of the Corporation or the reimbursement of expenses incurred by any such person on behalf of the Corporation, in connection with effecting any of the purposes of the Corporation; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All such persons shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board may determine, or as may be determined by a court of competent jurisdiction upon the application of the Board, exclusively to charitable, religious, scientific, literary or educational organizations (i) which then qualify for exemption from Federal income taxation under the provisions of Code Section 501(c)(3) and the Treasury Regulations thereunder (as they now exist or as they hereafter may be amended), and (ii) contributions to which are deductible under Code Section 170(c)(2) and the Treasury Regulations thereunder (as they now exist or as they hereafter may be amended).

### ARTICLE XIII

#### PAYMENT OF OUTSTANDING OBLIGATIONS

Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, any outstanding obligations of the Corporation shall be paid with existing funds and assets of the Corporation. In the event such funds and assets are insufficient, if three-quarters of the Members so approve by an affirmative vote, any outstanding obligation of the Corporation shall be paid by a levy on all Members.

CERTIFICATE OF CHAIRPERSON  
of  
GLOBAL ECOLABELLING NETWORK, INC.,  
a Delaware Non-profit Corporation

I hereby certify that I am the duly elected and acting Chairperson of the Corporation and that the foregoing By-Laws constitute the By-Laws of the Corporation, as revised and approved by the Membership effective August 1, 2001.

Chairperson