

UKHA Board Elections

Composition. The initial Board of Directors shall be composed of the three (3) persons named in the Articles of Incorporation. Following the first annual membership meeting, the activities and business of the UKHA shall be vested in its designated Board of Directors. The number of directors shall be fixed from time to time by resolution of the Board of Directors adopted by a majority of the entire Board of Directors; provided, however, that the number of directors shall not be less than three (3), nor more than twenty-five (25), nor shall any decrease in the number of directors, from time to time, shorten the term of any incumbent director. There shall be no more than thirteen (13) directors from the Sustaining Member class and no more than twelve (12) directors from the classes of Industry, Small & Medium Enterprise, Related Organisation, and University/Education Members. Directors need not be residents of the United Kingdom.

Except as hereinafter provided, the directors shall be elected at the annual meeting of the membership by the affirmative vote of a majority of the members of the respective classes voting. As used in this document, the term "entire Board" shall mean the total number of directors entitled to vote from time to time. Directors shall be elected by the members of their respective class.

Election of Directors by Industry Members. At each annual meeting of the UKHA, the Industry Members qualified and appearing on the roll of members shall independently elect by ballot directors to fill the seat(s) on the Board of Directors reserved for directors elected by Industry Members, as hereinafter provided. At all times, there shall be a minimum of two (2) Industry Membership seats on the Board. The Board of Directors shall fix, from time to time, the number of seats available for Industry Members according to the following formula:

$$\text{Number of Board seats} = \frac{\text{Industry Class Membership fees}}{\text{Total Class Membership fees}} \times 12$$

where "Industry Class Membership fees" is equal to the annual membership fees for Industry Members during the proceeding fiscal year multiplied by the number of Industry Members in good standing on or preceding 5 April of that fiscal year, and "Total Class Membership fees" is equal to the sum of the "Class Membership fees" of the Industry, Small & Medium Enterprise, Related Organisation, and University/Education membership classes, provided, however, that any fractional remainder derived from the formula shall be rounded off to the nearest whole number.

In the event that this nearest whole number is less than two (2), the number of seats on the Board reserved for directors elected by Industry Members shall be two (2).

Election of Directors by Small & Medium Enterprise Members. At each annual meeting of the UKHA, SME Members of the UKHA qualified and appearing on the roll of members shall independently elect by ballot directors to fill the seat(s) on the Board of Directors reserved for directors elected by SME Members as hereinafter provided. At all times, there shall be a minimum of two (2) Small & Medium Enterprise Membership seats on the Board. The Board of Directors shall fix, from time to time, the number of seats available for Small & Medium Enterprise Members according to the following formula:

$$\text{Number of Board seats} = \frac{\text{Small \& Medium Enterprise Class Membership fees}}{\text{Total Class Membership fees}} \times 12$$

where "Small & Medium Enterprise Class Membership fees" is equal to the annual membership fees for Small & Medium Enterprise Members during the preceding fiscal year multiplied by the number of Small & Medium Enterprise Members in good standing on or preceding 5 April of that fiscal year, and "Total Class Membership fees" is equal to the sum of the "Class Membership fees" of the Industry, Small & Medium Enterprise, Related Organisation, and University/Education membership classes, provided, however, that any fractional remainder derived from the formula shall be rounded off to the nearest whole number.

In the event that this nearest whole number is less than two (2), the number of seats on the Board reserved for directors elected by Small & Medium Enterprise Members shall be two (2).

Election of Directors by Related Organisation Members. At each annual meeting of the UKHA, Related Organisation Members of the UKHA qualified and appearing on the roll of members shall independently elect by ballot directors to fill the seats on the Board of Directors reserved for directors elected by Related Organisation Members, as hereinafter provided. At all times, there shall be a minimum of two (2) Related Organisation seats on the Board. The Board of Directors shall fix, from time to time, the number of seats available for Related Organisation Members according to the following formula:

$$\text{Number of Board seats} = \frac{\text{Related Organisation Class Membership fees}}{\text{Total Class Membership fees}} \times 12$$

where "Related Organisation Class Membership fees" is equal to the annual membership fees for Related Organisation Members during the preceding fiscal year multiplied by the number of Related Organisation Members in good standing on or preceding 5 April of that fiscal year, and "Total Class Membership fees" is equal to the sum of the "Class Membership fees" of the Industry, Small & Medium Enterprise, Related Organisation, and University/Education membership classes, provided, however, that any fractional remainder derived from the formula shall be rounded off to the nearest whole number.

In the event that this nearest whole number is less than two (2), the number of seats on the Board reserved for directors elected by Related Organisation Members shall be two (2).

Election of Directors by University/Education Members. At each annual meeting of the UKHA, University/Education Members of the UKHA qualified and appearing on the roll of members shall independently elect by ballot directors to fill the seats on the Board of Directors reserved for directors elected by University/Education Members, as hereinafter provided. At all times, there shall be a minimum of two (2) University/Education seats on the Board. The Board of Directors shall fix, from time to time, the number of seats available for University/Education Members according to the following formula:

$$\text{Number of Board seats} = \frac{\text{University/Education Class Membership fees}}{\text{Total Class Membership fees}} \times 12$$

where "University/Education Class Membership fees" is equal to the annual membership fees for University/Education Members during the preceding fiscal year multiplied by the number of University/Education Members in good standing on or preceding 5 April of that fiscal year, and "Total Class Membership fees" is equal to the sum of the "Class Membership fees" of the Industry, Small & Medium Enterprise, Related Organisation, and University/Education membership classes, provided, however, that any fractional remainder derived from the formula shall be rounded off to the nearest whole number.

In the event that this nearest whole number is less than two (2), the number of seats on the Board reserved for directors elected by University/Education Members shall be two (2).

Limitation. If the total number of Board seats allocated in accordance with the provisions described above exceeds twelve (12) or is less than ten (10) the total number of Board seats reserved for the Industry, Small & Medium Enterprise, Related Organisation and University/Education Members shall be determined by the Board, departing as little as possible from the allocation determined above.

Election of Directors by Sustaining Members. The Board of Directors shall fix, from time to time, the number of seats available for Sustaining Members according to the following formula: one (1) Sustaining Member seat on the Board of Directors for each Sustaining Member, not to exceed thirteen (13) seats. At such time as the number of Sustaining Members exceeds the number of Sustaining Member seats, at each annual meeting of the UKHA, the Sustaining Members qualified and appearing on the roll of members shall independently elect by ballot directors to fill the seats on the Board of Directors reserved for Sustaining Members, as hereinafter provided.

Term. The term of office for the members of the Board of Directors initially elected by their respective class shall be fixed at two (2) years, with unlimited consecutive terms, except as otherwise set by the Board of Directors.

[Adopted by the UKHA Board of Directors on 16 May 2006]