

**DRAFT AMENDMENT TO FICCE BYLAWS  
PURSUANT TO THE AGREEMENT ADOPTED DURING THE GENERAL  
SHAREHOLDERS' MEETING HELD IN ANTIGUA (GUATEMALA)  
ON FEBRUARY 11, 2004.**

**.1. Regarding its incorporation:**

The FICCE was founded as the *Federación Internacional de Asociaciones de Criadores de Caballos de Pura Raza Española* (International Federation of Associations of Breeders of the Pure Spanish Horse), with its own registered anagram.

FICCE shall consist, on a global level, of those associations of breeders of the Pure Spanish Horse that are legally incorporated in their own countries and whose bylaws expressly provide for the promotion, defense, and advancement of the Pure Spanish Horse, as well as the continuation of its genetic purity pursuant to the provisions of the Stud Book in Spain.

In order for these associations to join the FICCE, they must voluntarily apply for membership, with the approval of a simple majority of the members of the latter's General Shareholders' Meeting.

**More than one association may be admitted per country**, as long as they meet the requirements set forth in this article and as long as the General Shareholders' Meeting so approves, with a vote in favor by 2/3 of the associations present or represented at the Shareholders' Meeting.

**.2. Goals:**

The goals that this Federation pursues include, but are not limited to, the following:

- Create an educational and consultative forum about the Pure Spanish Horse;
- Publicize, in the member associations' respective countries, any change in the general standard and general recommendations about our breed;
- Ensure that the specimen registry in each of the territories complies with laws issued from Spain;
- Promote and organize Meetings, Seminars, Symposia, and Conferences that aid in the understanding and promotion of the Pure Spanish Horse around the world;
- Make the public aware of the distinct registry variations that arise in different countries, such that these can be resolved by issuing the corresponding meeting report, a copy of which will be provided to the entity overseeing the Stud Book in Spain;

- Promote and bring to the attention of the Spanish administration, through its representative in Spain, legislative amendments that affect the international environment, when these amendments have been adopted by the General Shareholders' Meeting.

### **.3. Term:**

FICCE is incorporated for an indefinite period of time, without precluding the possibility of dissolving the Federation for any one of the causes set forth in these Bylaws.

### **.4. Headquarters:**

The Federation shall be headquartered in Spain. The domicile shall be in Cortijo de Cuarto (Cortijo Viejo) of Bellavista (Seville). FICCE's Board of Directors may modify this domicile without needing to amend the bylaws.

### **.5. Scope:**

In achieving the federation's goals, FICCE shall have complete authority to act and total autonomy to achieve its purposes. Its scope of operation shall be worldwide.

### **.6. Language:**

The official languages of FICCE are Spanish and English.

## **CHAPTER II. REGARDING THE MEMBERS**

### **.7. Definition:**

The Federation shall consist of *de jure* members that shall be associations of breeders of the Pure Spanish Horse, that are legally incorporated in their own countries, and that apply for membership in the Federation.

**FICCE may admit more than one association per country when they meet the following conditions:**

- When 2/3 of the representatives of associations that already belong to the Federation give their approval during a General Shareholders' Meeting;
- When they are legally incorporated in their native country;
- **When each of them represents at least 150 breeding mares;**

- When this last condition is not met due to a low density of livestock in the country in question, the association representing the majority of mares registered in the Breed Stud Book shall have a priority right to join FICCE;
- To corroborate this last circumstance, the body administering the Registry shall be asked to issue a resolution on this matter.

When applying for membership in the Federation, each Association must send and provide to the Federation's Board of Directors:

- Detailed account of the breeders that belong to the Association;
- Association bylaws;
- Registration Entry in its country of origin;
- Total number of Broodmares owned by its members.

The Federation must have a Stud Book showing all of the member associations and their directors, including those directors governing at the time membership is granted and their successors.

The Board of Directors may grant Honorary Membership to those legal entities or individuals that it deems worthy of such distinction for their relevant merit or services rendered to the breed.

An Association applying for membership in the Federation must represent at least 20 breeding mares amongst its members, except as provided for two associations from a single country that both request admission to FICCE.

## **.8. Members' Rights:**

The rights of FICCE member associations, through their legally appointed representatives for this purpose, are as follows:

- They may elect and be elected to the Federation's governing bodies.
- They attend meetings to which they were convened and vote on decisions to be made.

There may be a maximum of three representatives from each member association at formally convened sessions, yet they shall only cast one vote.

- They report on and receive reports about activities that the Federation is performing.
- They inspect Accounting Records and minutes of the Board of Directors' Meetings.
- They freely express their opinions on matters of professional interest, drawing up periodic proposals and timely requests for member governing bodies.

## **.9. Members' Duties:**

The duties of FICCE member associations and their legitimate representatives are:

- Adhere to these bylaws and comply with agreements made by the Federation's governing bodies;
- Pay ordinary and extraordinary dues to the Federation. Member dues shall be the same for all members and are fixed in these bylaws at the amount of U.S. \$500 per year, which must be paid during the first quarter of each fiscal year.
- Accept the duties and responsibilities for which they were elected;
- Attend and participate in meetings of the bodies to which they belong and may be summoned;
- Maintain the discipline and collaboration needed for the Federation to function smoothly.

#### **.10. Reasons for dismissal:**

Any Association may lose its member status in FICCE if one of the following conditions occur:

- Voluntary cancellation;
- Cancellation due to a penalty, when it has been irrefutably proven that the association has violated the principles of the bylaws.

In order to dismiss an association from FICCE because of a disciplinary penalty, a commission shall be appointed for this purpose to apprise the relevant penalizing body. The General Shareholders' Meeting shall have the authority to shelve or go ahead with the proceedings pertaining to the aforementioned case. If the latter is done, it shall assess the severity of the fault and shall proceed to expel the association in question as applicable.

The Commission to be formed shall grade the facts on a provisional basis and notify the association being penalized. The association shall have a period of 30 days to refute the allegations made against it. Once this period is over and the dossiers have been analyzed, the disciplinary action will be referred to the General Shareholders' Meeting.

## **CHAPTER III. GOVERNING BODIES**

#### **.11. Governing Bodies:**

The Federation's governing bodies are:

- The General Shareholders' Meeting;
- The Board of Directors;
- The Office of the President;
- The Office of the Vice-President.

Elected officers to the FICCE shall hold office for two years and may be re-elected.

In order to be President of FICCE, one must simultaneously be President of the national association that represents the country. When one ceases to hold that office in the aforementioned national association, one shall also cease to be President of FICCE and be replaced by the new President of that same national association until the two-year mandate expires.

## **.12. Regarding the General Shareholders' Meeting:**

.12.1. Composition: FICCE's General Shareholders' Meeting shall consist of **three representatives from each of the member countries.**

.12.2. Formation: The Shareholders' Meeting shall be legally formed:

- After a first official announcement, when half of FICCE members, plus one, are present or represented at the meeting;

After a second official announcement, whatever number of member countries is present or represented at the meeting.

.12.3. Voting rights: All associations affiliated with FICCE have the same right and the same number of votes in any of the Federation's governing bodies.

In order to exercise this voting right, one absolutely must stay current regarding all financial obligations contracted with the Federation.

.12.4. Areas of Responsibility and Duties: The General Shareholders' Meeting has responsibility over the following areas:

- Appoint and remove Board of Directors' members to/from office;
- Modify the amount of the dues set in the bylaws;
- Make decisions about penalizing written proceedings brought against any of its members;
- Approve the financial reports and budgets for each fiscal year.
- Know about any matters that affect the Association and its development.

.12.5. Types: The General Shareholders' Meeting may be Ordinary or Special. The latter shall always be convened for:

- Electoral processes;
- Amendments to the bylaws;
- Dissolving the Federation.

.12.6. Official Meeting Announcement: The General Shareholders' Meeting shall meet once per year on an ordinary basis and, on a special basis, whenever the President or at least 30% of the members request this in writing.

The official meeting announcement must be made 30 days prior to the date of the meeting and may be delivered via regular mail, fax, or e-mail.

### **.13. Regarding the Board of Directors:**

.13.1. Composition: The Board of Directors shall be composed of:

- The President of the Federation;
- The Vice-President of the Federation;
- The Executive Secretary;
- One speaker for each of the member associations.

Persons representing each of the member associations on the Board of Directors shall be elected at the suggestion of each organization within the full scope of its areas of responsibility. They may be substituted for by a stand-in, appointed in advance, at the request of the association in question.

.13.2. Duties: The Board of Directors shall assume responsibility for managing and administering the Federation, with the following duties:

- Planning and leading the Federation's activities;
- Ensure compliance with the resolutions of the General Shareholders' Meetings;
- Act on all necessary matters by express mandate from the General Shareholders' Meeting;
- Create specialized commissions or technical committees to conduct studies and make proposals about the breed;
- Report, assess, issue reports, and draft proposals about the breed's interests;
- Publish publications, establish informational services, and advance knowledge and marketing of the breed around the world;
- Appoint technical and administrative personnel for the Federation;
- Execute private and notarized documents required by the legal nature of deeds that the Federation performs, and generally assume all authority that these Bylaws do not reserve for the General Shareholders' Meeting;
- Approve the inclusion, as *de jure* members, of associations that so request under the law and bylaws.

The Board of Directors shall meet at least twice per year, once each semester. One meeting shall be held in Spain, specifically in Seville and coinciding with the SICAB trade fair, and the other shall be held in a country within the Americas, on a rotating basis.

The President may convene the Board, on a special basis, when circumstances so require.

The Executive Secretary shall take minutes of all Board of Directors' Meetings; these minutes shall include the topics discussed, proposals, agreements, and recommendations made. Said minutes shall be delivered to the President, who shall be responsible for conveying them to all of the member associations within the Federation.

Agreements by the Board of Directors may be:

- Binding on all associations: When they are unanimously adopted, so long as a majority of the associations affiliated with FICCE were present or represented.
- Recommendations: When the agreement is adopted by simple majority or is adopted unanimously, but does not meet the attendance requirement for the majority of member associations.

In order for an association to exercise the right to vote, it must be up to date on all of its financial obligations to FICCE.

In the event of a tie vote, the President shall cast the deciding vote.

#### **.14. Regarding the President:**

The President is the Federation's highest representative and his duties shall include:

- He shall exercise specific legal actions on behalf of and as a representative of the FICCE.
- He shall inspect the services.
- He shall convene Board of Directors' Meetings and General Shareholders' Meeting and preside over said meetings.
  - Along with the Executive Secretary, he shall sign meeting minutes that were previously approved.
  - He shall authorize documents issued by the Federation by signing them.
  - He shall represent the Federation in any sort of deed or contract and shall grant powers of attorney, following consent from the Board of Directors.
  - He shall sign any sort of private or notarized documents and generally all deeds related to the Federation, or between the Federation and third parties, and may expressly delegate the Vice-President to do so. This delegation must express the substitution on a case-by-case basis.
  - All other authorities derived from these bylaws.

#### **.15. Regarding the Vice-President:**

The office of the Vice-President shall always be held by a representative of the *Asociación Nacional de Criadores de Caballos de PRE de España* (ANCCE – Spain's National Association of Breeders of the Pure Spanish Horse). This does not prevent the delegation from Spain from holding the office of President of FICCE when elected to said role.

The Vice-President shall stand-in for the President in the latter's absence or when expressly delegated by the latter.

As with FICCE's other leadership responsibilities, he shall hold an honorary title and shall not receive any financial consideration for performing the inherent duties of his office.

Notwithstanding the foregoing, both the President and Vice-President shall be compensated for travel expenses performed in the course of their duties, whenever the Federation's financial status so permits.

## **CHAPTER IV: TECHNICAL AND ADMINISTRATIVE PERSONNEL**

### **.16. Executive Secretary:**

The Federation's Office of Executive Secretary shall be structured as a permanent body responsible for executing and managing the Federation's affairs and acting under the direction and control of FICCE's governing bodies.

The Executive Secretary shall head up the Office of Executive Secretary, and he shall belong to each and every governing and managerial body.

The Executive Secretary shall be appointed by the Board of Directors at the President's suggestion.

In the event the Executive Secretary is absent or the position is vacant, the Federation's Vice-President shall stand in.

The Executive Secretary's duties are:

- To convene, at the President's request, meetings of the Managerial bodies and to draw up minutes of these meetings;
- To adopt necessary measures for executing agreements made by the Federation's governing bodies;
- To advise the President and Vice-President of FICCE;
- To report to the President, the Board of Directors, and the General Shareholders' Meeting regarding sufficient attendance by members so as to constitute the quorum needed under the bylaws in order to make agreements;
  - To keep the Federation's books and send copies and certifications, with the President's approval, pertaining to matters or books entrusted to him;
  - To oversee the dispatch of correspondence and ordinary, general affairs of the Federation;
  - When so delegated by the President, to manage, control, and perform administrative coordination of all services and departments;
  - To make proposals before the Board of Directors on the appointment of technical and administrative personnel to the Federation;
  - To keep a file on each member association of FICCE containing the association's registration rules and list of members; The associations are obligated to report any changes that may have been made to these documents prior to December 31<sup>st</sup> of each year.
- Should the FICCE publish any publication, he shall manage the edition thereof;
- He shall be responsible for economic management and must make the annual presentation of the statement of accounts and propose the corresponding budgets;
- He shall prepare an annual business report;

- Any other duties that might be inferred from the content of these bylaws.

The position of FICCE's Executive Secretary shall be compensated.

## CHAPTER V. ECONOMIC SYSTEM

### **.17. Economic System:**

The Federation may create its own assets. To do so, and to cover its managerial and organizational expenses, the Federation shall rely on resources derived from the following:

- Annual dues from each association, which have already been reflected in these bylaws at a unit rate amounting to U.S. \$500 per year;
- Registration fee, if the Board of Directors should establish one at some point;
- Levies derived from providing services to third parties;
  
- Goods and monies acquired through donations by individuals or legal entities;
- The Federation shall administer its resources and do its accounting pursuant to the legal standard in the country where it is headquartered;

The amount of the annual dues may be modified by the Board of Directors and ratified by the General Shareholders' Meeting, with a minimum interval of two years. **Each increase in the amount of the dues may never exceed 50% of the amount set forth in these bylaws.**

The Board of Directors, with approval from the General Shareholders, may set special dues, when the situation or facts being confronted so require.

FICCE's financial operations shall be governed by a budget system, to wit, each year the General Shareholders' Meeting shall approve the balance sheet for the previous fiscal year and the budget for the current year.

## CHAPTER VI. DISSOLVING THE FEDERATION

### **.18. Dissolution and its causes:**

Only the General Shareholders' Meeting can dissolve the Federation during a special meeting convened for that purpose.

The Board of Directors must make the proposal to dissolve.

The Shareholders' Meeting must agree to the dissolution under the conditions of a quorum of more than 50% of the associations belonging to the Shareholders' meeting being present or legally represented, and a vote in favor exceeding 75% of attendees.

In the event of voluntary dissolution, the Board of Directors shall automatically become the Liquidating Committee and shall fulfill all pending obligations. If any financial surplus remains, it shall be donated to some charitable institution.

#### **.19. Reasons for dismissal:**

All associations have a right to withdraw from the Federation whenever they deem appropriate, following written notice to the Board of Directors.

When the General Shareholders' Meeting has irrefutable knowledge of the following items, these shall serve as cause for dismissing an association from the FICCE:

- When it has ceased existing in its country;
- When they have committed criminal activities;
- When, despite being legally formed, the registry of samples of Pure Spanish Horse does not reach 15 specimens and at least three associates.

Likewise, those associations that do not comply with the financial obligations they contractually agreed to with the Federation for a period greater than two years.

## **CHAPTER VII. FINAL PROVISIONS**

### **Final Provision 1: Amending the Bylaws:**

These bylaws may only be modified by the General Shareholders' Meeting called especially to resolve on this matter.

The draft amendment must be proposed by the Board of Directors.

### **Final Provision 2: Liability:**

The Federation's financial liability is considered limited to its own assets, with the Federation's leaders, administrators and partners remaining completely independent.