

The European Agroforestry Federation Constitution

The European Agroforestry Federation aims at promoting the adoption of agroforestry practices (trees incorporated in farming systems) across Europe. It will support any effort to develop awareness, education, research and policy making that could foster the use of trees on farms in Europe. This will be achieved by :

- Promoting agroforestry by any communication means, including lobbying for agroforestry adapted policies at the European scale
- Organizing a [bi-annual congress](#).
- Sending an electronic [newsletter](#) to all members.
- Managing a dedicated **web site**, <http://agroforestry.eu/fr>, with functionalities to share information, scientific results and policy issues on agroforestry.
- Achieving specific agreements with national and international agroforestry societies for the exchange of information and the organisation of joint congress, symposiums and seminars.

Constitution for a Non-Profit Unincorporated Association: The European Agroforestry Federation

(Proposal 3 03/01/2012)

Constitution incorporating decisions made by the founding assembly on the 16th of December 2011.

1. Name

The name of the association is The European Agroforestry Federation. The acronym for the association is EURAFF.

2. Office

The principal office of EURAFF is located in

The principal office may be changed by the Executive Committee to another location within Europe and such changes of address shall not be deemed, nor require, an amendment of this constitution. EURAFF may also have offices at other places, where it is qualified to achieve its objectives.

3. Administration

Subject to the matters set out below EURAFF and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause 8 of this constitution ("the Executive Committee").

4. Objects

EURAFF's object ("the object") is to promote the adoption of agroforestry practices throughout Europe. Agroforestry practices include all designs of trees mixed with crops and animals, both inside the limits or on the boundaries of the land parcels, as in silvoarable, silvopastoral and agrosilvopastoral systems.

5. Powers

In furtherance of the object but not otherwise the Executive Committee may exercise the following powers:

- i. power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- ii. power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the object and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- iii. power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the object or of similar charitable purposes and to exchange information and advice with them;
- iv. power to establish or support any charitable trusts, associations or institutions formed for the object;
- v. power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- vi. power to do all such other lawful things as are necessary for the achievement of the object.

6. Membership

1. Membership of EURAFF shall be open to non-profit legal entities that are promoting agroforestry practices in Europe (any such body being called in this constitution a "member organisation").
2. For countries with no member organisation, individual membership shall be temporarily open to individual citizens over the age of 18 years. These members will be incited to create a national body that will become a member of EURAFF. This will be compulsory when the number of individual members of a country is 10 and more. If subsequently to their membership acceptance an organisation member of their country joins EURAFF, individual membership will not be renewed, and the individual members will be invited to join the member organisation of their country. Exceptions may be granted by the Executive Committee if the constitution of the member organisation prevents an individual member to become a member of the member organisation.
3. All members (member organisations and individual members) shall pay an annual subscription laid down by the Executive Committee. Member organisations may decide that membership to EURAFF is automatic or optional for their individual members. Member organisations will pay an annual fee that will be the product of the

basic fee times the number of their individual members that agree to be members of EURAFF. The fee of any member organisation shall however not be less than 100 € per year. With a view to encourage individual members to create a national association, the fee for individual members shall be three times higher than the fee for members of a member organization. The fees are fixed at 5 €/year/individual member of a member organization and 15 €/year/individual member, but may be modified later by the Executive Committee.

4. The total number of members of EURAFF is the total number of individual members of all member organisations that have agreed to pay the fees to EURAFF plus individual direct members.

5. At general meetings

organisation members have a number of votes equal to the number of their individual members (having paid their EURAFF fees);

individual members of countries with no member organization have one vote;

Only members that participate in the meeting (either physically, or by internet) may vote

The details of the calculation of the voters per country are included in the Appendix

6. However, the number of votes for each country is capped at 100. If the total amount of members of a country exceeds 100, each member organisation will have a pro-rata number of votes, and shall appoint delegates to the general assembly and notify their names to the secretary.
7. The Executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation: Provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

7. Honorary Officers

At the general meetings of EURAFF the members shall elect from amongst themselves 6 officers that will be part of the Executive Committee. They will be elected as Chairman, Deputy-Chairman, Secretary, Deputy-Secretary, Treasurer and Deputy-Treasurer by the Executive committee at its first meeting after the general assembly. They shall hold office from the conclusion of that meeting until the next general assembly.

8. Executive Committee

1. The Executive Committee shall consist of members being:
 - a. The 6 honorary officers specified in the preceding clause and elected at the annual general meeting;

- b. One delegate per country (“national delegates”)

To have a delegate, any country should have at least one member organization or 5 individual members. When a new country meets the criterion for having a delegate for the first time, this delegate must be designated as soon as possible. A sub-delegate will also be elected and will replace the delegate if needed. Delegates and subdelegates are elected by members of the country on a one man, one vote basis (each individual member of EURAFF and each individual member of a EURAFF member organisation having one vote). Each country may decide to create a national sub-committee that will assist the national delegate and alternate delegate in their duties.

2. Members of the Executive Committee shall hold office until the next General Assembly and can offer themselves for re-election but must retire after six years.
3. Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
4. No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Federation.
5. Members of the Executive Committee shall serve without compensation except they may be allowed reasonable advancement or reimbursement of expenses incurred in attending Executive Committee meetings. Attendance by internet will be encouraged to avoid high costs.

9. Determination of Membership of the Executive Committee

A member of the Executive Committee shall cease to hold office if he or she:

1. is absent without the permission of the Executive Committee from all their meetings held within a period of one year and the Executive Committee resolve that his or her office be vacated; or
2. notifies to the Executive Committee a wish to resign.

10. Executive Committee Members not to be personally interested

1. No member of the Executive Committee shall acquire any interest in property belonging to EURAFF (otherwise than as a trustee) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

11. Meetings and proceedings of the Executive Committee

1. The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any six members of the Executive Committee upon not less than 15 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 31 days' notice must be given. Attendance to the meetings by internet or conference call should be available.
2. The Chairman shall act as chairman at meetings of the Executive Committee. If the Chairman is absent from any meeting, the members of the Executive Committee

present shall choose one of their number to be Chairman of the meeting before any other business is transacted.

3. There shall be a quorum when at least half of the number of members of the Executive Committee for the time being or six members of the Executive Committee, whichever is the greater, are present (including by internet) at a meeting.
4. Every matter shall be determined by a majority of 50% of the votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
5. The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
6. The Executive Committee may make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
7. The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

12. National delegates duties

6. In addition to their involvement in the Executive committee, National delegates (and their subdelegates) are in charge of :
 1. Promoting EURAFF in their country
 2. Inform EURAFF and the Executive Committee of agroforestry related events and issues in their country
 3. Discuss and validate the proposals of EURAFF related to European Policy
 4. Update the national page of the EURAFF website

13. Receipts and expenditure

1. The funds of the Federation, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of EURAFF at such bank as the Executive Committee shall decide.
2. The funds belonging to EURAFF shall be applied only in furthering the object.

14. Accounts

The Executive Committee shall comply with their obligations with regard to:

1. the keeping of accounting records for EURAFF;
2. the preparation of annual statements of account for EURAFF;
3. the auditing or independent examination of the statements of account of EURAFF

17. Annual General Meeting

1. There shall be a general meeting of EURAFF every two years.

2. Every general meeting shall be called by the Executive Committee. The secretary shall give at least 3 months' notice of the annual general meeting to all the members of EURAFF. All the members of EURAFF shall be entitled to attend and vote at the meeting. Attendance and vote by internet should be provided.
3. Before any other business is transacted at the annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
4. The Executive Committee shall present to each annual general meeting the report and accounts of EURAFF for the preceding two years.
5. Nominations for election of the 6 officers to the Executive Committee must be made by members of EURAFF in writing and must be in the hands of the secretary of the Executive Committee at least 14 days before the general meeting. Should nominations exceed vacancies, election shall be by ballot.
6. The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of EURAFF.
7. There shall be no quorum for regular general meetings of EURAFF. However, $\frac{3}{4}$ of the countries with a national delegate in the Executive Committee should be represented at a general meeting.

18. Alterations to the Constitution

1. Alteration to the constitution are only possible if approved by a special general assembly with a quorum of one tenth of the total number of members of EURAFF as defined in clause 6, and provided that members from at least $\frac{3}{4}$ of the countries participate in the assembly.
2. Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
3. No amendment may be made to clause 1 (the name clause), clause 4 (the objects clause), clause 10 (Executive Committee members not to be personally interested clause), clause 19 (the dissolution clause) or this clause without the prior consent in writing of all the members of the Executive Committee.
4. No amendment may be made which would have the effect of making EURAFF cease to be an non-profit unincorporated body at law.

19. Dissolution

If the Executive Committee decides that it is necessary or advisable to dissolve EURAFF it shall call a meeting of all members of EURAFF, of which not less than 2 month's notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of EURAFF. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of EURAFF as the members of EURAFF may determine or failing that shall be applied for some other charitable purpose.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed:

Appendix

Member annual fees calculation

If the basic fee for an individual member of a member organisation is 5 €, the fees will be as follows :

- individual direct member : 15 €
- organisation fee : 5 € times the number of individual members having agreed to be members of EURAFF

Example 1: Organisation A has 110 members and make membership to EURAFF compulsory for its members : fee = $5 * 110 = 550$ €

Example 2 : Organisation B has 400 members but membership is optional and only 80 people have agreed to be members : Fee = $5 * 80 = 400$ €

Example 3 : Organisation C has 12 members that all agree to be members of EURAFF : Fee = Max (100; $5*12$) = 100 €

Number of votes for a country at the General Meeting

Case 1 : Country with individual members, no organization members.

If the country has only x individual members, each member have one vote, and the total number of votes for this country is x

Case 2 : Country with only organization members.

If the country has y member organizations with y_i individual members, the total number of members with a vote is $T = \sum(y_i)$.

If $T \leq 100$, the country has T votes, and each member organization y_i votes.

If $T > 100$, the country has 100 votes and the number of votes for each member organisation is calculated as $y_i / \sum(y_i) * T$

Case 3 : Country with both individual and organization members.

This should be only transitory, as it is recommended that individual members become members of the member organizations. The total number of members is $T = x + \sum(y_i)$.

If $T \leq 100$, the country has T votes, each individual member has one vote and each member organization has y_i votes

If $T > 100$, the country has 100 votes. Each individual member has one vote, and each member organization has $y_i / \sum(y_i) * (T - x)$ votes