



BY-LAWS of the Swedish Paint Horse Association

NAME, PURPOSE, REGISTERED OFFICE, AND STAMP

1.1 Name. The association shall be called the Swedish Paint Horse Association. The official abbreviation shall be SPHA.

1.2 Purpose. The association shall be run on a non-profit basis and shall comply with the rules applicable to such associations in Sweden. The purpose of this association is to build and stimulate interest in the American Paint Horse in Sweden by:

- Encouraging breeding with these horses with a focus on performance and conformation.
- Spreading information about the Paint horse as a breed
- Sponsoring and encouraging Paint classes to be offered at all competitions in western riding, long distance, racing, or similar
- Encouraging good horse husbandry and good sportsmanship.
- Inform the public about the excellent qualities of the American Paint horse
- Encourage competition and exhibition of the American Paint Horse in various ways
- Encourage membership at both the regional and American levels.

1.3 Headquarters. The association's catchment area shall be the whole of Sweden. However, its members may reside in any country. The association's headquarters shall be the address where the association's secretary and/or registrar is located. However, the annual meeting may decide otherwise if deemed appropriate for practical reasons.

1.4 Stamp. The association's secretary and/or registrar shall be responsible for the association's stamp.

1.5 Communication. Information to members from the association's board and committees is provided via the association's website (currently www.spha.se) and, as far as possible, by email. It is the responsibility of each member to provide their email address to the association's membership officer when joining the association and when changing their email address. Members may choose not to provide an email address and are then expected to obtain current information from the website.

2 MEMBERSHIP

2.1 Members are admitted in accordance with these statutes. Membership shall not be limited to individuals but may include companies, partnerships, sole proprietorships, other types of legal entities, schools, clubs, associations, etc. **2.2** An individual member who has rendered outstanding service to the association may, upon nomination by a member, be appointed an honorary member of the association by resolution at the annual meeting.

2.3 Shares may not be issued. Individuals who support the purpose of this association may become members. Members shall comply with the statutes adopted by the association.

2.4 All members who fulfill their duties to the association have equal rights, obligations, and responsibilities toward the association and its board. They have the right to vote in person at the annual meeting. If a member of the board has not paid their membership fee before the annual meeting, they shall automatically be relieved of their duties. Whenever the term member or members is used in these statutes, it refers to members with voting rights, unless otherwise specified.



2.5 The amount of the annual fee is determined at the association's regular annual meeting, or in the manner decided by the annual meeting, and is payable in advance. Fees paid are non-refundable.

3 BOARD

3.1 Persons who are to be members of the association's board shall undertake to use only purebred horses, i.e., Paint, Quarter, and Thoroughbred.

3.2 The association's affairs and interests are managed and controlled by the association's board. The board shall consist of at least five (5) and a maximum of nine (9) ordinary members, as well as two (2) deputies. These are elected at the association's annual meeting. All board members must be registered residents of Sweden. Only one (1) member from the same family or legal entity (company, ranch, business, etc.) is entitled to sit on the board at the same time. Members elected to the board shall pay membership fees before taking office. No member of the board shall be under the age of eighteen (18). Members must have been members of the association for at least one year or at least six months *immediately* prior to the annual meeting in order to be eligible for election to the board.

3.3 The board shall meet at least twice (2) each year. One meeting shall be held during the first half of the year and the other during the second half. The board shall meet when convened by the chair or when a majority of the board so requires. The time and place may be decided in advance by the board, in which case no special notice is required. The board shall constitute a quorum if at least two-thirds (2/3) of the members are present. An extraordinary board meeting shall be held when convened by the chairperson or when requested by a majority of the board.

3.4 If a board member is absent from two (2) consecutive meetings without a valid reason, he or she is automatically relieved of his or her position on the board. The position then becomes vacant until the next annual meeting.

If a board member fails to fulfill their duties, they may be removed from the board. A vote of no confidence must then be submitted by the other members of the board. If a position on the board becomes vacant due to death, resignation, improper absence, disqualification, or any other reason, the position shall remain vacant until the next annual meeting.

3.5 The board has the right, within the framework of these statutes, to decide on: association activities, classification, qualification, exclusion of members, exclusion of board members, collection of annual fees, payment from the association's funds, auditing of cash books and vouchers, awarding of championship titles, organizing shows and exhibitions, races, etc., which may be related to the goals the association seeks to achieve. Issues raised by members that are not covered by the statutes may be decided by the board or referred to the annual meeting. The issue must be submitted in writing to the annual meeting and sent to the board at least thirty (30) days before the annual meeting.

3.6 The board shall consist of a chairperson, vice chairperson, secretary, and treasurer. It shall also consist of members corresponding to the number decided by the annual meeting in accordance with section 3.2. The chairperson shall be elected for three (3) years, the treasurer for three (3) years, other members for two (2) years, and deputies for one (1) year. In order to avoid the entire board standing down at the same time, the election of members shall take place alternately. A member who is due to stand down may be re-elected. When a new chairperson is elected, the outgoing chairperson shall be a co-opted member of the board for the following year. However, they shall not have the right to vote.

3.7 Written contracts concerning the association shall be drawn up and signed by the chairperson, or in their absence, the vice-chairperson, and certified by the secretary and stamped with the association's stamp.



3.8 The chairperson of the association shall be the regular chairperson at board meetings. In the event of a tie vote, the chairperson shall have the casting vote. The chairperson shall be responsible for ensuring that these statutes, rules, and instructions are followed and shall perform all duties decided upon by the board.

3.9 The vice-chairperson shall preside in the absence of the chairperson and shall perform the duties assigned to him or her by the chairperson.

3.10 The secretary shall report to the chairperson and, in consultation with the chairperson, perform the duties prescribed by the statutes. The secretary shall keep all correspondence and minutes from all official meetings, write the annual activity report and other required reports, and handle the association's correspondence.

The secretary shall report all money collected to the treasurer. The secretary shall take minutes of all meetings, have the minutes checked and distributed to all board members.

3.11 The treasurer shall be directly responsible to the chairperson for the proper management of the association's cash and for paying the association's bills, as well as for handling any obligations the association may have towards the state. The treasurer shall present a budget before each new financial year, submit the cash books to the auditors elected by the annual meeting for audit, and submit the annual financial report signed and dated by the treasurer and all auditors to the annual meeting, or when the board so decides. The treasurer shall distribute the annual report to all members. At the first meeting of the new financial year, or when the board so decides, the treasurer shall present the accounts for the previous year's activities and provide a cash report at each board meeting if so requested by the board.

If necessary, the board may appoint a committee to carry out special assignments for the board. This committee is always subordinate to the board and shall include at least one regular member of the board. A committee may never be appointed for the purpose of taking over part of the board's responsibilities, nor may it take over responsibilities from any individual board member, nor may it take over matters that fall under the board's responsibility by law. Each association member elected to a committee has the same responsibility to the committee as a board member has to the board. An appointed committee is accountable to the board and shall report its assignment to the board.

3.12 Each officer, director and committee member of the Club shall be indemnified by the Club against all costs, expenses and liabilities reasonably incurred by him/her in connection with/or resulting from any action, suit or proceeding to which he/she may be made a party by reason of his or her being or having been a director/officer or committee member of the Club, except in relation to matters which shall have been occasioned by the willful misconduct or dishonesty of such officer, director or committee member. The foregoing right indemnification shall cover amounts paid in settlement of any such action, suit or proceeding when such settlement appears to be in the interest of the Club. The foregoing right shall be in addition to any other rights to which such officer, director or committee member may be entitled as a matter of law.

4 ELECTION

4.1 All board members are elected by the annual meeting. Every member present who is entitled to vote has the right to vote. All decisions are made by simple majority unless otherwise stipulated in these statutes. If there are more nominations than the nomination committee has proposed, a closed ballot shall always be held unless the annual meeting decides otherwise. In the event of a tie, the decision shall be made by lot. Voting by proxy (power of attorney) is permitted, but a member present may only represent one (1) member.



4.2 The annual meeting shall elect a nomination committee consisting of three (3) members, one of whom shall be the convener. The nomination committee shall present proposals for candidates for the board, proxies, officers, etc. to the annual meeting. The nomination committee is obliged to consult with candidates before proposing them to the annual meeting. The nomination committee may, if deemed appropriate, consult with the current board regarding candidates prior to the annual meeting.

4.3 Members of SPHA may, no later than 14 days before the annual meeting, submit proposals for candidates for the positions to be elected to the convener of the nomination committee. Candidates who are not nominated in time are not eligible for election.

5 ANNUAL MEETING

5.1 The regular annual meeting shall be held before the end of March. Notice of the meeting shall be sent in writing to all members no later than 50 days before the annual meeting. The following items shall be included on the agenda:

- a) Election of annual meeting officers (chair, secretary, two (2) persons to verify the minutes, and two (2) vote counters
- b) Question as to whether the meeting has been duly convened
- c) Approval of the agenda
- d) Preparation and approval of the voting list
- e) Presentation of the Board of Directors' report
- f) Presentation of the auditors' report
- g) Decision on discharge from liability for the board
- h) Election of the Board (chair, secretary, treasurer, signatories, and ordinary members)
- i) Election of deputy board members
- j) Election of auditors and deputy auditor
- k) Determination of annual fee
- l) Consideration of matters presented by the board or referred to the annual meeting

5.2 In order for proposals from members to be considered at the annual meeting, they must be submitted to the board no later than two (2) weeks before the annual meeting.

5.3 An extraordinary annual meeting shall be convened when the board deems it necessary, if matters must be dealt with during the financial year and cannot wait until the ordinary annual meeting. It may also be convened when at least one third (1/3) of the voting members deem it necessary and submit a written request to the board stating the matter for which the meeting is requested. The notice shall clearly state the reason for the extraordinary annual meeting.

6 EXCLUSION

6.1 The board has the right to expel a member at a board meeting who has not complied with the association's statutes or the decisions taken by the association in accordance with these statutes. Such a decision requires a two-thirds (2/3) majority of the regular members of the board. The decision may be appealed to the annual meeting. A member who has not paid the prescribed annual fee shall be deemed to have requested withdrawal from the association.

7 AMENDMENTS TO THE BYLAWS

7.1 Amendments to §1–6 and §9 of these statutes may only be made by unanimous decision at the annual general meeting, or by a two-thirds (2/3) majority at two (2) consecutive meetings (one (1) of which must be the annual general meeting), at least six (6) months apart. Decisions to amend §7 and §8 of the statutes require at least a two-thirds (2/3) majority at two (2) consecutive meetings, one (1) of which must be the annual general meeting, with at least six (6) months between them.



7.2 All members shall be sent a copy of the statutes adopted by the annual meeting.

8 DISSOLUTION OF THE ASSOCIATION

8.1 A decision to dissolve the association requires a two-thirds (2/3) majority at two (2) consecutive meetings (one (1) of which must be the annual general meeting) held at least six (6) months apart. If the association is dissolved, the board shall, after all the association's debts and credits have been settled, sell all the association's assets and ensure that they are used for the benefit of another association or associations organized for the purpose of promoting horse breeding. The money shall primarily be donated to the American parent association, the American Paint Horse Association.

9 DISCIPLINE

9.1 Disciplinary action against a member may be taken by the board in accordance with the APHA rulebook. Each individual member shall be notified in writing that disciplinary action will be taken and thus be given the opportunity to personally respond to the charges brought by a special disciplinary committee appointed by the board.

9.2 Disciplinary action may be taken whenever someone has violated the rules and regulations of the association or the APHA, or has given the association or the American Paint Horse breed a bad reputation.

9.3 Suspension from the APHA will also result in immediate suspension from this association.

9.4 If a conflict arises regarding the interpretation of these bylaws, the official rules of the APHA shall apply.

9.5 Any dispute arising from these statutes or concerning SPHA's affairs shall be settled in accordance with the Arbitration Act.