



Fédération Mondiale du Berger Belge.

Non-profit association

Brugsesteenweg 105 – 8450 Bredene

Business number: 0810.437.077 - RPR Ghent, department Bruges

Articles of association

The general assembly of 04.09.2020 validly convened and having the required numbers concerning presence and majority, has decided to alter the articles of association, in order to bring them into line with the Belgian Code of Companies and Associations (WVV). The following articles of association are adopted:

TITLE I - NAME, SEAT, DURATION

Article 1: Name

The non-profit association "Fédération Mondiale du Berger Belge" abbreviated "F.M.B.B." is governed by the WVV.

Article 2: Seat

The registered office of the association will always be located in Belgium.

The non-profit association is located in the Flemish Region.

Article 3: Duration

The association exists for an indefinite period.

TITLE II - GOAL

Article 4: Goals and resources

The association pursues a selfless goal, and never directly or indirectly distributes any unpaid-for advantages to the founders, members, board members or any other person, except in the latter case, when it is used for the selfless goal defined in the articles of association.

The association has as its goal to watch over the qualities of the Belgian Shepherd Dog and to pursue the enhancement of these qualities.

The association shall pursue the selfless goal in the context of one or more specific activities to which it is related. These activities can consist of, by way of example only but not limited to:

- a. The organization of working dog competitions, autonomously or in partnership with other associations.
- b. The organization of beauty contests, autonomously or in partnership with other associations.
- c. The encouragement to participate in exhibitions and working dog competitions through prize

donations.

- d. The organization of any other activity to achieve its goal.
- e. The activities are organized globally.
- f. The association is a contractual partner at the F.C.I. The association only implements the regulations of the F.C.I.

TITLE III – MEMBERS

Article 5: Members

The association consists of effective members, associate members, supporting members and honorary members. The number of effective members can not be less than five.

Article 6: Effective members (with voting rights):

- a. Countries where there is a kennel club that is "Full member", "Associate member", "Contract partner" in the FCI or has a "letter of understanding" with the FCI for participation in competitions and recognition of the mutual judges.
- b. The Belgian Shepherd Clubs must be member of the FCI kennel club of their country.
- c. Applications will be subject to the approval of the FMBB governing body.
- d. A country can send a maximum of 1 team per discipline to the FMBB world championship.
- e. If several Belgian Shepherd Clubs per country, the selections for the FMBB World Championships must be open to members of the Belgian Shepherd Clubs who are members of FMBB.
- f. Members who meet the joint selection standards should be included in the selections if they qualify.
- g. If several Belgian Shepherd Clubs per country, then a representative must be appointed who represents the Belgian Shepherd Clubs of that country.
- h. Membership fees must be paid before the start of the general meeting. In case the general meeting takes place online, the annual fee must have been transferred to the FMBB account no later than fifteen days before the meeting takes place.

Article 7: Associate members:

Candidate members:

Every Belgian Shepherd Club who wishes to join FMBB is registered as a candidate member until all requirements imposed by FMBB to become an effective member are met.

Countries where the kennel club is not affiliated with the FCI as described above, clubs from these countries can only remain candidates and send participants to the FMBB World Championship if they meet the following conditions.

- a. The candidatures will be subject to the approval of the FMBB governing body.
- b. A country can send a maximum of 1 team per discipline to the FMBB world championship.
- c. If several Belgian Shepherd Clubs per country, the selections for the FMBB World Championships must be open to members of the Belgian Shepherd Clubs who are members of FMBB.
- d. Members who meet the joint selection standards should be included in the selections if they qualify.

- e. If several Belgian Shepherd Clubs per country, then a representative must be appointed who represents the Belgian Shepherd Clubs of that country.
- f. Candidate members do not have voting rights at the annual general members meeting.
- g. Membership fees must be paid before the start of the general meeting. In case the general meeting takes place online, the annual fee must have been transferred to the FMBB account no later than fifteen days before the meeting takes place.

Individual persons:

- a. These are persons where there is no official Belgian Shepherd club in their country.
- b. They can participate for 1 year on condition that they commit to establish a Belgian Shepherd Club in their country and become a member of the Kennel Club in their country. If there is no Belgian Shepherd club in the 2nd year, they have to pay the compulsory membership fee such as a Belgian Shepherd club for a 2nd participation on top of their registration fee.
- c. If several individuals from 1 country wish to participate, they must establish a Belgian Shepherd club in order to participate jointly. Then they become candidate member.
- d. The candidatures will be subject to the approval of the FMBB governing body.
- e. Individuals do not have voting rights at the annual general members meeting.
- f. Membership fees must be paid before the start of the general meeting. In case the general meeting takes place online, the annual fee must have been transferred to the FMBB account no later than fifteen days before the meeting takes place.

Supporting member:

These are people who support the FMBB by paying an annual membership fee. Applications will be subject to the approval of the FMBB governing body. These individual members enjoy the following benefits (non-limiting list):

- a. Receive a personalized membership card.
- b. Access the FMBB archives (by appointment).
- c. Can request information from the FMBB.
- i. Have the right to attend the annual general meeting (no voting rights). Membership fees must be paid before the start of the general meeting. In case the general meeting takes place online, the annual fee must have been transferred to the FMBB account no later than fifteen days before the meeting takes place.
- d. Receive FMBB discounts (for example at FMBB seminars, etc...).

Advisory member:

The advisory member is chosen by the administrative body because of his knowledge which can contribute in a special way to the functioning of the association and which has accepted this membership. The advisers may participate in the debates of the meetings (no voting rights). The advisory members are free from membership fees. Advisory members enjoy the following benefits (non-limiting list):

- a. Receive a personalized membership card.
- b. Access the FMBB archives (by appointment).
- c. Can request information from the FMBB.
- d. Have the right to attend the annual general meeting (no voting rights). Membership fees must be paid before the start of the general meeting. In case the general meeting takes place

online, the annual fee must have been transferred to the FMBB account no later than fifteen days before the meeting takes place.

- e. Receive FMBB discounts (for example at FMBB seminars, etc...).

Honorary member:

Any person who has served the interests of the breed and / or the association in a special way can be appointed as an honorary member and who has accepted this honorary membership on the recommendation of the governing body. The honorary members are free from membership fees. The honorary members enjoy the following advantages (non-limiting list):

- a. Receive a personalized membership card.
- b. Access the FMBB archives (by appointment).
- c. Can request information from the FMBB.
- d. Have the right to attend the annual general meeting (no voting rights). Membership fees must be paid before the start of the general meeting. In case the general meeting takes place online, the annual fee must have been transferred to the FMBB account no later than fifteen days before the meeting takes place.
- e. Receive FMBB discounts (for example at FMBB seminars, etc...).

Article 8: Resignation

The status as an effective or associate member is withdrawn upon resignation in writing (through email, regular or registered letter) addressed to the secretary or by not paying the annual membership fee prior to the general assembly at the latest. In case the general meeting takes place online, the annual fee must have been transferred to the FMBB account no later than fifteen days before the meeting takes place.

Article 9: Exclusion

The exclusion of an effective member can only be pronounced by the general assembly. A decision can only be made by the general assembly when the exclusion is accurately indicated in the summons and when at least 2/3rd of the voting members are present or represented. If this number is not reached then a second assembly can be convened, as laid down in these articles of association, in which a valid decision can be reached regardless of the number of members present. This second assembly can not take place within 15 days after the first assembly. Pending the next general assembly, the governing body can suspend an effective member from taking part in the regular activities of the association.

Article 10: Membership fees

The governing body determines the level of membership fees. This contribution can not be more than five hundred Euros annually. The contributions are collected each calendar year.

Article 11: Register of effective members

The governing body maintains a register of effective members at the office of the association, drawn up in accordance with the WV. All decisions concerning the accession, withdrawal or exclusion of effective members are written down in it.

Article 12: Register of associate members

The governing body maintains a register of associate members at the office of the association. All decisions concerning the accession, withdrawal or exclusion of associate members are written down in it.

TITLE IV - GOVERNING BODY

Article 12: Composition

The governing body acts collectively. The association is governed by a governing body consisting of a minimum of three and a maximum of seven members, appointed by the general assembly.

Article 13: Duration of the mandate

The duration of the mandate is set at four years. The outgoing governors are eligible for re-election.

Governors are eligible for re-election. Governors appointed as interim can finish the current mandate. When the position of a governor becomes vacant before the end of his mandate, the other governors have the right to co-opt for a new governor for the completion of the current mandate. The next general assembly has to confirm the mandate of the co-opted governor. When confirmed, the co-opted governor ends the mandate of his predecessor. In the absence of confirmation, the mandate of the co-opted governor ends at the conclusion of the general assembly, without affecting the regularity of the composition of the governing body until that moment.

The mandate of the governor is exercised without pay.

A governor who voluntarily resigns has to make this known to the governing body in writing (through email, regular or registered letter). This resignation is effective immediately except when this resignation leads to a minimum number of governors that is below the statutory minimum. In this case, the governing body has to assemble to:

- either co-opt a governor within a reasonable term (in that case, the next general assembly has to confirm the co-opting),
- or they have to convene the general assembly within a reasonable term, which then has to provide the replacement of the governor involved.

In the first case, the voluntary resignation is effective at the moment of co-opting, and in the second case, it is effective when the general assembly confirms the substitute governor.

Article 14: Responsibility

The governors will only commit to the association when carrying out their mandate. However, in the context of the management carried out by them, they are not bound personally by the commitments of the association.

The governors are liable for the mistakes they make when carrying out their mandate, in accordance with the principles of the WVV.

Article 15: Organization

The governing body selects from its members a president, a secretary and a treasurer. Additional functions can be assigned.

In the absence of the president, his tasks are assumed by the vice president when this function exists, and otherwise, by the secretary.

Article 16: Authority

The governing body is authorized to carry out all actions necessary or appropriate for the realisation of the objective/goal of the association, except those for which the authority lies with the general assembly according to the law.

Notwithstanding the general authorization of representation of the governing body acting collectively, the association is legally represented in judicial and in other matters by a governor who is able to act alone.

Article 17: Convocation

The governing body convenes as many times as the interests of the association require. The agenda is added to the invitation.

Article 18: Deliberation

The governing body can only deliberate when at least three-fourths of its members are present or represented. A governor can be represented by another governor, but he can not represent more than one governor, so he can only possess the power of attorney for one person. The decisions are made by a simple majority of votes from the present or represented governors. The abstentions and invalid votes are not counted when calculating the simple majority. In the event of a tied vote, the proposal is rejected.

Article 19: Minutes

Minutes shall be kept of the deliberations by the governing body and they will be signed by the president and the governors that wish to sign.

Article 20: Commissions

The governing body can appoint commissions with a specific assignment. The commissions are composed in the most effective way.

TITLE V - GENERAL ASSEMBLY

Article 21: Composition

The general assembly is the highest authority within the association. The general assembly is composed of all effective members. It is chaired by the president of the governing body.

In the absence of the president, his tasks are assumed by the vice president when this function exists, and otherwise, by the secretary.

A general assembly will take place annually during the annual world championship. In the case that this championship will not be taking place, the general assembly will be organized during the first semester of the year. During the general assembly, the governing body reports on the activities of the past business year.

Article 22: Authority

Exclusively belonging to the authority of the general assembly are:

- a. The altering of the articles of association, except in cases where the governing body is authorized, as stipulated in the WVV
- b. the appointment and deposition of the governors
- c. the determination of the remuneration of the governors in the case that remuneration is granted
- d. the appointment and deposition of commissioners and the determination of their remuneration
- e. the discharge of the governors and commissioners as well as the imposition of the association's claim against the governors and commissioners
- f. the approval of the budget and of the financial statement
- g. the voluntary dissolution of the association
- h. the exclusion of a member of the general assembly.
- i. the conversion from the non-profit association into an international non-profit association, into a cooperative company, recognized as a social enterprise or into a recognized cooperative social enterprise company.
- j. the acting on or the accepting of free input by a generality.
- k. and all cases in which these articles of association demand it.

Article 23: General assembly

The governing body convenes a general assembly each time it is deemed necessary.

A convocation is mandatory when 1/5th of the members of the general assembly request this in writing and propose an agenda. In this case, the governing body convenes the general assembly within twenty-one days after the request of the convocation. The general assembly will take place on, the fortieth day after this request at the latest. The 1/5th is calculated according to the register of the members.

Article 24: Convocation

The convocations of the general assembly shall occur by letter, by electronic mail or on the website and they will be dispatched/published at least fifteen days before the date of the general assembly, with an indication of the agenda. The execution of this legal provision does not have to be justified. Candidate governors and outgoing governors are required to send in their candidature by registered letter to the secretary, before April 1 of the year in which the elections are organized. All candidatures

that have been sent too late will not be taken into consideration. The members of the general assembly that wish to put an item on the agenda of the annual general assembly have to inform the secretary of this in writing, before April 1 of the year.

Article 25: Voting

The general assembly can deliberate and decide validly, regardless of the number of the present or represented members that are eligible to vote. The decisions are made by a simple majority of the votes of the present or represented members that are eligible to vote, except in cases where the law or the articles of association provide an exception. The abstentions and invalid votes are not counted when calculating the simple majority. In the event of the tied vote, the proposal is rejected. When persons are concerned, voting will take place secretly. An effective member can be represented by proxy by another effective member at the general assembly. However, an effective member can only represent one other effective member. An effective member cannot be assisted by a third party during the general assembly.

Article 26: Amendments of the articles of association.

The general assembly can only deliberate on the amendments of the articles of association if this point is explicitly mentioned in the agenda and if the assembly consists of at least two-thirds of all the member of the general assembly, either present or represented. An amendment can only be passed when it is approved by a two-thirds majority of the votes of the present or represented members. In the case that less than two-thirds of the members are present or represented at the first assembly, a second assembly shall be convened, at least 16 days after the first assembly. This second assembly can make a decision in accordance with this article, regardless of the number of members present or represented.

Article 27: Minutes

The deliberations of the general assembly shall be written down in a register of minutes, and signed by the members that wish to do so, within a month after each assembly has taken place. The minutes can be consulted at the office of the association by members of the general assembly and by interested third parties.

TITLE VI - BUDGET, FINANCIAL STATEMENT, AUDIT.

Article 28: Financial year

The financial year starts on January 01 and ends on December 31 of each calendar year. The association shall take care of its bookkeeping in accordance with the legal provisions concerning non-profit associations. The financial statement and budget that was drawn up by the treasurer will be presented to the governing body, which will, in turn, present it to the annual general assembly for approval.

TITLE VII - DISSOLUTION, VARIOUS SETTLEMENTS

Article 29: Dissolution

In the case of a dissolution of the association, the general assembly appoints two liquidators and decides on their powers.

Article 30: Allocation of the capital

In the case of a dissolution of the association, the assets, after a discharge of the liabilities, will be passed on to an association that holds a goal closest to the goal of the dissolved association.

Article 31: Internal rules

The internal rules shall be established by the governing body and they control all cases in which these articles of association do not provide a solution. There can be no provisions in conflict with these articles of association. When necessary, the latest approved version is located at the office of the

association.

Article 32: General provisions

For any matters not provided in these articles of association, the WVV shall apply.

The Dutch text is the reference text.

Thus, drawn up at the GA of 04.09.2020

Geert Bouckaert
Governor