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BY LAWS OF

**Belgian Warmblood – BWP npo**

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**Founded with a private deed on March 28 1955 the by laws of which were published in entry number 1218/55of the Belgian statute book on April 9 1955.**

P 1

*The English text is a translation of the original Dutch document. In case of discussion, the Dutch text is to be followed.*

## CHAPTER I. THE SOCIETY

### Article 1

The Association was established as a non-profit association under the Law of June 27, 1921, concerning non-profit associations and foundations, as amended by the Law of May 2, 2002. The articles of association were adapted to the provisions of the Code of Companies and Associations, hereinafter referred to as the CCA.

### Article 2

The society is called "Belgisch Warmbloedpaard", which is abbreviated as "B.W.P." in Dutch and "Belgian Warmblood" (abbreviation: "B.W.B.") in English.

This name is to occur in all deeds, invoices, announcements, publications, letters and other documents originated with the society, directly preceded or followed by the words "nonprofit organization" or by its abbreviation, with an accurate referral to the head office.

### Article 3

The registered office of the association is located at Waversebaan 99, 3050 Oud-Heverlee, in the Flemish region. It has the following data: the company number is BE041034624; the RPR is Leuven; the website is [www.belgian-warmblood.com](http://www.belgian-warmblood.com) and the general e-mail address is [info@belgian-warmblood.com](mailto:info@belgian-warmblood.com).

### Article 4

The society is founded for an undetermined period and can always be dissolved.

### Article 5

It is the society's goal to develop commercial activities directly or indirectly related to:

1. The genetic improvement of the Belgian Warmblood Horse, The coach horse Belgium, The Belgian saddle pony, The Connemara Pony Belgium and the Dartmoor Pony Belgium, with a view to the breeding of ponies and horses which meet all requirements of the current users in the diverse disciplines of the equestrian sports and/or agriculture.
2. The promotion of these horses and ponies.

To achieve these objectives and to improve the quality of these horse populations in general:

- the society will keep stud books and issue certificates of origin;
- furthermore, the society will collect and interpret data of identity, productivity, achievements and distinguishing characteristics of the breeding animals, of their ascendancy and from their foals;
- the society will establish indices;
- the society will organize inspections, contests, auctions, and all activities related to breeding and equestrian sports;
- the society will set studies, have investigations carried out or collaborate with them;
- the society will handle training and updating training of the people involved in the society's actions.

To achieve its objectives, the society is allowed to possess or acquire all movable and immovable properties and subsequently own all property and business rights.

The association may be part of other associations and federations.

The enumerated activities constitute the object of the non-profit association.

## CHAPTER II. MEMBERSHIP

### Article 6

The society is composed of active members and accepted members, the total number of which is unlimited. The number of active members must be at least three. They have all the rights and duties determined by the by laws of the Belgian Company Code and by these statutes. The terms "member" or "members" mentioned in these statutes refer either to the working members or to the persons who are members of the described general assembly, governing body, executive board, working groups or committees, etc.

The founding members are the first active members of the society. To become an active member in a society, the candidate has to be accepted by the Administrative Body and fulfil one of the four following criteria:

1. be considered useful for the society on grounds of scientific knowledge or technical competence;
2. be a representative of Irv;
3. be a representative of the farmer's union;
4. be a natural legal person who:
  - breeds horses;
  - fulfils the conditions of accession;
  - during the periodic elections, the conditions are embodied in the internal rules.

The candidate members must address their candidature to the Administrative Body.

During the proximate meeting, the Administrative Body will then decide if the candidates as active members comply with the terms of acceptance and if the member is accepted or not if that is the case.

The Administrative Body can decide not to accept a candidate as working member without giving further explanations. If the candidate as a working member is a legal entity, the identification data of the natural person(s) who will represent the legal entity must be provided at the same time.

Following founders are the first working members:

Mr. Gilbert Mullie, Brussels.  
Mr. Jules Mertens, Meer.  
Mr. Dr Jan Bouckaert, Deinze,  
The Z.E.H. Kan. Casimir Claes, Leuven.  
The Z.E.H. André De Mey, Harelbeke.  
Mr. Hubert De Smedt, Opwijk  
Mr. André Lagae, Heverlee.  
Mr. Aimé Loncke, Roeselare.  
Mr. Jules Mertens, Meer.

### Article 7

Every natural and legal person who supports the society's objectives and is willing to pay membership fees can become a member. In case there are other regulations beside the organizational regulations and rules of procedure, the accepted member will be informed when joining the society.

Every person who has already paid his membership fee for the current year is automatically considered to be a member.

The Administrative Body decides upon the membership fee, which is not to exceed €1,000.00.

The accepted members only have the rights and duties that are described in the by laws. They do not have a voting right.

They are entitled to make use of all the society's services without discrimination.

### Article 8

The Administrative Body is not allowed to make exaggerated heavy demands or to discriminate when accepting new members, both active and normal.

#### Article 9

Active members can always retire from the society by addressing a missive to the Administrative Body's secretary. The resignation will come into effect one month after the reception of the missive.

Normal members can always retire from the society by means of a simple written or oral message to the Administrative Body's secretary. The resignation will come into effect one month after the reception of the message.

#### Article 10

Active members who have not paid their membership fees for the current year will be excluded from membership after having sent them a reminder in which the adjustment period is fixed.

Active members who have not paid their membership fees after the adjustment period are resigning.

Both active and normal members will be excluded from membership during the legal procedures if they take legal actions against the society.

#### Article 11

Each active member is considered to resign if he fails to fulfil the membership requirements. Members will be excluded from membership in case of decease, clear inability or incapability.

If an active member should act against the society's objectives, he may be excluded from membership at the suggestion of the Administrative Body or at the suggestion of at least 1/5<sup>th</sup> of all active members by means of the General Assembly's decision. That decision must be deliberated during a meeting that meets a quorum of 2/3 of the present or represented working members. If fewer than 2/3 of the members are present or represented at the first meeting, a second meeting may be convened, which can validly deliberate and adopt resolutions and amendments by the majorities specified below, regardless of the number of members present or represented. The second meeting may not be held within 15 days following the first meeting. The decision is accepted if it is approved by 2/3 of the votes cast by the present or represented members.

Normal members who act against the society's objectives can be excluded from membership by means of a unilateral decision of the Administrative Body.

#### Article 12

All members, both active and normal members, declare, by means of joining the society, to accept and to comply unconditionally with the society's by laws, regulations and decisions. Members will not act against the society's social objectives and will not cause the society any damage.

No active or normal member, nor his assignee, can demand the society's assets on grounds of a mere status of member. This exclusion of right to the assets is always applied. During membership, during resignation of membership for whatever reason, during dissolution of the society, etc...

Both active and normal members have, on account of the commitment of societies, no other personal duty but to pay any contributions due.

### CHAPTER III. The GENERAL ASSEMBLY

#### Article 13

The General Assembly consists of the active members. They have equal voting rights. All active members have one vote.

An active member can be represented by another active member by means of a power of attorney, one active member is not allowed to represent more than one other member.

#### Article 14

Following exclusive powers are only for the General Assembly's members:

1. adaptations of the statutes;
2. appointment and dismissal of managers and the determination of their remuneration;
3. appointment or dismissal of the supervisory director of the company as well as the determination of his remuneration;
4. the release from liability of the directors and the statutory auditor; as well as, where appropriate, the instituting of the association ordinance against the directors and the statutory auditors;
5. approval of the annual budget and annual expense;
6. dissolution of the society;
7. expulsion of a member;
8. The conversion of the non-profit association into a cooperative company recognized as a social enterprise or into a recognized cooperative company or social enterprise with a social purpose;
9. all cases for which the by laws demand it.

#### Article 15

The Annual General Meeting shall be held during the first four months following the end of the fiscal year at the day, time and place specified in the invitation. The meetings are convened by the governing body. The members, directors and auditors, if any, shall be given at least 15 days' notice of the meeting. The invitation shall state the agenda, the place, the day and the hour.

#### Article 16

At the request of 1/5th of the working members or of the auditor(s), a special General Assembly is called by the president. The working members, directors and statutory auditors, if any, shall be invited to the assembly at least 15 days in advance. The invitation states the order of the day, the place, the day and the hour. Any item, submitted by at least 1/20th of the working members and no later than five calendar days before the assembly, must be included on the agenda.

#### Article 17

The General Meeting or the Extraordinary General Meeting is chaired by the President or by the Deputy President of the Administrative Body, or, in case of absence, by the oldest in age of the managers present. The Chairperson of the meeting appoints the secretary and the two vote collectors. They are the bureau of the meeting.

#### Article 18

The assembly is validly composed regardless of the number of members present or represented, unless the law or the articles of association imperatively provide otherwise.

Decisions shall be taken by a simple majority of the votes cast, unless otherwise provided for by the CCA or the articles of association.

Elections and personal matters shall be voted on by secret ballot, unless it is unanimously agreed to vote otherwise. In that case and in the event of an equality of votes, the proposal shall be considered rejected.

#### Article 19

To change the by laws deliberations are to be held in an extraordinary meeting in which 2/3<sup>rd</sup> of the active members have to be present or represented by another member. When a change of the by laws is related to the purpose or objectives of the society, a 4/5<sup>th</sup> majority of the votes is needed of the members or representatives.

In case the members present is less than 2/3<sup>rd</sup> on the first meeting, a second meeting can be convened that can deliberate and make changes with the following majorities, whatever the number of members present. The second meeting is not to be held within 15 days after the first meeting. The decision is valid if it is approved of by 2/3<sup>rd</sup> of the cast votes of the members present or represented active members. When a change of the by laws is related to the purpose or objectives of the society, a 4/5<sup>th</sup> majority of the votes is needed of the members or representatives.

#### Article 20

The minutes will be written down and signed by the president or Deputy President and the secretary. The minutes are stored in a register of minutes which shall be available for inspection by the working members and which they may inspect in conformity with the provisions of the right of inspection.

### CHAPTER IV: THE ADMINISTRATIVE BODY

#### Article 21

The society is managed by a Administrative Body that consists of at least three people.

To be appointed manager the candidates must fulfil one of the following restrictions:

1. founding members;
2. a group of elected people who have been appointed by the normal members during the periodic elections, as is described in the internal rules;
3. persons who became members because they were considered useful to the society because of their scientific knowledge or technical capability, or because they are a representative of a federal horse association or the farmers union.

If the candidate is a legal entity, the identification data of the natural person who will represent the legal entity must be provided at the same time. Only this natural person can represent the legal entity.

Managers are appointed by the General Assembly by means of a simple majority vote of the members present or represented members.

- The founding members are the first managers, and their term of office is open-ended.
- Directors drawn from the group of representatives designated by the joining members shall be appointed for 5 years.. The resigning directors can be elected again. Their task ends with the last annual meeting of the term they were appointed for.
- The term of office of Persons who became members because they were considered useful to the society because of their scientific knowledge or technical capability, or because they are a representative of a federal horse association or the farmers union expires when they lose their function, which was the motive of their appointment. From this category maximum 3 managers can be appointed.

#### Article 22

Managers can always be removed from office by the General Assembly by means of a simple majority of the cast votes of the members present or represented members. Each member of the Administrative Body can resign by means of a letter to the Administrative Body's secretary.

The term of office expires in case of decease.

Should a directorship fall vacant before the end of its term, the remaining directors shall have the right to co-opt a new director from the same category as defined in article 21 of these statutes. The next general meeting must confirm the mandate of the director thus co-opted, who will then complete the mandate of his predecessor. Failing such confirmation, the term of office of the co-opted director expires at the end of the general meeting, without prejudice to the regularity of the composition of the governing body up to that time.

Managers are not remunerated for their mandate in the office, unless the General Assembly decides differently.

#### Article 23

The Administrative Body is to choose a President and a Deputy President among its members. The Board also appoints a Secretary and a treasurer, they do not necessarily have to be members of the Administrative Body. It is possible that the same person is appointed to be Secretary and Treasurer. The Secretary is responsible for the correspondence, he writes the minutes of the Administrative Body and keeps the archives. The Treasurer must do the bookkeeping, pay and receive all money transactions, give the acquittances and set the annual budget and expenses.

A President candidate, who is appointed manager from category 3, as written in article 21, must obtain a majority of 2/3<sup>rd</sup> of the votes to get elected. A Deputy President can never come from category 3, as written in article 21. This post is always preserved to a manager who was appointed active member by the normal members during the periodic elections.

The Administrative Body can also appoint other functions.

The positions are to be terminated when the position holder declares so, or when the board determines so in a secret ballot in which a simple majority is obtained.

#### Article 24

The Board of Managers meets when the President convenes a meeting, as many times as necessary for the society's interest, as well as an invitation of the Deputy President or two managers. Managers are invited by means of a written invitation at least three days beforehand. The invitation will be signed by the President, the Deputy President, on behalf of one of the two previous persons by the Secretary, or by two managers.

The Board of Managers is chaired by the President or in case of his absence by the Deputy President or the oldest manager in age.

The Administrative Body can only take decisions if most managers are present or represented. A manager can only be represented by another manager.

Decisions are taken by means of a simple majority vote. In case of equality of votes, the vote of the chairperson is decisive. Secret voting is compulsory for the appointment for a term or function. In that case the proposition is rejected when there is equality of votes.

In exceptional cases, because of an urgent necessity or the society's interests demand it, decisions can be taken by the Board of Managers by means of a unanimous written agreement of the managers. The decision taken must then be ratified at the next meeting of the governing body.

#### Article 25

Minutes are drawn up and signed by the president of the association and the directors who wish to do so. The minutes are stored in a register of minutes which shall be available for inspection by the working members and which they may inspect in conformity with the provisions of the right of inspection.

#### Article 26

IN case a manager, directly or indirectly, has a capital interest which is contrary to the nature of the association, the manager must inform the other managers before the Board takes a decision. His statement and explanation of the nature of this conflicting interest shall be included in the minutes of the meeting of the governing body that is to make the decision. The manager with contrary interests will have to leave the meeting and will abstain from deliberations and voting on the related issue. When most of the directors present or represented have a conflict of interest, the decision or the transaction is submitted to the general meeting. If the general meeting approves the decision or the transaction, the board of directors can carry it out.

#### Article 27

The Board of Managers is authorized to perform all actions of intern management necessary or useful for the realization of the society's objectives, except for actions for which the General Assembly is exclusively authorized. Although there are commitments as result of amicable management, i.e. deliberation and inspection, the managers can divide management tasks among each other. Such a task division cannot be invoked against third parties, not even after they have been made public. The intern liability of the involved manager(s) will suffer in case of non-compliance.

#### Article 28

The Board of Managers can give a part of their management powers to third parties who are not managers, without this relating to the general policy of the society or the general management competence of the Board. This authorization restriction cannot be invoked against third parties, not even after they have been made public. The intern liability of the involved manager(s) will suffer in case of non-compliance.



#### Article 29

As a board, the Board of Managers represents the society judicially and extrajudicially. It represents the society by most of its members. Although the Board of Managers has the general authorization of representation, the society is also represented judicially and extrajudicially by the President, or as board by the Deputy President and two managers.

#### Article 30

The Board of Managers who represent the society can appoint trustees. Only special and restricted powers of attorney for a determined or a series of determined legal transactions are allowed. The trustees connect the society within the limits of their granted powers, the limits of which are demurrable to third parties in pursuance of what counts for powers of attorney.

#### Article 31

The appointment of the Board of Managers' members and termination of their term of office is made public by lodging in the society dossier at the Registry at the Commercial Court, and an excerpt designated for the annex of the Belgian statute book. From these documents is to be deducted whether persons who represent the society connect each separately, all together or as a board, as well as the area of authorities.

### CHAPTER V: DAILY MANAGEMENT

#### Article 32

The governing body may entrust the day-to-day management of the association, as well as the representation of the association as far as that management is concerned, to the secretary and treasurer appointed by the Board, or to the college of the president, any vice president, the secretary and the treasurer. Both last mentioned functions can be appointed to the same person. In case that both functions are appointed to two different people, it must be specified if those people can act alone or by means of a board.

#### Article 33

The governing body that appointed the body of daily management is responsible for the supervision of this body. The daily management includes both the acts and decisions that do not go beyond the needs of the day-to-day tasks of the association, and those that, either because of their lesser importance that they show, or because of their urgency, do not justify the intervention of the governing body.

#### Article 34

The appointment of persons responsible for representation regarding daily management is made public by lodging in the society dossier at the Registry at the Commercial Court, and an excerpt designated for the annex of the Belgian statute book. From these documents is to be deducted whether persons who represent the society regarding daily management connect each separately, all together or as a board.

### CHAPTER VI: LIABILITY

#### Article 35

He who contributes on behalf of the association to deeds, invoices, announcements, announcements, letters, orders, websites and other documents issued by the association, whether in electronic form or not, and which do not contain the provisions enumerated in the art 2:20 of the Belgian Company Code, may, depending on the circumstances, be held liable for the commitments made therein by the legal person.

#### Article 36

In this regard, the working members are not liable for the commitments made by the association. They do not incur any personal liability for the actions of the association.

#### Article 37



Every member of an administrative body or every daily board member is bound to the association to properly perform the task assigned to him. These persons and all others who have or have had actual management authority regarding the association shall be liable to the association for errors committed in the performance of their duties. This shall also apply to third parties insofar as the error committed is a non-contractual error. However, these persons shall only be liable for decisions, acts or behavior that are manifestly outside the range within which normally prudent and careful administrators, placed in the same circumstances, may reasonably differ. If the governing body constitutes a college, the liability for the decisions or omissions of that college is joint and several. Even if the body does not constitute a college, its members shall be jointly and severally liable both to the association and to third parties for any damage resulting from violations of the provisions of the WFTU or the association's bylaws. However, regarding the errors described above for which they had no part, they shall be relieved of their liability if they have reported the alleged error to all other members of the governing body or, as the case may be, to the collegiate governing body. If they do so to a collegiate governing body this report, as well as the discussion to which it gives rise, shall be recorded in the minutes.

The limitation of liability is followed as defined in the Art 2:57 of the WFTU, as well as its non-limitation from the Art 2:58.

## CHAPTER VII: ACCOUNTANCY

### Article 38

The fiscal year starts on January 1 and ends on December 31. The accounts are kept in accordance with the applicable descriptions in the WFTU and its implementing decisions. Depending on what is applicable based on the WFTU and the relevant implementing decisions, the annual accounts are stored in the file kept at the registry of the Company Court or at the National Bank. The management body submits the annual accounts for the preceding financial year as well as a budget proposal to the annual General Assembly for approval.

## CHAPTER VIII: Dissolution

### Article 39

The General Assembly will be convened to discuss proposals regarding dissolution suggested by the Board of Managers or by at least 1/5<sup>th</sup> of all members. This meeting takes place in pursuance of the determined article 15 or 16 of these by laws. The deliberation and decisions of dissolution respect the quorum and the majority as set in article 19 of these by laws. The General Assembly can only dissolve under the same conditions as those regarding alteration of the purpose or objectives of the society.

### Article 40

From the decision onwards the society will always state that it is a nonprofit organization in liquidation.

### Article 41

In case the proposal of dissolution is adopted; the General Assembly will appoint two liquidators for whom it will describe the tasks.

### Article 42

In case of dissolution and liquidation, the General Assembly decides upon the destination of the society's assets, which are to be given to one or more societies, with main objective research or improvement of horse races.

The Zootechnical data will be transferred to the department that is officially authorized for the acknowledgement of societies and stud books within five workdays.

### Article 43

All decisions regarding the dissolution, the liquidation conditions, the appointment and the dismissal of the liquidators and the destination of the assets are lodged at the Registry and made public in the annexes to the Belgian official journal in accordance with the provisions of the CCA and its implementing decrees.

## CHAPTER IX. - REGULATIONS AND DISPUTES.

### Article 44

The Administrative Board will impose a society's regulation for all members in the internal regulations. In that regulation, all stipulations can be included that are necessary for the society's good function, if they are not contrary to the WFTU and the statutes. The regulations, as well as amendments to them, will be submitted for approval to the General Assembly.

### Article 45

The governing body has drawn up the 'internal regulations' containing the regulations of the association that apply to all members, both functioning and joined. It contains all the provisions that are useful for the proper functioning of the association. These provisions cannot be in conflict with the CCA and the articles of association. These regulations and any subsequent amendments shall be submitted to the General Assembly for approval. The latest version is always available for inspection at the association's registered office.