

# **INTERNAL REGULATIONS OF THE INTERNATIONAL DRESSAGE OFFICIALS CLUB**

## **Section 1 - LEGAL AND STATUTORY BASIS**

The Executive Board decides unanimously, based on article 20 of the IDOC Statutes, to adopt the present Internal Regulations.

The present Internal Regulations regulate the duties and powers of the following organs of the club

- The Executive Board and its members
- The directors/regional representatives

The present Internal Regulations also regulate the Board Meeting, the election of the Vice Chairpersons, the abstention of conflict of interest and Privacy.

Capitalised terms not defined in these Internal Regulations shall have the meanings defined in the Statutes.

## **Section 2 – EXECUTIVE BOARD**

### **2.1 General**

Articles 10-13 of the IDOC Statutes govern the composition, functions and powers, meetings, membership of and election to the IDOC Executive Board, and provide for representation of the IDOC.

These Internal Regulations provide and / or clarify for the manner in which the above are implemented and exercised.

### **2.2 Meetings, convening of meetings, agenda**

#### **2.2.1 Process of Board meetings:**

There shall be no fewer than two Board meetings per year, one of which shall be held immediately preceding the general meeting and at the same location. The second meeting shall be held ideally six months thereafter.

Whenever a mandate of Vice Chairperson is vacant due to (voluntary) retirement, resignation, expiry of a term of office or removal of the director elected as Vice Chairperson, a Meeting is to be held immediately after the general meeting where a director is re-elected or a new director is elected.

The Chairperson or Secretary shall convene the Board meetings according to article 12.6 of the IDOC Statutes.

#### **2.2.2 Agenda of Board meetings:**

The agenda of Board meetings shall be sent of the items to be included in accordance with Article 12.6 of the IDOC Statutes. An item may be added when all directors are present – this

is physically present or present according to article 12.7 of the IDOC Statutes by telephone, videoconferencing or e-mail - and agree to an item being added to the agenda.

### 2.3 Quorum of attendance

For any meeting to be validly convened and to pass resolutions, at least half of the directors need to be present or send in their voting e-mail.

The use of telephone, videoconferencing or e-mail is permissible where appropriate.

### 2.4 Vote, majority required

According to Article 12.9 of the IDOC Statutes, resolutions will be adopted by an ordinary majority of votes (i.e. half of the votes plus one, ignoring any abstentions). If the votes are tied, the motion is defeated.

### 2.5 Minutes of meetings

Minutes must be kept of the deliberations and resolutions of the Executive Board. The minutes shall contain a summary of the deliberations, the proposed resolutions, the declarations which a member of the Board requests to be recorded in the minutes, and the resolutions with the result of the vote.

The minutes are submitted to the Executive Board for review. The minutes are then signed by the Chairperson and the Secretary.

The resolutions approved by way of e-mail must be included in the minutes of the next meeting.

Minutes of the Executive Board meetings shall be made available to all Executive Board members via email no later than six weeks following the meeting if asked for by a member of the Board. Minutes must not contain any confidential or private information.

Extracts that must be submitted and all other documents will be validly signed by the secretary or a director, and kept according to the Statutes and Belgian Law at the registered office.

### 2.6. Right of information and inspection

Members may request to review any IDOC documents subject to reasonable notice given to the Secretary and subject to confidentiality restrictions, as determined by the Chairperson and in absence the Secretary.

## Section 3 - RETAINED POWERS OF THE EXECUTIVE BOARD

3.1 The Executive Board has the functions and powers enumerated in Article 13 of the IDOC Statutes and it specifically – by way of example - retains the power:

3.1.1 The Executive Board has the responsibility to oversee the day to day management of the IDOC

3.1.2. To issue policies to and approve the strategy to be implemented by IDOC and the carried out by the regional representatives;

3.1.3. To ultimately oversee the IDOC Management and to represent the association as mentioned in article 13 of the IDOC Statutes.

3.1.4. To issue and modify these Internal Regulations;

3.1.5. To enforce the IDOC Statutes and the Internal Regulations.

#### Section 4 – ROLE OF CHAIRPERSON OF THE EXECUTIVE BOARD

##### 4.1 Role of the Chairperson

The Chairperson will lead the IDOC and chair general meeting and also the board meetings in accordance with Articles 12.8 of the IDOC Statutes.

##### 4.2 In absence :Role of the Vice Chairpersons /Senior Director.

In the absence of the chairperson he/she will be replaced by the first or second vice chairperson or, in the absence of a vice chairperson, by the senior director in attendance who is determined by age.

##### 4.3. Signature rights.

According to article 13.2 of the IDOC Statutes, only the signature of the Chairperson can legally bind the association towards third parties.

#### Section 5 - SPECIFIC ROLES OF THE REGIONAL REPRESENTATIVES

According to article 12.3 of the IDOC Statutes, next to the Chairperson, Secretary and Treasurer as elected by the general meeting, other directors must have one representative for each region from among their members, regions as described in the internal regulations.

The regions are described as follows;

- Western Europe-Africa
- Central-Eastern Europe,
- North America,
- Central-Latin America,
- Asia
- The Pacific



The Regional Representatives represent their respective region and thereby the interests of the IDOC within their Region.

Their tasks and responsibilities shall be:

- 5.1 To attend and be present at Board Meetings, General Meetings and all meetings related to their function;
- 5.2. To be aware of all IDOC and also FEI, IOC and regional equestrian associations or confederations activities (Sport, Development, Legal, Veterinary, etc.);
- 5.3. To drive, promote, co-ordinate and report on IDOC initiatives and thereby actively assist in development;
- 5.4. To communicate as necessary with the regional members.
- 5.5. To advise and inform regional members on all IDOC matters, including Board Meetings and General Meetings;
- 5.6. To know and bring forward to the Executive Board the needs of their Region;
- 5.7. To act as mediator in case of conflict among members of their Region;
- 5.8. To appoint coordinators within the Region if necessary;
- 5.9. To organise if necessary regular regional meetings and to provide the Executive Board with (i) the agenda at least two weeks beforehand, and (ii) the minutes of their meetings within six weeks thereof;
- 5.10 To organise, if necessary, in close proximity prior to the General Meeting, an informal meeting with the members of the Region
- 5.11. To attend and participate actively in applicable development forums, workshops, and other such meetings in the context of the IDOC General Meeting;
- 5.12. To facilitate the publication of a newsletter and / or web-site.

#### Section 6 – ELECTION OF THE VICE CHAIRPERSONS.

According to article 12.4 of the IDOC Statutes, the Executive Board will elect a first and second Vice Chairpersons among the regional representatives.

The first and second Vice Chairperson is elected, for the (further) duration of his/her term of office as Director.

When he/she stands for re-election as Director-Regional Representative, he/she can also stand for re-election for the mandate of first or second Vice Chairperson, when re-elected as Director-Regional Representative.

The election will take place every first Board Meeting to be held immediately after the annual General Meeting, or after an extraordinary General Meeting electing a new director.

The candidate Board members and the candidate Directors must give notification of their candidacy as first and/or second chairperson to the Secretary by writing (by letter, fax or e-mail), at least 2 working days before the Board Meeting. Their candidacy can also be accepted at the Board Meeting itself when all directors are present – this is physically present or present according to article 12.7 of the IDOC Statutes by telephone, videoconferencing or e-mail - and agree to accept the candidacy.

According to article 12.9 of the IDOC Statutes, they are elected by an ordinary majority of votes (i.e. half of the votes plus one, ignoring any abstentions). If the votes are tied, the candidate is not elected.

## Section 7 - ABSTENTION IN CASE OF CONFLICT OF INTEREST

### 7.1

According to Article 12.11 of the IDOC Statutes the members of the Executive Board must refrain from dealing or voting on objects in which their own interests or the interests of persons or corporate bodies related to them are involved.

### 7.2. Policy

The appearance of impropriety can be as damaging as actual impropriety to the IDOC's reputation. As a result, this policy is designed in such a way that compliance therewith will avoid, to the fullest practicable extent, both the perception and incidence of improper situations.

A substantial appearance of a conflict of interest exists whenever others may reasonably infer from the given circumstances that a conflict exists. A conflict of interest is defined as any personal or financial relationship, including relationships of family members, that could influence or be perceived to influence objectivity when representing or conducting business or other dealings for or on behalf of the IDOC. Family members include a spouse, parent, child or spouse of a child, sibling, spouse of a sibling, cohabitating companion or any other individual with a significant familial or family-like relationship.

On an annual basis and more often as necessary, each IDOC Executive Board member must disclose any conflict by submitting a letter to the IDOC Secretary. The IDOC Secretary must submit a copy of the letter to minutes of the next Board Meeting.

### 7.3. Procedure

Any IDOC Board Member with knowledge of a conflict of interest with respect to a given person or concern must:

Disclose the interest to the IDOC Executive Board, who shall have the authority to request that said member not be present during any discussion and abstain from voting and from influencing the vote on any matter related to the person or concern.

The Executive Board may disclose decisions taken, with regards of the privacy and without disclosure of confidential information of the members, in the interest of transparency.

#### 7.4. Enforcement

Any person who violates or condones a violation of this policy is subject to disciplinary measures which may include expulsion from the Executive Board by the General Meeting.

### Section 8 – PRIVACY POLICY

The Executive Board will take the necessary measures to protect the Privacy of its members according to the Belgian Law and more specific the law of December 8th 1992.

The Executive Board will implement a privacy policy for the protection of all information concerning the members.

This policy must be published on the web-site.

### Section 9 - FINAL PROVISIONS

#### 9.1 Entry into force

These Internal Regulations shall take effect on October 10 th 2010 after the notification to the General Meeting.

#### 9.2 Revision and modifications

These Internal Regulations shall be reviewed as often as necessary by the Executive Board, and no less than once every three years. They are effective upon adoption by the Executive board and notification to the General Meeting.

The General Meeting has the right to demand changes to these Internal Regulations as stipulated in article 15, h of the IDOC Statutes, when the item is placed on the agenda in accordance with article 16.3 of the IDOC Statutes, or brought forward at the General Meeting in accordance with article 16.4 of the IDOC Statutes.