

The Companies Acts 1985 to 1989

The Companies Act 2006

Company Limited by Guarantee
and not having a share capital

Articles of Association

of

UK ULTIMATE LTD

(Adopted by special resolution passed on July 2008)

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PRELIMINARY

1. Regulations 2 to 35 inclusive, 41, 54, 55, 57, 59, 81,90,100, 101 to 110 inclusive, 114 and 116 to 118 inclusive of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F)(Amendment) Regulations 1985, The Companies Act 1985 (Electronic Communications) Order 2000, The Companies (Tables A to F)(Amendment) Regulations 2007 and The Companies (Tables A to F)(Amendment)(No.2) Regulations 2007 so far as it relates to private companies limited by shares (such Table being hereinafter called "Table A"), shall not apply to the Company but the Articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the Articles of Association of the company.

INTERPRETATION

2. In regulation 1 of Table A the definition of "the holder" shall be omitted.
3. 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.
4. Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.
5. Any reference herein to the provisions of any Act shall extend to and include any amendment or re-enactment of or substitution for the same effected by any subsequent enactment.

MEMBERSHIP

6. The number of Members of the Company shall be unlimited and the Directors may from time to time determine such classes and costs of membership as the Directors shall see fit providing that the classification and costs of such membership are designed to further the aims and objects of the Company. No person shall be admitted a Member of the Company unless he has paid all membership fees due to the Company. Every person who wishes to become a Member shall deliver to the Company an application for membership in such form as the Directors require executed by him. Any corporation which is a Member of the Company may by resolution of its directors or other governing body:-
 - a. authorise such person as it thinks fit to act as its representative at any meeting of the Company provided that the corporation gives notice of such authorisation in writing to the Company;

- b. at any time by giving notice to the Company revoke the authority of its representatives and authorise another representative in his place.
7. The person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.
8. Membership shall not be transferable and shall cease on death or on a resolution of the Board acting reasonably.

GENERAL MEETINGS

9. The Directors may whenever they think fit, convene a General Meeting . For the avoidance of doubt, the Company shall be under no obligation to hold a General Meeting on an annual basis. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director of the Company may convene a General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.
10. An aggregate of ten percent of the Members may together call a General Meeting by giving at least thirty five clear days notice in writing to the Company.

NOTICE OF GENERAL MEETING

11. A General Meeting of the Company called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other General Meetings shall be called by at least fourteen clear days' notice.
12. In the event of a General Meeting being called for the purposes of passing a resolution of the Members, the Directors shall make available on the Company's website a notice containing the business to be transacted at such a meeting. Starting on the date on which the notice of the General Meeting was given until two full days before the end of the respective notice period, each Member shall be given the option to cast their votes for or against the proposed resolution on the page of the Company's website as indicated in the notice. If a Member casts their vote in such a manner then at the corresponding meeting they shall not, subject to Article 13 below, be allowed to cast a further vote and shall not count for the purposes of establishing a quorum. The notice uploaded to the Company's website (a link to which will also be sent to each Member by e-mail) will also state the time and place of the meeting and the general nature of the business to be transacted.
13. A Member who has voted electronically in accordance with Article 12 shall only be allowed to vote and form part of the quorum at a corresponding General Meeting in the event that the Member concerned wishes to change the way in which they previously voted. If a Member wishes to do this, the Member shall give notice to the Chairman at the Meeting and the Member's vote shall be changed accordingly.
14. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
15. At any General Meeting any resolution put to the vote of the meeting shall be decided on a show of hands, the results of which will then be added to the votes cast electronically on the Company's website as hereinabove described.
16. In the case of an equality of votes, the Chairman of the Meeting shall be entitled to a second, or casting vote.

17. No business shall be transacted at any General Meeting unless a quorum of the Members is present at the time when the meeting proceeds to business: save as herein otherwise provided. Five Members present in person shall be a quorum.

PROCEEDINGS AT GENERAL MEETINGS

18. 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 Directors 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 Full Members present shall be a quorum.
19. 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

20. Subject as herein otherwise provided, each Full Member will have one vote.
21. Full Members shall comprise of those individual Members who have attained the age of eighteen years and are fully paid Members.
22. No Full Member shall be entitled to vote at any General Meeting or electronically in advance of any General Meeting unless all monies presently payable by him to the Company have been paid.

DIRECTORS

23. Until otherwise determined by an ordinary resolution of the Members in a General Meeting, there shall be no maximum number of Directors and the minimum number of Directors shall be two.
24. The Directors may from time to time and at any time appoint any Member of the Company as a Director to fill a casual vacancy.
25. No person who is not a Member of the Company shall in any circumstances be eligible to hold office as a Director.
26. Directors shall be elected by the Directors or a simple majority of the Full Members subject to Article 24 above.
27. The Directors shall meet to convene a meeting on a minimum of two occasions during each year.

BORROWING

28. The Directors may exercise all the powers of the Company 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 Company.

POWERS AND DUTIES OF THE DIRECTORS

29. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company, shall be signed, drawn, accepted, indorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by resolution determine.
30. The Directors shall cause minutes to be made in books provided for the purpose:-
- a. of all appointments of officers made by the Directors;
 - b. of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - c. of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors.
31. The Directors shall have power from time to time to adopt and make alter or revoke bye-laws for the regulation of the Company provided such bye-laws are not inconsistent with the Memorandum or 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 Special Resolution of the Company. 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.
32. The Directors 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 Company.
33. The Directors for the time being may act notwithstanding any vacancy in their body; provided always that, if the Directors 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.
34. The Directors shall have the power to appoint and dissolve sub committees in order to further the aims and objects of the Company.
35. The Directors may delegate any of their powers to any committee appointed in accordance with these Articles subject to supervision by the Director delegating their powers over the committee so appointed.
36. All meetings of the Directors and sub committees shall be confidential and shall only be disclosed by the Directors upon a resolution of the Directors on the matter of disclosing such details.

DISQUALIFICATION OF DIRECTORS

37. The office of Director shall be vacated if a Director:-
- a. becomes bankrupt or makes any arrangement or composition with his creditors;
 - b. becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;

- c. ceases to be a Member of the Company;
- d. by notice in writing to the Company resigns his office;
- e. is by a resolution of the Directors voted out of office for the failure to attend three consecutive meetings called in accordance with these Articles;
- f. is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner prescribed by the Act.

PROCEEDINGS OF THE DIRECTORS

38. In paragraph (c) of regulation 94 of Table the word “debentures” shall be substituted for the words “shares, debentures or other securities” in both places where they occur.
39. All or any of the Directors or any committee of the Directors may participate in a meeting of the Directors 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.
40. The Chairman shall have a casting vote as and when required.
41. No Director shall receive remuneration in respect of his duties as Director, save for reasonable expenses incurred in the performance of his duties as Director where a valid receipt has been produced and accepted by the Directors unless the Directors resolve otherwise.
42. A Director shall not vote at a meeting of directors 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 Company.

SECRETARY

43. The secretary (if any) shall be appointed by the Directors 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 Directors 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

44. The Directors shall ensure proper accounting records are kept for the Company in accordance with the provisions of the Act, or other legislation for the time being applicable to the Company.
45. The Directors 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 Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorisation by the Directors .
46. The Company may give any notice to a Member by using electronic communication to an address for the time being notified to the Company by the Member.

THE SEAL

47. If the Company has a seal it shall be used only with the authority of the Directors or of a committee of the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary (if any) or a second Director or (whether or not the Company has a Secretary) by a Director in the presence of a witness who attests the signature.

INDEMNITY

48. Every Director and other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution and discharge of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under sections 727 of the Companies Act 1985 in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the provisions of Chapter 7 of Part 10 of the Companies Act 2006.
49. The Directors shall have power to purchase and maintain at the expense of the Company an insurance policy for any Director (including an alternate Director), or officer of the Company against any such liability as is referred to in Section 233 of the Companies Act 2006.