

THE COMPANIES ACTS 1963 TO 1986.
ARTICLES OF ASSOCIATION
OF
THE PARACHUTE ASSOCIATION OF IRELAND LIMITED
COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL.

THE COMPANY ¹

1. For the purpose of registration the Company is declared to consist of 1250 members, but the Board may register an increase in the number of members whenever it may think fit.

TERMINOLOGY

2.
 - “The Company” or “the Association” shall mean “The Parachute Association of Ireland Limited”.
 - “Centre” shall mean a Parachute Centre Affiliated to the Parachute Association of Ireland Limited.
 - “Member” shall mean any person of the classes embraced by the definitions in Article 3.
 - “Member of the Board” shall mean a Director.
 - “Writing” or “Written” shall include printing or typing.
 - “Month” shall mean Calendar Month.
 - Words importing the singular shall include the plural and the masculine the feminine and vice-versa.

MEMBERS OF THE ASSOCIATION

3.
 - The subscribers to the Memorandum of Association shall be Directors and such other persons as the Board shall admit to membership shall be members of the Association and shall be Ordinary members. In meeting the objectives the Association is fully committed to safeguarding the well being of its members.
 - Every member in The Parachute Association of Ireland should at all times, show respect and understanding for members rights, safety and welfare and conduct themselves in a way that reflects the principles of the Association and the guidelines contained in the Code of Ethics and Good Practice for Childrens' Sport.
 - The anti-doping rules of the Parachute Association of Ireland are the Irish Anti-Doping Rules as amended from time to time.

THE ADMISSION OF NEW MEMBERS

4.
 - a) The admission of Members shall be made by the Board and shall take place at such times and in such manner as the Board shall prescribe.
 - b) Prior to the admission of a person as a Member he shall be required to complete the following form or such other form as the Board may from time to time prescribe and return it to the Secretary together with his subscription.

PARACHUTE ASSOCIATION OF IRELAND LIMITED

I, _____ of _____
In the County of _____ hereby agree to be bound by the Memorandum and Articles of the Company and in particular I undertake to contribute to the assets of the Company, in the event of it being wound up while I am a Member, or within one year afterwards for payment of debts and liabilities of the Company contracted before I cease to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the Contributories among themselves such amount as may be required not exceeding €1.27.

Dated this day of 20 - - Signed: _____

NOTE – A copy of the Memorandum and Articles of Association of the Company can be inspected at the office of the Secretary or in the Clubhouse of an affiliated Centre at any reasonable time.

CEASATION OF MEMBERSHIP

5. A member shall cease to be a member of the Association: -
 - a) If his annual subscription remains due after a period of one calendar month after the annual subscription falls due.
 - b) Upon his retirement to be signified in writing to the Association or upon his death.
 - c) Upon a resolution to that effect being passed by not less than three fourths of the members present at a general meeting of the Association of which he has received notice in writing at least 28 days beforehand and at which he shall have a reasonable opportunity of attending and being heard.

GENERAL MEETINGS

6.
 - 1) Subject to paragraph (2) the Association shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Association and the next.
 - 2) So long as the Association holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and at such place in the State as the Board shall appoint. Notice of the annual general meeting shall be posted in the Clubhouse of the affiliated Centres at least two calendar months before the date fixed.

NOTICE OF GENERAL MEETINGS

7. Subject to Sections 133 and 141 of the Companies Act, 1963 the Annual General Meeting and a Meeting called for the passing of a Special Resolution shall be called by twenty one days' Notice in writing at the latest, and a Meeting of the Association (other than an Annual General Meeting or a meeting for the passing of a Special Resolution) shall be called by twenty eight days' notice in writing at the least. The Notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, day and the hour of Meeting, and in the case of special business, the general nature of that business and shall be given in the manner hereinafter mentioned, to such persons as are, under the Articles of the Company, entitled to receive such Notices from the Company.
8. The accidental omission to give notice of a meeting to, or the non receipt of a notice by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed Special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Ordinary Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the ordinary report of the Board and Auditors, the election of the Board and other officers in the place of

those retiring, the reappointment of the retiring Auditors and the fixing of the remuneration of the Auditors.

10. No business shall be transacted at any General Meeting unless a quorum of Ordinary Members is present at the commencement of the business; save as herein otherwise provided four members present shall be a quorum.
11. If within half an hour from the time appointed for the meeting a quorum of Ordinary Members is not present, the meeting shall be dissolved. In any other case it shall stand adjourned to the same day in the following week at the same time and place or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum of Ordinary Members is not present within half an hour from the time appointed for the Meeting the Ordinary Members then present shall form a quorum.
12. The Board shall submit to the Annual General Meeting the report of the work done by the Association during the past year, and a full statement of accounts showing the receipts and expenditure of the preceding financial year.

THE CHAIRPERSON OF A GENERAL MEETING

13. The Chairperson, if any, of the Board shall preside as Chairperson, at every general meeting of the company, or if there is no such Chairperson, or if he is not present within 15 minutes after the time appointed for the holding of the meeting, or is unwilling to act, the members of the Board present shall elect one of their number to be Chairperson of the meeting.
14. If at any meeting no member of the Board is willing to act as a Chairperson or if no member of the Board is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their numbers to be Chairperson of the meeting.
15. The Chairperson, 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, twenty-one days notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business, to be transacted at an adjourned meeting.
16. No business not included on the agenda paper shall be discussed at the Annual General Meeting.

VOTING ON RESOLUTIONS

17. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - a). By the Chairperson; or
 - b). By at least five Members present in person.

Unless a poll is so demanded, a declaration by the Chairperson that a Resolution, has on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the Minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or

proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

18. A poll demanded on the election of a Chairperson, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
19. If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the Chairperson directs, and the result of the poll shall be deemed to be the Resolution of the Meeting at which the poll was demanded.

VOTING

20.
 - a) Every ordinary member who is a current member of the association, who holds a PAI A licence or higher licence or is a pilot member or a rigger member of the PAI and who is personally present at any General Meeting shall have one vote and no more. No vote shall be given by proxy.
 - b) When there is an equality of votes, whether on a show of hands or on a poll, the Chairperson of the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
21. The Chairperson at any meeting shall be the sole judge of the validity of every vote at such meeting. The Presiding Officer at the taking of the poll shall be the sole judge of the validity of every vote at such Poll. No objection shall be raised as to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the Meeting whose decision shall be final and conclusive.

OFFICERS, BOARD AND DIRECTORS.

22. The number of members, unless otherwise determined by a general meeting, shall not be less than six nor more than ten and the first members of the Board shall be the subscribers to the memorandum of the Association.
23. The Board shall consist of the members of the Association elected at the Annual General Meeting of the Association. To be eligible to serve on the Board a person must hold a PAI B Licence or higher licence, or be a pilot member of the PAI.
24. The members of the Board shall be the Directors of the Association. The following three officers of the association, the Chairperson, the Secretary and the Treasurer shall be appointed at the Annual General Meeting by the membership entitled to vote. Other officers may be appointed by the Board from among its members as it shall from time to time decide.
25.
 - a) Each affiliate parachuting centre shall have the right to each nominate a single current PAI member holding a PAI B licence or higher licence or who is a pilot member or a rigger member of the PAI to be an *ex officio* member of the Board of the PAI. The procedure by which this person is nominated is a matter for the affiliate centre concerned.

- b) The members of the PAI Safety and Training Committee (as defined in article 40f) shall elect a Chairperson of the Safety and Training Committee who shall be an *ex officio* member of the PAI Board of Directors.
 - c) The remaining members of the Board shall be elected individually by open voting of the Ordinary Members present and entitled to vote at the Annual General Meeting of the Association.
 - d) All members of the Board shall hold office until the next Annual General Meeting when they shall retire but shall be eligible for re-nomination by an affiliate centre, re-election by the Safety and Training Committee, or re-election by the membership.
26. Only current members of the association shall be eligible to hold office as a member of the Board or of its Committees.
- 27
- a) Subject to Article 34 a Director of the Board shall hold office only so long as he continues to be an officer or member of the Board of the Association.
 - b) The Board of the Association may from time to time appoint any current member of the Association who holds a PAI 'B' licence or higher licence or is a pilot member of the PAI to be a member of the Board either to fill a casual vacancy or by way of any addition to the Board provided that the prescribed maximum be not exceeded and may from time to time remove any member of the Board.
 - c) Any such appointment or removal shall be by instrument in writing signed by two members of the Board of the Association acting in pursuance of a resolution in that behalf passed at a meeting of such Board and shall take effect upon being lodged at the Companies Office together with a copy of such resolution certified by the Secretary of the Association to be a true copy thereof.

POWERS OF THE BOARD

28. The Board may exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Association or of any third party.
29. The business of the Association shall be managed by the Board who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not by the Act or by these articles required to be exercised by the Company in general meeting subject nevertheless to the provisions of the Act and of these articles and to such directions being not inconsistent with the aforesaid provisions as may be given by the Company in general meeting but no direction given by the Company in general meetings shall invalidate any prior act of the Board which would have been valid if that direction had not been given.
30. The Board may from time to time and at anytime by power of attorney appoint any Company, firm or person or body of persons, whether nominated directly or indirectly by the Board to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these articles) and for such period and subject to such conditions as they may think fit and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board

may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

31. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Association 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.

MINUTES OF THE BOARD AND COMMITTEES

32. The Board shall cause minutes to be made in books provided for the purpose: -
- a) of all appointments of officers made by the Board.
 - b) of the names of the Board members present at each meeting of the Board and of any Committee of the Board.
 - c) of all resolutions and proceedings at all meetings of the Association and of the Board and of any Committee of the Board.
 - d) The minutes of all General Meetings, of Ordinary Meetings of the Board and of its Committees, shall be available to the members of the Association subject to the exception outlined in (e) below.
 - e) Subject to the spirit and provisions of the Freedom of Information Act and the Data Protection Act, the Board of the PAI or one of its Committees may record confidential items in a separate minute book to be kept by the secretary.
 - f) Members of the association may attend as observers all meetings of the Board of the PAI.

VACATING OF THE BOARD

33. The continuing members of the Board may act notwithstanding any vacancy in their numbers provided always that in case the members of the Board shall at any time be reduced to less than the minimum number prescribed by these Articles it shall be lawful for them to act as a Board for the purpose of summoning a general meeting but not for any other purpose.
34. The office of a member of the Board shall be vacated
- a) if he is adjudicated bankrupt in the State or Northern Ireland or Great Britain or makes any arrangements or composition with his creditors generally; or
 - b) becomes prohibited from being a director by reason of any order made under section 184 of the Act; - or
 - c) becomes of unsound mind; or
 - d) resigns his office by notice in writing to the Association; - or
 - e) if he is removed from office in accordance with the provision of these Articles; or
 - f) if directly or indirectly interested in any contract with the Association and fails to
 - g) declare the nature of his interest in manner required by Section 194 of the Act.

PROCEDURES AT MEETINGS OF THE BOARD

35. A director may vote in respect of any contract in which he is interested or any matter arising there out.

36. The Board may meet together for the despatch of business, adjourn or otherwise regulate their meeting as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes the Chairperson shall have a second or casting vote. A member of the Board may and the Secretary on the requisition of a member of the Board shall at any time summon a meeting of the Board. If the Board so resolves it shall not be necessary to give notice of a meeting of the Board to any member of the Board who being resident in the Republic of Ireland is for the time being absent from the Republic of Ireland.
37. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be four.
38. The Chairperson shall preside at all meetings of the Board at which he shall be present. If at any meeting the Chairperson be not present within five minutes after the time appointed for holding a meeting, the members of the Board present shall choose some one of their number to be Chairperson of that meeting.
39. A meeting of the members of the Board for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Board generally.

PAI COMMITTEES AND THE BOARD: THE SAFETY AND TRAINING COMMITTEE

40.
 - a) The Board may delegate any of its powers to Committees consisting of such members of the Board as it thinks fit and any Committee so formed shall conform to any regulations imposed on it by the Board, and shall be subordinate to it.
 - b) The meeting and proceedings of any such Committee shall be governed by the provisions of these procedures for the regulation of the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid.
 - c) The chair of any Committee shall be drawn from among the membership of the Board. In addition the Board may appoint from among the general current membership of the association other members of the Committee who are not elected or nominated members of the Board.
 - d) A Safety and Training Committee shall be a permanent Committee of the PAI.
 - e) The Safety and Training Committee shall meet at least three times per year, at regular intervals and a written record should be kept of decisions made.
 - f) The Safety and Training Committee shall elect a Chairperson from among its members. This person must as a minimum, be the holder of a PAI Instructor, Senior Rigger or Tandem Master Rating and be a current PAI member. The chairperson of the PAI Safety and Training Committee is an *ex officio* member of the PAI Board of Directors, convenes and normally chairs the Safety and Training Committee and chairs the Safety and Training Forums. In order to avoid a conflict of interest the Chairperson may not also hold office as the Club Chief Instructor at an affiliate centre.
 - g) The voting members of the PAI Safety and Training Committee are all current PAI members holding a Chief Club Instructors rating, the chief pilots of affiliate centres, a senior instructor nominated from each affiliated centre, a PAI tandem examiner nominated from each affiliated centre, and a rigger nominated from each affiliated centre.

- h) Each year the PAI Safety and Training Committee shall also elect a Safety Officer and a Training Officer. To be elected to either of these positions a person must be a current member of the PAI and must, as a minimum, be the holder of a current PAI Coach, Instructor, Rigger or Tandem Master rating.

DEFECTS

41. All acts *bona fide* done by any meeting of the Board or any Committee or by any person acting as a member of the Board shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Board.
42. A resolution in writing signed by all members for the time being of the Board or of any Committee shall be as valid and effectual as if it has been passed at a meeting of the Board or of such Committee duly convened and constituted.
43. An officer appointed by the membership at the Annual General Meeting may be removed from office by the Board in accordance with the provisions of articles 27 and 34. Officers of the Association are not entitled to remuneration for their services. However they may recoup reasonable and necessary expenses from the Treasurer of the Association upon the furnishing of appropriate, full and original receipts.
44. A provision of the Act or these articles requiring or authorising a thing to be done or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in the place of, the secretary.

COMPANY SEAL

45. The seal shall be used only by the authority of the Board or of a Committee authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Board and shall be countersigned by the secretary or by a second member of the Board or by some other person appointed by the Board for the purpose and in favour of any purchaser or person *bona fide* dealing with the Association, such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

ACCOUNTS

46. The Board shall cause proper books of account to be kept relating to,
- a) all sums of money received and expended by the Association and the matters in respect of which the receipts and expenditure takes place;
 - b) all sales and purchases of goods by the Association;
 - c) the assets and liabilities of the Association.
- Proper books shall be deemed to be kept if there are kept such books of account as are necessary to give a true and fair view of the state of the Associations' affairs and to explain its transactions.
47. The books of account shall be kept at the office or subject to Section 147 of the Act, at such other place as the Board think fit, and shall at all reasonable times be open to the inspection of the Board.

- 48. The Board shall from time to time in accordance with Sections 148, 157 and 158 of the Act cause to be prepared and to be laid before the annual general meeting of the Association such profit and loss accounts, balance sheets, group accounts and reports as are required by those Sections to be prepared and laid before the annual general meeting of the Association.
- 49. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Association together with a copy of the Board's report and auditor's report shall not less than twenty eight days before the date of the annual general meeting be made available to every person entitled under the provisions of the Act to receive them.
- 50. The Auditors shall be appointed and their duties regulated in accordance with Sections 160 to 163 of the Act.

NOTICES

- 51. A notice may be given by the Association to any member either personally or by sending it by post to him to his registered address. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- 52. Notice of every Annual General Meeting shall be given in any manner hereinbefore authorised to:-
 - a) every member;
 - b) every person being a personal representative or the Official Assignee in a bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
 - c) the auditor for the time being of the Association.No other person shall be entitled to receive notice of general meetings.

WINDING UP OF THE ASSOCIATION

- 53. Clause 4 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provision thereof were repeated in these Articles.

We confirm that these Articles were passed at the Annual General Meeting of the Association held at O'Donoghues, Dublin Road, Edenderry, Co. Offaly on December 8th 2006.

| Name | Officer Status | Signature |
|----------------|-----------------------|------------------|
| Noel Larragy | Chairperson /Director | _____ |
| FrMatt Ryan | Director | _____ |
| Mons Samuelson | Secretary/Director | _____ |

¹The Memorandum of Association (October 6th 1987) states:

Article 1: The name of the Company (hereinafter called "the Association") is the Parachute Association of Ireland Limited.

Article 2: The objects for which the Association are established are the promotion of sport parachuting in the Republic of Ireland and the doing of all such other things as are incidental or conducive to the attainment of the above object.