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**COMPANIES ACT 1985, 1989 and 2006  
A PRIVATE COMPANY LIMITED BY GUARANTEE  
CONSTITUTION  
OF  
PARKOUR EARTH**

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## MEMORANDUM OF ASSOCIATION

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### 1. NAME & FOUNDING MEMBERS

- 1.1. The name of the company (hereinafter referred to as "the Federation") is **Parkour Earth** which is a non-profit company limited by guarantee and not having a share capital
- 1.2. The Federation shall apply for exemption from requirement as to use of "limited" within the company name
- 1.3. The Federation was established on 4 July 2017 via an accord with six 'Founding Members', as set out in Schedule 3
- 1.4. The registered office of the Federation are to be in England & Wales

### 2. LANGUAGE

- 2.1. The official languages of the Federation are English and French
- 2.2. If any controversy or ambiguities arises with respect to the interpretation of this and any other operative document of the Federation due to translation, the English language shall prevail
- 2.3. As and when appropriate, other working languages may be introduced and simultaneous translations may be provided at meetings.
- 2.4. All official Federation English texts should be edited to comply with what is known as "Plain English" in the United Kingdom

### 3. LOGO

- 3.1. The logo of the Federation shall be determined from time to time by the Board who are empowered to register the logo and the name of the Federation as trademarks or otherwise protect all or any intellectual proprietary rights in all jurisdictions
- 3.2. The Board shall administer the use of the logo

### 4. THE SPORT

- 4.1. The Federation recognises the Council of Europe definition of sport;  
"Sport" means all forms of physical activity which, through casual or organised participation, aim at expressing or improving physical fitness and mental well-being, forming social relationships or obtaining results in competition at all levels

- 4.2. Parkour, Freerunning and/or L'Art Du Déplacement is the primarily non-competitive physical discipline of training that develops the ability to move freely over and through any terrain using only the body, principally through running, jumping, climbing and quadrupedal movement. In practice it focuses on developing the fundamental attributes required for such movement, which include functional strength and fitness, balance, spatial awareness, agility, coordination, precision, control and creative vision
- It is a sport that encourages self-improvement on all levels, revealing physical and mental limits while simultaneously offering ways to overcome them. It is a method of training body and mind in order to be as completely functional, effective and liberated as possible in any environment
- The sport aims to build confidence, determination, self-discipline and self-reliance, and personal responsibility for actions. It encourages humility, respect for others and the environment, self-expression, community spirit, and the importance of play, discovery and safety at all times
- 4.3. 'the sport' means the sport, art and/or discipline of Parkour, Freerunning and/or L'Art Du Déplacement is as defined in 4.2. This definition is the sporting definition and does not fully describe the art, discipline and/or philosophy as a whole
- 4.4. Beyond the sporting definition in 4.2, Parkour, Freerunning and/or L'Art Du Déplacement is also a method of physical training that develops the ability to overcome obstacles both physical and mental. Underpinning this is a philosophy of altruism, longevity, self-improvement and self-understanding.
- 4.5. Although Parkour, Freerunning and/or L'Art Du Déplacement is a primarily non-competitive discipline, competitive practice is recognised as an element in the training practices of some communities and/or practitioners
- 4.6. The Federation recognises and protects diversity and non-standardised practice, coaching, teaching and education as a strength and innate character of the international community
- 4.7. The Federation recognises the Sport was founded in France and the founders are recognised as Châu Belle Dinh, David Belle, Williams Belle, Malik Diouf, Sébastien Foucan, Yann Hnautra, Guylain N'Guba Boyeke, Charles Perrière and Laurent Piemontesi ('the Founders')

## **5. THE OBJECTS, VALUES & PRINCIPLES**

- 5.1. The primary Objects of the Federation are:
- 5.1.1. to be the custodians of the philosophy, integrity and sovereignty of the Sport internationally for and on behalf of the international community
  - 5.1.2. to be the sole governing and administering body for the sport internationally
  - 5.1.3. to protect the rights, freedoms and promote the interests of Traceurs/Traceuses, Freerunners, practitioners, members & the international community

- 5.1.4. to comprise of national federations and/or organisations governing and/or administering the sport at national level
- 5.1.5. to encourage, support and promote national federations in individual countries, nations or territories not yet members of the Federation, where the sport is not yet nationally recognised to increase membership internationally
- 5.1.6. to encourage, support and promote the formation of national federations in individual countries, nations or territories where the Sport is not yet nationally organised
- 5.1.7. to represent and protect the interests of any member of the Federation
- 5.1.8. to establish, supervise, interpret and amend the rules and/or regulations regulating the Sport and to adjudicate disputes and take any appropriate disciplinary action
- 5.1.9. to promote, administer and encourage the development and recognition of the sport, and participation in the sport nationally and/or internationally
- 5.1.10. to be the representative of and responsible for the Sport at all events Internationally including, but not limited to the Olympic Games, the Youth Olympic Games and any other multisport games and/or any other International events
- 5.1.11. to be responsible for the Sport's control, organisation, conduct, licensing and/or sanctioning of other championships, or activities to ensure that the objects values and principles of the sport are protected for the benefit of the international community
- 5.1.12. to promote and support the development of facilities and/or equipment for the performance and promotion of the Sport
- 5.1.13. to examine, study, investigate, consider and report on all matters affecting the Sport of and any persons interested therein or associated therewith and to collect, analyse and distribute information, statistics, opinions and reports thereon
- 5.1.14. to facilitate, encourage and support international gatherings and exchanges within the international community of practitioners
- 5.1.15. to assert authority for and on behalf of the international community over all current and future forms, variations and derivatives of the sport, including those forms, variations and/or derivatives modified or derived from its traditional form

5.2. The Values the Federation are:

- 5.2.1. The Federation and its Members, are committed to and support the objects, values and principles of the Sport and the Federation
- 5.2.2. to ensure that the practice of the Sport in all its branches is a human right such that every human can have the possibility of freely practicing the Sport, without discrimination of any kind, within the spirit of friendship, solidarity, equality and fair play regardless of age, colour, gender, physical and mental ability, sexual orientation, language, religion, political or other opinion, national or social origin, property, birth or other status

- 5.2.3. to develop the Sport beyond the sporting context including the promotion of sport for social change, sport for development and the arts
- 5.2.4. to be responsible internationally for the development of non-competitive and/or competitive programmes and to co-ordinate events nationally and/or internationally
- 5.2.5. to develop a commercial, marketing and public relations programme for the Sport
- 5.2.6. to undertake and execute charitable trusts for the benefit of the Sport

5.3. The Principles to which the Federation adheres are:

5.3.1. Good Governance

- a. to encourage and support the promotion of and ensuring that principles of good governance be applied within and throughout the Sport
- b. to freely establish and control the rules and regulations of the Sport where appropriate
- c. to freely determine the structure and governance of the Sport, ensuring the right of elections free from outside influence and to enforce and promote uniformity of rules and/or regulations across all national federations
- d. to promote, through the Federation's rules and regulations, adherence to the Code of Ethics as published by the relevant regulatory authorities and as amended from time to time
- e. to promote, through the Federation's rules and regulations, adherence to all applicable laws and regulations issued by the relevant regulatory authorities as amended from time to time
- f. to promote and ensure the highest standards of safety across the Sport and the welfare of participants internationally and nationally with National Federations
- g. to develop and nurture relationships between the Federation and other International Federations of Sport including but not limited to, the International Olympic Committee (IOC), World Anti-Doping Agency (WADA) and relevant international organisations and/or non-governmental organisations
- h. to take all steps as may be deemed necessary or advisable to prevent infringements of the rules of the sport, or other improper methods or practices and protect it from abuse.
- i. to take such action from time to time as the Board may consider desirable for the benefit of the Sport, the Federation, the Members of the Federation and the international community

5.3.2. Autonomy

- a. The autonomy of international sport is recognised as a fundamental principle and the Federation will take all appropriate measures to promote, preserve and protect the autonomy of the Sport internationally

- b. The Federation shall provide Members complete autonomy in their own territory. It will have no part nor interfere in purely national issues unless such issues affect or undermine the objects, values and principles the international image and/or the international status of the Sport and/or the Federation in any way
- c. When the autonomy of a Member is compromised, the Federation shall take any appropriate measures within its power to protect that autonomy
- d. Members must manage their internal affairs with total independence and ensure that no third party interferes in their operations
- e. Members must remain autonomous and resist political, religious and financial pressure which may infringe their commitment to conform to the Federation's constitution, its objects, principles and values
- f. Any external form of interference or attempted interference shall be reported to the Federation.
- g. Members' constitutions shall make provision for an free system of election and/or internal appointment system that guarantees the independence of the Member, embraces the principles of Good Governance, transparency and accountability and upholds to the Federation's objects, values & principles
- h. to establish friendly and loyal co-operation between all Members for the benefit of the Sport and the Federation
- i. decide any dispute that may arise between Members if called upon to do so

#### 5.3.3. Olympic Charter

- a. The general and fundamental principles of the Olympic Charter are applicable, and no provision of the constitution shall be deemed to conflict with or derogate from those principles

#### 5.3.4. Anti-Doping

- a. to take steps to counter doping in the Sport by implementing Anti-Doping Rules in accordance with the World Anti-Doping Code
- b. to maintain an Anti-Doping Programme and ensure compliance with the WADA Code as amended from time to time
- c. to make and vary all such rules for persons participating and/or competing in the Sport including rules against doping in the Sport from time to time
- d. It is a condition of membership of the Federation that Members support the Federation's Anti-Doping Regulations
- e. In particular, Members must adhere to WADA requirements as amended from time to time, on Anti-Doping, and must co-operate fully with the Federation in measures taken to detect or penalise infringements of those requirements
- f. The Federation shall develop and publish Anti-doping Regulations and undertake educational programmes

5.3.5. Court of Arbitration for Sport (CAS)

- a. Members undertake to recognise CAS as the only external judicial authority to which an appeal can be made
- b. subject only to appeal to CAS, undertake to accept as binding and final the decisions of the competent authorities within the Federation and to be subject to such binding and final decisions

5.4. to do all such other things as shall be thought fit to further the interests of the Federation or to be incidental or conducive to the attainment of all or any of the objects, values and principles stated in this Article

## 6. POWERS

6.1. The Federation shall have the following powers to do all such lawful things which are consistent with the furtherance of its Objects which it may exercise at its discretion:

6.1.1. The income and property of the Federation shall be applied solely towards the promotion of its objects, values & principles and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the Members of the Federation

6.1.2. All assets that would otherwise be generally available to the Members on the winding up of the Federation shall be transferred to either:

- a. another body with objects similar to those of the Federation; or
- b. another body the objects of which are the promotion of charity or anything incidental or conducive thereto

6.1.3. Nothing in Article 6.1.2 shall prevent the payment in good faith by the Federation:

- a. to any director, committee or sub-committee member of reasonable and proper out-of-pocket expenses in accordance with Article 6.1.3;
- b. of reasonable and proper rent for premises
- c. of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the directors (or any of them) in relation to the Federation; or
- d. other payments as are permitted by these Articles

6.2. It is hereby expressly declared that each of the sub-clauses expressed in Article 6.1.3 above shall operate and be construed independently of the other thereof, and none of the objects mentioned therein shall be deemed to be subsidiary or dependent on any other object set out therein, provided always that the provisions of that clause shall be subject to the Federation obtaining where necessary for the purpose of carrying any of its objects into effect, such licence, permit or authority that may be required by law

## **7. LIABILITY OF MEMBERS**

- 7.1. In the event of the Federation being dissolved and/or wound up, every member who is a member of the Federation at that time or who was a member within one year of that undertakes to contribute to the assets of the Federation for the payment of the debts and liabilities thereof which were contracted prior to the date they ceased to be a member thereof and the costs, charges and expenses of winding up and for the adjustment of the rights and of the contributor among themselves such amount as may be required not to exceed the sum of £1
- 7.2. If upon the winding up or dissolution of the Federation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the Members of the Federation. Instead, such property shall be given or transferred by way of gift to some other institution or institutions having main objects similar to the main objects of the Federation. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Federation under or by virtue of Article 4 hereof. Members of the Federation shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object



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## ARTICLES OF ASSOCIATION

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### 1. INTERPRETATION

The provisions of the Acts (as defined below) shall apply to the Federation save to the extent that these Articles provide or state otherwise

1.1. In these Articles the following words and expressions shall have the following meanings unless there is something in the subject matter or context inconsistent therewith:

<b>"the Act"</b>	means the Companies Acts 1985, 1989 and 2006
<b>"Affiliate Members"</b>	A national federation governing and/or administering the sport at national level
<b>"Ambassador"</b>	means individuals appointed by the board to act as a representative of the Federation
<b>"AGM"</b>	means the meeting of members and directors taking place once every year in accordance with Article 30
<b>"Articles"</b>	means these articles of association, as may be amended from time to time
<b>"Associate Member"</b>	organisations/community trying to form a national federation in a territory where there is no national federation or organisation recognised by and/or in membership with the Federation
<b>"Audit Committee"</b>	means the committee to be maintained by the Board in accordance with Article 3.5
<b>"the Board"</b>	means the board of directors of the Federation established from time to time in accordance with Article 15, the Members of which are the directors of the Federation for the purposes of the Act

<b>“CA 2006”</b>	means the Companies Act 2006
<b>"Chair"</b>	means the Chair of the Board as appointed by the Board in accordance with Article 19
<b>"Chair of the Meeting"</b>	has the meaning given in Article 19 (in respect of a board meeting) or Article 34 (in respect of AGMs and General Meetings)
<b>"Chief Executive"</b>	means the person appointed as chief executive in accordance with Article 21
<b>"Clear Days"</b>	means a period of days exclusive of the day on which the notice is served and of the day for which it is given
<b>“Code of Conduct”</b>	means the directors’ code of conduct to be adopted by the Board in accordance with Article 12.9
<b>"Director"</b>	means a director of the Federation, and includes any person occupying the position of director, by whatever name called
<b>"Document"</b>	includes, unless otherwise specified, any
<b>"Duty of Care Guardian"</b>	The explicit responsibility and leadership role to engage with participants across the talent pathways and in grassroots sport, and to provide assurance at board level
<b>"Elected Directors"</b>	has the meaning attributed at Article 15.2.3
<b>"Electronic Form"</b>	has the meaning given in Section 1168 of the Companies 2006
<b>“Full Member”</b>	a national federation that is recognised as the Governing Body for their territory and granted full membership in the Federation

<b>"General Meetings"</b>	is any meeting of the Members and the Directors that is not AGM
<b>"Independent Director"</b>	means a director appointed by the Board free of any close connection of the Federation or members of the Federation who would be viewed as independent
<b>"Member"</b>	means a member of the Federation of any class
<b>"Nomination Committee"</b>	means the committee to be maintained by the Board in accordance with Articles 3.5 and 4.9
<b>"the Office"</b>	means the registered office of the Federation
<b>"President"</b>	means the person elected from time to time as president under Article 21
<b>"Proxy Notice"</b>	has the meaning given in Article 41
<b>"Regulations"</b>	means the rules of procedure, administration, interpretation and such other matters deemed necessary or desirable which are published and issued by the Federation in the form determined by the Board from time to time which shall be binding on the Members and the Federation from the date of adoption by the Board
<b>"Secretary"</b>	means any person appointed to perform the duties of the secretary of the Federation
<b>"Senior Independent Director"</b>	means the person appointed from time to time under Article 20.5
<b>"the Sport"</b>	means the sport, art and/or discipline of Parkour, Freerunning and/or L'art Du Déplacement as defined in 4.2 of the Memorandum of Association
<b>"Subscription"</b>	means those fees payable to the Federation as provided for in Article 29

**“Traceur/Traceuse/Freerunner”** means a practitioner and/or athlete of the sport

**“Voting members”** means the Full & Affiliate Members

- 1.2. 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 provided that the expression shall not include writing in electronic form except as provided in these Articles and/or, where it constitutes writing in electronic form sent to the Federation, the Federation has agreed to its receipt in such form
- 1.3. Unless the contrary intention appears, words or expressions contained in these articles shall bear the same meaning as in the Act as amended or any statutory modification thereof in force
- 1.4. Reference to any statute or statutory provision includes a reference to that statute or statutory provision as from time to time modified or re-enacted
- 1.5. Expressions referring to execution of any document shall include any mode of execution under seal or under hand or under any mode of electronic signature as shall be approved by the Board and expressions referring to receipt of any electronic communications shall, unless the contrary intention appears, be limited to receipt in such manner as the Federation has approved; and
- 1.6. "person" includes any individual, firm, body corporate, association or partnership, government or state or agency of a state, local authority or government body or any joint venture (whether or not having a separate legal personality)

## **2. DIRECTORS' GENERAL AUTHORITY**

- 2.1. Subject to these Articles, any Regulations made pursuant to them and the Companies Acts, the Board is responsible for the management of the Federation's business, for which purpose it may exercise all the powers of the Federation. Such business to include but not limited to
  - 2.1.1. reviewing the progress of the Federation
  - 2.1.2. reviewing the policies of the Federation
  - 2.1.3. considering a strategic plan for the future of the Federation
  - 2.1.4. adopting and amending the Regulations
  - 2.1.5. marketing and promoting the Sport internationally at the Federation's approved events
  - 2.1.6. preparing the Federation's annual budget

- 2.1.7. submitting to each AGM the Board's report together with audited accounts for the preceding period, and an outline budget for the succeeding year
- 2.1.8. any matter, motion or proposal having been included on the agenda at AGM or General Meeting
- 2.2. Subject to the above any decision to promote participation in competitive events at international level shall not be made without the prior approval of the board and may only be effected by a special resolution of the voting Members
- 2.3. No resolution passed by the Federation in AGM and General Meetings shall invalidate any prior act of the Board which would have been valid if such resolution had not been passed
- 2.4. The Board may exercise all the powers of the Federation to raise money and to mortgage or charge its undertaking and property or any part thereof, whether outright or as security for any debt, liability or obligation of the Federation
- 2.5. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Federation shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be by such person or persons and in such manner as the Board shall from time to time by resolution determine

### **3. DIRECTORS MAY DELEGATE**

- 3.1. Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles
  - 3.1.1. to such person or committee
  - 3.1.2. by such means (including by power of attorney)
  - 3.1.3. to such an extent
  - 3.1.4. in relation to such matters or territories; and
  - 3.1.5. on such terms and conditions as it thinks fit
- 3.2. All acts and proceedings delegated under Article 4.1 shall be reported to the Board in due course
- 3.3. If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.
- 3.4. The Board may revoke any delegation in whole or part, or alter its terms and conditions
- 3.5. The Board shall at all times maintain a Nomination Committee and an Audit Committee and delegate the relevant powers to each
- 3.6. Each Committee shall report to the Board as and when required by the Board and shall adopt terms of reference which identify its purpose, responsibilities and any powers delegated to it by the Board

3.7. The Audit Committee shall comprise of at least 2 (two) Independent Directors, and shall include one member with relevant and recent financial experience, to be determined by the Board. The Chair shall not be a member of the Audit Committee

#### **4. COMMITTEES**

4.1. Subject to the provisions of the Regulations, committees and panels shall carry out such duties as determined by the Board and they shall be responsible to the Board to report to it from time to time and upon the request of the Board

4.2. The chairperson of each committee or panel shall:

4.2.1. be appointed by the Board; and

4.2.2. wherever possible, shall be a serving Director of the Board

4.3. Committees or panels and their members (including the appointment of chairperson) may be reconstituted as and when the Board sees fit

4.4. The quorum for the transaction of the business of the committee or panel shall be fifty (50) per cent of its members from time to time or where such quorum is difficult to ascertain in the reasonable opinion of the Board, such quorum as the Board shall determine

4.5. Committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Board

4.6. The Board may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them

4.7. Committee or panel chairpersons may be invited to attend meetings of the Board. They shall have consultative powers only

4.8. The term of the chairperson or a member of a committee or panel shall be terminated:

4.8.1. by the Board giving to the chairperson or the relevant member written notice of its intention to terminate; or

4.8.2. by the chairperson or relevant member giving to the Board written notice of their intention to resign

4.9. A majority of the Members of the Nomination Committee shall be Independent Directors, and the Chair shall also be the chairperson of the Nomination Committee (except when nominating a new Chair). Which shall make nominations for the appointment of Directors the Chief Executive and other officer holders

#### **5. DIRECTORS TO TAKE DECISIONS COLLECTIVELY**

5.1. Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 6 or Article 11

## **6. UNANIMOUS DECISIONS**

- 6.1. A decision of the Board is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter
- 6.2. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing
- 6.3. References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Board
- 6.4. A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting

## **7. CALLING A MEETING OF THE BOARD**

- 7.1. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least one such meetings shall be held in each year
- 7.2. The Board shall report on their activities to the Members at the AGM
- 7.3. Any Director may call a meeting of the Board by giving notice of the meeting to the Directors or by directing the Chief Executive to give such notice
- 7.4. Notice of any meeting of the Board must indicate:
  - 7.4.1. its proposed date and time;
  - 7.4.2. where it is to take place; and
  - 7.4.3. if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
- 7.5. Notice of a meeting of the Board must be given to each Director, but need not be in writing. A Director who shall be entitled to notice of a meeting if he has provided a valid email address

## **8. PARTICIPATION IN MEETINGS OF THE BOARD**

- 8.1. Subject to these Articles, Directors participate in a meeting of the Board, or part of a meeting of the Board, when:
  - 8.1.1. the meeting has been called and takes place in accordance with these Articles, and
  - 8.1.2. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
  - 8.1.3. In determining whether Directors are participating in a meeting of the Board, it is irrelevant where any Director is or how they communicate with each other

8.2. If all the directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

## **9. COMPOSITION OF THE BOARD AND QUORUM**

9.1. At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

9.2. The quorum for meetings of the Board may be fixed from time to time by a decision of the Directors, but it must never be less than six, of whom at least:

9.2.1. one shall be the Chair

9.2.2. one shall be an Independent Director; and

9.2.3. one shall be an Elected Director

9.2.4. and unless otherwise fixed it is six

9.3. Subject to Article 9.4, the Board may act notwithstanding any vacancy in their body

9.4. If the total number of directors for the time being is less than the quorum required, the Directors (being not less than six in number under such circumstances) must not take any decision other than a decision:

9.4.1. to fill a casual vacancy arising among the directors in accordance with Article 24 or calling an General Meeting to deal with such matters; or

9.4.2. to admit Voting Members to the Federation

## **10. CHAIRING OF MEETINGS OF THE BOARD**

10.1. The Chair shall chair meetings of the Board. The Chair shall preside as chair at all meetings of the Board at which he shall be present

10.2. If at any meeting the Chair is not present within fifteen minutes after the time appointed for holding the meeting or they are not willing to preside, the Members of the Board present shall appoint another Independent Director to be chair of the meeting. The person so appointed for the time being is known as "the Chair of the meeting"

## **11. CASTING VOTE**

11.1. If the numbers of votes for and against a proposal are equal, the chair of the meeting of the Board has a casting vote. This does not apply if, in accordance with these Articles, the Chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes

## **12. CONFLICTS OF INTEREST**

12.1. Subject to Article 12.2, if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with a Federation in which a director is



interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes

12.2. The prohibition under Article 12.1 shall not apply when:

12.2.1. the Board authorises the director counting towards the quorum and voting on the transaction or arrangement in accordance with Section 175 of CA 2006 notwithstanding such interest

12.2.2. the director need not declare an interest pursuant to Section 177 or 182 of CA 2006; or

12.2.3. the director's conflict of interests arises from a permitted cause

12.3. For the purposes of this Article, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board

12.4. Subject to Article 12.6, if a question arises at a meeting of the Board or of a committee of the Board as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair of the meeting whose ruling in relation to any director other than himself is to be final and conclusive

12.5. Where proposals are under consideration concerning the appointment of two or more directors to the Federation or any body corporate in which the Federation is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment

12.6. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair of the meeting, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

12.7. A director may vote, and count towards the quorum, in regard to any transaction or arrangement in which he has, or can have, a direct or indirect conflict of interest that conflicts, or possibly may conflict with the interests of the Federation only where such matter has been authorised in accordance with Article 12.2.1

12.8. The Federation may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a director from voting at a meeting of the Board or a subcommittee formed under Article 4

12.9. The Board shall adopt a Director's Code of Conduct which requires all Directors to act at all times with integrity, in a forthright and ethical manner, and in accordance with this Article

12.10. The Board shall review the Code of Conduct at least every four years to ensure it complies with all relevant laws and Regulations

12.11. No individual shall be appointed as A Director of the Federation until he or she has provided to the Board a declaration of good character in the form prescribed by the Board from time to time

### **13. MINUTES OF DECISIONS TO BE KEPT**

13.1. The Board shall cause minutes to be kept:

13.1.1. of all appointments of officers made by the Board

13.1.2. of all the names of the Members present at each meeting of the Board and of any Committee; and

13.1.3. of all the resolutions and proceedings at all general meetings of the Federation, and of meetings of the Board and of any Committee

13.2. Any such minutes, if purporting to be signed by the chair of the meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated

### **14. DIRECTORS' DISCRETION TO MAKE FURTHER REGULATIONS**

14.1. The Board may from time to time make, vary and revoke Regulations relating to membership of the Federation including (without limitation) Regulations:

14.1.1. setting out different categories of affiliation or association with the Federation, although such affiliates or associates shall not be members of the Federation for the purposes of these Articles

14.1.2. setting out rights, privileges and obligations of the different categories of affiliate or associate

14.1.3. setting the levels of subscriptions or entrance fees to be paid by the different categories of member

14.1.4. for the appointment of committees to assist the Board in the better administration of the Federation

14.2. The Board (or any sub-committee to whom it delegates its powers) shall have the power to make, vary and revoke Regulations for the better administration of the Federation including (without limitation):

14.2.1. terms of reference as to the function, role and operation of committees to assist the Board in the better administration of the Federation

14.2.2. Regulations setting out disciplinary procedures for members

14.2.3. Regulations for the promotion and organisation of the Sport

14.2.4. Safeguarding policies

14.2.5. Anti-doping policies; and

14.2.6. such other Regulations or policies as the Board thinks fit.

- 14.3. Regulations made under Articles 14.1 and 14.2 must be compliant with the Acts and these Articles in order to be valid. The Board shall review all Regulations and policies at least once every four years to ensure they comply with all relevant laws and Regulations
- 14.4. The Board shall adopt appropriate and proportionate finance policies and procedures, which shall be communicated to, understood and followed by the Directors. Such policies and procedures must be reviewed and updated at least once every 2 (two) years
- 14.5. The Board must actively plan and monitor the financial position and performance of the Federation against an annually approved budget and at least a 4 (four) year financial forecast

## **APPOINTMENT OF DIRECTORS AND OTHER OFFICE HOLDERS**

### **15. METHODS OF APPOINTING DIRECTORS**

- 15.1. The number of Directors shall be subject to a maximum of 12 (twelve) but shall not be less than 6 (six) in number
- 15.2. The Board shall at all times be comprised of:
- 15.2.1. the Chair (appointed by the Board in accordance with and subject to Article 19)
- 15.2.2. up to 4 (Four) Independent Directors (including the Chair and Senior Independent Director) appointed by the Board in accordance with and subject to Article 20
- 15.2.3. up to 8 (eight) Directors elected by the Voting Members at the annual AGM ("Elected Directors") of which at least 1 (one) should be an Athlete's Representative
- 15.2.4. the Chief Executive Officer, on an ex officio basis for such period as he may be employed by the Federation, subject in each case to the approval of the Board

#### **provided always that;**

- a) the number of Independent Directors (excluding the Independent Chair) shall not be greater than the number of Elected Directors appointed at any one time
- b) The Board encourages gender parity and is committed to ensuring that the Board, as far as is reasonably practicable, shall aim to represent not less than thirty percent (30%) representation of each gender on the Board
- c) The Board encourages ethnic diversity and is committed to ensuring that the Board, as far as is reasonably practicable, shall aim to represent not less than thirty percent (30%) of individuals from different ethnic backgrounds
- d) The Federation is committed to demonstrating a progression towards achieving gender parity and greater diversity on the Board, which will be

published on the Federation website from time to time, and as a minimum, on an annual basis

- e) at least 1 (one) member of the Board shall act as the Duty of Care Guardian responsible for and committed to ensuring that the Federation's duty of care is considered in the Board's decision-making process and any relevant Federation policies or regulations

15.3. All acts carried out in good faith at any meeting of the Board or of any sub-committee, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person, be as valid as if every such person had been duly appointed or had duly continued in office

15.4. Subject to Article 11, the Chair and any directors shall be entitled to one vote each at any meeting of the Board

15.5. Subject to adherence to the Transitional Arrangements in Schedule 2 and a Full Member organisation may only be represented on the Board by one director at any time

## **16. TERM**

16.1. With the exception of the Chief Executive (who shall be appointed on an ex officio basis in accordance with Article 21.3, each Director appointed under Article 16.2 shall retire from office at the conclusion of the fourth AGM following the commencement of their term of office but shall then be eligible for reappointment under Article 16.2

16.2. Directors retiring under Article 17.1 may be reappointed for a consecutive period ending at the conclusion of the fourth AGM following their most recent retirement but a Director who has served for eight (8) years consecutively must take a break from office and shall not be eligible to stand for reappointment for a period of at least four (4) years following their cessation of office. Notwithstanding the preceding provisions, where the Board deem that exceptional circumstances merit such action, in order to assist succession planning, a Director, or the Chair, may hold office for a further year, subject to the absolute discretion of the Board

16.3. For the purposes of Articles 16.1 and 16.2, each serving Director's term of office under these Articles shall be deemed to commence from the date of their appointment, which may precede the date of adoption of these Articles

16.4. The Federation at the meeting at which a Director retires under any provision of these Articles may, subject to the provisions of Article 23, by ordinary resolution, fill up the office being vacated by electing thereto the retiring Director or some other person eligible for appointment. If the Federation, at the meeting at which a Director retires (whether by rotation or otherwise), does not fill the vacancy, the retiring Director shall, if

willing to act, be deemed to have been re-elected unless at the meeting it is resolved not to fill the vacancy or a resolution for the re-election of the Director is put to the meeting and lost. If they are not re-elected or deemed to have been re-elected, they shall retain office until the meeting appoints someone to fill their place, or if it does not do so, until the end of the meeting

## **17. TERMINATION OF DIRECTOR'S APPOINTMENT**

17.1. Without prejudice to the provisions of Section 168 CA 2006 a person shall cease to be a Director of the Federation as soon as:

17.1.1. that person ceases to be a Director by virtue of any provision of the Act or is otherwise prohibited from being a Director by law

17.1.2. that person is adjudged bankrupt in any Territory

17.1.3. a composition is made with that person's creditors generally in satisfaction of that person's debts

17.1.4. a registered medical practitioner who is treating that person gives a written opinion to the Federation stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months

17.1.5. by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have

17.1.6. that person is convicted of an indictable offence (unless the Board resolves otherwise)

17.1.7. that person is absent for more than three consecutive Board meetings without permission of the Board and without sufficient reason (unless the Board resolves otherwise)

17.1.8. that person is requested to resign by all the other members of the Board acting unanimously

17.1.9. being the Chair, an Independent Director or any other Director when their term of office expires and they are not re-elected or

17.1.10. that person notifies the Secretary in writing that the director is resigning from office, and such resignation has taken effect in accordance with its terms

17.2. A person serving as Chair, Independent Director or any other Director who is removed from office as a Director for whatever reason shall be deemed to have resigned from their position as Chair, Independent Director or any other Director (as appropriate) and the vacancy shall be filled in accordance with these Articles

- 17.3. The Board shall undertake, and maintain in writing a record of, an annual evaluation of its own skills and performance, the skills and performance of all committees, and the performance of each Director
- 17.4. At least once every four years the Board shall arrange for an evaluation of the Board's skills and performance by a qualified external organisation
- 17.5. No individual shall be appointed as a director until he or she has provided to the organisation a declaration of good character
- 17.6. On appointment, each director shall be given a written statement of their responsibilities

## **18. DIRECTORS' EXPENSES**

- 18.1. The Federation may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:
- 18.1.1. meetings of the Board or committees of the Board
  - 18.1.2. an AGM or General Meeting
- 18.2. or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Federation

## **19. CHAIR**

- 19.1. Subject to Articles 16 and 19.5, the Board shall appoint an Independent Director to be the Chair on such terms and for such period as they think fit and may delegate to him such of their powers as they think desirable to be executed by him.
- 19.2. The Chair shall have such rights and privileges as the Board shall from time to time prescribe
- 19.3. The office of Chair shall be vacated with immediate effect if the person appointed as Chair ceases to be a Director of the Federation
- 19.4. The Chair and the Chief Executive shall never be the same person
- 19.5. The Chair shall be nominated by the Nomination Committee prior to appointment by the Board, from among the existing Independent Directors or a person nominated as a new Independent Director and the Chair
- 19.6. Prior to nominating the Chair, the Nomination Committee shall conduct an open, publicly advertised recruitment process for the position

## **20. INDEPENDENT DIRECTORS**

- 20.1. Subject to the provisions of the Acts and Article 19.5, the Independent Directors shall be appointed by the Board by the Federation
- 20.2. The appointment of the Independent Directors shall be via an international open and publicly advertised recruitment process

- 20.3. Each Independent Director shall be entitled to attend and to speak at all meetings of the Board
- 20.4. For the avoidance of doubt, no Independent Director shall hold an executive role in the Federation
- 20.5. The Board shall appoint one Independent Director as the Senior Independent Director whose responsibilities include:
- a) providing a sounding board for the Chair
  - b) serving as an intermediary for other Directors when necessary
  - c) acting as an alternative contact for stakeholders in the Federation to share any concerns if the normal channels of the Chair fail to resolve the matter or in cases where such contact is appropriate; and
  - d) leading on the process to appraise the Chair's performance
- 20.6. All Independent Directors shall be nominated by the Nomination Committee prior to appointment by the Board
- 20.7. Prior to nominating any Independent Director, the Nomination Committee shall conduct an open, publicly advertised recruitment process for the position

## **21. SECRETARY AND OFFICERS**

- 21.1. The Federation shall not be required to have a secretary, but may choose to have one. Any Secretary shall be appointed by the directors for such term and at such remuneration and upon such conditions as they think fit, and any Secretary so appointed may be removed by them
- 21.2. Subject to the provisions of the Acts, the Board may appoint officers of the Federation at such times as may be considered necessary or expedient. Such officers may consist of, but not limited to the following roles
- a) President
  - b) Chief Executive
  - c) Ambassador
- 21.3. The Chief Executive shall be employed by the Federation for such term at such remuneration and upon such conditions as they may think fit to perform the day to day administration and management of the Federation's affairs and such other tasks as the Board shall determine from time to time
- 21.4. The Board may remove the Chief Executive from the employ of the Federation, subject to the terms of his contract of employment or other terms of engagement and any other legal obligations, as it sees fit
- 21.5. Any person or body corporate appointed as an Ambassador of the Federation shall not be entitled to receive notice of, or attend at meetings of the Board. The role will be to

promote and protect the philosophy of the Sport internationally and to act as a representative of the Federation

21.6. Any person or body corporate appointed as an Ambassador shall not have any authority to incur any expenditure in the name of or for the account of the Federation, or hold them self out as having authority and shall have no authority to bind the Federation in any respect

21.7. The President shall:

21.7.1. be nominated by any Member and elected by the Voting Members at the AGM

21.7.2. have the right to receive notice of, attend and speak at the annual AGM and meetings of the Board

21.7.3. not have the right to vote (unless in their capacity as a Voting Member) at the annual AGM or meetings of the Board

21.7.4. retire from office at the conclusion of the fourth AGM following the commencement of their term of office but shall then be eligible for reappointment for a consecutive period ending at the conclusion of the fourth AGM following their most recent retirement, but a President who has served for 8 (eight) years consecutively must take a break from office

21.8. The Chief Executive shall:

21.8.1. be nominated by the Nomination Committee prior to being appointed by the Board; and

21.8.2. be recruited through an international open, publicly advertised process prior to being nominated

## **22. ELECTIONS**

22.1. Subject to Article 22.2, any Voting Member may nominate individuals to be Elected Directors and Officers. Any nomination must be made on the form prescribed from time to time by the Board and signed by the nominee. Any nomination must be seconded by another Voting Member. Voting Members may only nominate or second one candidate for each post and the form must be completed and returned to the Chief Executive not later than 10 days before the date of AGM at which the election is to be held

22.2. In respect of the following appointments, the following provisions shall also apply:

22.2.1. in relation to the appointment of the Elected Directors, nominations may be made by the Voting Members

22.2.2. in relation to the appointment of the Chief Executive, nominations may be made by the Board

22.2.3. in relation to the appointment of the President, nominations may be made by the Voting Members



22.3. Prior to the election, all nominees shall be given an opportunity to address the Board, such address being no longer than five minutes. The Board shall have no longer than 15 minutes to ask any questions of the nominees following the nominee's address

22.4. Prior to being appointed, all nominees shall execute a declaration of good character in a form prescribed by the Board

### **23. CASUAL VACANCIES**

23.1. A casual vacancy arising among the Members of the Board and the Chief Executive shall be filled by the Board provided always that the person appointed to fill the vacancy shall hold office until such time as the person he replaced was due to retire but shall be eligible for re-election in accordance with these Articles

### **MEMBERSHIP**

### **24. BECOMING AND CEASING TO BE A MEMBER**

24.1. Membership of the Federation is also open to any organisation which may be formed by a grouping of Members or individuals for the further promotion of the Sport and which adheres to the Constitution of the Federation

24.2. The number of members which the Federation proposes to be registered with it is unlimited

24.3. Membership in the Federation shall consist of the following classes:

- a. Full Member - A National Federation that is recognised as the Governing Body for their territory and granted full membership in the Federation but membership is restricted to one member per territory
- b. Affiliate Member - A National Federation governing and/or administering the sport at national level. An Affiliate Member shall be entitled to voting rights, unless specifically provided for in these Articles, but membership is restricted to one member per territory
- c. Associate Member – organisations/community trying to form a national federation in a territory where there is no national federation organisation recognised by and/or in membership with the Federation. Associate Members shall not be entitled to voting rights, and their membership shall continue only until the next Ordinary General Assembly when it shall be reviewed and if appropriate may then be renewed

24.4. Founding Members

24.4.1. The Founding Members were the subscribers to the Memorandum of Association of the Federation as at incorporation

24.4.2. The Founding members are:

- Parkour UK (GBR)

- Fédération de Parkour (FRA)
- New Zealand Parkour Association (NZL)
- Australian Parkour Association (AUS)
- Parkour South Africa (ZAF)
- Polska Federacja Parkour i Freerun (POL)

24.5. Membership in the Federation may be granted by the Board in the various classes of membership as set out in Article 24.3. Applications shall be made to the Board in accordance with the Regulations and applications for all classes of Membership of the Federation shall be placed before the Board which shall take into consideration the status of the sport in the country and of the constitution of the organisation making the application

24.6. Such application shall be made in writing signed on behalf of the applicant by a duly authorised officer or employee of the applicant and shall be in such form as the Board shall from time to time prescribe and shall be accompanied by:

- 24.6.1. a copy of the written constitution of the applicant (which should not contain any provisions which materially conflict with the provisions hereof)
- 24.6.2. evidence satisfying the eligibility criteria for Membership (such evidence to be to the reasonable satisfaction of the Board)
- 24.6.3. a list of the name, address, telephone, email address and of the applicant; and
- 24.6.4. the Subscription as determined by the Board in accordance with article 29

## **25. OBLIGATIONS OF MEMBERSHIP**

25.1. It shall be the obligation of all members of the Federation:

- 25.1.1. to promote the objects, values, principles, interest and influence of the Federation as the sole governing body of the Sport internationally;
- 25.1.2. to carry out and have respect for the rules, regulations and decisions of the Federation
- 25.1.3. to refrain, and to use reasonable endeavours to persuade others within their area of jurisdiction to refrain, from actions that are inconsistent with the objects, values, principles, rules, regulations or decisions of the Federation

25.2. It shall be the obligation of all Members to ensure that there shall be no discrimination on the grounds set out in 5.2.2 of the Memorandum of Association against any person, Traceur/Traceuse/Freerunner or official

25.3. prevent improper use or abuse of terms such as World, Continental, International or Regional that properly relate to activities recognised by the Federation and to co-operate in the collection and payment of the membership subscription fees payable to the Federation

25.4. Membership shall not be transferable and shall cease in the case of a corporation, society or similar, upon the appointment of a liquidator or receiver (or the equivalent in the jurisdiction of incorporation of the corporation)

## **26. MEMBERSHIP (GENERAL)**

26.1. All members shall be subject to the Regulations set by the Board from time to time.

26.2. The Members shall pay any Subscription set by the Board under Article 29 Any member whose subscriptions and/or entrance fee is in arrears at the end of the calendar year shall be deemed to have resigned their membership of the Federation unless the Board decides otherwise

26.3. In the event of the Board considering an applicant for membership which is to be considered by Board, duly authorised representatives of the Board may invite up to two delegates of the applicant to attend Board meeting, at which the decision is to be taken, as observers and to address the meeting with a brief statement in support of their application

26.4. Membership, if approved, shall take effect immediately upon the close of the meeting at which it was approved or the date on which the Board duly passes any written resolution as appropriate

26.5. Any application to become a member whose Federation or trading name is, in the reasonable opinion of the Board, likely to cause confusion as to who is the national federation / governing body of the sport either nationally and/or internationally shall be requested to change such Federation or trading name prior to their application being approved. Failure to do so will result in such application being unsuccessful

## **27. RIGHTS OF MEMBERS**

27.1. Any Voting Member shall be entitled to have included on the agenda of AGM and General Meeting any matter, motion or proposal. Such matter, motion or proposal shall be accompanied by an explanatory statement in summary form, which must be distributed with the notice of said meeting

27.2. All proposals submitted by Voting Members for consideration at General Meeting must be received by the Federation not less than 21 days prior to the relevant meeting at which they are to be discussed

27.3. Each Voting Members shall be entitled to appoint two delegates to attend at AGM and General Meeting. Each voting member shall have 1 vote (that is votes per member and not votes per delegate). In addition, each Voting Member shall be entitled to appoint one further person to attend an AGM and/or General Meeting as an observer who shall have no entitlement to vote or speak (except that an observer shall be allowed to speak with the permission of the Chair)

- 27.4. At meetings of the Federation, an individual may only represent (either as delegate or observer) one member, and may not vote or speak on behalf of another member (except as duly appointed proxy of another member), and shall if required produce to the Board evidence sufficient to satisfy the Board that he/she is a properly appointed delegate of the member that he/she claims to represent
- 27.5. At meetings of the Federation, directors shall not be permitted to represent a member in any capacity whatsoever
- 27.6. All members shall be entitled to participate in events organised by or on behalf of the Federation for the furtherance of the Sport and shall be subject to the rules governing such events

## **28. TERMINATION AND CESSATION OF MEMBERSHIP**

- 28.1. It shall be the duty of the Board, if at any time it shall be of the opinion that the interests of the Federation so require, by notice in hard copy form sent by electronic communication to a member's address, to request that member to withdraw from membership of the Federation within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the directors present and voting, which majority shall include one half of the total number of the Board for the time being
- 28.2. If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting notice via electronic communication form of their resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the member shall so request via electronic communication, the matter shall be submitted to a properly convened and constituted meeting of the Board. The Board and the member whose expulsion is under consideration shall be given at least 21 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in their defence either verbally or via electronic communication, and they shall not be required to withdraw from membership unless a majority of the Board members present and voting shall, after receiving the statement in their defence, vote for their expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, they shall thereupon cease to be a member and shall be erased from the register of members. The Board may exclude the member from the Federation's premises until the meeting considering their expulsion has been held. For the avoidance of doubt, the member shall be entitled to attend the Federation's premises to attend that meeting (if it is held at them) for the purpose of making their representations. A member may appeal against such decision by notifying the Board who shall put the matter to an AGM or General Meeting for it to be decided

by a majority vote of the Members present and voting at such meeting. If the Board's decision is upheld, the member will be liable for the costs of holding the AGM or General Meeting

- 28.3. A member may withdraw from membership of the Federation by giving notice in writing to be received by the Federation not later than three calendar months before the end of the current financial year, and in default will be held liable for the Subscription for the next financial year
- 28.4. A membership terminates automatically on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or the Regulations
- 28.5. Any member ceasing to be a member forfeits all rights in relation to and claims upon the Federation, its property and its funds and has no right to the return of any part of their subscription. The Board may refund an appropriate part of a resigning member's subscription if it considers it appropriate taking account of all the circumstances
- 28.6. Any member who fails to pay its Subscription by 30 June for that calendar year in accordance with Article 29 may automatically be suspended from membership. The Board may allow a member to the Federation subject to any conditions imposed by the Board for a period of two years in cases of hardship, resulting from circumstances agreed unanimously by the Board to be outside a members' control (e.g. natural disaster). Any member who fails to pay its Subscriptions at the end of two years following notification by the Board, will automatically be suspended
- 28.7. A former member whose rights have been revoked or terminated in accordance with this Article 28 shall be entitled to reapply for membership in accordance with these Articles and on such terms as to payment of any outstanding past Subscription(s) and security for future Subscriptions as the Voting Members shall in their absolute discretion determine and subject to any other reasonable conditions of the Board
- 28.8. Any member may be suspended or expelled from membership or otherwise sanctioned in accordance with the disciplinary rules set out from time to time by the Board and/or any committee
- 28.9. During a period of suspension under these Articles the suspended member may not attend, speak or vote at any meeting of the Federation or participate in the governance of the Federation (including participation in anything related to the Sport in which the Federation is involved) in any capacity or be permitted to enter any representative team in any events of the Sport organised or sanctioned by the Federation

## **29. SUBSCRIPTIONS**

- 29.1. Each Member shall pay a fee on joining and an annual membership Subscription towards the outgoings, costs and expenses of the Federation. The amount of the

annual Subscription for the following calendar year shall be determined by the Board and notified to members by 31 October in each year

29.2. Subscriptions shall be due and payable by 31 December for the following calendar year following receipt of the notification referred to in Article 29.1 above

29.3. The Board may from time to time fix levels of subscription to be paid by the different categories of members

## **ORGANISATION OF AGM AND GENERAL MEETINGS**

### **30. ANNUAL GENERAL MEETINGS**

30.1. The Federation shall hold an Annual General Meeting (AGM) each year which shall be described as such when so notified to the Members and not more than 15 months shall elapse between each AGM which shall be held at a time and place as the Board shall decide

30.2. An AGM shall be held for the following purposes:

30.2.1. to receive from the Board the Federation's accounts

30.2.2. to receive from the Board a report of the activities of the Federation since the previous AGM

30.2.3. to appoint the Federation's auditors and to fix their remuneration

30.2.4. to receive a report from the Independent Chair

30.2.5. to appoint (as appropriate) the Independent Chair, Independent Director or any other Director

30.2.6. to elect the Directors in place of those retiring; and

30.2.7. to transact such other business as may be brought before it

30.3. The Federation may also hold General Meetings which shall be so described when notified to the Members. The Board shall convene an General Meeting where:

30.3.1. a resolution to convene an General Meeting is passed at the preceding AGM

30.3.2. the Board resolves to convene such a meeting; or

30.3.3. Members who represent one-third of the voting Members entitled to vote at AGMs and General Meeting submit a written requisition to the Board for the holding of such a meeting

30.4. Save for the business described in Article 30.2 above all other business to be transacted at an Annual General Meeting shall be so transacted at an General Meeting

### **31. NOTICE OF ANNUAL GENERAL MEETING AND GENERAL MEETINGS**

31.1. An AGM is to be called by at least 30 clear days' written notice but an AGM may be called by shorter notice if it is so agreed by 95% of the Voting Members entitled to attend and vote there at

- 31.2. An General Meeting is to be called by at least 30 clear days' written notice but an General Meeting may be called by shorter notice if it is so agreed by 95% of the Voting Members entitled to attend and vote there at
- 31.3. An General Meeting may be called at any time by the Board or by the Chief Executive acting on behalf of the Board or may be called on a written request to the Board from at least one-third of the Voting Members
- 31.4. On receipt of a written request made pursuant to Article 31.3, the Board or by the Chief Executive acting on behalf of the Board must call a General Meeting within 30 days which must be held not more than 30 days after the date of the notice calling the meeting
- 31.5. Notice of AGM and General Meeting shall be given to all members and Directors entitled to receive such notice in accordance with the Articles
- 31.6. Not less than 15 days before the date of and AGM and/or any General Meeting, the agenda of that meeting shall be despatched to all members and Directors and shall comprise:
- 31.6.1. the minutes of the previous AGM or General Meeting (as applicable) and notice of a motion to approve the said minutes and consider any matters arising therefrom at the forthcoming AGM or General Meeting (as applicable)
  - 31.6.2. the report of the Board setting out details of Board comments and follow-up actions taken as a result of the previous AGM or General Meeting (as applicable)
  - 31.6.3. notice and details of any motion to be considered at AGM or General Meeting (as applicable) for which due notice has been received by the Federation
  - 31.6.4. notice and details of any other proposal to be considered
  - 31.6.5. details of the proposed date and place of the next AGM or General Meeting; and
  - 31.6.6. details of any other relevant and material business to be considered
- 31.7. The accidental omission to give notice to, or the non-receipt of notice of AGM or General Meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting
- 31.8. If elections for appointment of directors are to be held at AGM and/or General Meeting, then the notice shall state which positions are to be subject to election, together with a summary of the requirements for nomination

## **32. ATTENDANCE AND SPEAKING AT AGM AND GENERAL MEETING**

- 32.1. A person is able to exercise the right to speak at AGM or General Meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting

32.2. A person is able to exercise the right to vote at AGM or General Meeting when:

32.2.1. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

32.2.2. that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting

### **33. QUORUM**

33.1. No business other than the appointment of the Chair of the meeting is to be transacted at an AGM or General Meeting if the persons attending it do not constitute a quorum

33.2. One-third of Voting Members present in person or by proxy shall be a quorum for an AGM or General Meeting

### **34. CHAIRING GENERAL MEETINGS**

34.1. The Chair shall chair the AGM or General Meeting if present and willing to do so. If the Chair shall be absent, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the same, the Chief Executive shall preside. If the Chief Executive is also not present or is unwilling to preside within fifteen minutes of the time at which a meeting was due to start the directors present, or if no directors are present, the Members, must appoint a director or member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting

34.2. The person chairing a meeting in accordance with this Article is referred to as "the chair of the meeting".

### **35. ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS**

35.1. Directors may attend and speak at any AGM or General Meeting

35.2. Any person or any body corporate making a positive contribution to the Sport internationally or otherwise believed to be in a position to assist the Federation may be invited by the Board to attend any AGM and General Meeting as an observer and to address the AGM or General Meeting on any topic relevant to the business to be discussed at the AGM or General Meeting. Such invitation may be challenged by any Voting Member whereupon a vote shall be taken to determine whether the invitee shall or shall not be entitled to attend and/or speak and if by special resolution it is resolved that the said invitee shall not be entitled to attend and/or speak the relevant privilege(s) shall be withdrawn. The provisions of this Article shall not be utilised to permit additional representatives of members to attend, or to facilitate an attendance by or on behalf of a suspended or former member or a disqualified member of the Board



## **36. ADJOURNMENT**

- 36.1. If the persons attending an AGM or General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it
- 36.2. The chair of the meeting may adjourn an AGM or General Meeting at which a quorum is present if:
- 36.2.1. the meeting consents to an adjournment; or
  - 36.2.2. it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner; or
  - 36.2.3. the chair of the meeting must adjourn AGM or General Meeting if directed to do so by the meeting
- 36.3. When adjourning an AGM or General Meeting, the chair of the meeting must:
- 36.3.1. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
  - 36.3.2. have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- 36.4. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Federation must give at least ten clear days' notice of it:
- 36.4.1. to the same persons to whom notice of the Federation's AGM or General Meeting is required to be given; and
  - 36.4.2. containing the same information which such notice is required to contain
- 36.5. No business may be transacted at an adjourned AGM or General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

## **VOTING AT THE AGM AND GENERAL MEETING**

### **37. VOTING: GENERAL**

- 37.1. Every member shall be entitled to receive notice of, and attend any AGM and General Meeting but only the Voting Members shall be entitled to vote at an AGM or General Meeting, in accordance with their voting entitlement shown in Schedule 1 to these Articles
- 37.2. A resolution put to the vote of AGM or General Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles. Except where otherwise provided by the Act, every resolution is decided by a majority of votes cast

37.3. Every Voting Member is entitled to send a representative to an AGM or General Meeting and each of those representatives shall be able to vote as if they were the member appointing them in accordance with Schedule 1 to these Articles

37.4. Changes to the Federation's Articles may only be effected by a special resolution of the Voting Members

37.5. The number of votes cast may be subject to independent adjudication at the discretion of the Board

### **38. ERRORS AND DISPUTES**

38.1. No objection may be raised to the qualification of any person voting at AGM or General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid

38.2. Any such objection must be referred to the chair of the meeting whose decision is final

### **39. POLL VOTES**

39.1. A poll on a resolution may be demanded:

39.1.1. in advance of AGM and General Meeting where it is to be put to the vote; or

39.1.2. at AGM and General Meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared

39.2. A poll may be demanded by

39.2.1. the chair of the meeting

39.2.2. the Board; or

39.2.3. One-third Voting Members present in person or proxy having the right to vote on the resolution

39.3. A demand for a poll may be withdrawn if:

39.3.1. the poll has not yet been taken, and

39.3.2. the chair of the meeting consents to the withdrawal

39.4. Polls shall be taken as the Chair directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded

39.5. A poll demanded on the election of a chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands

and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made

39.6. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least 15 days' notice shall be given specifying the time and place at which the poll is to be taken

#### **40. POSTAL BALLOT**

40.1. The Board may decide, in advance of any AGM or General Meeting, to call a postal ballot in respect of an election which would otherwise be put to the vote at AGM or General Meeting. If there is to be a postal ballot, the details of the resolution and voting papers shall be sent at such time as the Board shall prescribe to the Voting Members. Voting papers must be returned to the Chief Executive in a sealed envelope by such time as the Board shall prescribe and shall be opened and counted by such person or persons as the Board shall decide

40.2. The result of the postal ballot will be declared at the AGM or General Meeting at which it would otherwise have been put to the vote

#### **41. CONTENT OF PROXY NOTICES**

41.1. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

- 41.1.1. states the name and address of the member appointing the proxy;
- 41.1.2. identifies the person appointed to be that member's proxy and the AGM or General Meeting in relation to which that person is appointed;
- 41.1.3. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- 41.1.4. is delivered to the Office in accordance with these Articles and any instructions contained in the notice of AGM or General Meeting to which they relate

41.2. The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

41.3. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

41.4. Unless a proxy notice indicates otherwise, it must be treated as:

- 41.4.1. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- 41.4.2. appointing that person as a proxy in relation to any adjournment of an AGM or General Meeting to which it relates as well as the meeting itself

#### **42. DELIVERY OF PROXY NOTICES**

- 42.1. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at AGM or General Meetings remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Office by or on behalf of that person
- 42.2. An appointment under a proxy notice may be revoked by delivering to the Registered Office via electronic communication a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 42.3. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- 42.4. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf via electronic signed declaration

### **43. AMENDMENTS TO RESOLUTIONS**

- 43.1. An ordinary resolution to be proposed at any AGM or General Meeting may be amended by ordinary resolution if:
  - 43.1.1. notice of the proposed amendment is given to the Federation via electronic communication by a person entitled to vote at AGM or General Meeting at which it is to be proposed not less than 5 days before the meeting is to take place (or such later time as the chair of the meeting may determine), and
  - 43.1.2. the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution
- 43.2. A special resolution to be proposed at any AGM or General Meeting may be amended by ordinary resolution, if:
  - 43.2.1. the chair of the meeting proposes the amendment at any AGM or General Meeting at which the resolution is to be proposed, and
  - 43.2.2. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
- 43.3. With the consent of the chair of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon
- 43.4. If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution

### **44. WRITTEN RESOLUTION**

- 44.1. Subject to Article 44.2.3, a resolution in writing agreed by the Appropriate Majority of Voting Members who would have been entitled to vote upon it had it been proposed at any AGM or General Meeting shall be effective provided that a copy of the proposed

resolution has been sent to every eligible member and the Appropriate Majority of Members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 21 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more Members have signified their agreement.

44.2. In Article 44.1, the "Appropriate Majority" is:

44.2.1. in the case of an ordinary resolution, a simple majority of the Voting Members;

44.2.2. in the case of a special resolution, 75% or more of the Voting Members

44.2.3. The following may not be passed as a written resolution:

- a) a resolution to remove a director before his period of office expires; and
- b) a resolution to remove an auditor before his period of office expires

## **ADMINISTRATIVE ARRANGEMENTS**

### **45. MEANS OF COMMUNICATION TO BE USED**

45.1. Subject to these Articles, anything sent or supplied by or to the Federation under these Articles may be sent or supplied in any way in which CA 2006 provides for documents or information which are authorised or required by any provision of CA 2006 to be sent or supplied by or to the Federation

45.2. The applicable address shall be the registered address as it appears in the register of members or by giving notice using electronic communications to an address for the time being notified to the Federation by the Voting Member

45.3. Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being

45.4. A director may agree with the Federation that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 5 days

## **DIRECTORS' INDEMNITY AND INSURANCE**

### **46. INDEMNITY & INSURANCE**

46.1. Subject to Article 46.2, a relevant Director of the Federation may be indemnified out of the Federation's assets against:

46.1.1. any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Federation

46.1.2. any other liability incurred by that director as an officer of the Federation

46.2. This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Acts or by any other provision of law

46.2.1. The Board may decide to purchase and maintain insurance, at the expense of the Federation, for the benefit of any relevant director in respect of any relevant loss

46.2.2. In this Article:

46.2.3. a "relevant director" means any Director or former Director of the Federation or an associated company

46.2.4. a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Federation, any associated company or any pension fund or employees' share scheme of the company or associated company

#### **47. ACCOUNTS**

47.1. The Board shall cause proper books of accounts to be kept relating to;

47.1.1. All sums of money received and expended by the Federation and the matters in respect of which the received and expended by the Federation and the matters in respect of which the receipt and expenditure takes place

47.1.2. All sales and purchases of goods by the Federation; and

47.1.3. The assets and liabilities of the Federation

47.2. The books of account shall be kept at the Registered Office or the place of business of the Federation

#### **48. AUDIT**

48.1. The accounts of the Federation shall be audited at least once every fiscal year and the correctness of the income and expenditure account and balance sheet ascertained by the auditors appointed who shall be properly qualified accredited auditors. The audited accounts shall be published on the Federation website.

48.2. Auditors shall be appointed and their duties regulated in accordance with the Acts

#### **49. NOTICES**

49.1. A notice of any matter shall be deemed served by the Federation upon any Member if it is either personally served by a person so authorised by an officer of the Federation or it is sent through via electronic communication to such member at their address appearing in the register of members. It is the duty of every member to ensure that their correct electronic address is stated on the register

49.2. Any notice, if served, shall be deemed to have been served on the after the expiration of 2 working days after it has been posted and in proving such service it shall be

sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter

49.3. Notice of every meeting shall state the date, time, agenda and value of the meeting and any dispute thereto shall be resolved by reference of the same to the auditor, for the time being, of the Federation. No other person or persons save members shall be entitled to receive notices of meetings

## **50. INDEMNITY**

50.1. Every director or other officer of the Federation shall be entitled to be indemnified out of the assets of the Federation against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Federation 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 Acts. The Board shall have power to purchase and maintain for any director, officer or auditor of the Federation insurance against any such liability as is referred to in the Acts

## **51. DISCIPLINARY MATTERS**

51.1. The Board shall have the power to discipline any Member when it is satisfied there has been any breach of these Articles, the Regulations or any other rules of the Federation or the equivalent constitutional provisions of its affiliated bodies, or where there has been conduct likely to bring the Federation or the Sport into disrepute

51.2. The Board may, without limitation, suspend Membership of any person or body, impose fines on, remove recognition of titles won or records achieved by, caution or censure any such person or body

51.3. The Board may suspend the Membership of any person or body pending the outcome of any investigation process

51.4. The Board may delegate the exercise of its disciplinary functions to specific sub-committees of the Board, created with specific remits and devolved decision making authorities, subject to final approval by the Board

51.5. In cases where doping is alleged or suspected or is or may be an issue, the Federation shall follow the procedures and rules referred to in Article 52. Subject to those procedures and rules, the Board may establish an appeals and/or review procedure for such cases

51.6. The Board shall adopt such other rules as it deems necessary to govern its complaints and disciplinary procedures against any Member

## **52. ANTI-DOPING RULES**

52.1. The anti-doping rules of the Federation are the Anti-Doping Rules published by the World Anti- Doping Agency (WADA) and as amended from time to time. The Federation accepts the right of any duly authorised representatives of such body, to dope test, in accordance with law, any Members both in-competition and out of competition (i.e. unannounced testing)

52.2. It shall be a fundamental condition of Membership, in addition to any other provisions concerning membership and the various categories of membership as laid down in these Articles, that, subject to Article 64.1, Members submit to and comply with any dope testing by the Federation or any of the bodies referred to in Article 52.1

52.3. In the case of a young person under the age of 18 years who is asked to be subject to dope testing, the prior written consent of their parent or guardian must be given either via the initial membership process at club level, or at selection for competition or through competition entry forms

## **53. WINDING UP & DISSOLUTION**

53.1. The Federation may be wound up in the manner provided for by the Act or any statutory modification made thereto for the time being in force and in accordance with the provisions of paragraphs 6 and 7 of Memorandum of Association



**SCHEDULE 1**

**VOTING ENTITLEMENT**

<b>Category of member</b>	<b>Votes</b>
Full Members	1
Affiliate Members	1
Associate Members	0

## **SCHEDULE 2**

### **TRANSITIONAL ARRANGEMENTS**

1. The Board will:
  - 1.1. issue as at the date of incorporation and adoption of these Articles and thereafter advertise from time to time a list of any vacancies arising from the composition of the Board under Article 9; and
  - 1.2. endeavour to fill such vacancies as soon as reasonably practicable in accordance with these Articles
2. In order to be compliant with Article 9, the following transitional arrangements shall be implemented with effect from the date of incorporation and adoption of these Articles:
3. The Founding members appoint a transitional Board consisting of
  - 3.1. Four (4) Elected Directors
  - 3.2. Two (2) Independent Directors
  - 3.3. A Chief Executive
4. The transitional Board shall organise the first AGM to be held within 210 days of incorporation
5. The Transitional Board shall remain in office as follows:
  - 5.1. Elected Director 1 – must retire and be eligible for re-nomination at the 2018 AGM
  - 5.2. Elected Director 2 - must retire and be eligible for re-nomination at the 2019 AGM
  - 5.3. Elected Director 3 - must retire and be eligible for re-nomination at the 2020 AGM
  - 5.4. Elected Director 4 - must retire and be eligible for re-nomination at the 2021 AGM
  - 5.5. Independent Director 1 - must retire and be eligible for re-appointment at the 2019 AGM
  - 5.6. Independent Director 2 - must retire and be eligible for re-appointment at the 2020 AGM
  - 5.7. The Chief Executive - must be re-nominated for appointment at the 2019 AGM

### SCHEDULE 3

#### FOUNDING AGREEMENT

The undersigned, National Federations hereby irrevocably agree to become the Founding Members of the Federation:

1. We hereby confirm for and on behalf of our National Federation, members and community that the form, content and wording of the Memorandum and Articles of Association of the Federation, are duly endorsed, approved and agreed
2. The Memorandum and Articles of Association of the Federation are to be adopted at incorporation
3. We further acknowledge and agree on behalf of our National Federation, members and community that the Federation should be incorporated as the sole International Federation and/or International Governing Body of Parkour, Freerunning and Art Du Déplacement (the Sport) and hereby acknowledge our agreement to federate
4. We further confirm that for and on behalf of our National Federation, members and community we hereby agree to be named and included in the list of six Founding Members of the Federation and accept and acknowledge that it will bear one sixth of the cost of incorporation

**SIGNED** by **EUGENE MINOGUE** ) .....

For and on behalf of **Parkour UK** as a Founding & Full Member of the Federation

**SIGNED** by **SACHA LAMAIRE** ) .....

For and on behalf of **Fédération de Parkour** as a Founding & Affiliate Member of the Federation

**SIGNED** by **DAMIEN PUDDLE** ) .....

For and on behalf of **New Zealand Parkour Association** as a Founding & Affiliate Member of the Federation

**SIGNED** by **ELIOT DUFFY** ) .....

For and on behalf of **Australian Parkour Association** as a Founding & Affiliate Member of the Federation

**SIGNED** by **PAUL GRAY** ) .....

For and on behalf of **Parkour South Africa** as a Founding & Affiliate Member of the Federation

**SIGNED** by **TOMASZ DĄBROWSKI**) .....

For and on behalf of **Polska Federacja Parkour i Freerun** as a Founding & Affiliate Member of the Federation

To federate and form ) **PARKOUR EARTH**

**Dated:** 4 July 2017