

Extraordinary General Assembly Minutes Manama, Bahrain 2018.

International Mixed Martial Arts Federation EGA, Manama, Bahrain, 2018.

Date: 16/11/2018

Location: Art Rotana, Manama.

Invitees Attended:

President Kerrith Brown

CEO Densign White

Directors: Tom Madsen, Raymond Philips, Wissam Abi Nader, Frank Babcock, Bertrand Amoussou, George Sallsfeldt, Khalid Al Khayatt

Federations: Jitinat Asdamongkol (Thai MMAF), Stefanos Charalampous (Cyprus), Raul Senk (Mexico), Miomir Vujovic (Luxemburg) , Arjan Rizaj (Albania), Antonio Garcia (Spain), Yeimy Ariza (Colombia) , Matt Toa (New Zealand), Gogor Kokai, Valer Papp (Hungary), JD Du Plessis (SA), Hasan Jezzi (Lebanon) Shinji Nishimura (Japan), Ryan Brueggeman (US), Bill Manhood (Canada), Jorgen Hamberg, Christer Ringblom (Sweden), Vito Paolillo (Italy), Clemens Werner, Heyden Lutz, Harry Werz (Germany), Heikki Kaijalainen (Finland) Stanislav Nedkov, Veronica Nalbatska (Bulgaria), Frotz Treiber (Austria), Liam Og Griffin (Republic of Ireland), Martin Skvara (Czech Republic), Eusebio Rivera (Panama), Joey Lepiten (Philippines), Iurii Kockrgiu, Oleg Taktarov (Russia), George Stanciu (Romania), Luis Barneto (Portugal) Danny Corr (Northern Ireland), Bryks Ghislan (France) Richye Cranny (Australia), Hoong Kam, Gu Jinhui (China), Khaled Abdel Hamid (Egypt), Prem Kumar (Malaysia), Antin Fenri.o . Amin Nacheb (Tunisia), Jahangir Riaz (Pakistan), Sharif Bapu (india).

Quorum required is one third (15) of full members (44) representing at least 3 continents. For changes to the statutes two thirds (29) of full members must be present in the meeting. There were 31 Full Members Federation, representing 5 continents, with the right to vote registered for the Extraordinary General Assembly.

Therefore as per IMMAF statutes the quorum had been reached and the EGA was able to commence.

The chairperson CEO Densign White declared the Extraordinary General Assembly officially open and in compliance with the statutes Article 21.

Appointing of Scrutineers:

Clemens Werner (Germany)

Sharif Bapu (India)

Voting Cards were distributed to the 31 member representatives with a right to vote.

The agenda was unanimously accepted.

The reasons for convening a Extraordinary General Assembly are to make the following amendments to the IMMAF statutes:

1. **Article 30.1-** *The Board of Directors is the executive body of IMMAF. It consists of minimum 5 to maximum of 9 members elected by the General Assembly. Also, in addition, a maximum of 5 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. **Article 33.6-** *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.*
3. **Article 37 Subscriptions.** *The board of Directors proposes an annual fee of USD \$1,000 per member federation commencing from 1st January 2019.*
4. *The IMMAF board of Directors proposes that an investigation is carried out into the possible moving/re-registering of IMMAF from Sweden to Switzerland. The outcome of the investigation will be presented to the membership before the next General Assembly.*

1. Opening of the Meeting

President's Address:

The president thanked to all for attending and supporting the Unified IMMAF/WMMAA World Championship. A special thank you to staff, volunteers for their work during the Championship. KB asked for feedbacks to conduct further improvements. IMMAF is transparent with any decision made public on the pathway to Sport recognition. It is important to understand the principle of the meeting.

CEO Opening remarks:

IMMAF Densign White confirmed that both federations reached the fully executed agreement, which is legally binding, and as a result, there is an opportunity to all members to come together. Federations are working together already, there is still lots of work to be done to build a good working relationship.

WMMAA, in accordance with the affiliation agreement, must have representation on the IMMAF Board. In order to facilitate these changes the proposal is to change the board composition. As there is no provision currently within the statutes allowing for the appointment of non-executive directors, this implementation needs to be made. *There will continue to be 9 executive directors, (7) IMMAF and (2) WMMAA. The main points in the change, is for power sharing between the two organisations. In addition there will be 5 NEDs of which (1) IMMAF and (4) WMMAA. Resulting in a board of (14)- 8 to 6 in favour of IMMAF.*

Martin Skvara (Czech) asked for a copy of the affiliation agreement.

The CEO reminded members that the affiliation agreement had been shared with members during the EGM in April 2018. However the fully executed affiliation document will be sent to all members.

Clemens Werner (Germany) asked how non-executive will be appointed?

DW-The appointment of non- executives will be ratified during the General Assembly after nominations are received from WMMAA.

Luis Barneto (Portugal) asked what is a meaning of non-exec?

DW-They have rights to vote, and could fill existing or identified skills gaps in the board that will benefit the good governance of the Federation.

Harry Werz (Germany) asked, is it possible to remove the non-executive director?

GS -Non-executives can be removed only if they commit a serious misconduct, their term is 1 year, and they join the board to work together.
Executive Directors terms are for 4 years.

Bill Manhood (Canada) asked what happens if the vote needs to be split?

DW-The president has a casting vote.

Luis Barneto (Portugal), when the appointment will take place?

The changes to the IMMAF board will take at the 2019 General Assembly.

JD (South Africa), what is a non-ex role?

DW- Mainly bringing skills to the board, for example, legal, financial or marketing skills.

JG (Sweden), is the change in statutes forever?

DW- Once the terms of the affiliation have been complied with the membership can in the future decide if they wish to revisit the board composition article beyond the 2019 elections.

VOTING

Article 30

Article 30- The Board of Directors is the executive body of IMMAF. It consists of minimum 5 to maximum of 9 members elected by the General Assembly. Also, in addition, a maximum of 5 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.

Voting

Yes **31**

No **0**

Abstention, **0**

This resolution is unanimously carried.

Article 33.6

Article 33.6- 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.

Voting

Yes **31**

No **0**

Abstentions, **0**

This resolution is unanimously carried.

Article 37 - Subscriptions.

The board of Directors proposes an annual fee of USD \$1,000 per member federation commencing from 1st January 2019.

Voting

Yes **23**

No **4**

Abstention, **4**

Majority carries this resolution.

The IMMAF board of Directors proposes that an investigation is carried out into the possible moving/re-registering of IMMAF from Sweden to Switzerland. The outcome of the investigation will be presented to the membership before the next General Assembly.

Voting

Yes **31**

No **0**

Abstention, **0**

This resolution is unanimously carried.

Presidents closing remarks;

Thank you for everyone coming, IMMAF is moving in the right direction.

IMMAF will reach recognition and each National Federation will follow in their country as well, everything we are doing today is to get the recognition. We have to make sure that we cover all areas of good governance, developing sport as much as possible to facilitate all changes. The Affiliation document is important; the journey we are embarking on is of the utmost importance.

The IMMAF calendar of events is going to be issued in the next couple of weeks.

Please take part in developing youth programs. It is important that we work together to achieve our goals.