

**STATUTES****KONINKLIJK VERENIGING WARMBLOED PAARDEN STAMBOEK NEDERLAND**

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**Article 1 – Name, seat and duration**

1. The association is called: Koninklijke vereniging Warmbloed Paardenstamboek Nederland and in the Statutes and regulations henceforward referred to as: KWPN;
2. The KWPN is an association with full legal competency;
3. The KWPN has its registered offices in Utrecht and has offices in Ermelo;
4. The KWPN has been established for an indefinite period of time.

**Article 2 – Purpose and breed register**

1. The purpose of the KWPN is to promote the breeding of a competition horse with a healthy constitution and a correct, functional and attractive appearance;
2. The KWPN tries to achieve this purpose by, among others:
  - a. the drawing up and adoption of a breeding and selection policy, such as has been globally stipulated in the *Selectiereglement* (Selection regulations) and is worked out annually in greater detail in management decisions of the board of directors;
  - b. the setting up and keeping of registers, as has been stipulated in the *Registratiereglement* (Regulations for registration);
  - c. to aim for a systematic application of scientific knowledge in the area of breeding;
  - d. the provision of services to members and to third parties, in as much as this takes place on the basis of government regulations or rules included in the Statutes or regulations of the KWPN;
  - e. the use of KWPN horses for breeding purposes of parties abroad.

**Article 3 – Organisation**

1. The KWPN is managed by the general board of directors which is accountable and responsible to the general meeting consisting of delegates from the districts;
2. The KWPN includes the following four breeding directions: Riding horse, Harness horse and Gelderland horse. The breeding direction Riding horse comprises various disciplines such as, without fail, the dressage and jumping disciplines;

3. Every breeding direction consists of one or more regions (provinces). The regions of the breeding direction Riding horse is subdivided into different smaller units or chapters. Both the regions and the chapters have no legal personality;
4. Each breeding direction has a breed council consisting of the regional members. A breed council provides advice to the general board (of directors) in technical breeding matters of that breeding direction;
5. A region is managed by a regional board responsible and accountable for its own regional meeting.
6. In as much as a region has a chapter, this chapter will have a chapter committee. Regions cannot establish any new chapters.
7. The members of the KWPN belong to a breeding direction and, as a result, to a breeding direction region.
8. The general meeting consists of deputies from the breed direction regions.
9. The KWPN has as its central body a studbook registry managed by the management consisting of a director and a deputy or assistant manager. The director and the assistant or deputy director are appointed by the general board of directors.
10. The KWPN has the following organisational bodies: the general meeting, the (general) board (of directors), the regional boards, the regional general meeting, the disciplinary committee and the appeals committee and their chairmen and in addition those individuals and committees charged with a responsibility, to be determined at a later stage, and have been assigned powers of decision, based on the Statutes. The arbitration committee of the KWPN is not one of the organisational bodies.
11. The KWPN can realise the provision of its services to its members through related legal persons who have been established by the KWPN on recommendation by the general board of directors, after this has been so decided by the general meeting. The general meeting approves and adopts their purpose as well as their responsibilities and powers, which will be included in the Statutes of these legal persons. The general board of directors appoints the directors of these legal persons and can enter into agreements with those legal persons.
12. The KWPN can license foreign horse organisations and for each licence regulate the rights and obligations of those horse organisations towards the KWPN. The power to perform the KWPN breeding program can be conferred upon a foreign horse organisation in a manner to be decided by KWPN.

#### **Article 4 – Members**

1. The members of the KWPN are natural and legal persons and companies.
2. A company or legal person can only be admitted as a member if and as long as one of its partners or directors is (also) a member of the KWPN in his capacity as a responsible individual or representative of that company or legal person. If the company or the legal person has a legal person instead of a natural person as a director, then the obligation to have a partner or director as a KWPN member in the capacity of a responsible person or representative will be transferred to that legal person. If that legal person has a legal person as its director, the general board of directors will decide, in consultation with the representative of the company or legal person requesting admittance, who will become KWPN member in the capacity of responsible person. A legal person cannot realise representation by a director whose KWPN membership has been terminated at an earlier stage..
3. The person or party requesting membership will inform the KWPN, with his request, about the desired breeding direction(s) to which he would like to belong as a member.
4. The general board of directors decides on the admittance of members and may delegate this power to the director. In case the general board of directors does not honour the admittance request, this will be communicated in writing, stating the reasons for this rejection, after which the appeals committee can decide to admit anyway, upon request of the party concerned. These powers of the appeals committee are regulated in greater detail in article 12 of the Algemeen Reglement (General Regulations).
5. The admittance procedure regarding membership is regulated in greater detail in the Algemeen Reglement (General Regulations).
6. The general board of directors will inform a member in writing to which breeding direction(s) the member belongs, among other things. A member can only belong to one breeding direction. Within the breeding direction a member belongs to just one region, in accordance with his place of residence.

7. Members of a foreign horse organisation, to which the KWPN has issued a license, will not become KWPN members as a result of this.
8. The membership will start at the date of admittance and terminates on the date at which the membership ends on the basis of article 6. The membership is strictly personal and cannot be passed on through transference or succession.
9. Employees of the KWPN can be members of the KWPN but they cannot be appointed to any position, on the understanding that employees can be appointed to a position in the mare selection committee.
10. The general meeting is authorised to divide members into categories and to adopt deviating rights and obligations for each category.
11. The rights and powers granted to a registered party can only be executed if this party is a KWPN member.
12. On the proposal of the general board of directors, the general meeting can honour an individual who has made himself extremely useful for horse breeding for the KWPN or in general, especially over a long period of time, with the title of honorary member.

### **Article 5 – Jurisdiction**

1. All KWPN members are subject to the disciplinary regulations of the KWPN.
2. The disciplinary regulations of the KWPN are governed by the *Tuchtreglement* (Disciplinary and ethical regulations). With observance of what has been stipulated in sections 7 and 8 the disciplinary jurisdiction in the KWPN will be performed by the disciplinary committee and the appeals committee, excluding all other KWPN bodies.
3. The *Tuchtreglement* regulates the appointment procedure of members of the disciplinary committee and appeals committee, their composition, powers, procedures, as well as the offences or transgressions and their reports, the list of punishments, the procedure and the rights and obligations of the member committing the transgression.
4. By virtue of article 7 section 1 of the *Tuchtreglement* the following acts or failures to act are considered a transgression, thus punishable:
  - a. when resulting in the breach of a stipulation in the Statutes of the KWPN;
  - b. when contrary to a decision of a KWPN body or committee;
  - c. affecting in a negative sense the interests of the KWPN or horse breeding in general;
  - d. involving a KWPN member who fails to observe standards of acceptable and reasonable behaviour towards a member, body, committee, functionary or the studbook registry;
5. The disciplinary committee and appeals committee are also authorised to deprive a member from his membership rights (expulsion), observing what has been stated in article 6 section 5.
6. The decisions of the disciplinary committee and the appeals committee are to be considered as decisions of the KWPN, decisions binding the member concerned as well as the other KWPN members. All members, bodies and committees of the KWPN are obliged to cooperate with the execution of the punitive decisions of the disciplinary and appeals committees, with the exception of the general board of directors, should it be of the opinion that the general interest is harmed when executing these punitive decisions.
7. Contrary to what is stated in section 2, the general board of directors will have the authority to take an *ordemaatregel* (order measure), which is binding as to its duration. It is possible to appeal against such a measure with the chairman of the disciplinary committee whose decision is not binding with respect to the further handling of the reported of the transgression.
8. The powers of the disciplinary committee and the appeals committee do not affect the powers of the general board of directors to take an *ordemaatregel* (order measure), whether or not regarding an event.
9. Should a decision by the disciplinary committee, the appeals committee or of the general board of directors cause a decision to be wholly or partly annulled, this cannot result in any entitlement to compensation for damages of the member concerned or third parties, nor will this result in the right to participate in another event.
10. Disputes between members, to the extent that they relate to the objectives of the KWPN, can be decided through arbitration with the exclusion of the civil courts, with observance of the *Arbitragereglement* (regulations of arbitration). A dispute will be deemed to exist in the event a party claims that this is the case. The decision of the arbitration committee is only binding to the parties involved. The arbitration committee decision cannot be appealed.

### **Article 6 – Termination of membership**

1. The KWPN membership ends:

- a. of legal person and company members: by termination, by removal (expulsion) or when a legal person or company ceases to exist;
  - b. of natural person members: by their death, by termination or removal (expulsion);
2. A member can give notice of termination of his membership by the end of the financial year. A member can furthermore terminate his membership immediately within a month after:
- a. he has been informed about a decision to change the legal status of KWPN (*andere rechtsvorm*), or to have a merger or demerger of the KWPN;
  - b. a decision has become known to him in which his rights have been restricted or his obligations have become weightier, in which case the decision will not be applicable to him as a result of the termination.

The membership cannot be terminated directly and immediately should it involve a change of rights and obligations that are clearly defined or when an obligation of a financial nature is changed.

In other cases a member can terminate the membership immediately and directly by giving a termination notice, if it cannot reasonably be asked of the member to have his membership continued.

3. Termination by the KWPN is done by the general board of directors. The KWPN can terminate the membership by the end of the financial year. Termination by the KWPN is possible when:
- a. the member does not (timely) observe his obligations towards the KWPN;
  - b. the member harms the interests of the KWPN or of the horse breeders;
  - c. the member does not comply with the membership requirements in the Statutes.

Furthermore, the KWPN can terminate the membership immediately and directly through a termination notice in case it cannot reasonably be demanded from KWPN to continue the membership.

4. A notice of termination by the end of the financial year concerned has to be sent before the first of December. Should the termination not take place in time, then it will be regarded as a termination by the end of the next financial year. Should the membership be terminated immediately and directly contrary to the rules for termination, then it will be regarded as a termination by the earliest possible date following the termination notice date. The member will keep his membership rights as long as the membership has not been terminated, while he must also observe his obligations.
5. The decision of expulsion (removal) can only be made by the disciplinary committee and during appeal by the appeals committee in case a member acts, to an extreme extent, contrary to the Statutes, rules and regulations or decisions of KWPN bodies or committees or when this affects the KWPN negatively, unfairly or unreasonably. The expulsion decision will be communicated to the member in writing as soon as possible, stating its reasons. The member can appeal the decision within a month after receiving that notice with the appeals committee. During the period for appeal and the appeal procedure the member will be suspended.
6. During his suspension, the member must observe his obligations while his rights are suspended, with the exception of the rights granted to the member in the Tuchtreglement.
7. Except in case of his death or expulsion, a member who has given notice of terminating his membership will maximally remain a member up to the end of the following financial year as long as the member has not met all his financial obligations towards the KWPN or as long as a matter involving the member has not been resolved. This includes the execution of a punitive decision. The general board of directors will then determine a date at which the membership will end.

#### **Article 7 – General meeting**

1. The general meeting represents all KPWN members. It consists of deputies with voting rights. The deputies are members of the regional board of a breeding direction and they will be appointed in the autumn meeting of the region.
2. Every breeding direction is represented in the general meeting by a number of delegates. JongKWPN (YoungKWPN) is represented by one board member delegate with voting rights.
3. The number of delegates, per breeding direction, will be determined as follows:
  - a. The regions of the breeding directions Harness Horse will each appoint one delegate;
  - b. The region of the breeding direction Gelderland Horse will appoint two delegates;
  - c. The breeding direction Riding Horse will appoint, per region, one or more delegates, as follows:
    - the regions Gelderland and Brabant will each appoint five delegates;
    - the region Overijssel will appoint three delegates;
    - the regions Zeeland and Flevoland will each appoint one delegate;
    - the other regions will each appoint two delegates.

4. The delegate status is not compatible with the membership of the general board of directors, the stallion examination committee, and the re-examination committee, with a jury member status, foal examiner, horse passport consultant and employee of the KWPN or a related legal person. A member of the general board of directors of JongKWPN can, however, be appointed as a delegate.
5. The appointment of delegates of the breeding directions Riding Horse, Harness Horse and Gelderland Horse will be made by the own regional general meeting on the recommendation of the regional general meeting concerned. The delegates appointed by a region include in any case the chairman of the regional board and when absent, his substitute.
6. A delegate to be appointed will fall under the region appointing him and will leave office on the day that he no longer falls under that region.
7. A delegate and an acting delegate will be appointed for a three-year term. The stipulations of article 11 of the Algemeen Reglement apply to their appointment and re-appointment.
8. A regional general meeting of the breeding directions Riding Horse, Harness Horse and Gelderland Horse will also appoint an acting delegate taking the place of the delegate in the General Meeting during his absence out of the members of the regional board. The same rights and obligations apply to an acting delegate as to a (regular) delegate.
9. Delegates who have been suspended cannot be admitted to a general meeting session and during their suspension term they have no voting rights.
10. Every delegate has a single vote in the general meeting.
11. The membership of the General Meeting ends through voluntary termination, the death of a delegate, when his appointment term has expired and when he no longer participates in the regional board or when he no longer falls under the region which has appointed him. The membership of the general meeting will also end when the delegate is fired by the regional general meeting which has appointed him or when his KWPN membership ends.
13. Delegates act in accordance with the guidelines given by the regional general meeting, but they are free to act – taking notice of the discussion in the general meeting – as they see fit.

#### **Article 8 – Powers and responsibilities of the general meeting**

1. The general meeting:
  - a. approves and adopts the annual plan annually on recommendation of the general board of directors.
  - b. helps to think along actively and evaluates, approves and adopts the annual plans and proposed policies related to the realization of the aims of the KWPN.
  - c. supervises the financial management of the KWPN by, among others, the assessment, approval and adoption of the budget and financial statement.
  - d. controls and defends the goals of the KWPN, has the ability to connect and helps to realize a coherent and connected organization.
  - e. is authorised to appoint an ad hoc expert committee, in special cases, for its consultation and advisory needs.
2. The delegates play an important role in mutual communication between the members and the general board of directors and the studregistry, provide insight on the agreed policies to the members and have a warning function towards the central organisation.
3. The general meeting is exclusively empowered to decide on a merger, demerger, a re-organisation, as well as any other matters it deems essential.
4. The general meeting can hold a joint session directed by the chairman of the confidentiality committee. The general meeting cannot take any decisions that are binding for the KWPN in such a meeting.
5. The general meeting is empowered to, contrary to what is stated in articles 11 and 22, decide in a meeting on persons and matters when the item has been put on the agenda, yet firstly discussed and elucidated in the meeting. In case the general meeting does not want to decide on the matter during the meeting session, the general meeting will be authorized to hold a ballot on the agenda item concerned among the delegates, in which case the director will send a ballot paper which should be received by the director within 14 days after its receipt. Ballot papers received after that term and ballot papers which are not being returned will be considered votes that were not cast and will be deducted from the total number of deputy votes in determining the simple majority, with the remaining number being divided by two and rounded off, if necessary, to determine the majority. This method of decision-making is not applicable to decisions regarding the changing of Statutes or of rules and regulations or during the dissolution of the association.

6. In the KWPN the general meeting has all the powers that have not been attributed to the general board of directors by the law of the Statutes or to other bodies.

#### **Article 9 – Convening the general meeting**

1. At least two general meeting sessions are held annually: a spring and a fall session. The spring meeting will be held on 30 June at the latest, the autumn meeting no later than 31 December.
2. The calling together of a meeting takes place through publication in the official announcements. The convening term after publication through the official notices is at least fourteen days, not including the day of publication and the day of the meeting. This term can be shortened, in special cases, to be decided by the general board of directors.
3. An extraordinary meeting of the general meeting will be held in case the general board of directors or three regional boards or at least four delegates consider this necessary. In the latter case the desire to do so should be communicated in writing including an elucidation on the subject to be treated to the general board of directors, obligated to hold an extraordinary meeting within four weeks after the submission of the request.
4. In case the general board of directors does not honour this request within fourteen days after receiving the request, as described in section 3, the requesting parties can themselves convene the general meeting through publication in the official notices or by way of an advertisement in a national and well-read paper.  
The documents needed for the extraordinary meeting must be made available to the requesting parties by the administration within one week after the request has been made. The requesting parties can, in that situation, charge other parties than the board members with directing the meeting and making of minutes.
5. The general board of directors determines where in the Netherlands and when these meetings, within the meaning of this article, will be held, except in the situation described in section 4, in which case the requesting parties will proceed to convening the meeting, observing the stipulations of this article.

#### **Article 10 – Admittance to the general meeting session**

1. The delegates, the members of the general board of directors, the members of the management team and one director-member from the JongKWPN board as well as those admitted to the general meeting by the general board of directors will be admitted to the session of the general meeting.
2. A session of the general meeting will become closed when a chairman, two members of the general board of directors or four delegates should think this desirable. Admitted to a closed session are: the general board of directors, members of the management, the delegates and those admitted by the general board of directors.
3. The general meeting decides in a closed session whether the reasons that have led to the request for a closed session have been sufficiently substantial.
4. Regarding the matters discussed in the closed session, confidentiality may be imposed upon those present or represented.

#### **Article 11 - Agenda**

1. The preliminary agenda of a general meeting session will be made known at least four weeks before the planned general meeting session through the official notices. The definite agenda of a general meeting session will be sent to the delegates at least one week before the day of the general meeting session and others may find this information on the KWPN website.
2. The agenda of the spring session will contain, among others;
  - a. the formalising of the minutes of the last general meeting session;
  - b. the annual report of the general board of directors;
  - c. the financial report of the general board of directors regarding the past financial year;
  - d. the accountant report, as indicated in article 21;
  - e. the discharge of the general board members;
  - f. the filling of job openings/procedures concerning job vacancies;
  - g. any approval and adoption of proposed changes to the Statutes, rules and regulations or the authorisation of implementing orders.
  - h. miscellaneous questions.
3. The agenda of the fall meeting includes, among other things;
  - a. the formalising of the minutes of the last general meeting session;
  - b. deciding upon membership fees, contributions and levies;

- c. the approval and adoption of the year plan and the budget for the coming financial year;
  - d. the filling in of job openings / job vacancy procedures;
  - e. any approval or adoption of proposed changes in the Statutes or rules and regulations, or the authorisation of implementing orders.
  - f. miscellaneous questions
4. Proposals will be added to the general meeting agenda when these proposals, including their elucidation, are submitted in writing to the general board of directors no later than four weeks prior to the planned session, by either:
    - a. at least four delegates, or;
    - b. a regional general meeting;
  5. The general board of directors has the power to add any proposals, motions and questions and/or own proposals, with elucidation, during the session, after receiving permission from the general meeting.

#### **Article 12 - General board of directors**

1. The general board of directors consists of five adult individuals who have been selected and appointed by the general meeting out of the members.
2. The general board of directors consists of a chairman, a vice-chairman, a secretary, a treasurer and a member of the board of directors. The chairman is appointed to the position. The positions of secretary and treasurer can be performed by one single person. After the appointment of a member of the general board of directors the positions will be allocated and the responsibilities of each of its members will be determined upon, which will be communicated to the members.
3. The membership of the general board of directors is incompatible with any other position in KWPN.
4. Each region has the power to nominate candidates for the general board of directors. The general board of directors and five delegates are also authorised to nominate candidates. Candidates will be nominated in writing by one of the members of the confidentiality committee.
5. The general meeting will appoint a confidentiality committee from its midst consisting of three delegates. The appointment of the members of the confidentiality committee takes place on recommendation of the confidentiality committee. The general meeting has the power to dismiss members of the confidentiality committee. Procedures that are followed by the confidentiality committee are stipulated in the *Algemeen Reglement* (general regulations).
6. A member of the general board of directors will be appointed in the autumn meeting for a three-year term. Article 11 of the *Algemeen Reglement* applies to this appointment and re-appointment.
7. The general meeting tries to prevent the chairman, vice-chairman, secretary and treasurer or secretary/treasurer of all being appointed in the same year.
8. A member of the general board of directors can at all times be dismissed or suspended by the general meeting, even when appointed for a fixed term.

The dismissal or suspension decision will be taken by the general meeting in a session which has been determined at least ten days before the fixed session date, while sending the agenda. A suspension can be imposed for no more than three months. The suspension ends through the passage of time or sooner as a result of a decision to terminate the suspension, except when the suspension ends as a result of a decision to dismiss or to resign. For a suspension or dismissal decision a two-thirds majority is required.
9. The chairman is responsible for the general management of the KWPN. He acts as spokesman at the official representation of the KWPN, unless he has assigned these responsibilities to someone else. The chairman will be replaced by a vice-chairman or, in case of his absence the chairman, will be replaced by a vice-chairman or when the latter is absent by a fellow board member or functionary, as will be decided by the general board of directors.
10. Towards the KWPN, each member of the general board of director is obligated to perform his duties adequately. Should it involve a matter regarding the work sphere of one or more members of the general board of directors, each is fully liable regarding any failure to perform, unless there is no culpability on his side and he has not been neglectful regarding the measures to be taken to prevent such consequences.
11. The membership of the general board of directors ends through the death of a general board member and dismissal, resignation and the expiration of the term for (re)appointment and also when the KWPN membership ends. The membership of the general board of directors will furthermore end when the board member is appointed to any other position.

#### **Article 13 – Responsibilities and powers general board of directors**

1. Unless otherwise stipulated in the Statutes, the general board of directors will be charged with the management of the KWPN,
2. Should the number of board members fall below five, the general board of directors will remain authorised. The general meeting must fill in these openings as soon as possible.
3. The general board of directors has the power to delegate certain parts of its responsibilities or duties for which it is responsible. In addition, the general board of directors is authorised to assign duties to third parties, whether or not remunerated.
4. The general board of directors approves and decides upon the breeding policies.
5. The general board of directors decides upon personnel policies as well as the remuneration of KWPN's employees.
6. The general board of directors decides upon the compensation to be paid to jury members.
7. The general board of directors supervises and controls the adherence to the Statutes, regulations and decisions taken by the KWPN.
8. The general board of directors is not authorised to take decisions of which the resulting financial obligations exceed the approved and definite budget by more than five percent.
9. After prior consent by the general meeting, the general board of directors has the power to decide upon the conclusion of agreements regarding the acquisition, alienation or encumbrance of registrable property and the conclusion of agreements in which KWPN is jointly or severally liable, providing support to a third party or will provide security for another party's debt.
10. Every year, the board of directors will provide the general meeting with an overview of session periods of members of the general meeting, the breed council, the general board of directors, the regional boards and the stallion examination committees.

#### **Article 14 – Representation**

1. The KWPN will be represented by the general board of directors both judicially and extrajudicially.
2. In addition, the chairman, vice-chairman of the general board of directors each have powers of representation and in case of their absence two members of the general board of directors will jointly have this power.
3. The general board of directors or two of its members operating together can authorise, in writing, one of its members or a third party to represent the KWPN in the situations and under the conditions that are described in the issued mandate.
4. The power of representation or authorisation of the general board of directors and the collectively acting board members cannot be restricted or be of a conditional nature. The power of representation of individuals which have received a mandate can be restricted in its nature of extent and/or be made conditional in the mandate which is issued.
5. A region is represented by a regional board or by at least two regional board members operating together. The regional board members are authorised to represent their region within the budget set by their own regional meeting, observing what has been stipulated in the Regional Regulations.
6. The director and the acting director have the power to represent the KWPN in accordance with the mandate issued by the general board of directors, filed at the commercial and trade registry.
7. Those who have obtained powers of authorisation based on either a mandate or these Statutes, will not exercise this authority before it has been decided by the general board of directors to conclude such a juridical act.

#### **Article 15 – Breeding directions**

1. The KWPN includes the breeding directions Riding horse, Harness horse, Gelderland horse. The breeding direction Riding horse comprises the disciplines dressage and jumping.
2. At the proposal of the general board of directors and after consulting the breed council concerned, the general meeting will set up breeding directions and will discontinue them.
3. A member belongs to the breeding direction(s) in which he has been placed at his own request when joining as a member or is placed in at a later time by the general board of directors.
4. Should a member fail to opt for a breeding direction he will be considered part of the breeding direction Riding horse and will be placed on the basis of domicile or his offices in that particular region of that breeding direction.
5. Should a member belong to more than one breeding direction, he will be charged an additional membership fee, the amount of which will be determined and adjusted by the general board of directors on a regular basis.

#### **Article 16 - Regions and chapters**

1. Each breeding direction comprises one or more regions.

2. The breeding direction Riding horse comprises twelve regions, one per province. A region of the breeding direction Riding horse may set up and terminate chapters, observing the Regioreglement.
3. The breeding direction Harness horse comprises four regions: North, East, South and West.
4. The breeding direction Gelderland Horse comprises just one region.
5. Each member of the KWPN falls under a region of his breeding direction according to his domicile. The stipulations of the Regioreglement are also applicable to members living abroad.
6. The position, design, composition of the regional board and of the regional general meeting as well as their responsibilities and powers are further regulated in the Regioreglement.
7. When, in the statutes and regulations a mention is made of a chapter these stipulations will only be applicable when a region of the breeding direction Riding horse has such a chapter.

#### **Article 17 – Breeding councils**

1. Each breeding direction has a breeding council advising the general board of directors – on request or unsolicited – on technical breeding matters of its breeding direction.
2. The breeding council Harness horse consists of six members. Each region of the breeding direction Harness horse will nominate one candidate member for the breed council Harness horse. The fifth member of the breeding council Harness horse will be recommended by the regional boards collectively. The sixth member will be recommended by the general board of directors of JongKWPN.
3. The breeding council Gelderland Horse consists of six members. The regional board Gelderland horse recommends five candidate members for the breeding council Gelderland horse. The sixth member is recommended by the general board of directors of JongKWPN.
4. The breeding council Riding horse consists of thirteen members. Each region of the breeding direction Riding horse recommends a member of the breeding council. The thirteenth member is recommended by the general board of directors of JongKWPN.
5. The membership of a breeding council is incompatible with the membership of the general board of directors. A member of the general board of directors of JongKWPN may, on the other hand, be a member of a breed council.
6. The general board of directors recommends members of a breeding council and draws up a profile.
7. The regional board can, observing that profile, recommend a member to be appointed of its breeding council to the general board of directors. In case the general board of directors believes that such a recommendation is not in accordance with the profile or contrary to the general interest of KWPN, the general board can request the regional board concerned to make a new recommendation.
8. The members of the breeding council are appointed, suspended and dismissed by the general board of directors.
9. A member of the breeding council is appointed for a three-year term. A member of the breeding council will leave office before the end of his term, the moment he no longer belongs to the region that recommended him. The stipulations of article 11 of the Algemeen Reglement are applicable to the appointment and re-appointment.
10. A member of the general board of directors operates as chairman of three breeding councils, without having the right to vote.
11. The general board of directors can delegate the chairmanship to a breeding council to a member of the breeding council concerned.
12. The director and/or acting director and an inspector of the breeding direction concerned participate in meetings of the breeding council in an advisory capacity. The director appoints a secretary for a breeding council.
13. A breeding council can decide to invite external consultants to a meeting.
14. The breeding councils have joint meetings, if so requested.
15. A breeding council advises the general meeting on the breeding purpose of its breeding direction and advises the general board of directors on the selection policy and the tools to be used when doing so.
16. The advice of a breeding council regarding the breeding purpose of that breeding direction is binding. The general meeting can remove the binding nature of the advice through a decision made on the basis of at least a two-thirds vote. The advice of the breeding council regarding the selection policies and the tools or instruments is not binding.

17. The meetings of a breeding council are closed sessions. Advisory reports will be made public by the general board of directors or by the breeding council concerned after prior permission from the general board of directors.
18. The delegates act in accordance with guidelines provided in a regional meeting but they can also act as they see fit, having taken notice of the discussion during the meeting of the breeding council.

#### **Article 18 – Committees**

1. The KWPN has permanent and ad hoc committees.
2. The general board of directors, the general meeting, the regional board and the regional general meeting are authorised to set up committees, arrange their composition, the appointment of their members and the responsibilities and powers, in as much they are not regulated in the statutes other regulations.
3. A committee is accountable to the body establishing the committee.
4. Unless determined otherwise, a member of a permanent committee is appointed for a three-year term. Article 11 of the Algemeen Reglement is applicable to the appointment and reappointment.
5. An ad hoc committee member is appointed for the term connected to the issued assignment.
6. In the KWPN there is a stallion examination committee for each breeding direction, as intended in article 14 of the Algemeen Reglement. A stallion examination committee has the responsibility to advise the general board of directors on the selection of stallions in a manner as stated in the *Selectiereglement*. In the breeding direction Riding horse the dressage and jumping disciplines each have their own stallion examination committee and re-examination committee. Contrary to the stipulations of section 2, the stallion examination committee and the re-examination committee are not accountable to the general meeting but to the general board of directors.

#### **Article 19 – Studbook registry**

1. The KWPN has a central executive body known as the studbook registry (*stamboekbureau*).
2. The studbook registry is headed by a director charged with and responsible for the execution of policies determined by the general board of directors. The director is also charged with responsibilities assigned to him in the Statutes and regulations. The director has the power to develop new initiatives (or have this done by others), he considers to be in the interest of the KWPN.
3. The director is accountable to the general board of directors having a supervisory role. The director is ultimately responsible.
4. The director and the acting director constitute the direction of KWPN.
5. The acting director has his own range of duties and he will replace the director when absent. The acting director is accountable to the director.
6. In the performance of the duties and responsibilities assigned to him, the director will be assisted by the acting director and by KWPN staff officials. The acting director and executives are accountable to the director.
7. The director is appointed by the general board of directors.
8. The acting director is appointed by the general board of directors.
9. The staff officials are appointed by the general board of directors in consultation with the director.
10. Regarding the other employees the director has a staffing policy in accordance with budgetary limits and the maximum number of positions in the registry.
11. The members of the management board will attend all general board and general meeting sessions, unless decided otherwise by the general board of directors or the general meeting.

#### **Article 20 – Finances**

1. The financial year of the KWPN is equal to the calendar year.
2. Annually, the general meeting sets the membership fee and charges for the next financial year, unless the general meeting has decided that this can be done by the general board of directors through an implementing order.
3. At the proposal of the general board of directors the general meeting sets the distributive code, on the basis of which the regions receive a payment out of the total of membership fees, grants, admission and registration fees received by the KWPN

#### **Article 21 – Responsibility and accountability**

1. The general board of directors is obligated to realise a form of business accounting and keep the related books, documents and other data carriers in a way that at all times the rights and obligations of the KWPN can be known regarding the capital position of the KWPN and regarding everything connected to the activities of the KWPN, in accordance with the requirements resulting from these activities.
2. The capital of KWPN includes the funds managed by a region, including, among others the funds of a regional chapter.
3. The general board of directors is obligated to prepare and put down in writing the accounts, balance sheet and the overview of income and expenses of the KWPN within six months after the end of the financial year.
4. The general board of directors issues an annual report at a general meeting session held within six months after the end of the financial year regarding the current situation in the KWPN and on the management policies that have been carried out. It submits the balance sheet and overview or statement of income and expenses with annotations to the general meeting for its approval. These documents are signed by the members of the general board of directors. In case a member of the general board fails to sign these documents this will be reported stating its reasons.
5. The general meeting may realise a extension of the term mentioned in section 4 with five months or less. After the expiration of the original or extended term, each member of the collective general board may start a legal action intended to force them to fulfil their obligations.
6. The general board of directors is obligated to issue a financial statement by an appointed certified accountant to be chosen by the general board of directors to the general meeting regarding the true nature of the documents mentioned in section 3 as stated in article 393 of Book 2 of the Dutch Civil Code (Burgerlijk Wetboek). The general board is obligated to provide the (certified) account with all the information requested by him, show him the cash and values and to provide access to the books and documents of the KWPN, when so requested, for the purpose of his audit and examination.
7. Approval by the general meeting of the annual report and the account that has been rendered of responsibilities takes place after being informed on the report of the (certified) accountant and this will result in a discharge of the general board of directors regarding all actions in as much they are shown in the account rendered
8. The balance sheet and the profit-and-loss account, including its annotations, should be put on paper and filed. In case the accounting is done digitally, the information recorded on a data carrier may be transferred to another data carrier and filed – with the exception of the paper version of the balance sheet and the profit-and-loss account. The transfer of these data must take place in such a way these data fully and correctly reflect the information concerned, while these data should be available and accessible within a reasonable timespan during the entire storage-time period.
9. The general board of directors is obligated to file the books, documents and other data carriers mentioned in this article for a seven-year period

#### **Article 22 – Decision-making process**

1. The provisions of this article are applicable to all KWPN decisions of the general meeting, the regional general meeting as well as of the general board of directors and the regional board. Section 9 is only applicable to decision-making procedures in general meeting sessions and in a regional meeting. Legally valid decisions can only be taken at these meetings.
2. The chairman of a body or of a committee will head the meeting session. The general meeting session is led by the chairman of the general board of directors, unless article 8 section applies.
3. The chairman determines the order of the meeting, except for the right of the general meeting to have this changed. The chairman determines the voting procedures in the meeting concerned.
4. Unless otherwise stipulated in the Statutes or regulations, in meeting sessions decisions are taken with a simple majority of votes cast. With majority is meant more than half of the votes cast by authorised voters, if necessary through a rounding off to a higher number. In case of equality of votes, no majority will be obtained.
5. Invalid votes are votes cast by a suspended voter and in case of a written ballot, the same holds true for blank ballot papers and ballot papers containing a designation contrary to the one needed for the particular vote.
6. Unless otherwise determined in the Statutes, every voter will cast one vote at the meeting concerned. A voter may authorise another voter in writing to vote on his behalf at a meeting. A voter may authorise one voter to cast a vote on his behalf.
7. The voting on individuals will take place in a written form with closed ballot papers. The voting on matters will take place by call through a show of hands or by acclamation. The meeting may, in

- both cases, decide upon another procedure deviating from the prescribed voting procedure. There will always be a written ballot if so requested by an authorised voter.
8. Should none of the candidates obtain more than half of the votes at a first voting round, then there will be a second voting round between the candidates obtaining the highest or second highest number of votes. Should there be an equality of votes at this second round, then there will be a third round. The candidate obtaining a simple majority at the second or third round or is appointed by lot after a third round, will be appointed.
  9. In case of a written ballot in the general meeting and in the regional general meeting the chairman appoints three members who are not members of the general board of directors or the regional board concerned who will make up the polling station. The polling station will assess the validity of the votes cast, calculate the outcome and will report this.
  10. The conclusion communicated by the chairman regarding the voting outcome is conclusive. The same is true for the content of the decision that was taken, in case there was a vote on a proposal that had not been put down in writing. Should the validity of the conclusion of the chairman be contested immediately after it is pronounced, the decision to be taken will be put down in writing and there will be a new ballot round, in case the majority of the general meeting so desires of when the original voting did not take place by call or in writing and an authorised voter should want this. Through this new ballot round the legal consequences of the original ballot round will expire.
  11. There will be a vote on all proposals and proposed amendments in the same order as they were submitted, unless, according to the chairman, a proposal submitted later has a further reaching implication than the proposal submitted before and therefore should be treated at an earlier stage.
  12. In case a proposed amendment is submitted, there will first be a vote on this proposal. A proposal for an amendment of an agenda item may not imply a change or affect the purpose of the proposal, to be decided upon exclusively by the chairman.
  13. In case a qualified majority is required for the adoption of a proposal, the same majority will apply for a proposal to change said proposal.

#### **Article 23 – Regulations**

1. The organisation of the KWPN, as well as responsibilities of its bodies and committees, can be described in more detail in the regulations.
2. The KWPN knows at minimum: the Reglementen Begripsbepalingen, the Algemeen Reglement, the Regioreglement, the Registratiereglement and the Selectiereglement, het Veterinair reglement, the Tuchtreglement, the Reglement Ongeoorloofde middelen, the Reglement Platform JongKWPN, the Klachtreglement, the Gedrags- en integriteitscode and the Arbitragereglement.
3. The KWPN also has competition regulations, as discussed in greater detail in article 18 of the Algemeen Reglement.
4. The regulations mentioned in section 2 will be adopted with a simple majority and changed by the general meeting. The competition rules intended in section 3 will be determined and adopted by the general board of directors.
5. New regulations and modifications of regulations and of an implementing order, will be communicated to the members through the official notices. The text of the new regulations will be fully included in a regulations handbook or in the official notices. A modification of regulations will be included either literally in the official notices or in a shortened version, in which case the full text will be included in the official notices on the KWPN website.
6. Unless the general meeting decides otherwise, new regulations and their modifications, as well as modifications of implementing orders, will enter into force one day after they have been published through the official notices.
7. The general board of directors has the power to deviate from one or more regulatory clauses during a period determined by the general meeting for the purpose of experiments that are to be performed.
8. In situations not covered by the Statutes and regulations, the general board of directors will have the final authority to decide.
9. Each member is presumed to be familiar with the Statutes, regulations and implementing orders, as well as the contents of the official notices, including, among others, the published List of illegal substances (*Lijst van ongeoorloofde middelen*) on the basis of the *Reglement Ongeoorloofde Middelen*. The general board of directors will make known the List of illegal substances (*Lijst van ongeoorloofde middelen*) through the internet.

#### **Article 24 – Decisions of the board of directors**

1. Every year, the general board of directors will take a *Hengstenkeuringsbesluit* (Stallion examination decision), in which the specific conditions of the stallion examination to take place that year, are regulated.
2. Every year, the general board of directors will take a *Merriekeuringsbesluit* (Mare examination decision), in which the specific conditions of the mare examination to take place that year, are regulated.
3. The general board is authorised to adopt an implementing order in urgent cases of a general nature needing further regulation. The implementing order carries the same weight as a regulation, is binding for all members and needs to be confirmed by the general meeting in its next session or included as a clause in the Statutes or in the regulations. An implementing order cannot be contrary to the Statutes or regulations.
4. The general board of directors can, as part of an implementing order, set compensations for services and other charges for a specific period of time.

#### **Article 25 - Modification Statutes**

1. No amendments can be made in the Statutes of the KWPN other than through a decision of the general meeting, called for with the announcement that it will involve a modification of the Statutes. The notice period for calling for such a meeting must be at least four weeks.
2. Those having called for a general meeting for handling a proposal to modify the Statutes should communicate in writing the proposal, including a literal version of the proposed amendments as well as their annotations, to the delegates and the regions no later than four weeks prior to the general meeting session concerned. In addition, the proposal, the amendment proposal or its shortened version will be published through the official notices.
3. The proposal to amend the Statutes, including a literal version of the proposed modifications and including annotations, will be made available for inspection by the members at the studbook registry until the end of the day of the general meeting session.
4. A decision to modify the Statutes can only be taken during a session of the general meeting with at least two-thirds of the votes cast, while all regions should be represented. Should one or more regions not be represented, then, within one month, a new general meeting session must be held, where a modification or amendment can be decided upon with a majority vote of at least two thirds of the cast votes.
5. The provisions of sections 2 and 3 are not applicable in case all delegates are present at the session of the general meeting and the decision to modify the Statutes is taken unanimously.
6. A modification of the Statutes will only take effect after the drawing up of a notarial deed of this fact. Each member of the general board of directors with KWPN representation powers has the authority to pass such an act or deed.
7. The members of the general board of directors are obliged to deposit an authentic transcript of the amendment and of the modified Statutes at the offices of the Commercial and Trade Register where the KWPN has been registered.

#### **Article 26 – Dissolution and liquidation**

1. A decision to dissolve the KWPN can only be taken in a session of the general meeting especially called for for this purpose. The provisions of the previous article are applicable.
2. After deciding upon the dissolution of the KWPN, the members of the general board of directors act as liquidators, unless the general meeting has charged someone else with the liquidation.
3. After its dissolution, the KWPN will continue to exist in as much as this is necessary for the liquidation of the capital. During the liquidation the provisions of the Statutes will remain effective as much as possible. In documents and announcements of the KWPN the terms “in liquidation” will be added.
4. In case of liquidation, that year's issued equity capital, and subsequently the membership fees as well will be refunded, after which the balance will be used in accordance to the interest of the Dutch horse breeders by the liquidators, except in case of a bankruptcy.
5. The general meeting will appoint a keeper who will keep the books and documents of the KWPN during a seven-year period following the liquidation. The general meeting can pay the keeper a keeping fee. Should no keeper be appointed and should the latest liquidator not be prepared to act as a keeper, then the competent court (kantonrechter) can select one of the members as keeper, upon the request of an interested party.