



British Parachute Association Limited

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Articles of Association

THE COMPANIES ACTS 1985-2006
PRIVATE COMPANY LIMITED BY GUARANTEE
REGISTERED IN LONDON NO 875429

British Parachute Association Ltd

[Incorporated 29/03/1966 and amended by Special Resolutions effective 20/03/1989; 27/02/2008; 10/02/2011; 27/03/2012 and 16/02/2016]

1. INTERPRETATION

1.1 In these Articles:

“the Act”	means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the Association;
“Address”	means a postal address or, for the purposes of electronic communication, a fax number, email address or telephone number for receiving text messages;
“Annual General Meeting”	means the meeting of the annual meeting of the Members pursuant to Article 7.1;
“Articles”	means the Association’s Articles of Association from time to time;
“Associate Member”	means the category of members referred to in Article 5.5;
“Association”	means the above-named company;
“Chair”	means the person appointed as Chair of the Council in accordance with Article 13;
“Chief Operating Officer” or “COO”	means the Chief Operating Officer of the Association from time to time;
“the Council”	means the body responsible for the management of the Association pursuant to Article 10;
“Document”	includes, unless otherwise stated, any document sent or supplied in electronic form;
“Elected Council Member”	means a member of the Council appointed pursuant to Article 11;
“Electronic”	has the meaning given in section 1168 of the Companies Act 2006;
“General Meeting”	means any meeting of the Members of the Association including an Annual General Meeting;
“Independent Council Member”	means a member of the Council appointed pursuant to Article 12;
“Member”	has the meaning given in section 112 of the Companies Act 2006 and as detailed under ‘membership’ in these Articles;
“member of the Council”	means the persons who have been appointed for the time being to membership of the Council and have assumed the duties and responsibilities of company directors under the Act;
“Nominations Committee”	means a committee of the Council constituted pursuant to Articles 19.9 and 19.10;
“Ordinary Resolution”	has the meaning given in section 282 of the Companies Act 2006;
“Person”	means, unless the context requires otherwise, a natural person, unincorporated body, firm, partnership, corporate body or a representative of an unincorporated body, firm, partnership or corporate body;
“Secretary”	means the person appointed as Secretary of the Association pursuant to Article 20;
“Special Resolution”	has the meaning given in section 283 of the Companies Act 2006;
“Vice Chair”	means the person appointed as Vice Chair in accordance with Article 13;
“Writing”	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.



- 1.2** Unless the context requires otherwise, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Association. Schedule 2 to the Companies (Model Articles) Regulations 2008 shall apply to the Association, save where amended or replaced by these Articles. In the case of any variation or inconsistency between these Articles and the model articles, these Articles shall prevail.
- 2. OBJECTS**
- 2.1** The objects of the Association are:
- 2.1.1** to promote and encourage sport parachuting and to take such steps as may be necessary for the proper conduct and regulation of the sport;
- 2.1.2** to use its best endeavours to ensure the observance of the highest possible standards of safety on the part of those participating in or connected with sport parachuting, and to take all such steps as may be necessary to maintain such standards;
- 2.1.3** generally to promote, protect and watch over the interests of sport parachuting; to effect collaboration between Members of the Association, and to co-operate and negotiate on their behalf with government departments and any other official or representative bodies or organisations, including organisations abroad;
- 2.1.4** to improve and elevate the technical and general knowledge of companies, firms or persons engaged in the operation or management of parachute training organisations, or in any employment in connection therewith; and to promote just and honourable practice in the conduct of the operation of parachute training organisations, to suppress malpractice connected therewith and to make any bye-laws or regulations to these ends. Actively to oppose any act or acts by individuals within or outside the Association which are prejudicial to the interests of sport parachuting;
- 2.1.5** to originate and promote and to take all necessary steps to modify, or oppose, international, national, municipal or local legislative or administrative proposals or legislation affecting sport parachuting and parachute training organisations, and for the purposes aforesaid to petition British, European and International Parliaments and Assemblies, and take such other steps and proceedings as may be deemed expedient;
- 2.1.6** to act as promoters of parachute meetings and competitions, as publishers of information and guidance, general traders, dealers, agents and manufacturers, both wholesale and retail, of any articles of any description including parachute equipment, which may assist the development of parachuting and the work of parachute training organisations;
- 2.1.7** to establish, subsidise, promote and co-operate, associate and affiliate with, become a Member of, act as or appoint agents or delegates to, control, manage, superintend or otherwise assist in clubs, associations and institutions, incorporated or not incorporated, with objects altogether or in part similar to those of the Association, not being a trade union;
- 2.1.8** to establish and support, or aid in the establishment and support of, associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Association, or the dependants or connections of such persons, and to grant pensions and allowances to and to make payments towards insurance of employees or ex-employees or any of their dependants or connections.
- 2.2** In carrying out its objects, the Association shall promote equality of opportunity and oppose any form of discrimination on the grounds of race, ethnic origin, gender, sexual orientation, age, disability or religion.
- 3. POWERS**
- 3.1** The Association may do all such lawful things as may further its objects and, in particular, may borrow or raise funds for any purpose.
- 4. INCOME AND PROPERTY**
- 4.1** The Association is not established or conducted for private gain and any profits of the Association shall be applied to creating a general reserve for the continuation and development of the Association.
- 4.2** The Association's income and property shall be applied solely to the promotion of the objects of the Association and no portion shall be paid or transferred directly or indirectly to any Member of the Association, provided that nothing shall prevent any payment in good faith by the Association:
- 4.2.1** of reasonable and proper remuneration to any Member (except a member of the Council) or any other person instructed, directly or indirectly, by the Council to provide services to the Association in return for any service rendered to the Association;
- 4.2.2** that no member of the Council shall be appointed to any salaried office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Council, except in repayment of out-of-pocket expenses and interests at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association;
- 4.2.3** of interest on money lent by any Member of the Association at a rate per annum not exceeding 2% above the base rate of the Bank of England for the time being;
- 4.2.4** of reasonable and proper rent for premises demised or let by any Member of the Association;
- 4.2.5** of any reasonable expenses which a Member or member of the Council or any person instructed, directly or indirectly, by the Council has properly incurred whilst acting on behalf of the Association under such instructions.
- 5. MEMBERS**
- 5.1** The Council may at their sole discretion admit into membership individuals irrespective of their age, gender, sexual orientation, disability, race or religion who support the objects of the Association and have paid or agreed to pay the annual subscription as agreed by the Members at the Annual General Meeting.
- 5.2** Membership shall hold such privileges and be subject to such limitations as determined by the Council from time to time.



5.3 Applications for Membership shall be in any such form as the Council shall direct. Any such form may provide that a Member may give their consent to receive communications by electronic means. Any Member giving their consent in this way shall notify the Secretary of any change to their details within seven days of the change.

5.4 Every Member shall be bound to further to the best of his or her ability the objects, interests and influence of the Association, and shall observe all the regulations and bye-laws for the time being of the Association and shall undertake not to bring or join in bringing any action, claim or other proceedings against the Association, its officers or Members on account of their bona fide actions not contrary to these Articles and carried out in the course of fulfilling the Association's objects.

5.5 The Association shall also have an Associate Membership, comprised of those individuals who are connected with sport parachuting and support the objects of the Association. Associate Members may be invited to attend and speak at General Meetings of the Association, at the discretion of the Council, but shall not count towards a quorum, shall carry no voting rights on any business to be discussed at General Meetings nor be counted as Members for the purposes of these Articles.

6. CESSATION OF MEMBERSHIP

6.1 The rights and privileges of a Member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the Member ceasing to be such.

6.2 A Member shall cease to be a Member if he or she:

6.2.1 resigns in writing to the Secretary;

6.2.2 fails to pay any annual subscription or other monies due to the Association;

6.2.3 is expelled by a simple majority decision of the Council acting in its absolute discretion for conduct prejudicial to the Association, providing that the Association's disciplinary procedure has been followed;

6.2.4 dies.

7. GENERAL MEETINGS

7.1 Once in each calendar year the Association shall hold an Annual General Meeting. Each Annual General Meeting shall be held not more than fifteen months after the last.

7.2 The business of the Annual General Meeting shall be:

7.2.1 to consider and adopt, if approved, the accounts and balance sheet for the financial year past;

7.2.2 to receive and consider for adoption the report of the Council;

7.2.3 to receive the results of the election, or nominations, of the Council;

7.2.4 to fix the annual subscription payable by Members for the ensuing financial year;

7.2.5 if required, to authorise the Council to appoint auditors for the ensuing financial year and to fix their remuneration;

7.2.6 to transact such other business as may have been contained in the notices calling the meeting.

7.3 The Council may whenever it thinks fit convene a General Meeting, other than the Annual General Meeting. In addition, the Council shall convene a General Meeting on the receipt of a requisition signed by at least ten per cent of the Membership of the Association, or as provided for by the Act.

7.4 Decisions at General Meetings shall be made by passing resolutions:

7.4.1 decisions involving an alteration to these Articles, or to wind up the Association, and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than 75% of votes cast at a General Meeting, including an Annual General Meeting;

7.4.2 all other decisions shall be made by Ordinary Resolution requiring a simple majority of votes cast at a General Meeting, including an Annual General Meeting.

7.5 A resolution in writing agreed by a simple majority (or in the case of a Special Resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a General Meeting, including an Annual General Meeting, shall be effective provided that:

7.5.1 a copy of the proposed resolution has been sent to every eligible Member;

7.5.2 a simple majority (or in the case of a Special Resolution a majority of not less than 75%) of Members has signified its agreement to the resolution; and

7.5.3 it is contained in an authenticated document which has been received at the registered office or by suitable Electronic means within the period of 28 days beginning with the circulation date.

7.6 A resolution in writing may comprise several copies to which one or more Members have signified their agreement.

7.7 In accordance with the Act, resolutions to remove a member of the Council or auditor of the Association before the end of their period of office shall not be passed by written resolution.

8. NOTICES

8.1 An Annual General Meeting or a General Meeting which is to consider a Special Resolution or a resolution to remove the auditor or a member of the Council shall be called by at least twenty one clear days' notice. Any other General Meeting shall be called by at least fourteen clear days' notice.

8.2 Notice of every General Meeting, including an Annual General Meeting, shall be sent by post to Members of the Association at their registered address, or to an address given where a Member has elected to receive communications by Electronic means, and to the auditors and to such other persons who are entitled to receive notice and shall be given personally or sent by post or electronically to each Member at the address recorded in the register of Members.



8.3 Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact date, time and place of the meeting. In the case of a General Meeting which is to consider a Special Resolution or a proposal to remove the auditor or a member of the Council, such resolution shall be specified in the notices calling that meeting and in the case of all other General Meetings, the general nature of the business to be considered shall be specified. Notice shall also include the right of each Member to appoint a proxy.

8.4 Where notice is sent by post or electronic means, it shall be deemed to have been served by properly addressing, prepaying and posting the notice and to have been served two working days after the notice has been posted or sent.

8.5 Where the Association places communications required by these Articles on its website, notification must be given to all Members who have given their consent to receive communication by this method that documents have been placed for their consideration.

8.6 The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

9. PROCEEDINGS AT GENERAL MEETINGS

9.1 Only one vote may be cast by or on behalf of each Member on any particular resolution. Any other person, whether or not a Member of the Association, may act as proxy for a Member who is absent from the meeting. Notice of an appointment of a proxy by a Member must be received by the Secretary no later than 48 hours (excluding weekends) prior to the meeting. Proxies shall be appointed using procedures agreed in General Meeting. A proxy may be instructed by the Member for whom he or she is acting to vote this way or that on a particular resolution, or may be authorised to vote in accordance with his or her own judgement.

9.2 A Member shall declare an interest in, and shall not vote in respect of any matter in which he or she has a personal, material or financial interest.

9.3 No business shall be transacted at a General Meeting unless a quorum is present. A quorum shall be six Members, unless and until otherwise decided by a General Meeting.

9.4 If thirty minutes after the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned until thirty days hence and shall take place in such venue as the Council may decide and all Members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting. The Members present at a meeting so adjourned shall constitute a quorum for that meeting only.

9.5 At every General Meeting the Chair shall preside, but if he or she is not present within twenty minutes after the time appointed for the commencement of the meeting or is unable to preside then the Vice Chair shall preside, and if he or she is not present the Members present shall choose one of their number to be chair of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.

9.6 The Chair, or person appointed as chair of the meeting pursuant to Article 9.5, may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no

business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is so adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise (except in circumstances described in Article 9.4) it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

9.7 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least two Members present or as required under the Act. Unless a secret ballot be so demanded, a declaration by the Chair, or person appointed as chair of the meeting pursuant to Article 9.5, that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolutions.

9.8 If a secret ballot is duly demanded it shall be taken in such a manner as the Chair, or person appointed as chair of the meeting pursuant to Article 9.5, directs, provided that each Member shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a secret ballot may be withdrawn.

9.9 The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded.

9.10 In the case of an equality of votes, whether on a show of hands or on a ballot, the Chair, or person appointed as chair of the meeting pursuant to Article 9.5, shall not have a second or casting vote and the vote shall be deemed to have been lost.

9.11 The Association may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

10. THE COUNCIL¹

10.1 The management of the Association's affairs shall be vested in the Council.

10.2 *Immediately following the adoption of these Articles, the Council will consist of those members of the Council elected by the Members at the immediately preceding Annual General Meeting.*

10.3 At the first Annual General Meeting following the adoption of these Articles and thereafter, the Council will consist of:

10.3.1 up to ten Elected Council Members elected pursuant to Article 11; and

10.3.2 up to two Independent Council Members appointed pursuant to Article 12.

10.4 The Council shall have the power to fill casual vacancies in the number of Elected Council Members. Any person so appointed shall retain his or her seat only until the next Annual General Meeting but shall be eligible for re-election. Any person elected to fill such a casual vacancy at the Annual General Meeting, will remain in office for the remainder of the term of office of the member of Council who created the casual vacancy.

[1] Wording in italics denotes transitional provisions or arrangements



- 10.5** If a vacancy arises in relation to the Independent Council Members, the Council shall inform the Nominations Committee who shall notify the Council in writing of the identity of the person who is to be appointed to fill the vacancy. Any person so appointed shall retain his or her seat only until the next Annual General Meeting but shall be eligible for re-appointment. Any person appointed to fill such a casual vacancy at the Annual General Meeting, will remain in office for the remainder of the term of office of the Independent Council Member who created the casual vacancy.
- 10.6** The Council may appoint, as a co-opted member/s of the Council without a vote at the Council meetings, any person/s whose services as members of the Council will, in the opinion of the Council, be advantageous to the Association. Any member of the Council so co-opted shall retire from office at the conclusion of the Annual General Meeting next following his or her appointment, but thereafter may again be co-opted to serve on the Council.
- 10.7** Members of the Council shall not be entitled to any remuneration for their services as such members, but the Council may authorise payment by the Association of any reasonable and proper out-of-pocket expenses incurred by any such member of the Council in the performance of his or her duties or otherwise in connection with the affairs of the Association.
- 11. APPOINTMENT AND RETIREMENT OF ELECTED COUNCIL MEMBERS¹**
- 11.1** *At the first Annual General Meeting following the adoption of these Articles, 10 Elected Council Members will be elected in accordance with the election process detailed in Article 11.7.*
- 11.2** *At the second Annual General Meeting following the adoption of these Articles, all of the current Elected Council Members shall retire except for the Initial Chair, appointed in accordance with Article 13.1, and the six Elected Council Members who received the most number of votes in the election at which they were appointed pursuant to Article 11.1 ("the Remaining Elected Council Members") but as between persons who received the same number of votes, those to retire shall be chosen by lot. The resulting three Elected Council Member vacancies shall be filled in accordance with Articles 11.6 and 11.7.*
- 11.3** *At the third Annual General Meeting following the adoption of these Articles, the three Remaining Elected Council Members, not including the Initial Chair appointed in accordance with Article 13.1, who received the fewest number of votes in the election at which they were appointed pursuant to Article 11.1 shall retire but as between persons who received the same number of votes, those to retire shall be chosen by lot. The resulting three Elected Council Member vacancies shall be filled in accordance with Articles 11.6 and 11.7.*
- 11.4** *At the fourth Annual General Meeting following the adoption of these Articles, the four Remaining Elected Council Members, including the Initial Chair appointed in accordance with Article 13.1, shall retire. The resulting three Elected Council Member vacancies shall be filled in accordance with Articles 11.6 and 11.7.*
- 11.5** *For the avoidance of doubt, at all subsequent Annual General Meetings, Elected Council Members shall be elected and shall retire in accordance with Articles 11.6 and 11.7.*
- 11.6** Elected Council Members shall be elected by the Members for a term of office of three years. A Elected Council Member completing their three year term of office may be eligible for re-election for another term of office provided that no Elected Council Member having completed 3 terms of office of three years may be eligible for re-election until after the expiry of one term of office of 3 years.
- 11.7** The Elected Council Members shall be nominated from, and appointed by, the Members in accordance with the following election process:
- 11.7.1** Not less than two months before the date fixed for the Annual General Meeting in any year, Members of the Association shall be invited to nominate in writing candidates, who must be Members of the Association, to serve as Elected Council Members. The invitation for nominations will set out the number of vacancies on the Council.
- 11.7.2** Any candidate nominated in accordance with Article 11.7.1, must consent to their nomination in writing.
- 11.7.3** Any such nomination must be supported (proposed and seconded) by two Members of the Association.
- 11.7.4** Any such nomination must be received by the Secretary by the date set out in the invitation, which shall be not less than 14 days after the date of issue of the invitation.
- 11.7.5** In the event the Association receives fewer nominations than the number of vacancies available on the Council, the nominations received shall be declared elected without contest, provided the nomination conditions set out in Articles 11.7.2 to 11.7.4 are met.
- 11.7.6** In the event the Association receives more nominations than the number of vacancies available on the Council, an election shall be held.
- 11.7.7** In the event of an election under Article 11.7.6, the following process will be followed:
- i.** the names of each person nominated in accordance with Articles 11.7.2 to 11.7.4 shall be set out in alphabetical order on a voting form, which can be electronic in nature;
 - ii.** not less than 21 days before the date fixed for the Annual General Meeting at which the result of the election will be made, the Association shall ensure the distribution of a voting form, whether electronically or in hard copy, to Members entitled to vote;
 - iii.** Members shall not vote for more than the number of vacancies available on the Council;
 - iv.** the voting form will include details as to the time and date by which completed voting forms must be received at, or if voting by electronic means submitted to, the address stated on the voting form for the vote to be registered;
 - v.** the voting form will include details of the return address and how to submit votes electronically.
- 11.7.8** The nominees receiving the most votes shall be declared the Elected Council Members to fill the vacancies.
- 11.7.9** The declaration of the result of the election may be made in writing prior to the Annual General Meeting.

[1] Wording in italics denotes transitional provisions or arrangements



11.7.10 The Secretary will report the results of the election of the Elected Council Members at the Annual General Meeting.

12. APPOINTMENT AND RETIREMENT OF INDEPENDENT COUNCIL MEMBERS¹

12.1 *At the first Annual General Meeting following the adoption of these Articles, two Independent Council Members shall be appointed in accordance with Article 12.5. One of these Independent Council Members shall be appointed for a term of office of one year ("the A ICM") and the other Independent Council Member shall be appointed for a term of office of two years ("the B ICM").*

12.2 *At the second Annual General Meeting following the adoption of these Articles, the A ICM shall retire and the resulting Independent Council Member vacancy shall be filled in accordance with Articles 12.5 and 12.6.*

12.3 *At the third Annual General Meeting following the adoption of these Articles, the B ICM shall retire and the resulting Independent Council Member vacancy shall be filled in accordance with Articles 12.5 and 12.6.*

12.4 *For the avoidance of doubt, all further Independent Council Members shall be appointed and shall retire in accordance with Articles 12.5 and 12.6.*

12.5 Independent Council Members shall be selected and nominated to the Members by the Nominations Committee and shall be appointed by the Members at a General Meeting.

12.6 Independent Council Members shall be appointed for a term of office of three years. An Independent Council Member completing their three year term of office may be eligible for re-appointment for another term of office provided that no Independent Council Member having completed 3 terms of office of three years may be eligible for re-appointment.

12.7 For the avoidance of doubt, any Independent Council Member may not be eligible to put themselves forward as a candidate for election as an Elected Council Member pursuant to Article 11.6 until at least three years has passed since he or she was last an Independent Council Member.

13. PROCEDURE FOR ELECTION OF CHAIR, VICE CHAIR AND TREASURER¹

13.1 *At the first Council meeting following the adoption of these Articles, the Council shall elect one of their number to be Chair ("the Initial Chair"). One member of the Council must propose one of their number to be the Initial Chair and another member of the Council must second this proposal. The Initial Chair shall then be elected by a simple majority vote of the members of the Council. The person so appointed as the Initial Chair will serve for a three year term of office.*

13.2 All subsequent Chairs will be appointed in accordance with the process set out in Article 13.1 and will be appointed for a term of office of up to three years. On the expiry of the Chair's term of office, or in the event the Chair vacates their office or is removed from office by a decision of at least three quarters of all other members of the Council from time to time, a new Chair will be elected following the procedure set out in Article 13.1.

13.3 Following the appointment of the Chair, the Council shall also appoint one of their number to be Vice Chair and one of their number to be Treasurer. The Council shall decide the period during which he or she is to hold office, whether the appointment is to be confirmed annually by the Council and the precise point at which his or her term of office ends. The Council shall endeavour to ensure the term of office of the Chair, Vice Chair and Treasurer shall not end at the same time.

14. DECLARATION OF INTEREST

14.1 Whenever a member of the Council has a personal, financial or material interest, whether directly or indirectly in a matter to be discussed at a meeting and whenever such a person has an interest in another unincorporated or corporate body whose interests are reasonably likely to conflict with those of the Association in relation to a matter to be discussed at a meeting, notwithstanding matters relating to the terms of business of the Association, he or she must:

14.1.1 declare an interest before the discussion begins on the matter;

14.1.2 withdraw from that part of the meeting unless expressly invited by the Chair of the meeting to remain;

14.1.3 not be counted in the quorum for that part of the meeting;

14.1.4 withdraw during the vote and have no vote on the matter.

14.2 Subject to anything to the contrary in these Articles:

14.2.1 in accordance with (but subject to) the Act, the Council may give authorisation in respect of a situation in which a member of the Council has, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Association; and

14.2.2 in authorising a situation the Council may decide (whether at the time of giving the authorisation or subsequently) that if the conflicted member of the Council has obtained any information through his or her involvement in the situation otherwise than as a member of the Council and in respect of which he or she owes a duty of confidentiality to another person, the member of the Council is under no obligation to:

(a) disclose that information to the Association; and/or

(b) use that information for the benefit of the Association; where to do so would amount to a breach of confidence.

14.3 A member of the Council may be paid all reasonable out of pocket expenses incurred by them in attending and returning from meetings of the Council.

14.4 A member of the Council shall cease to be such immediately if he or she:

14.4.1 resigns his or her office in writing to the Association; or

14.4.2 in the opinion of a majority of the Council, fails to declare his or her interest in any contract as referred to in these Articles; or

14.4.3 is absent from three successive meetings of the Council without giving adequate explanation to the satisfaction of the Council and the Council pass a simple majority resolution that he or she has by reason of such absence vacated office, provided that any member of the Council to be so expelled shall be first given the opportunity to make representation to the Council; or

[1] Wording in italics denotes transitional provisions or arrangements



14.4.4 is, or may be, suffering from mental disorder and either:

- (a) a registered medical practitioner who is treating that natural person gives a written opinion to the Association stating that the person has become physically or mentally incapable of acting as a member of the Council and may remain so for more than three months; or
- (b) by reason of that natural 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;

14.4.5 becomes bankrupt or is otherwise prevented by law from continuing as a company director; or

14.4.6 is removed from office by Ordinary Resolution of the Association in General Meeting in accordance with the Act; or

14.4.7 if they are an Elected Council Member, ceases to be a Member of the Association.

15. REMOVAL OF A MEMBER OF THE COUNCIL

15.1 A member of the Council may be expelled from office by a resolution of the Association stating that it is in the best interests of the Association that his or her office is terminated. A resolution to remove a member of the Council from office may only be passed if:

15.1.1 the member of the Council has been given at least 21 days' notice in writing of the General Meeting at which the resolution to remove them from office will be proposed and the reasons why it is to be proposed; and

15.1.2 the member of the Council or, at the option of the member of the Council, the member of the Council's representative (who need not be a Member of the Association), has been allowed to make representations to the General Meeting.

16. PATRON, PRESIDENT AND VICE-PRESIDENTS

16.1 The Council shall have the power to appoint a Patron, President and Vice-Presidents. No such position shall carry any voting rights.

17. AFFILIATED PARACHUTE TRAINING ORGANISATIONS

17.1 Parachute training organisations are not entitled to Membership of the Association but may become affiliated to the Association on such conditions and upon payment to the Association of an affiliation fee which shall be fixed from time to time by the Council ("Affiliated Organisations"). All such Affiliated Organisations shall be entitled to seek advice and guidance from the Association, its officers and Members in all parachuting methods and procedures and the conduct of sport parachuting generally.

18. POWERS AND DUTIES OF THE COUNCIL

18.1 The business of the Association shall be managed by the Council who may exercise all such powers of the Association as may be exercised and done by the Association and as are not by statute or by these Articles required to be exercised or done by the Association in General Meeting. No regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid had that regulation not been made.

18.2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Council shall from time to time direct.

18.3 Without prejudice to its general powers, the Council may exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Association.

19. PROCEEDINGS OF THE COUNCIL

19.1 The Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Meetings of the Council may also be held by telephone or other Electronic means, provided that all Council members wishing to participate by such means are able to do so and are able to communicate with each other at all such times. At least one meeting where the Council must be present in person must be held every year.

19.2 Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair, or person appointed as chair of the meeting pursuant to Article 19.4, shall have a second or casting vote.

19.3 A member of the Council may and the Secretary may on the requisition of at least six elected members of the Council summon a meeting of the Council by giving reasonable notice to all members of the Council.

19.4 At every meeting of the Council the Chair shall preside, if the Chair is not present the Vice Chair shall preside. If within twenty minutes of the time appointed for the meeting, the Chair or Vice Chair are not present then the members of the Council present shall appoint one of their number to act as chair, whose function it shall be to conduct the business of the meeting in an orderly manner.

19.5 The quorum necessary for the transaction of the business of the Council shall be five members of the Council, excluding any member co-opted in accordance with Article 10.6.

19.6 The Council may act regardless of any vacancy in their body but, if and so long as their number is less than any minimum prescribed in these Articles or under the Act, the Council may only act for the purposes of increasing the number of Council to that number, or of summoning a General Meeting of the Association, but for no other purpose.

19.7 The Council shall cause accurate records to be made of:

19.7.1 the name, details and date of appointment of all persons appointed to office;

19.7.2 the fulfilment of the relevant quorum requirements for all General, Council and committee meetings of the Association;

19.7.3 minutes of all proceedings and resolutions at all General, Council and committee meetings of the Association;

19.7.4 all applications of the seal to any document.



- 19.8** All such records and minutes shall according to the law for the time being in force be open to inspection during normal working hours by any member of the Council and by any person authorised by the Association in General Meeting.
- 19.9** The Council may delegate any of their powers to committees, which shall be committees of the Council consisting of such members of the Council and other persons as the Council thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Council which regulations shall always include provision for regular and prompt reports to the Council. All decisions of committees shall be subject to ratification by the Council. The Chair shall ex-officio be a member of all committees.
- 19.10** The Council shall delegate to the Nominations Committee the selection and nomination of Independent Council Members. The Council shall determine the terms of reference for the Nominations Committee from time to time. For the avoidance of doubt, the Nominations Committee shall consist of up to four members consisting of the Chair, the COO and at least one Independent Council Member together with such other person as the Council sees fit.
- 19.11** All acts done by any meeting of the Council or by any person acting as a member of the Council shall, even if it be afterwards discovered that there was some defect in the appointment of the Council or member of the Council, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.
- 19.12** A resolution in writing, signed, or authenticated if by Electronic means, by the requisite majority of the Council who for the time being are entitled to vote, shall be valid and effective as if it had been passed at a Council meeting, and may consist of several documents in the same form, each signed, or authenticated in by Electronic means, by one or more elected members of the Council.
- 19.13** The Council may, at its discretion, invite other persons to attend its meetings, with or without speaking rights, and without voting rights. Any member of the Association may attend any Council or committee meetings for all items of business except those specified by the chair of the meeting.

20. SECRETARY

- 20.1** The Council shall appoint a Secretary for such term, at such remuneration and upon such conditions as they think fit, and any Secretary so appointed may be removed by them.
- 20.2** A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Council and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

21. REGULATIONS

- 21.1** The Association in a General Meeting or the Council may from time to time make, adopt, amend and repeal such regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they think fit for, but not limited to:
- 21.1.1** the management, conduct and regulation of the affairs of the Association;

- 21.1.2** the admission of Members and the rights and privileges of such Members, and the subscriptions or other fees or payments to be made by Members;
- 21.1.3** the conduct of Members in relation to one another and to the Association's members of the Council, employees and volunteers;
- 21.1.4** the procedure for the election of Elected Council Members;
- 21.1.5** the proceedings and powers of the Council and its committees;
- 21.1.6** generally, all such matters as are commonly the subject matter of company regulations.
- 21.2** No regulation shall be made which is inconsistent with, or affect or repeal these Articles or the Act.
- 21.3** All Members and the Council shall be bound by such regulations, so long as they are in force, whether or not they have received a copy of them.

22. LIABILITY OF MEMBERS

- 22.1** The liability of Members is limited to £1. Every Member undertakes to contribute to the assets of the Association in the event of it being wound up while that individual is a Member or within one year of him or her ceasing to be a Member. The contribution shall be for payment of the debts and liabilities of the Association contracted while that person was a Member and of the costs, charges or expenses of winding up and for the adjustments of the rights of the contributories amongst themselves. Each Member's contribution shall not exceed £1.

23. DISSOLUTION

- 23.1** In the event of the winding up or dissolution of the Association the liquidator shall first, according to law, use the assets of the Association to satisfy its debts and liabilities. Any balance of assets remaining may not be distributed among the Members but shall be transferred to any organisation(s) having similar objects to, or compatible with, any of the objects of the Association. If such residual assets cannot be distributed in this manner they shall be given for charitable purposes.

24. MEANS OF COMMUNICATION

- 24.1** A Member may provide their consent to receive communications from the Association by Electronic means.
- 24.2** Subject to these Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Act provides. Any notice or Document to be sent or supplied to a member of the Council in connection with the taking of decisions by the Council may also be sent or supplied by the means by which that member of the Council has asked to be sent or supplied with such notices or Documents for the time being. A member of the Council may agree with the Association that notices or Documents sent to him or her 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 48 hours.

25. SEAL

- 25.1** If the Association has a seal, it shall only be used by the authority of the Council acting on behalf of the Association. Every instrument to which the seal shall be attached shall be signed by a member of



the Council and countersigned by a second member of the Council, the Secretary, or a Member of the Association appointed by the Council for the purpose.

26. REGISTERS

26.1 The Council shall ensure accurate registers are maintained which shall include a register of Members, a register of members of the Council and such other registers as required by the Act.

27. REGISTER OF MEMBERS

27.1 The Association shall maintain a register of Members which records their name, address and the dates on which they became a Member and ceased to be a Member. A Member shall notify the Association within seven days of any change to their name or address.

27.2 An entry on the register relating to a former Member of the Association may be removed from the register after the expiration of 10 years from the date on which that Person ceased to be a Member.

28. REGISTER OF MEMBERS OF THE COUNCIL

28.1 The Association shall maintain a register of members of the Council which shall include the following particulars:

28.1.1 Name of the member of the Council and any former names used by him or her for business purposes;

28.1.2 Service address;

28.1.3 Country of residence;

28.1.4 Nationality;

28.1.5 Business occupation, if any;

28.1.6 Date of birth.

28.2 The register of members of the Council shall be open for inspection to any Member without charge and to any other Person on payment of such fee as may be prescribed.

28.3 The Association shall also maintain a register of members of the Council's residential addresses which is available for inspection.

29. MINUTES

29.1 The Association shall ensure that minutes are kept of all:

29.1.1 proceedings at meetings of the Association; and

29.1.2 proceedings at meetings of the Council and its committees which include names of those persons present, decisions made and the reasons for those decisions.

30. ACCOUNTS

30.1 The Council shall cause proper accounts to be kept and circulated in accordance with the Act with respect to:

30.1.1 all sums of money received and expended by the Association and the matters in which the receipt and expenditure takes place;

30.1.2 all sales and purchases of goods by the Association;

30.1.3 the assets and liabilities of the Association.

30.2 Proper accounts shall be deemed to have been kept if they give a true and fair record of the state of the Association's affairs and explain its transactions.

30.3 The accounts shall be kept at the registered office of the Association or, subject to the Act, at such other place or places as the Council thinks fit, and shall always be open to the inspection of all Members and other Persons authorised by the Association in a General Meeting.

30.4 A copy of every income and expenditure account, balance sheet and report, which is to be laid before the Association in General Meeting, shall be sent to all Members not less than 21 days before the date of the Meeting.

31. AUDIT

31.1 The Association may decide if it meets the qualifying criteria to apply the small company audit exemptions. If not, at least once in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditors (or their equivalents).

31.2 Auditors (or their equivalents) shall be appointed and their duties regulated in accordance with the Act.

32. INDEMNITY AND INSURANCE

32.1 Subject to the following Article, any of member of the Council or former member of the Council may be indemnified out of the Association's assets against:

32.1.1 any liability incurred by that member of the Council in connection with any negligence, default, breach of duty or breach of trust in relation to the Association;

32.1.2 any liability incurred by that member of the Council in connection with the activities of the Association in its capacity as a trustee of an occupational pension scheme, as defined in the Act;

32.1.3 any other liability incurred by that member of the Council as an officer of the Association.

32.2 The above article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or any other provision of law.

32.3 The Council may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any member of the Council or former member of the Council, or member of committees or subcommittees, working groups or panels, or those agents or advisers, officers and employees of the Association, in respect of any loss or liability which has been or may be incurred by such a member of the Council or such other person duly authorised by the Council in connection with their duties or powers in relation to the Association or any pension fund of the Association.