



**UMMAF**™

*USA MIXED MARTIAL ARTS FEDERATION*

# CHAPTER I

## GENERAL PROVISIONS

### ARTICLE 1

#### NAME AND HEADQUARTERS

1. The name of the organization is United States Mixed Martial Arts KICK International Federation. (UMMAF)
2. UMMAF is a non-profit organization, composed of autonomous and UMMAF Recognized Club Members.
3. The federation is a duly registered 501.c3 Non-Profit Organization in the State of Missouri, USA as of the 3rd of August 2001 and is formed for an unlimited period of time. The headquarters shall be located in the cState of the President unless otherwise decided by the Board of Directors.

### ARTICLE 2

#### OBJECTIVES

UMMAF is an independent federation of Members as detailed in Article 5 and the Membership Bylaw and represented by its President and Board of Directors.

The objectives of UMMAF are to:

1. Promote and develop the sport of mixed martial arts (MMA) at all levels, as a means to contribute to the positive development of society;
2. Assist its Club Members in strengthening their position as recognized training centers;
3. Develop specific services for its Members and provide them with assistance, training and support;
4. Increase the level of recognition of UMMAF and its Members by the Association of Boxing Commissions and Combative Sports (ABC) and USOC;
5. Organize National championships, tournaments, contests and team trials as well as North American inter-country competition.
6. Provide administrative and other appropriate support to its Club Members;
7. Recognize the autonomy of its Members and their authority within their clubs;
8. Promote closer links among its Members and between its Members and any other sport organization;
9. Coordinate and protect the common interest of its Members;
10. Collaborate with organizations having as their objective the promotion of MMA on a Nationwide basis;
11. Collect, collate and circulate information to and among its Members;
12. To abide by the World Anti-Doping Code, its Code of Conduct and policies designed to combat corruption, illegal betting and other actions that may negatively impact the reputations of UMMAF and its Members;
13. Appoint committees as outlined in these Statutes;
14. To respect any disciplinary action taken by the Anti-Doping Disciplinary Committee, as required for the good conduct of UMMAF including, but not limited to, a fine, service to the UMMAF community, suspension for a period of time, exclusion from participation in the affairs of UMMAF by any athlete, administrator, athlete support personnel, technical official, club or organization associated with UMMAF, arising from or connected with any contravention or breach of these Statutes or any rule, by-law, regulation or policy approved pursuant to these Statutes.
15. To ratify and enforce any decision taken by the Arbitration Committee provided that no further appeal to the Circuit Court of the state of organizational registration has been lodged.

### ARTICLE 3

#### NON-DISCRIMINATION, REPRESENTATION OF WOMEN

1. UMMAF and its Members reject all forms and means of discrimination against individuals, groups of people, organizations or countries based on ethnic origin, gender, language, religion or politics.

2. UMMAF supports a fair representation of women in MMA activities and in the management of the sport.

#### **ARTICLE 4**

##### **OFFICIAL LANGUAGE**

1. The official language of the UMMAF is English. All reasonable considerations will be given to those needing translation services.
2. The representatives of the Members of UMMAF can use their own language during meetings, provided they have an English interpreter, if needed. However, all minutes shall be written in English.

#### **ARTICLE 5**

##### **RIGHTS FOR: TRADEMARKS, COPYRIGHTS, FILM, ADVERTISING, MERCHANDISING, TV AND FILM RIGHTS, SANCTIONING & INTELLECTUAL PROPERTY**

1. UMMAF owns any and all commercial rights related to its operations and competitions of whatsoever nature now and in the future, including but not limited to, intellectual property, sponsorship, broadcasting and re-broadcasting, photographs, video, social media posts and contributions, logos, trademarks, value in kind and media in any format in use now or developed in the future.
2. Copyright and all other trademarks of UMMAF are the property of UMMAF.
3. UMMAF reserves the first right of refusal for any film, television, media tools or advertising etc.
4. Any contribution from its Members or its Board of Directors and its President are the property of UMMAF.
5. All intellectual property shall remain the property and remain within the UMMAF.
6. UMMAF events shall be subject to the sanctioning by the Board of Directors where applicable. Such sanctioning authority may also be granted by State Athletic Commissions.

## **CHAPTER 2**

### **MEMBERSHIP**

#### **ARTICLE 6**

##### **CATEGORIES OF MEMBERS**

##### **THE MEMBERS OF IMMAF ARE:**

1. Full Club Member means a Club Member who has satisfied the Official Membership obligations (as stated in Article 9) and paid fees as outlined in the Fee Bylaw and is entitled to one (1) vote at the General Assembly.
2. Individual Member means an initial applicant who has satisfied the Initial Membership obligations including paying fees as outlined in the Fee Bylaw. Individual Members have no vote at the General Assembly.
3. Honorary Members – See Article 11.

#### **ARTICLE 7**

##### **CONDITIONS FOR APPLICATION OF MEMBERSHIP, APPLICATION PROCEDURES & CONDITIONS**

1. Membership is available to any MMA Club organization in any state.
2. Application conditions:
  - a. An individual can be appointed to become an Individual Member of the UMMAF, and thereby temporarily represent him or herself, with the intent of establishing a Club. No vote will be given to this membership type.
  - b. Maintaining membership in UMMAF is the primary obligation of any Member. The obligations of a Member under these Statutes supersede the obligations of a Member to any other body.
  - c. A Member may have its membership revoked if:

1. the Member resigns its membership;
  2. the Board of Directors makes a decision, affirmed by the General Assembly, to exclude the Member pursuant to Article 16; or
  3. The relevant legal entity of the Member is dissolved or inactive pursuant to the laws of its nation.
- e. Application for Membership.
1. Request and Procedure for Admission:
    - i. An application to the administration to be admitted as a member must be sent to the UMMAF Headquarters and must include the following:
      1. the applicant's official address and contact details;
      2. a copy of the governing business licenses of the applicant;
      3. a written commitment by the applicant to comply with, and ensure compliance from its members, instructors and athletes with, these Statutes, UMMAF Bylaws, UMMAF Competition Rules, the UMMAF Code of Ethics and the UMMAF Disciplinary Code and decisions.
      4. a summary of the past and present activities of the applicant in regards to the development of the sport of mixed martial arts in the relevant State;
      5. a list of the applicant's active members (i.e. number of locations, athletes and instructors.)
    - ii. Should the UMMAF Administration determine additional information or clarification of information included in the application is necessary, it shall provide such request for additional information or clarification in writing to the applicant. The applicant shall have thirty (30) days from the date of the notice to provide the additional information or clarification requested by UMMAF.
- f. The Administration shall verify that each application for admission is complete and shall compile a detailed report for the Board of Directors describing the applicant's role in supervising MMA in the relevant State and providing general information on the organization of the applicant. In particular, the report shall assess the capability of the applicant to act in the interest of MMA in the relevant State.

## **ARTICLE 8**

### **APPLICATION PROCEDURES & CONDITIONS**

1. Membership shall be subject to the approval of the Board of Directors and ratified at the time of the next General Assembly.
2. On the basis of its investigation, the Board of Directors shall issue recommendations to the General Assembly.
3. The conditions for Membership approval are as follows:
  - a. Applications are made on a form prescribed by UMMAF, together with the applicant's adopted statutes which shall include provisions committing the applicant to implementing UMMAF's policies including but not limited to safe training practices, non-discrimination, anti-corruption and illegal betting.
  - b. The Applicant shall report the number of affiliated individuals of the club.
  - c. If requested, the Applicant shall report its business licenses and other documents to UMMAF for review.
  - d. The applicant has to renew the Membership subscription no later than the 30th of June each year.
4. In addition to the above rules, the Board of Directors is competent to enact guidelines implementing the

provisions on admission, and to determine transparent and objective criteria for admission into UMMAF.

5. Should the Board of Directors find there is appropriate reason for denying an application, UMMAF will notify the General Assembly and the applicant of the reason for the denial of the application.

## **ARTICLE 9**

### **FULL MEMBERS' OBLIGATIONS**

All Full Members have the obligation to:

1. be a legal business entity , that has as its objective to promote the sport of mixed martial arts (MMA) nationally at all levels, as a means to contribute to the positive development of society;
2. comply unreservedly with the Statutes, Regulations, directives and decisions of UMMAF in regards to membership;
3. to ensure their mission statements and contain the following provisions or language supporting these positions:
  - a. the Club Member and its representatives reject all forms and means of discrimination against individuals, groups of people, organizations or countries based on ethnic origin, gender, sexual orientation, language, religion or politics;
  - b. the Club Member and its representatives will abide by policies designed to combat corruption and illegal gambling within competition;
  - c. the Member expressly agrees that the exclusive process and forum for any disputes relating to UMMAF will be arbitration as identified in Article 43 of these Statutes.
4. Notify UMMAF, in writing, of any modification in their business license, state regulations and directives or of the inclusion of any new discipline to their club program.
5. To abstain from behavior detrimental to UMMAF and its Members.

**ARTICLE 10  
INDIVIDUAL MEMBER STATUS**

1. The Board of Directors may grant the status of Individual Member to any individual considering joining the UMMAF. This status shall not carry any right to speak except on the invitation of the President or his/her substitute.
2. Individual Member status will be valid for a maximum 1 (one) year term, unless the Board of Directors finds there are extenuating circumstances and authorizes a prolongation of such status.
3. An Individual Member that becomes applicant for Full Membership by virtue of club ownership may not be represented at the General Assembly where its application for Membership is considered, in any capacity, unless invited to reply to specific questions, until after it has been elected as a Full Member of UMMAF whereupon the status of Individual Member shall cease.
4. An Individual Member has the right to be informed regarding all relevant meetings, agendas, news, decisions and outcomes from meetings and assemblies.
5. Individual Members have the assignment to establish a Club or join an established club.
6. An Individual Member has the right to participate in any UMMAF event, if the eligibility criteria are met.

**ARTICLE 11  
HONORARY MEMBERS**

The General Assembly may, upon a proposal by the Board of Directors, grant the title of "Honorary President" or "Honorary Member" respectively to a retiring President or a retiring Board of Directors Member for their outstanding services to UMMAF. They may attend the General Assembly and all UMMAF Events, but do not have the right to vote.

**ARTICLE 12  
FULL MEMBERS' RIGHTS**

Full Club Members have the right to:

1. Receive in advance the agenda of the General Assembly;
2. Be called to the meeting within the prescribed time;
3. Take part to the meeting and to exercise their right to vote;
4. Be informed of the state of UMMAF;
5. Call for an Extraordinary General Assembly in accordance with Article 27 below;
6. Participate in voting and in elections;
7. Propose items for consideration regarding the Agenda of the General Assembly;
8. Nominate candidates to the Presidency of UMMAF;
9. Nominate candidates to the Board of Directors of UMMAF;
10. Exercise any other right arising from the Statutes, Regulations, Directives and Decisions of UMMAF;
11. Participate in any UMMAF event, if the eligibility criteria are met.

**ARTICLE 13  
RESIGNATION**

1. A Member may resign at any time, provided that at the time of resignation the member has no outstanding liabilities to UMMAF.
2. Such resignation shall take effect immediately upon receipt of a notice or resignation signed by the authorized person(s), and shall be reported in the revision to the next General Assembly by the Administration of UMMAF.

3. Any Member intending to relinquish Membership must inform the Administration of UMMAF of this intention by registered mail. Any outstanding membership fees must be paid. Any membership fees already paid will not be refunded.

#### **ARTICLE 14**

##### **REVISION OF MEMBERSHIP**

Modifications of its business license, Regulations and Directives by a Club Member, or inclusion of new disciplines to its program, may result in the revision by the General Assembly of its Membership of UMMAF.

#### **4. ARTICLE 15**

##### **SUSPENSION**

1. The Board of Directors may, by a Majority decision, suspend until the next General Assembly, a Member who fails to comply with provision of the Statutes, Regulations, Directives and Decisions of UMMAF, and in particular for the following reasons:
  - a. Non-payment of any liabilities due to UMMAF following at least one written warning by UMMAF.
  - b. Dissolution of a Member Club.
2. A final decision must be made by the next General Assembly, provided the suspension is still in force at that time.

#### **ARTICLE 16**

##### **EXPULSION**

A Member shall lose its Membership of UMMAF, on a Resolution passed by a majority of 50% + 1 of UMMAF in General or Extraordinary Assembly notably for the following reasons:

1. Refusal to pay any liabilities due to UMMAF. (This does not apply for Honorary Members.)
2. Non-payment of any membership fees due to UMMAF. (This does not apply for Honorary Members.)
3. Refusal to comply with the provision of the Statutes, Regulations, Directives, Decisions, policies and disciplinary actions of UMMAF.
4. Behaviour detrimental to UMMAF.
5. Behaviour detrimental to the sport of MMA.
6. Serious infringements of membership obligations.
7. Failure to comply with directives of the Board of Directors.
8. A notice to a Member shall be deemed to have been properly served, provided it was sent to the last address indicated by the Member to the Administration.
9. Notification regarding suspension, expulsion or dissolution shall always be sent by registered mail.

## **CHAPTER 3**

### **ADMINISTRATION OF THE FEDERATION**

#### **ARTICLE 17**

##### **BODIES**

The following comprise the bodies of UMMAF:

1. The General Assembly is the supreme and legislative body of UMMAF.
2. The Board of Directors is the executive body.
3. The Administration (administrative staff) is the administrative body.
4. The Arbitration Committee is the body that resolves disputes.
5. The Financial Audit Committee is the body that is tasked by the General Assembly to oversee the audit and the financial activities of UMMAF. This body will be neutral 3rd party contracted by UMMAF.
6. The Anti-Doping Committee is the body that oversees all aspects of the anti-doping policy and process.

7. The Anti-Doping Disciplinary Committee is the body that will hear any allegation made of a breach of the UMMAF Anti-Doping Policy.
8. The Disciplinary Committee is the body that will hear any allegation made of a breach of UMMAF's rules and Code of Conduct.
9. The Governance Committee is the body that is the body that is tasked by the General Assembly to propose candidates for elections.

## **GENERAL ASSEMBLY**

### **ARTICLE 18**

#### **DEFINITION, ORGANIZATION**

1. The General Assembly is the meeting attended by all the Delegates of the Members of UMMAF. It is the supreme and legislative body of UMMAF.
2. Only a General Assembly properly convened, has the authority to exercise its powers.
3. The General Assembly may be ordinary or extraordinary.

### **ARTICLE 19**

#### **POWERS OF THE GENERAL ASSEMBLY**

The General Assembly:

- a. adopts or amends the Statutes, regulations and directives of UMMAF;
- b. approves the minutes of the last General Assembly;
- c. admits, suspends or expels a Member;
- d. elects the President, Board of Directors, Arbitration Committee;
- e. appoints the Financial Audit Committee independent of the Board of Directors;
- f. approves the budgets, financial statements and the activity reports;
- g. sets the amount of the membership fee on the recommendation of the Board of Directors;
- h. bestows, on a proposal by the Board of Directors, the title of Honorary President of a Member or a person who rendered outstanding services to UMMAF;
- i. Exercises any other competence specifically attributed to it by the statutes, regulations and directives of UMMAF.

### **ARTICLE 20**

#### **DELEGATES**

1. Each Full Member's delegation is limited to a maximum of three (3) persons, excluding members of the Board of Directors. However, each Full Member is only entitled to one (1) vote.
2. A delegate may speak on behalf of another Member only if specially requested by the relevant Member.
3. All delegates other than the President, Chairperson or Secretary General of the Member may send to the Administration (time permitting) a power of attorney mandate (proxy) signed by one of the above mentioned three officers, which he/she must carry on the day of the General Assembly.

### **ARTICLE 21**

#### **QUORUM**

1. The chairperson of the congress may only declare the official opening of congress when at least 5% of the full member national clubs are present.
2. The quorum for business entailing changes of these Statutes, or the dissolution of UMMAF shall be 2/3 of the Members having voting rights.
3. In the absence of a quorum, a second General Assembly shall be held 3 hours after the first was due to convene, with the same agenda. In that second General Assembly, no quorum is required, unless an item on the agenda proposes the amendment of the UMMAF Statutes, the election of the President and Board of Directors, the expulsion of a Member due to conduct concerns or the dissolution of UMMAF.



## **ARTICLE 22 VOTING**

1. Each Full Member who has satisfied all its financial obligations toward UMMAF at the time of the meeting is entitled to vote according to his/her membership status.
2. Each Member, entitled to a vote, must submit their membership fee regularly (every year) to maintain their right to vote.
3. Delegates may represent one (1) additional Member if an appropriate proxy authorization has been submitted in writing to the Board of Directors via the Administration prior to start of General Assembly.
4. All decisions shall be made by the majority of the votes, validly cast by the official delegates who have voting rights with the exception of any indication to the contrary in these Statutes.
5. Illegible, void, blank or improper ballot votes and abstentions shall not be included in the count of validly cast votes. Downloadable ballots will be made available on UMMAF.org for members not in attendance.
6. The President shall have a casting vote in the event of a tied vote.
7. Voting shall be conducted by a show of hands, unless 2 (two) or more Members should request a secret ballot or in the case of elections which shall also be a ballot.
8. Acceptance of new Members, dissolution, suspension, expulsion, amendments to the Statutes, Modification of the agenda, declarations of principles, require the majority of the votes validly cast as detailed in Article 21.

## **ARTICLE 23 ELECTIONS**

1. Elections are held on the basis of the simple majority, with the exception of any indication to the contrary in these Statutes.
2. Election of the President is held on the basis of the simple majority (50%+1) of the votes validly cast.
3. In the event the simple majority is not reached in the first round, a second round of voting will occur (in this vote illegible, void, blank or improper votes and abstentions shall not be included in the account of validly cast votes). If a simple majority is not reached in the second round of voting, the Board of Directors in place at the beginning of the General Assembly shall resolve the impasse through a majority vote.
4. Similarly, for the posts of Directors:
  - a) If there is the same number of candidates as available posts, the candidates shall be elected by acclamation.
  - b) If there are more candidates than posts available, the candidate/s who receive/s a simple majority shall be elected and another ballot shall be held and the candidate/s receiving a simple majority shall be elected. This process will be repeated until the number of available posts is filled. If there is still a tie in the votes, the election will be decided by a toss of the coin.
  - c) However, if no candidate receives a simple majority, the candidate receiving the smallest number of votes shall be removed from the ballot and another vote held until a candidate/s receive/s a simple majority.
5. Voting for elections shall always be carried out by secret ballot whenever there is more than 1 (one) candidate for the office up for election.
6. In the event that there is only one candidate for the position, the appointment will be automatic, unless an election by secret ballots is requested by at least 2 (two) Members having voting rights.

## **ARTICLE 24**

### **ELECTION OF THE PRESIDENT AND BOARD OF DIRECTORS**

1. Any member in good standing with UMMAF can stand as candidate to the presidency of UMMAF subject to:
  - a. He/she has never incurred any criminal conviction that could harm UMMAF's reputation and/or interests.
2. During the election of the President, the outgoing President shall, if seeking re-election, surrender the chair to a "chairperson pro-tempore," elected by the Assembly, who will then conduct the election.
3. If re-elected, the outgoing President, subject to the provision of Paragraph 1 in this Article, resumes his/her position after the election and continues to chair the General Assembly.
4. The newly elected President and Board of Directors members take office immediately upon election.

## **ARTICLE 25**

### **ORDINARY GENERAL ASSEMBLY**

1. The Ordinary General Assembly shall be convened by the Board of Directors every 2 (two) years.
2. At least 2 (two) months before the date of the General Assembly, the Administration shall send a formal notice of the meeting to all Members indicating the date, time and venue for the meeting pursuant to Article 18.
3. Any Member wishing to add a new item to the agenda must submit it to the Board of Directors no later than 2(two) months prior to the meeting.
4. At least 1 (one) month prior to the General Assembly, the Administration shall circulate the final agenda as prepared by the Board of Directors, together with the Activity Report (the Activity Report is a document where the UMMAF's activities, during the period since the last General Assembly, have been plainly compiled) and any other relevant documentation including the budget and the audited accounts as appropriate and recommended by the auditing entity.
5. Together with the final agenda, the Administration shall circulate details of any membership applications and a brief description.
6. All proposals to modify the UMMAF Statutes should be communicated in writing to the Administration at least 3 (three) months prior to the General Assembly.

## **ARTICLE 26**

### **AGENDA FOR ORDINARY GENERAL ASSEMBLY**

1. The agenda shall contain the following items:
  - a. Opening of the meeting.
  - b. Roll call (by an assigned Board Member) for late-comers, registrations having been completed earlier).
  - c. Adoption of the agenda.
  - d. President's address.
  - e. Appointment of Scrutineers for voting (if applicable).
  - f. Suspension or expulsion of a Member (if applicable).
  - g. Approval of the minutes of the previous meeting.
  - h. Activity report.
  - i. Financial matters:
    - I. Financial statements, balance sheet and accounts.
    - II. Auditors report and the matter of freedom of liability for the Board of Directors and the President.
    - III. Budget process as determined by future forecasting.
    - IV. Appointment of external auditors.
  - j. Statutes - review, change or amendment of statutes and its Bylaws (if applicable).
  - k. Voting, appointment and elections (if applicable):
    - I. Election of UMMAF President.
    - II. Election of UMMAF Vice President.
    - III. Election of Board of Directors.
    - IV. Appointment of an external Financial Audit Committee.

- V. Election of Arbitration Committee.
  - VI. Appointment of the Anti-Doping Committee.
  - VII. Appointment of the Anti-Doping Disciplinary Committee.
  - VIII. Appointment of the Disciplinary Committee.
  - IX. Appointment of Governance Committee.
- l. New membership applications.
  - m. Review membership fees and penalties.
  - n. Items presented for information.
  - o. Items brought forward from meetings among Members.
  - p. Date and place of next meeting.
3. The Board of Directors may add any urgent matter to the Agenda of the General Assembly at any time.

**ARTICLE 27  
EXTRAORDINARY GENERAL ASSEMBLY**

1. An Extraordinary General Assembly may be convened at the request of the Board of Directors or upon receipt of a written request from at least 1/5 (one-fifth) of the Members having the right to vote, no later than three (3) months after the request has been received by the Administration. Notification of the meeting will be sent out to the Members at least 2 (two) months in advance.
2. The notification shall detail the reasons for convening an Extraordinary General Assembly. No business other than that specified in the notification shall be conducted at such Extraordinary Assembly.

**ARTICLE 28  
MEETINGS, CALLING AND CONDUCT**

The President presides over every meeting of the General Assembly and of the Board of Directors meeting. If the President is absent the Vice-President will take his/her role in the meeting.

**ARTICLE 29  
MINUTES**

1. The minutes of the meetings are recorded in English by the Administration and submitted for approval by the Board of Directors within 1 (one) month of the meeting.
2. No correction of or alteration to the minutes will be accepted without written notification to the Administration, duly received and acknowledged, within 1 (one) month of the date of circulation of the minutes to the Members.
3. The minutes are submitted for approval at the next General Assembly.

***BOARD OF DIRECTORS***

**ARTICLE 30  
COMPOSITION & ELECTION**

1. The Board of Directors is the executive body of UMMAF. It consists of minimum 5 to maximum of 9 members elected by the General Assembly. Also, in addition, a maximum of 3 non-executive directors to be appointed by the Board of Directors. These non-executive directors are appointed to serve for a period of one year.
2. The President, elected by the General Assembly.
3. One Vice President elected by the General Assembly
4. The Board Members will fill all remaining positions not filled to a maximum total board of 9 members elected by the General Assembly.
5. The Board of Directors may appoint a Board Member to a specific assignment (i.e., referee, rules etc.).
6. No Club Member shall have more than one (1) member on the Board of Directors (excluding the

President of UMMAF), unless there are insufficient candidates and the General Assembly elects more than one representative from a Member to serve on the Board of Directors.

7. The Board of Directors shall, as long as there are available candidates, include a representative from at least one Member from different states where UMMAF has Members.
8. Board Members may be compensated for their contributions if approved by the Board of Directors and if the compensation is approved in the annual budget process
9. The Board Members will fill all remaining positions not filled to a maximum total board of 9 members elected by the General Assembly.
10. Any Club Member can stand as candidate to the Board of Directors of UMMAF subject to:
  - a. his/her Club is a Full Member of UMMAF;
  - b. he/she has never incurred any criminal conviction that could harm UMMAF's reputation and/or interests.

## **ARTICLE 31**

### **ELIGIBILITY, TERM OF OFFICE**

1. The candidates must have reached the age of maturity (18) and be in full possession of their civil rights.
2. The Board of Directors who, during their term of office with UMMAF, lose their position with the Club Member affiliated to UMMAF which they represent shall continue to sit on the Board of Directors until the next General Assembly. A board member on resigning at the end of his/her term and seeking re-election to the UMMAF board, must have the formal nomination of his/her Club.
3. A member of the Board of Directors may be disqualified as a Director if after a fact finding investigation it is discovered that:
  - 3.1 He/she becomes physically and/or mentally unable to perform the duties of the office for an extended period of time;
  - 3.2 He/she is charged with criminal conduct that may potentially damage the reputation of UMMAF;
  - 3.3 He/she is guilty of corruption related to and/or associated with his/her official duties for UMMAF
  - 3.4 He/she resigns his/her office by notice in writing to UMMAF;
  - 3.5 He/she dies;
  - 3.6 He/she becomes an employee of UMMAF

## **ARTICLE 32**

### **ELECTION OF PRESIDENT AND BOARD OF DIRECTORS**

1. Nominations for the Presidency and Board of Directors may be submitted by any Member and must be submitted in writing (email is acceptable) to the Administration at the latest 3 (three) months before the beginning of the meeting at which the elections will take place. The Administration will issue a note indicating the deadline to be observed, together with the notice calling the General Assembly.
2. Nominations, which arrive after the deadline shall not be taken into consideration.
3. After the deadline for receiving nominations has been reached, the list of nominees for President and Board of Directors will be distributed immediately to the Members.
4. The General Assembly elects the President and Board of Directors for a four (4) year term. The President and Board of Directors are eligible for re-election subject to Article 24.

## **ARTICLE 33**

### **MEETINGS, QUORUMS**

1. The Board of Directors shall meet at least once per quarter during each year.
2. The Board of Directors shall from its members select a Treasurer that is responsible for handling and documentation of all UMMAF's financial matters and a Secretary that is responsible for minutes of the

meetings of the Board of Directors and the General Assembly.

3. Board of Directors meetings, time and place shall be called by the President with four (4) months prior written notice (email accepted) including agenda. The President can call for telephone meetings or other types of meetings where the Board of Directors do not need to meet physically with a prior notice of three (3) weeks (email accepted) including agenda.
4. The quorum for meetings of the Board of Directors is met when the President plus 50% +1 of the Board of Director members are present, except in exceptional circumstances where the President is unable to attend and does not wish or is unable to cancel the meeting, in which case the quorum shall be satisfied with 1 (one) Vice President and 50% +1 of the Board of Director members.
5. Board of Director meetings may be held using modern media means (i.e. Video/Audio Conference or Web Cast).
6. The members of the Board of Directors (including the non-executive directors appointed to the Board of Directors) all have one (1) vote each. If a ruling comes down to even numbers, the President casts the deciding vote.
7. In the event of a member of the Board of Directors having declared a conflict of interest (through, for instance, significant involvement in the matter at hand), he/she is not allowed to cast a vote.
8. In the event of the President having declared a conflict of interest (through, for instance, significant involvement in the matter at hand), he/she is not allowed to cast either a deliberative or casting vote. In such a case the Vice-President casts the deciding vote if a ruling comes down to even numbers.

#### **ARTICLE 34**

##### **POWERS OF THE PRESIDENT**

1. Represents and commits UMMAF with regard to third parties.
2. The President of UMMAF shall Chair the General Assembly, the Board of Directors and manage the Headquarters office, oversee the day to day running of UMMAF.
3. He/she is authorized to make expenditures as outlined in Article 38.
4. He/she will represent UMMAF for all purposes within its legal existence and before the Courts.
5. The President shall be entitled to remuneration for his/her services and reimbursement of the reasonable expenses incurred by him/her in performing his/her duties.
6. The President may delegate certain of his/her powers to one of the Board Members at his/her own discretion. In absence of the President, UMMAF may be represented by the Vice President.
7. The President may choose administrative staff to help and assist him/her in the UMMAF office.

#### **ARTICLE 35**

##### **POWERS OF THE BOARD OF DIRECTORS**

1. The Board of Directors shall decide on a 50% +1 majority vote on any issues.
2. The Board of Directors:
  - a) Are responsible in all matters that are not reserved to other bodies by the Statutes, regulations and directives of UMMAF;
  - b) Prepares and convenes Ordinary and Extraordinary General Assemblies;
  - c) Approves Membership, which will be ratified at the time of the next General Assembly
  - d) Can cancel provisionally the membership of any Member until ratification by the General Assembly.
  - e) Appoints any commission it deems necessary at any time;
  - f) Prepares all details and recommends any membership affairs to the General Assembly;
  - g) Are responsible to ensure that each Board Member is accountable for fulfilling the tasks and assignments as directed by the Statutes, General Assembly, decisions of the Board or the President;
  - h) Sanctions UMMAF events;
  - i) Determines sanctioning Fees;
  - j) Are allowed to establish committees to further develop the organization;

# ADMINISTRATION

## ARTICLE 36

### MISSION

1. The mission of the Administration is to implement the decisions made by the General Assembly and the Board of Directors, and carry out all the administrative duties of UMMAF, under the supervision of the President or his/her designee.
2. Members of the Administration do not have voting rights

## CHAPTER 4 MEMBERSHIP

## ARTICLE 37

### SUBSCRIPTION

1. Full Members and Individual Members of the UMMAF shall pay an annual subscription according to the following scales:
  - a. Individual Member (No voting rights) – \$35.00
  - b. Full Club Member – (Has voting rights) \$175.00
  - c. The amount of the subscription shall be decided by each General Assembly on a proposal from the Board of Directors and shall be payable annually no later than 14 days after membership approval.
  - d. Should a General Assembly not be held in any one (1) or more years, the same amount of subscription as the previous year shall become due on the club's anniversary date.
  - e. Members who have not paid their annual subscription are not eligible for participation in any UMMAF event.

## ARTICLE 38

### FINANCES, LIABILITY

1. The President is entitled to remuneration for his/her services up to a limit agreed upon by the Board of Directors.
2. The President is authorized to make expenditures up to a limit agreed upon by the Board of Directors, within the limits of the approved budget.
3. All expenditures exceeding the financial limits of the authority of the President must be authorized (within the limits of the approved budget) by a second authorized Board Member as agreed upon by the Board of Directors.
4. Members shall only be legally and financially liable, toward UMMAF and third parties, up to a limit of their annual subscription to the UMMAF.
5. The financial year of the UMMAF shall run from the 1st of January to the 31st of December.

## ARTICLE 39

### FUNDING AND REVENUES

UMMAF is funded by:

1. Fees and fines from Members.
2. Contributions.
3. Income from sports events.
  - a. Sponsors.
  - b. Public Subsidies.
  - c. Donations, inheritance, presents.
  - d. Merchandise.
  - e. Sanction Fees.
  - f. Other Means.

**ARTICLE 40**  
**FINANCIAL BUSINESS PRACTICES**

The President, Treasurer and any other appointed signatory must follow standard international financial business practices in all matters.

**ARTICLE 41**  
**FINANCIAL AUDIT ENTITY**

1. An audit will be carried out at least once per year as deemed appropriate by the auditing entity, with the understanding that additional audits may be carried out at intervals as deemed necessary.
2. All administration and any financial matters of the UMMAF are subject to auditing.
3. All financial documentation (including expenses, financial statements, balance sheets, receipts, banking information) are to be submitted as requested by the appointed Finance Audit entity.
4. The Finance Audit Entity will also oversee the internal audit, risk management and other functions normally undertaken by such a committee.
5. The Finance Audit Entity is allowed to participate in the Board of Directors meetings but has no voting rights in the Board

**CHAPTER 5**  
**FINAL PROVISIONS**

**ARTICLE 42**  
**INSURANCE – MEMBERS AND ATHLETES**

1. All Club Members are responsible for obtaining insurance for their federations and athletes including coverage for sports accidents in national and international competitions.
2. UMMAF will not take responsibility for any Member liability.
3. UMMAF and its affiliate bodies accept no liability whatsoever towards Club Members. The burden of proof for establishing any liability of UMMAF and/or its bodies rests with the Member.

**ARTICLE 43**  
**DISPUTES**

1. Any dispute arising from, or related to the Statutes, Regulations, Directives, Operations and Decisions of UMMAF which cannot be resolved through the standard operational procedures of UMMAF can be brought forward to the UMMAF Ombudsman or Governance Committee.
2. A non-refundable arbitration fee as determined by the Board of Directors (\$100.00) must be paid upon submission, in writing of the dispute to UMMAF.
3. The Governance Committee is composed of 3 (three) arbitrators elected by the General Assembly. It elects its own chair and takes decisions by simple majority when all arbitrators are present. The Governance Committee's decision is the final position of UMMAF.
4. If the parties are not satisfied with the decision rendered by the Governance Committee regarding Sport matters, the UMMAF Board of Directors may suggest directing the issue exclusively to arbitration and be determined by final and binding arbitration held in St. Louis, Missouri, in accordance with the rules of the American Arbitration Association, applying its own procedural rules. Its decisions are final. Each party shall be responsible for its own costs. Any appeal against a final and binding decision from any UMMAF member shall exclusively be submitted to the American Arbitration Association.
5. All other matters of dispute shall be handled in accordance with the law and in the jurisdiction of the State where the UMMAF Headquarters is located.

#### **ARTICLE 44 INTERPRETATION**

The authority for settling any dispute arising out of the interpretation of these Statutes shall reside with the Board of Directors for the time being, who shall seek the advice of the General Assembly before taking the final decision.

#### **ARTICLE 45 MODIFICATION OF THE STATUTES**

These Statutes may only be modified in spirit and meaning, by the General Assembly or by an Extraordinary Assembly convened especially for that purpose as described in "Article 21 – Quorums" of these Statutes.

#### **ARTICLE 46 DISSOLUTION**

1. The intended dissolution of the UMMAF shall require an Extraordinary Meeting of the General Assembly at which the proposed dissolution shall be the sole item on the agenda. Any assets remaining after the dissolution of UMMAF shall, after satisfaction of all its debts and liabilities, be applied to the furtherance of any objectives of UMMAF as determined by the General Assembly cannot in effect be given to the foregoing provisions, they shall be given to a charitable organization. Under no circumstances shall they be paid to, or distributed among the Members of UMMAF.

#### **ARTICLE 47 INDEPENDENCE OF MEMBERS**

1. No discussion or voting by the UMMAF shall infringe in any way on the freedom and independence of any Member, who shall, at all times, retain complete independence and control over all matters falling within their field, activity or Club
2. Any Full Club Member, being a Member of UMMAF, shall not be member of another United States based MMA Federation except that on special occasions, due to national regulations approved by National Olympic Committees or Government Sport Authorities, UMMAF Board of Directors may grant temporary special authorization.

#### **ARTICLE 49 ENFORCEMENT**

1. These Statutes have been adopted at the UMMAF reorganization in St. Louis Missouri on the Day and month of year . They come into force immediately.
2. These Statutes will be distributed to all Members by email and posted on the UMMAF website.

#### **ARTICLE 50 ANTI-DOPING**

UMMAF recognizes the WADA, World Anti-Doping Code as the principal authority for its Anti-Doping policy. UMMAF has approved, on the (Date) an Anti-Doping Policy consistent with the World Anti-Doping Code, which must be adopted and adhered to by each Club and Individual Member.

#### **ARTICLE 51 RECOGNIZED JURISDICTION**



("Arbitrable Claims"), on the written demand of either of the parties hereto, shall be submitted to arbitration held in St. Louis, Missouri, in accordance with the rules of the American Arbitration Association. This agreement to arbitrate shall be specifically enforceable in any court of competent jurisdiction. The fees of the arbitrator shall be split between both parties equally. The parties hereby waive any and all rights they may have to trial by jury with regard to any claim or dispute. All other matters of dispute shall be handled in accordance with the law and in the jurisdiction of the state in which UMMAF is registered.

## **ARTICLE 52 INDEMNITY**

The Board of Directors, committees and commissions of UMMAF and other official structures together with staff are indemnified against all losses, charges, costs, damage and all other expense and liability they may incur or be put to concerning the bona fide execution of their duties as officials of UMMAF, subject to compliance with the required fiduciary duties and duties of care and skill.

## **ARTICLE 53 DISCIPLINARY MEASURES**

1. The UMMAF code of Conduct and Code of Ethics and the procedural rules approved by the Board of Directors shall govern all disciplinary measures under these Statutes.
2. The UMMAF Disciplinary Code will set a limitation period for prosecuting offenses and executing disciplinary measures under these Statutes.
3. The Disciplinary committee, as appointed by the general assembly, will hear all matters related to violations of the Code of Conduct, the Code of Ethics and the Anti-Doping policies.
4. Any punishment determined by the Disciplinary committee must be in writing, delivered to the Member and the individuals subject to the discipline must be reported to the UMMAF board of directors.
5. A Member or individual who is subject to punishment, of any kind, may have an appeal of the punishment directly to the UMMAF board of directors.