

**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 18<sup>th</sup> to 22<sup>nd</sup> December 1989 in Slovenia (former Yugoslavia), created a European Association of Foresters who advocates forest management based on natural processes. This association is called:

**PRO SILVA**

**Article 1: AIMS – HEADQUARTER – DURATION**

This aim of this association is throughout Europe to:

- 1) Put everything in place to ensure the maintenance of European forests vitality, to improve their structure and stability, and to ensure that their varied functions, productivity and profitability are guaranteed in a sustainable way.
- 2) Allow field foresters, forest owners and interested individuals to collaborate and exchange their experience.
- 3) Participate in research and training that prioritises forest biocenosis in its entirety.
- 4) Promote a global concept of forest ecosystems and promote adequate legislation towards public and private organisations.

PRO SILVA association will achieve its aims through appropriate means. This will occur through various means including: regular exchange of information between members, reference to forest estates 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 of the Association is the one of the President.

The first headquarter is based in TRUTTENHAUSEN – 67140 Barr (FRANCE). It will be transferable to any other location in Europe on decision from the General Assembly.

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

The membership is lost through death, resignation or exclusion. Exclusion is decided upon by the Board of Directors and requires 2/3 of the present member votes, it is pronounced on the grounds of grave motive or for unpaid membership over the current and the previous year.

### **Article 3: SUBSCRIPTION**

Each member of the Association is subjected to the payment of annual subscription.

The subscriptions constitute together with donations, subsidies and loans, the mean 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 President

### **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, through individual letter.

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. Proxy vote is only permitted if the mandated person is also a member of the Association.

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

The General Assembly deliberates on annual financial accountings, defines proposals and future actions, deliberates on issues included in the meeting agendas, and elects the members of the Board of Directors for 3 renewable years.

Those decisions require the majority of the present or represented members.

Proceedings of the General Assembly meetings are recorded and stored.

### **Article 6: BOARD OF DIRECTORS**

The Board is comprised of one administrator 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 validly only if half of the members are either present or represented.

One administrator can, through written mandate be represented by another member

Proceedings of the meetings are recorded and stored.

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 gets the approval from 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 can elect among its members:

- a President,
- a Vice-President
- a Treasurer
- a Secretary

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

#### **Article 7: 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 8: 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 9 : 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 current status have been approved during the General Assembly

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