

2021 Extraordinary General Assembly Minutes

International Mixed Martial Arts Federation Extraordinary General Assembly.

Date: 13/02/2021

Location: Live storm virtual meeting platform

Present:

IMMAF Directors:

President Kerrith Brown, Tom Madsen, Raymond Philips, Wissam Abi Nader, Bertrand Amoussou, George Sallfeldt, Tatiana Klimenko, Svetlana Odintsova

Invitees:

IMMAF

CEO Densign White, Andrew Moshanov, Nick Davies, Gosha Malik

IMMAF Federations: Arjan Rizaj (Albania), Hocine Mesboua (Algeria), Maximiliano Maron (Argentina) Rovsham Gasanov (Azerbaijan), Mohamed A. Qamber (Bahrain), Ludo Boulvin (Belgium), Yerko Castro (Bolivia), Jose Estigarribia (Paraguay), Guy Bertrand Olomo (Cameroon), Qias Bo (China), Jaime Baron (Colombia), Hagler Baygon, Wilfred Majimawa (DRC), Angelis Kosti (Cyprus), Monika Zvinyte (Lithuania), Carlos A Betancourt (El Salvador), Ott Tõnissaar (Estonia), Marie Spencer (England) Aleks Kainulainen, Heikki Kaijalainen (Finland), Bertrand Amoussou (France) Clemens Werner (Germany), Collins Kofi Zoiku (Ghana), Markos Ntaoukakis (Greece), Sharif Babu (India), Hari Raharjo (Indonesia), Raad Jameel Abass (Iraq), Aisling O' Connor (Ireland), Vito Paollito (Italy), Almog Maimon, Ido Pariente, Itsik Rubinov (Israel), Yoichi Suzuki, Hidetaka Fukui (Japan), Islam Satarov (Kyrgyzstan), Wissam Abi Naddir (Lebanon), Miomir Vujovic (Luxemburg) Raul Senk (Mexico), Vjacheslav Semenkov (Latvia), Rashid Salleh (Malaysia), Pavel Pocatilov (Moldova), Ramtohul Goowtamsingh Avinash (Mauritius), Gantumur Dashdavaa (Mongolia), Sowyamvu Raj Dangol (Nepal), Terry Hill (New Zealand) Yariela Mendoza (Panama), Abid Jahangir (Pakistan), Sebastian Giovine (Paraguay) Martin Lewandowski (Poland), Pedro Silva (Portugal), Hadeel Alotaibi (Saudi Arabia), Raymond Phillip, (South Africa), Antonio Garcia (Spain). Rennick Charlette (Seychelles), Jang Jun Kim (South Korea) Madelein Fagerlind (Sweden), Luigi Perillo (Switzerland), Jason Fraser (Trinidad & Tobago), Azamat Gashimov (Turkey) Anton Blank (Ukraine), Danny Corr (Northern Ireland), Fernando Degregorio (Uruguay) Shakhrukh Alikhanov (Uzbekistan), Wayne Arandjelovic (Wales) Benjamin Bush (Zambia) (62 total members present)

Voting cards: Richie Cranny (Australia), Michael Ettl (Austria), Stanislav Nedkov (Bulgaria), Hiro Lemaire (French Polynesia), Andrew Wai Men Chan (Hong Kong), Mr Kurman Tileubayev (Kazakhstan), Radmir Gabdullin (Russia),

IMMAF CEO Densign White welcomed all delegates to the 2021 Extraordinary General Assembly, he explained general housekeeping adopted for this virtual meeting, before conducting a roll call.

The CEO introduced scrutineers responsible for counting the votes:

Geoff Wilson – Great Britain.

Denis Rowan– Republic of Ireland, Chairman of IMMAF Financial Audit Committee.

EGM 2021 Housekeeping rules

Chat Box

After exchanging welcome messages, please use the chat box only for voting

Voting

- Only Full Members will vote
Place the first three letters of your country name before the vote
Example POL: YES, ALG: YES, ENG: Abstain
- **Only 1 Vote** per National Federation, if you are represented by more than 1 person, only one person votes
- **Wi-Fi breaks-** If you lose the connection from the meeting due to Wi-Fi problems, type a message in the chat box that you are back.

The CEO conducted a roll call and guided the delegates through the EGA meeting agenda points. Each National Federation was called one by one to confirm their presence and cast a vote.

Roll call result:

- The meeting is quorate when one third 1/3 of the member national federations are present and when at least 3 different continents are present.
- Total Member Federations: 114
- Full members:80
- Observation Members: 20, Individual 10, Suspended 4
- Federations required for Quorum/1/3rd: 27
- Full Member federations present: 57 plus 4 proxy Total =61(Proxy: Armenia, French Polynesia, Hong Kong, Russia)
- Number of Continents represented: 5
- Number of Federations votes required to amend statutes 2/3rds: 53
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Adopting of Agenda:

- Opening the meeting
- Adopting of the Agenda.
- President's address.
- Approval of Statute amendments.
- Appointment of Swiss Auditors.

Agenda was approved by members and confirmed by Scrutineer Geoff Wilson.

Opening of the meeting

President Kerrith Brown opening remarks.

President Kerrith Brown welcomed all to the EGM, he hoped for all being well in this troubled time, thanked the members for their continued support and outstanding work completed despite the lockdown.

It is acknowledged that the pandemic has affected in different ways many parts of the globe. The lifted restrictions allow events calendar to proceed in Q3 and Q4. We all agree that nothing can be set in stone because things have changed from the beginning of the year with vaccine roll out in some countries and lock downs in others. IMMAF will ensure the health and safety of all involved, this is paramount, and we will adhere to all the recommendations put in place to keep our members safe. Today we meet to continue to build on a firm foundation, the IMMAF will review and measure all practices, governance and procedures, and development as we strive to achieve recognition. WADA is asking questions to challenge our processes and ensure that there is good governance in the International Federation and National federations. It is important for us all to contribute to the development of the sport. As we grow, we learn and we advance, securing the future of MMA and creating a legacy for the youth of our community. We have to ensure that we look after all the building blocks as we started from ground zero, in terms of developing the sport in all areas to ensure that we meet the requirement of IOC and potentially we could become an Olympic sport, Thank you all for attending today's meeting, it is important for us to understand and show good governance to other international sports, as an International Federation to set a bench mark as a Gold Standard, to ensure that development of the sport, that we leave a legacy and change the perception of the MMA sports. All the world is watching this fast-growing sport and we must make sure that we meet requirements.

President thanked all for their good wishes during his illness and now recovery and is looking to see everyone in person.

The CEO moved to the next point of the agenda Approval of Statute amendments. All members received the statutes for review by email in advance. The reason for making these amendments is that the old statute document consisted of many repetitions, the team has removed and changed the content to ensure Statutes make sense, follows established norms for such regulations and increase transparency. Chapters have been increased from 5 to 7. Two chapters with reference to membership had been merged to increase use and navigation. It was the intention of the board to make statutes more modern and bring them up to date. Provisions were added on for gender balance on the board, athletes' representation on the board, changing from biannual meetings to the annual general meetings, term limits for board of directors to give opportunity and chances to other members to serve. Directors can serve only two consecutive terms on the board. These changes will not affect the current board who are in post until 2027. There are more changes regarding commissions and committees.

The CEO presented selected points and articles as an example of added changes. Chapter 2 regarding membership with the application process to members obligations and expectation of members, members rights and resignation, suspensions, expulsion. Changes were made to the notification period of the General Assembly. The CEO explained more Chapters with compliance with WADA rules, and with a modern approach more suitable to be accepted for international sports organisations.

The CEO asked if there were any questions on the changes proposed.

Q from the chat room: Chapter 4, Article 25 point 10. It is stated "Members of the board of Directors may only serve two consecutive terms (8 years), should it state: "Members of The Board of Directors may only serve maximum two terms 8 years"?"

A: CEO the answer is No, the idea is to refresh the board over a period, as mentioned before after a director serves two terms (8 years), they must step down from the board. They can come back after a break of 4 years. There are no intentions of stopping people coming back but there needs to be a break of 4 years.

After no more questions were asked the CEO moved to the voting part of the agenda. Gosha Malik uploaded a vote register table on the screen for scrutineers to start counting votes. The EGM was called by IMMAF to allow members to vote on two important areas to strengthen governance in the federation.

The vote started, the votes were registered on the voting register, Geoff Wilson read voting cards vote. Each called country typed their vote in Chat box. 53 votes are needed to pass the resolution. The counting started by scrutineers.

Vote 1 - adoption of amendments to the statutes.

The total number of eligible votes 61

55 For/ Yes (either via postal vote or at the meeting)

2 were incomplete

2 abstained

2 against/ No

Geoff Wilson confirmed the motion was carried.

The CEO explained that IMMAF was using the same Swedish auditor for many years, and it is best practice to periodically change auditors. As IMMAF registration office was moved to Switzerland it is required to appoint Swiss auditors to comply with Swiss law. IMMAF had approached the auditors KPMG and PwC. The former decided not to proceed however PwC expressed their interest and had proposed a costing to carry out the audit in the range of CHF 5K – CHF 12K. The Board of Directors based on the CEO report recommends the approval of PwC.

Vote 2 - adoption of Price Waterhouse Cooper (PwC) as new appointed Swiss auditors

The total eligible votes 61

57 For/ Yes (either via postal vote or at the meeting)

2 were incomplete

2 abstained

The motions were carried.

Both Geoff Wilson and Denis Rowan can confirm they acted in an impartial and independent way. At no stage did we witness anything untoward.

The above is a true account of the vote.

Q from the chat room: Why it was necessary to change headquarters from Sweden to Switzerland?

A: The CEO in reply explained that the Board of Directors made a decision to move the company as there are many International Sports Federations based in Switzerland. It was decided that this would be a good strategic move to be near recognition bodies such as GAISF and WADA and the extended Olympic family. This decision was endorsed by the vote of the General Assembly in 2019.

The CEO thanked all for taking part in this important matter. It is challenging during pandemic, but IMMAF is looking forward to starting events in the second part of 2021. We hope to see everyone in person and participating in the Ordinary General Assembly. DW thanked all Presidents for their support.

President Kerrith Brown thanked all for their support, it was time to move forward and modernise statutes, it allows us to move forward with WADA application and if this will be successful it will open the road to application with GAISF. President was pleased to see the commitment and he thanked the IMMAF board of directors, staff, and scrutineers. Thanks also to CEO Densign White for ensuring the good governance process of the meeting.