

CONSTITUTION
PRO SILVA ASSOCIATION MEMORANDUM AND
ARTICLES OF THE ASSOCIATION



PREAMBLE

The signatory members of the current memorandum, following regular contacts and meetings since 1987, and the meeting of foresters from 10 European countries on the 18th to 22nd December 1989 in Slovenia (former Yugoslavia), created a European Association of Foresters which advocates forest management based on natural processes. This association is called:

PRO SILVA

Article 1: AIMS – HEADQUARTER – DURATION

This aim of this association - with a focus on Europe - is to:

- 1) Take necessary measures to ensure the maintenance of the vitality of forests, to improve their structure and stability, by increasing their resistance and resilience, and to ensure that their varied functions, productivity and profitability are guaranteed in a sustainable way.
- 2) Allow field foresters, forest owners, researchers and interested individuals to collaborate and exchange their experience.
- 3) Participate in research and training that prioritises forest ecosystems in its entirety.
- 4) Promote a global concept of forest ecosystems and promote legislation that supports these aims and which applies to both public and private organisations.

PRO SILVA will achieve its aims through various means including regular exchange of information between members, establishment of a network of reference forests managed according to Pro Silva principles, organisation of meetings and conferences, and through participation in education and training.

The association will have the ability to proceed with all selling and buying activities, to arrange a loan and to take any other actions that will allow it to realise the objectives defined by the General Assembly and the Board of Directors,

The headquarter is based in TRUTTENHAUSEN – 67140 Barr (FRANCE).

The association is regulated by the French legislation that is in use in Alsace as well as by the present memorandum. The association is registered at the District Court, Molsheim XXV (Tribunal d'Instance, Molsheim XXV).

Its duration is unlimited.

Article 2: ADMITTANCE

PRO SILVA is composed of corporate and individual members.

The admittance of any **new member** is decided upon by the **Board of Directors** and requires the majority of the present or represented members.

Full members must include the Pro Silva Principles in their constitution or have principles fully compatible with the Pro Silva Principles. Full members should preferably be independent organizations or subsections of existing ones.

Membership is lost through death, resignation or exclusion. Exclusion is decided upon by the **Board of Directors** and requires 2/3 of the votes of the members present. Exclusion is pronounced where there has been a serious breach of principle or where membership fees for the current and the previous year have not been paid. It is ratified by the next General Assembly.

Pro Silva may also accept organisations from Europe and elsewhere in the world as **Associated Members**. These will act in the same or similar field as Pro Silva and provide a "letter of intent" to strengthen further collaborations and exchange of experiences. Associated members have no vote and do not pay any subscription.

Article 3: SUBSCRIPTION

Each full member of the association is subjected to the payment of an annual subscription.

The annual subscription rates will be decided by the **General Assembly**.

The subscriptions, together with donations, subsidies and loans, provide the means for the Association to realise its aims and objectives.

Article 4: ADMINISTRATION AND FUNCTIONING

The components of Pro Silva Association are the followings:

- The General Assembly
- The Board of Directors
- The Executive Board including the president

All meetings of the General Assembly, the Board of Directors and the (Extended) Executive Board meetings may also occur in virtual format as video conferences, although physical meetings are preferable.

Article 5: GENERAL ASSEMBLY

The General Assembly is composed of individual members and of the delegates of corporate members. The General Assembly defines the number of delegates and the number of mandates for corporate members. The **General Assembly** meets at least every 3 years and each time it is called by the **Board of Directors** or by the **President**, either by individual letter or e-mail.

The agenda of the General Assembly meeting is decided upon through written response from members. For the rulings to be valid at least half of the members should have their subscription up to date. A proxy vote is only permitted if the mandated person is also a member of the Association.

The **General Assembly** consults and votes on reports from the **Board of Directors**, and deliberates on the financial and general situation of the Association. The General Assembly sets the subscriptions rates.

The General Assembly deliberates on annual financial accounts, defines proposals and future actions, deliberates on issues included in the meeting agendas.

Those decisions require the support of the majority of the members present or represented at the General Assembly.

Proceedings of the General Assembly meetings are recorded and archived.

Article 6: BOARD OF DIRECTORS

The Board is comprised of one president or administrator (delegate) from each of the member countries, plus a maximum of 3 additional members.

National administrators are proposed by the organisation of each member country of PRO SILVA and additional members are proposed by the Board.

The Board of Directors meets at least once a year and each time it is called by its President or called by a third of its members.

The Board can also be consulted through mail, by its president or by one of its members. The Board can rule only if half of the members are either present or represented.

One delegate can be represented by another member provided there is a written mandate.

Proceedings of the meetings are recorded and archived.

The Board of Directors has the power to carry out all actions and operations allowed by the Association or to authorise others to carry out such actions -provided that the General Assembly powers are considered- including acquisitions, exchanges, sales, borrowings providing it has the approval of the General Assembly.

All the above operations are reported to the General Assembly.

The Board of Directors can name and dismiss the Association staff.

The Board of Directors elects from among its members the **Executive Board**, which consists of:

- a President,
- two Vice-Presidents
- a Treasurer
- a Secretary

In case of split vote, the President holds a casting vote.

Article 7: THE EXECUTIVE BOARD

The **Executive Board** is elected for a three-year period. During this time, the executive board leads all activities of Pro Silva including the preparation of Annual Meetings, excursions, international meetings, participation in projects, activities in forest politics and public relations.

The executive board may appoint one person as assistant for the board as "**Administrator**". The administrator also participates in the board meetings.

The **Executive Board** may appoint up to six additional members to support the executive board in its work as an **Extended Executive Board**. The members of the **Extended Executive Board** have full vote in the meetings. They may be changed during the three-year period.

In case of split vote, the President holds a casting vote.

Article 8: THE PRESIDENT

The Association is represented by its President for all civil acts or by any other person mandated by the Board of Directors. The President chairs all the General Assembly and Board of Directors meetings.

Expenses are authorised by the President or by any other person mandated by the Board of Directors.

Article 9: STATUS AMENDMENT

The current memorandum can be amended on proposal from the Board of Directors or on proposal from one third of the members of the General Assembly.

The General Assembly which rules on those modifications should gather at least 2/3 of the mandates.

Article 10: DISSOLUTIONS AND TRANSMISSION OF ASSETS

The dissolution can be decided by the General Assembly, especially convened for this purpose and should comprise at least 2/3 of the mandates.

In case of dissolution all the Association assets are transmitted to an organisation with similar aims.

Complete power is given to the President to register the Association on the Associations Register at the District Tribunal (Tribunal d'Instance) of MOLSHEIM, as well as completing all prescribed formalities.

The founding members of the Association Signed:
Frivold, L-A. Favre, Rothenhan, Brice de Turckheim,
Wobst, Gayler, Mlinsek, Reiniger, Dolinsek

This version of the constitution was approved during the General Assembly on 9th July 2021.

The list of participants is included.

The president

the secretary

the treasurer

Eckart Senitza

Padraig O'Tuama

Serge Reinardt