

## **CONSTITUTION**

**of**

## **UK ULTIMATE ASSOCIATION**

### **INTERPRETATION**

1. Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

### **MEMBERSHIP**

2. The number of Members of the Association shall be unlimited and the Board may from time to time determine such classes and costs of membership as the Board shall see fit providing that the classification and costs of such membership are designed to further the aims and objects of the Association. No person shall be admitted a Member of the Association unless he has paid all membership fees due to the Association. Every person who wishes to become a Member shall deliver to the Association an application for membership in such form as the Board require executed by him.

3. Membership shall not be transferable and shall cease on death or on a resolution of the Board acting reasonably.

### **GENERAL MEETINGS**

4. The Board may whenever it thinks fit, convene a General Meeting and General Meetings shall also be convened on such requisition save that the Board shall hold a General Meeting each year. If at any time there are not within the United Kingdom sufficient Board Members capable of acting to form a quorum, any Board Member or any two Board Members of the Association may convene a General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

5. An aggregate of ten percent of the Members may together call an Extraordinary General Meeting by giving at least thirty five clear days notice in writing to the Secretary.

### **NOTICE OF GENERAL MEETING**

6. All meetings called shall be called by not less than eighteen clear days' notice to the Board Members or Members as the case may be.

### **PROCEEDINGS AT GENERAL MEETINGS**

7. If within half an hour from the time appointed for a General Meeting a quorum is not present, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board Members may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Board Members present shall be a quorum.

8. The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly

have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

#### **VOTES OF MEMBERS**

9. Subject as herein otherwise provided, each Full Member will have one vote.
10. Full Members shall comprise of those individual Members who have attained the age of eighteen years and are fully paid Members.
11. All votes shall be cast by way of electronic mail or web based voting.
12. No Full Member shall be entitled to vote at any General Meeting unless all monies presently payable by him to the Association have been paid.

#### **THE BOARD**

13. Until otherwise determined by the Association in General Meeting, there shall be no maximum number of Board Members and the minimum number of Board Members shall be two.
14. The Board Members may from time to time and at any time appoint any Member of the Association as a Board Member to fill a casual vacancy subject to the passing of a resolution requiring more than a fifty percent majority of the Board Members.
15. No person who is not a Member of the Association shall in any circumstances be eligible to hold office as a Board Member.
16. Board Members shall be elected by the Board or a simple majority of the Full Members subject to Article fourteen above.
17. The Board shall meet to convene a meeting on a minimum of two occasions during each year.

#### **BORROWING**

18. The Board Members may exercise all the powers of the Association to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt liability or obligation of the Association.

#### **POWERS AND DUTIES OF THE BOARD MEMBERS**

19. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Association, shall be signed, drawn, accepted, indorsed or otherwise executed as the case may be in such manner as the Board shall from time to time by resolution determine.
20. The Board shall cause minutes to be made in books provided for the purpose:-
  - (a) of all appointments of officers made by the Board;
  - (b) of the names of the Board Members present at each meeting of the Board and of any committee of the Board Members;
  - (c) of all resolutions and proceedings at all meetings of the Association, and of the

Board, and of committees of the Board Members.

21. The Board shall have power from time to time to adopt and make alter or revoke bye-laws for the regulation of the Association provided such bye-laws are not inconsistent with the Articles of Association. All such bye-laws for the time being in force shall be binding upon all Members until the same shall cease to have effect as hereinbefore provided or shall be varied or satisfied by a Resolution of fifty percent of Full Members voting in favor. No Member shall be absolved from such bye-laws by reason of his not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no notice of them.

22. The Board shall have the power to produce and endorse Codes of Practice and Guidelines within its scope and through affiliations to the World Flying Disc Federation to promote coaching and training and the accreditation of standards and any other organisations which assist in the promotion of the aims of the Association.

23. The Board for the time being may act notwithstanding any vacancy in their body; provided always that, if the Board shall at any time be reduced in number to less than the minimum prescribed by or in accordance with these Articles it shall be lawful for them to act for the purpose of filling up vacancies in their body, or summoning a General Meeting but not for any other purpose.

24. The Board shall have the power to appoint and dissolve sub committees in order to further the aims and objects of the Association.

25. The Board Members may delegate any of their powers to any committee appointed in accordance with these Articles subject to supervision by the Board Member delegating their powers over the committee so appointed.

26. All meetings of the Board and sub committees shall be confidential and shall only be disclosed by the Board upon a seventy five percent majority resolution by the Board on the matter of disclosing such details.

#### **DISQUALIFICATION OF BOARD MEMBERS**

27. The office of Board Member shall be vacated if a Board Member:-

- (a) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
- (b) ceases to be a Member of the Association;
- (c) by notice in writing to the Association resigns his office;
- (d) is by a seventy five percent majority voting of the Board Members voted out of office for the failure to attend three consecutive meetings called in accordance with these Articles;
- (e) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest.

#### **PROCEEDINGS OF THE BOARD MEMBERS**

28. All or any of the Board Members or any committee of the Board Members may participate in a meeting of the Board Members or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed

to take place where the largest of the group of those participating is assembled, or, if there is no such group, where the Chairman of the meeting then is.

29. The Chairman shall have a casting vote as and when required.

30. No Board Member shall receive remuneration in respect of his duties as Board Member, save for reasonable expenses incurred in the performance of his duties as Board Member where a valid receipt has been produced and accepted by the Board unless the Board resolves otherwise.

31. A Board Member shall not vote at a Board meeting or of a committee meeting on any resolution concerning a matter in which he has directly or indirectly an interest or duty which may conflict with the interests of the Association.

### **SECRETARY**

32. The secretary (if any) shall be appointed by the Board for such term and such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The Board may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if a secretary has been appointed but there is no secretary capable of acting.

### **ACCOUNTS**

33. The Board shall ensure proper accounting records are kept for the Association.

34. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members not being Board Members, and no Member (not being a Board Member) shall have any right of inspecting any account or book or document of the Association except as conferred by authorisation by the Board in General Meeting.

35. The Association may give any notice to a Member by using electronic communication to an address for the time being notified to the Association by the Member.