



## France Paint Horse Association - By-laws

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### Article 1

#### Name, Object, Location, Registered Office, Term

##### Section 1 Name

The associates adhering to these by-laws have created a non-profit association governed by the French law of July 1, 1901 and the decree of August 16, 1901 with the name:

#### **FRANCE PAINT HORSE ASSOCIATION** The official abbreviation is "FPHA"

##### Section 2 Purpose

The purposes of France Paint Horse Association are as follows:

- To represent the American Paint Horse Association (APHA) in France;
- To promote the Paint Horse through horse shows, pleasure and trail riding and all other activities of the same nature;
- To promote and stimulate interest in the Paint Horse by encouraging Paint breeding for conformation and ability
- To promote good horsemanship and good sportsmanship;
- Help to identify for French registrations Paint Horses recognized by the APHA located in France;
- Establish links, contacts and exchanges with Paint Horse breeders and owners both in France and outside France;
- Protect and defend the "PAINT HORSE" name;
- Encourage membership to the FPHA and APHA
- To represent FPHA with Institut Français du Cheval et de l'Equitation (IFCE).

##### Section 3 Location

The France Paint Horse Association shall act in France. However, its members may be residents of any country.

##### Section 4 Registered Office

The registered office of the association shall be that of its duly elected President.  
The association may be managed from any location chosen by the Board of Directors.

##### Section 5. Term

The association is created for an indefinite period.



### Article II Members

#### Section 1 Membership

Membership shall be open to all persons who subscribe to the aims and objectives of the association and abide by the rules and by-laws duly accepted by the Board of Directors in accordance with the association's rules and regulations. Membership categories shall be as follows: adult, family and youth.

The association is made up of active members and honorary members

- a) Active members shall be persons who pay annual dues determined each year by the Board of Directors.
- b) The Board of Directors may confer the title of honorary member to any person who has rendered services to the association.

#### Section 2 Rights

All members of the association shall have equal rights.

Only members of the association in good standing shall be entitled to cast a deciding vote. Votes shall be counted as follows:

One vote per membership number

Members aged under 19 do not have voting rights.

Voting by proxy or by assignment of votes shall not be allowed.

Honorary members of the association may attend general meetings in an advisory capacity but may under no circumstances take part in voting.



**Article III**  
**Meetings – General Meetings – Polls and voting**

**Section 1** Quorum of meetings and general meetings

The quorum of France Paint Horse Association is set at the simple majority vote by members physically present at the meeting except in the other cases set out in the by-laws.

**Ordinary general meeting**

The quorum for the Ordinary General Meeting is a simple majority vote of the members present at any meeting of the membership shall be sufficient to approve any matter brought before the membership for action. Exception: the election of the Board of Directors.

**Extraordinary General Meeting**

The quorum will be a simple majority of members present.

**Section 2** General Meetings

**Ordinary General Meeting**

The Ordinary General Meeting must be held on the weekend after Ascension Thursday each year. All members in good standing shall receive written notice of the meeting by post or by e-mail, which states the date, time, place and agenda of the meeting, at least one month before the meeting. The Board of Directors shall also post this information on the various official websites of the association.

**Extraordinary General Meeting**

The Extraordinary General Meeting may be convened by the President, by a majority of members of the Board of Directors or by one-third of members, according to the same provisions as for the Ordinary General Meeting.

**Section 3** Internet polling and voting

The Board of Directors may conduct polls and votes if it deems it necessary or at the request of one-third of members of the association.

These polls and votes may concern only general points of order aimed at improving or diversifying the life of the association.



**Article IV**  
**Board of Directors**

**Section 1** Members of the Board of Directors

The Board of Directors shall consist of a minimum of six members and a maximum of nine members, appointed from among the founding and active members by vote by correspondence.

No more than one person living at the same address shall be elected to the Board of Directors at the same time.

To sit on the Board of Directors, active members must have been members for at least 12 months.

Officers shall serve for a term of two years: a year is understood to be the interval between two Annual General Meetings.

**Section 2** Powers and Authority of the Board of Directors

The Board of Directors is vested with the most extensive powers to act on behalf of the association and to carry out all acts and operations required for the smooth management of the association and all acts that are not reserved for the General Meeting of members.

The Board of Directors shall have the power to draw up, and amend the rules and regulations, if necessary. Nonetheless, these amendments shall be brought to the knowledge of members who should accept them by a majority of voting members, either during a General Meeting or by vote. The Board of Directors' tasks include:

- Conducting the management and activities of France Paint Horse Association;
- Removing or suspending officers and directors;
- Admitting, suspending and removing of members;
- Fixing and collecting of dues;
- Managing of the association's funds;
- Auditing of books and records;
- Distributing of year-end awards and recognition;
- Conducting of shows, contests; exhibitions, races, sales and social functions and other details relating to the main purposes of France Paint Horse Association;
- Creating of workgroups and/or commissions.

**Section 3** Meetings of the Board of Directors

The Board of Directors shall meet at the call of the President or half of Board members, as often as the interest of the association so requires, either at the head office or at any other location decided by the Board of Directors, in particular in contest locations.

At least half the members of the Board of Directors must be present for proceedings to be considered valid. Only members of the Board of Directors may vote.

All members in good standing shall be informed (by e-mail) of all meetings of the Board of Directors, with the date, place and time of the meeting, at least one week before the meeting. Founding members, active members and honorary members may attend Board meetings as guests, but may under no circumstances take part in deliberations. Exception: Executive sessions may be held as closed meetings.

Absentee or voting by proxy is not allowed.



**Article V  
Directors and duties**

**Section 1 Officers**

The officers of the "France Paint Horse Association" shall be the President, Vice-President(s), Secretary and a deputy secretary, if necessary, a Treasurer and a deputy treasurer. The other officers shall be members of the Board of Directors.

The same person may not hold the positions of President and Treasurer.

**Section 2 Duties**

- A. The President of France Paint Horse Association shall chair all Board Meetings. He/she shall be in charge of executing the decisions of the Board of Directors and to ensure the smooth running of the association, which he/she shall represent in legal proceedings and all civil acts.
- B. The Vice-president(s) shall assist the President in the exercise of his/her duties and shall replace the President should he/her be unable to act. The Vice-president(s) shall perform all other duties and responsibilities assigned by the President or Board of Directors.
- C. The Secretary General (and, if relevant, the Deputy Secretary) is in charge of calling meetings and writing minutes of meetings, letters and the keeping of the register prescribed by Article 5 of the law of 1 July 1901. The secretary shall perform all other duties and responsibilities assigned by the President or Board of Directors.
- D. The Treasurer (and a deputy Treasurer, if necessary) shall keep the accounts of the association. Under the supervision of the President, it makes payments and receives all monies. He/she transfers and assigns all goods and securities with the authorization of the Board of Directors. The Treasurer(s) shall perform all other duties and responsibilities assigned by the President or Board of Directors. The treasurer shall prepare and review the annual financial report and budget of estimated expenditures for the coming year and forward it to all members in good standing.
- E. The other officers shall perform all the duties and responsibilities assigned to them by the President or Board of Directors.

**Section 3 Vacancies**

All vacancies in the Board of Directors of France Paint Horse shall be filled by the Board of Directors for the unexpired term. If the vacancy involves the President, one of the Vice-presidents shall automatically succeed to the Presidency (according to a majority vote Board of Directors to decide between the two Vice-presidents) and the vacant position shall be that of the Vice-president.



**Article VI  
Election of officers and directors**

**Section 1 Appointment**

Applications for candidate should be sent to the Board of Directors, at least two months before the elections (as determined by the postmark). The Board of Directors shall be obliged to present the candidates or list(s) of candidates and their program by all means at its disposal (official sites, e-mails, letters) at least 45 days before the General Meeting. Each member of the FPHA will receive a list of the candidates, their program and a letter stamped with his name and to the address of a law-officer who will receive and count the vote. In this letter each member will send the list of candidate he has chosen.

At any event, applications for candidate shall no longer be taken into account 60 days before the Ordinary General Meeting.

**Section 2 Election**

Members of the Board of Directors will be elected by correspondence. Voting by correspondence will end 15 days before the General Meeting (as determined by the postmark). The results will be determined by the majority of voters and will be officially notified to members of the France Paint Horse Association at most eight days before the Ordinary General Meeting.

Nominees who receive a simple majority of votes shall be elected.

The officers of the Board of Directors shall be elected by a majority vote of members present at the Ordinary General Meeting. This vote shall be held in camera immediately after the end of the Ordinary General Meeting.

The results of the election shall be forwarded to the APHA head office within 14 days of the Ordinary General Meeting.

**Article VII  
Amendments**

The by-laws may be revised or amended only during an Extraordinary General Meeting (see Article III)

**Article VIII  
Indemnification**

All the functions of members of the Board of Directors and the Executive Board are performed free of charge. The association's assets shall pay for commitments made in the name of the association and no member or director may be personally responsible for these commitments

**Article IX  
Dissolution**

Upon the voluntary, statutory or forced dissolution of the association, the Extraordinary General Meeting shall appoint one or more liquidators who shall have the most extensive powers to liquidate the assets and pay off liabilities.

The net proceeds of the liquidation shall be passed to the American Paint Horse Association in Fort Worth, Texas.

All issues not treated in these by-laws may be set out in the rules and regulations of the association.

By-laws adopted on \_\_\_\_\_ at the Extraordinary General Meeting.

Official signatures:



Maud MARIGNI

Nicole MAUCERI

Stephane DHUIT

Claude GERVASONI

Philippe LAFLAQUIERE

François LEJOUR

Christophe LOCHARD

Pascal RIX

Frederic TERRADE