



## STATUTES

### Name

#### Article 1

The name of the association is:

'Association Technique Internationale du Boxer (ATIBOX)', (hereinafter: 'Atibox').

### Registered office

#### Article 2

Atibox has its registered office in the municipality of Utrechtse Heuvelrug, the Netherlands.

### Objects

#### Article 3

1. Atibox's primary objective is to represent the interests of the German Boxer breed internationally, among other things by promoting the breeding, training and holding of beauty shows and other competitions, education and research, with the standard of the country of origin forming the basis for all activities at all times. The **character and** characteristics of the Boxer are of extremely high importance and must be thoroughly preserved. All activities must be held in accordance with the nomenclature of FCI (Federation Cynologique Internationale) with whom ATIBOX has a cooperation contract since 19.02.2006.
2. In that connection, Atibox represents its associated members at law and otherwise in all matters related to Atibox and/or the Boxer.
3. Atibox may also act in other matters on behalf of one or more associated members were requested to do so by those associated members.
4. Atibox endeavours to attain these objectives with all legal means, including by:
  - a. maintaining a friendly and sportsmanlike attitude between all associated members;
  - b. designating technical advisers (experts) or committees for technical and special matters;
  - c. publishing interesting reports by judges and experts;
  - d. helping with all problems concerning the Boxer;
  - e. organising competitions, technical meetings and special shows for Boxers;
  - f. carrying out canine research based on the latest scientific knowledge.

### Members

#### Article 4

Membership of Atibox is only open to national boxer clubs which are recognised by their national kennel club, provided that the national kennel club/cynological supervisory body (organisation overseeing all cynological associations of a given country) is a member of the Fédération Cynologique Internationale (FCI) and its Articles of Association at least include several objectives which match Atibox's objectives, while the remaining objectives are not contrary to Atibox's objectives.

### Admission

#### Article 5

1. The General Assembly shall decide on the admission of associated members in the first and sole instance, on the recommendation of the Committee.
2. An application for membership must be addressed in writing to the secretary of Atibox containing annual reports on breeding and working for the last two years. Provisional admission to the membership list may be pronounced by the Committee with a majority of two thirds of the votes.  
Definitive admission can only be pronounced by a simple majority of the votes at the General Assembly.

### Obligations of the associated members

#### Article 6

1. The associated members are obliged to pay an annual contribution, the amount of which is to be determined by the General Assembly. The annual membership fee must be paid before the annual General Assembly in the respective association year.  
Any engagement of ATIBOX is exclusively to be covered by the assets resulting from the fees.
2. In relation to formal contacts with public authorities, insofar as such contacts relate to Atibox's objective, the associated members shall seek the representation of Atibox in accordance with the provisions in Article 3(2).



3. Each associated member files its annual report for the preceding year with Atibox before the first of May of each year.

### **End of membership**

#### **Article 7**

1. Membership ends:
  - a. by the associated members dissolution as a legal person, or if the member itself is no longer a member of a supervisory body affiliated with the FCI;
  - b. by cancellation of membership on the part of the associated member;
  - c. if the associated member, despite reminders, is in arrears with its payment of the annual membership fee for two years or more;
  - d. if the associated member, despite reminders, fails to file its annual report on breeding and training;
  - e. by cancellation of membership on the part of Atibox. Cancellation may take place if an associated member has ceased to meet the requirements of the membership specified in the Articles of Association, if it fails to comply with its obligations towards Atibox, as well as if Atibox cannot be reasonably expected to continue the membership;
  - f. due to disqualification. Disqualification can only be pronounced if an associated member acts contrary to the Articles of Association, regulations or resolutions of Atibox, or if it adversely affects Atibox in an unreasonable manner.
2. Cancellation of membership on the part of Atibox and disqualification require a resolution of the General Assembly.
3. Cancellation of membership by a member or Atibox may only be done with effect from the end of an association year and subject to four weeks' notice. Membership may be terminated with immediate effect, however, if continuation of the membership cannot reasonably be required of Atibox or the associated member.
4. Cancellation of membership contrary to the provisions in the preceding paragraph shall cause the membership to terminate at the earliest permissible date following the date with effect from which notice of cancellation was given.
5. A associated member may not exclude the applicability to it of a resolution increasing the financial obligations on the associated members by cancelling its membership.
6. Termination of membership during the course of an association year shall not affect the associated members liability to pay the membership fee for the entire year.

### **Committee**

#### **Article 8**

1. The Committee shall comprise at least three and no more than nine persons of full age who are chosen by the General Assembly from its midst, with due regard for the provisions in Paragraph 2 below.
2. Committee members are chosen by the General Assembly from a list of candidates who are nominated and supported by the committee of a national boxer club, which must be evidenced by a written declaration which clearly states to what function in the committee is applied for
3. Committee members are appointed for a maximum period of three years. In this context, a year shall be understood as the period between two successive annual General Assemblies of associated members. All Committee members may be appointed for an unlimited number of times.
4. If the number of Committee members drops below the minimum level referred to in Paragraph 1 above, the Committee nonetheless remains competent. The Committee is obliged to convene a General Assembly of associated members at the earliest opportunity in order to address the filling of the vacancy/vacancies.
5. In the event of the absence or inability of one or more members of the Committee, the remaining Committee members stay charged with management of the Association. In the absence or inability of all Committee members the management of the association rests temporarily with three designated persons appointed by the General Meeting. These persons are considered equivalent for fulfilling that task to a Committee member.

### **End of Committee membership – Suspension**

#### **Article 9**



1. Committee membership shall end on termination of the membership of Atibox of the legal person who nominated/delegated the Committee member, except if the Committee member in question adheres to a club or association adhered to ATIBOX.
2. A Committee member may be suspended or dismissed at any time by the General Assembly. A suspension that does not result in a resolution to dismiss within six months will then end due to the expiration of that period.
3. In case of contravention or serious contravention act against the obligations of the ATIBOX Statutes and regulations, any member of the Committee may be suspended immediately from his functions by a majority vote of the Committee. He will be granted the possibility to justify himself at the ATIBOX General Assembly. A suspension that does not result in a resolution to dismiss at the first General Assembly following the date of suspension will then end due to the expiration of that period.

### **Committee positions – Adopting resolutions by the Committee**

#### **Article 10**

##### **1. Committee**

The Committee consists of the President, a first Vice-President, a second Vice-President, the General Secretary, the Responsible for Working Matters, the Treasurer and two Assessors with voting right. All Committee members must be members of a national boxerclub which club must be a member of ATIBOX.

In the case of a vacancy of the President's chair, this charge will be taken over by the first Vice-president until the next official new elections.

There can only be a maximum of 2 elected committee members from each country.

2. All Committee members have to be able to communicate effectively in writing and verbally in English
3. Minutes must be taken of the proceedings at each meeting by the secretary, which must be adopted and signed by the President and the secretary.
4. Further rules for the meetings of and the adoption of resolutions by the Committee may be provided for in internal rules and regulations, including as well decisions made through written votes in distance, receiving the majority of the votes within the time limit of 30 days to be decisive.
5. On proposal by the Committee or the associated members, presidents, after a minimum of 2 terms of office, may be elected honorary president by a decision of the General Assembly taken by simple majority. The honorary presidents are Committee members but shall have only advisory functions. A maximum of 2 honorary presidents are allowed.
6. The Committee may nominate permanent or none permanent external experts and/or commissions, as special counsellors.

### **Role of the Committee – Representation**

#### **Article 11**

1. Subject to the restrictions under the Articles of Association, the Committee is charged with the management of Atibox. In fulfilling its task, the board focuses on the interests of the association and the associated organization
2. The Committee requires the approval of the General Assembly to enter into agreements to purchase, sell or encumber property subject to public registration, to enter into agreements in which Atibox undertakes to act as guarantor or joint and several debtors, warrants the performance of a third party or provides security for a third-party debt. The absence of this approval may be invoked by and against third parties.
3. The Committee is competent to execute their decisions and those of the General Assembly, to arrange and prepare the General Assembly, the Committee meetings, and also to prepare ATIBOX events. In case of emergency, the President is entitled to take decisions that normally are the competence of the bodies. Such decisions must immediately be transmitted in written form by the General Secretary to the body concerned for approval.
4. Atibox is represented at law and otherwise:
  - a. By the Committee;
  - b. By the President and the Secretary, acting jointly together
  - c. By the President and the Treasurer, acting jointly together
  - d. The Secretary and the Treasurer, acting jointly together
  - e. Any combination of two other Committee members not mentioned above acting jointly togetherThe Committee of Atibox may furthermore grant a member (legal person) written power of attorney to address public authorities, banks and judicial authorities in matters of local importance on behalf of Atibox in accordance with guidelines to be stipulated by the General Assembly.



5. In all cases in which the association has a conflict of interest with one or more but not all Committee members, the Committee member(s) concerned shall abstain from the deliberations and decision-making in this regard. The decision as well as the considerations underlying the decision are recorded in writing. If there is a conflict of interest with regard to all Committee members then the resolution will be adopted by the General Assembly, also with a written record of the considerations attached to the resolution underlie.
6. The Committee may be assisted by one or more delegates of one or more associated members for its contacts with bodies and public authorities as well as when implementing its resolutions and resolutions of the General Assembly.

### **Annual Report – Financial Statements**

#### **Article 12**

1. The association year runs from the first of January until the thirty-first of December, inclusive.
2. The Committee is under the obligation to keep a record of the financial position of Atibox in such a way that it is at all times possible for the association to recognise its rights and obligations.
3. The Committee is to present its annual report at a General Assembly that is to be held within six months following the end of the association year, subject to an extension of this period by the General Assembly, and is to account for its financial policy of the past financial year on submission of a balance sheet or of the equity/cash as well as a statement of income and expenditure. On the expiry of this term, every associated member may demand at law that the Committee provides it with these financial statements.
4. Every third year, at the same time as the election of the Committee is elected, the General Assembly appoints auditors from its midst, comprising at least two persons +1 person as reserve, who may not sit on the Committee, preferably having experience in accounting. The auditors examine the financial statements presented by the Committee and reports on its findings to the General Assembly.
5. If the examination of the financial statements requires specialist auditing knowledge or skills, the examining auditors may be assisted by an expert. The Committee is obliged to provide the auditors with all the information that it may require, reveal to it the cash holdings and assets, and allow the books and documents of Atibox to be inspected on request.
6. The auditor's mandate may be withdrawn by the General Assembly at any time, although only through the appointment of other auditors.
7. The Committee is under the obligation to store away the documents referred to in Paragraphs 2 and 3 for a period of seven years.

### **General Assembly**

#### **Article 13**

1. The General Assembly comprises delegates nominated as such by the committees of the members, with the provision that each associated member may delegate no more than two natural persons.
2. Each associated member may cast one vote in the meeting.
3. The powers of Atibox that have not been assigned to the Committee by law or under the Articles of Association are assigned to the General Assembly.
4. The General Assembly convenes as often as the Committee deems necessary and, in any event, at least once a year.
5. The Committee is furthermore obliged at the written request of at least the number of associated members authorised to cast 2/3 the votes\* to convene a General Assembly to be held within no more than four months. If no action is taken on the request within fourteen days, the applicants may proceed to convene the meeting themselves in accordance with the procedure stipulated in Article 17.
6. The items to be discussed in the annual meeting, to be held not more than six months after the end of the association year, include at least:
  - a. 1. Approval of the Committee's general annual report under the responsibility of the President 2. Approval of the annual report of the Responsible for Working Matters 3. Approval of the Treasurer's rendering of the accounts 4. Auditor's report 5. Discharge of the Committee 6. Election of Committee members every third year. 7. Choice of two auditors every third year. 8. Vote on submitted motions 9. Conferment of the ATIBOX events
  - b. proposals to fill any vacancies in the Committee;



- c. motions put forward by the Committee, the delegates and/or the associated members, announced in the notice convening the meeting.

### **Admission and voting rights**

#### **Article 14**

1. Admission to the General Assembly is open to all the associated members of Atibox, each represented by a maximum of two delegates as referred to in Article 13(1). Admission is not open to delegates of suspended associated members and suspended Committee members with the exception of the part of the meeting which discusses their suspension.  
Committee members  
Auditors
2. The General Assembly will decide by simple majority of votes on admission to the General Assembly of persons other than those referred to in Article 14 (1)
3. Each legal person (associated member) of Atibox who is not suspended may cast one vote.
4. Each associated member may cast its vote by proxy, delegated to another associated member in possession of a written authority from the associated member of proxy.
5. An associated member has no voting right at the General Assembly when it did not fulfill all of its obligations mentioned in Article 6 before the General Assembly started

### **Chairmanship – Minutes**

#### **Article 15**

1. The General Assembly's shall be chaired by the President of Atibox or its deputy. In the absence of the President and its deputy, one of the other Committee members acts as President, to be designated by the Committee. Should the President's chair not be provided for in this manner, the meeting will provide for its own chair.
2. Minutes must be taken of the proceedings at each meeting by the secretary or another person designated for this purpose by the President, which must be adopted and signed by the President and the minute's secretary.

### **Adopting resolutions at the General Assembly**

#### **Article 16**

1. The stated opinion of the President of the General Assembly regarding the adoption of a resolution by the meeting will be decisive. The same shall apply to the content of a resolution which has been adopted, insofar as the vote concerned a motion which had not been set out in writing.
2. However, should the correctness of the opinion referred to in Article 16 (1) be contested immediately after it is pronounced, a new vote will be held if the majority of the meeting or, if the original vote was not by roll-call or through written ballots, one person with voting rights so desires. As a result of this new vote, the legal consequences of the original vote will lapse.
3. Unless provided otherwise in the Articles of Association or by law, all resolutions of the General Assembly will be passed by a simple majority of votes cast.
4. Blank votes will be regarded as votes not cast.
5. A unanimous resolution in writing adopted by all the associated members, even if they are not attending a meeting, has the same effect as a General Assembly resolution if it is adopted with the prior knowledge of the Committee.
6. If all the associated members are represented at a General Assembly, valid resolutions can be adopted on all matters discussed – therefore also including a proposal to amend the Articles of Association or dissolve the association – provided that they are passed unanimously, even where no notice convening the meeting has been given or it has not been given in the prescribed manner or any other regulations for convening and holding meetings or any other related formality have not been observed.

### **Convening a General Assembly**

#### **Article 17**

1. The date and place for the General Assembly is to be announced at the latest 3 months before the meeting takes place as well as the deadline for submitting proposals and of proposing candidates.
2. The final, official invitation, containing the agenda and all proposals is to be sent by mail at the latest 4 weeks before the date of the General Assembly.



3. The notice convening the meeting shall state the items on the agenda to be addressed, without prejudice to the provisions in Article 19.

### **Income**

#### **Article 18**

The income of the association consists of:

- a. contributions
- b. course fees
- c. registration and entrance fees for events
- d. donations, legacies and inheritances
- e. other benefits

### **Amendment of the Articles of Association**

#### **Article 19**

1. The Articles of Association of Atibox cannot be amended other than pursuant to a resolution of a General Assembly which has been convened with notice that a proposal will be put there to amend the Articles of Association.
2. The verbatim text of the proposed amendment must be sent to all the associated members at least four weeks prior to the meeting.
3. A resolution to amend the Articles of Association requires at least two thirds of the votes cast at a meeting at which at least two thirds of the associated members are represented. If two thirds of the associated members are not present or represented, a second meeting shall be convened and held at least three months and not more than twelve months after the first meeting, at which a resolution can be adopted with respect to the proposal that was put forward in the previous meeting irrespective of the number of associated members who are present or represented, provided that a majority of at least two thirds of the cast votes is obtained.
4. An amendment to the Articles of Association will not become effective until after a notarial deed to that end has been drawn up. Any Committee member is authorised to have this deed passed.

### **Dissolution**

#### **Article 20**

1. Atibox may be dissolved by a General Assembly resolution. The provisions in Paragraphs 1, 2 and 3 of the previous articles apply mutatis mutandis.
2. Any credit balance remaining after liquidation accrues to the legal persons who were associated members at the time of the resolution to dissolve. Each of them receives an equal share. The resolution to dissolve may also stipulate another allocation of the credit balance, however.

### **Unforeseen cases**

#### **Article 21**

In cases where the law, the Statutes and/or the internal regulations of the association and these regulations do not provide, the Committee decides. The Committee will, upon request, render account to the General Assembly about its decision.

Note:

- \* Art 13 sub 5: this article is overruled by the new Dutch law for Associations that states only a minimum of 10% of the members is required instead of 2/3.