

THE COMPANIES ORDINANCE (Chapter 622)  
Company Limited by Guarantee  
And Not Having a Share Capital  
ARTICLES OF ASSOCIATION  
OF  
HONG KONG PARAGLIDING ASSOCIATION LIMITED  
香港滑翔傘協會有限公司

1. DEFINITIONS

In these Articles unless there be something in the subject or context inconsistent therewith:

“Annual General Meeting” means an annual general meeting of the Association.

“Articles” means these articles of association of the Association as amended from time to time.

“Association” means “HONG KONG PARAGLIDING ASSOCIATION LIMITED 香港滑翔傘協會有限公司”.

“Chairman” means the chairman of the Association elected from time to time.

“Discovery Member” – see Article 12(b)(iv).

“Executive Committee” means the executive committee of the Association elected from time to time.

“Extraordinary General Meeting” means an extraordinary general meeting of the Association.

“Full Member” – see Article 12(b)(i).

“General Meeting” means either an Annual General Meeting or Extraordinary General Meeting.

“in electronic form” and “electronically” means communication made in electronic forms such as email, instant message, SMS, or online web submission to/from any of the Association’s official accounts, numbers, or websites.

“in writing” and “written” means written or printed, or partly written or partly printed, and includes printing, lithography and other modes of representing or reproducing words in a visible form.

“Life Member” – see Article 12(b)(ii).



“Member” means a member of the Association registered as such in accordance with these Articles.

“mental incapacity” has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136).

“Ordinance” means the Companies Ordinance (Chapter 622) of the Laws of Hong Kong and every other Ordinance incorporated therewith or any Ordinance or Ordinances substituted therefor, and in case of any such substitution, the reference in these Articles to the provisions of the Ordinance shall be read as reference to the provisions substituted therefor in the new Ordinance or Ordinances.

“Perpetual Member” – see Article 12(b)(iii).

“proxy notice” – see Article 19(a).

“Safety Officer” means the safety officer of the Association elected from time to time.

“Secretary” means the secretary of the Association elected from time to time.

“Special Resolution” has the meanings assigned thereto respectively by the Ordinance.

“Treasurer” means the treasurer of the Association elected from time to time.

“Vice Chairman” means the vice chairman of the Association elected from time to time.

## 2. INTERPRETATION

- a) These Articles shall be construed with reference to the provisions of the Ordinance and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Ordinance.
- b) The “Model Articles of Association for Companies Limited by Guarantee” contained in schedule 3 to the Companies (Model Articles) Notice (Cap. 622H) are excluded in respect of the Association.
- c) Words importing the masculine gender include the feminine gender unless the context clearly indicates otherwise.
- d) Words importing persons include corporations, clubs, societies, companies, associations.
- e) Words importing the singular number include the plural number and vice versa unless the context clearly indicates otherwise.
- f) Subject as aforesaid any words or expressions defined in the Ordinance in force at the date when these Articles are adopted shall bear the same meanings in these Articles.

## 3. NAME

The name of the Association shall be “HONG KONG PARAGLIDING ASSOCIATION LIMITED 香港滑翔傘協會有限公司”.

## 4. REGISTERED OFFICE

The registered office of the Association will be situated in Hong Kong.

## 5. MEMBERS' LIABILITIES

The liability of the Members is limited.

## 6. LIABILITIES OR CONTRIBUTIONS OF MEMBERS

Every Member undertakes to contribute to the assets of the Association in the event of its being wound up while he is a Member, or within one year after he ceased to be a Member, for payment of the debts and liabilities of the Association contracted before he ceases to be a Member, and 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 10.00 Hong Kong Dollars.

## 7. WINDING UP

The Association may be voluntarily wound up by a Special Resolution of the Members at a General Meeting convened for the purpose. If upon the winding up of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members but if and so far as effect can be given to the next provision shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which 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 Association under or by virtue of Article 11 and such institution or institutions to be determined by the Members at or before the time of winding up, or in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to such provision then to some charitable object or objects.

## 8. OBJECTS

The objects for which the Association is established are:

- a) To take over all the assets and liabilities of the present unincorporated body known as "HONG KONG PARAGLIDING ASSOCIATION 香港滑翔傘協會";
- b) To administer, encourage and promote the sports of paragliding in Hong Kong through cooperation and engagement on behalf of members with the Civil Aviation Department, other Government Departments, the Hong Kong Government Flying Services, the Sports Federation and Olympic Committee of Hong Kong, China, and any other bodies and organizations, including overseas organizations on matters relating to paragliding;
- c) To regulate paragliding in Hong Kong through the issuance and management of licenses for paragliding together with other Government Departments where applicable;
- d) To support the development of licensed instructors, competition judges and officials for the sport of paragliding;

- e) To engage with Government departments, non-governmental organizations such as the Hong Kong Aviation Club Limited, and international bodies to select teams and/or individuals for national and international paragliding competitions and where appropriate and so authorized to represent Hong Kong and to control the participation of the teams in any national and international paragliding competition;
- f) To examine, study, investigate and consider and report on all matters affecting the sport of paragliding and any person interested therein or associated therewith and to collect and distribute information, statistics opinion and reports thereon;
- g) To represent and protect the interests of any club, association, society, committee, body or person interested in or associated with the sport of paragliding;
- h) To encourage and co-ordinate the holding of competitions of all sorts, to create and stimulate interest in and publicize the sport of paragliding, to convene, arrange and hold exhibitions, shows, displays, meetings, conferences and discussions, and to provide prizes, bursaries, grants and awards for competitors and others;
- i) To foster collaboration with other related sporting organizations such as the Hong Kong Aviation Club Limited which also use air-space and land take-off areas such as free-fall parachuting and powered flying;
- j) To purchase, take on lease, exchange, hire or otherwise acquire any land, buildings or other property necessary or convenient for the purposes of the Association, and to construct, maintain, pull down and alter any buildings or works necessary or convenient for the purposes of the Association;
- k) To sell, improve, manage, develop, lease, mortgage, pledge, dispose of or otherwise deal with the property and monies of the Association with a view to furtherance of its objects;
- l) To invest and deal with the monies of the Association not immediately required to be expended in such manner as from time to time shall seem expedient;
- m) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit; and
- n) To support Anti-Doping Rules of the Sports Federation and Olympic Committee of Hong Kong, China as well as the Hong Kong Anti-Doping Committee.

#### 9. JURISDICTION

- a) The Association is a recognized authority for paragliding in Hong Kong, is the governing body for paragliding in Hong Kong for the purposes of the Fédération Aéronautique Internationale by delegation from the Hong Kong Aviation Club Limited, and is the governing body for the paragliding in Hong Kong for the purposes of the Sports Federation and Olympic Committee of Hong Kong, China.
- b) The Association may make rules binding on the Members and generally regulate the affairs of the Association.
- c) The Association may determine the eligibility of individuals to represent Hong Kong in paragliding events and competitions.

- d) The Association may suspend, disqualify, fine or otherwise deal with any Member which, or any Executive Committee member who, has transgressed any of these Articles or any rules made thereunder or has practiced, counselled, or sanctioned any conduct arising out of or in connection with paragliding which conduct is in the opinion of the Association, unfair, unacceptable, brings the Association or the sport of paragliding into disrepute or is damaging to the interests of paragliding.

#### 10. AFFILIATION

The Association shall be affiliated to the Fédération Aéronautique Internationale, the Hong Kong Aviation Club Limited, the Airsport Federation of Asia, the Sports Federation and Olympic Committee of Hong Kong, China.

#### 11. APPLICATION OF INCOME AND PROPERTY

The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in these Articles; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the Members provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Member in return for any service actually rendered to the Association, nor prevent the payment of interest at a rate per annum not exceeding two per cent (2%) above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans or reasonable and proper rent for premises demised or let by any Member; but so that no Executive Committee member shall be appointed to any salaried office of the Association, or any 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 Executive Committee member except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association provided that the provision last aforesaid shall not apply to any payment to any company of which an Executive Committee member or any Sub-Committee member may be a member if such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of the profits he may receive in respect of such payment. The Association may pay any travelling, accommodation or other expenses properly incurred by a Chairman, Vice Chairman or delegate in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association.

#### 12. MEMBERSHIP

- a) The number of Members with which the Association proposes to be registered is five thousand (5,000) but the Executive Committee may from time to time register an increase of Members.
- b) There shall be the following group of Members:
  - i. Full Member – any person interested in the sport of paragliding or activities associated therewith who meets the requirements of the Association as laid down from time to time by the Executive Committee;

- ii. Life Member – any person belonging to the founding executive committee of the Hong Kong Paragliding Association;
  - iii. Perpetual Member – any person who is recommended as a Perpetual Member by the Executive Committee and elected by a two-third (2/3) majority of those present and voting at a General Meeting; and
  - iv. Discovery Member – any person interested in the sport of paragliding or activities associated therewith under such terms as laid down from time to time by the Executive Committee.
- c) The Executive Committee shall have the power to form new classes of Members as it thinks fit and to determine the rights, privileges terms and conditions of such memberships and to vary or exclude all or any of the rights and privileges conferred on the Members by these Articles.

### 13. ACCEPTANCE

- a) Every application for membership shall be submitted in a form provided by the Association and shall contain such particulars as the Executive Committee may from time to time determine.
- b) All applications for membership shall be placed before the Executive Committee to determine whether or not an applicant is accepted or recommended, as the case may be, to the class for which application for membership of the Association has been made. The Executive Committee shall have absolute discretion in accepting or refusing anyone for membership and in the event of refusal shall not be required to give any reasons.

### 14. SUBSCRIPTIONS

- a) The annual and other subscriptions entrance fee (if any) payable by Members shall be of such amounts as the Association in General Meeting may from time to time prescribe.
- b) All annual and other subscriptions and entrance fee (if any) shall be paid within fourteen (14) days of acceptance or appointment and annual subscriptions shall be payable thereafter on the acceptance or appointment anniversary date of each year or on such other date as the Association may from time to time determine.
- c) A Member shall not be entitled to any of the rights or privileges of membership whilst his subscription is in arrears.
- d) If an application for membership is refused, the first subscription shall be returned to the applicant.

### 15. CESSATION OF MEMBERSHIP

- a) A Member wishing to retire from the Association shall notify the Secretary in writing or in electronic form.
- b) A Member who has been adjudicated bankrupt or being a company has had a winding up order made against it shall automatically cease to be a Member provided that it shall be in the discretion of the Executive Committee to reinstate him as a Member.

- c) The Executive Committee may cancel the membership of any Member whose subscription remains unpaid for more than fourteen (14) days after it shall have become due provided that it shall be in the discretion of the Executive Committee to reinstate him as a Member.
- d) Without prejudice to the provisions of Article 9(d) hereof, if the conduct of any Member is such as shall, in the opinion of the Executive Committee, be injurious to the character or interests of the Association or render him unfit to remain a Member, the Executive Committee may expel such Member and if the Executive Committee shall act under these Articles, the Member shall be given at least fourteen (14) days' notice of the meeting of the Executive Committee at which such expulsion is to be considered and of the grounds on which his expulsion is sought and such Member shall be entitled to submit, either orally or in writing, representations to that meeting, but shall not be entitled to be present when the vote is taken.
- e) A Member expelled under these Articles shall have the right of appeal by giving notice in writing or in electronic form to the Secretary within fourteen (14) days of the date of the decision of the Executive Committee to expel such Member. Thereupon the Executive Committee shall within fourteen (14) days of receipt of such notice proceed to call an Extraordinary General Meeting and if such meeting shall pass a Special Resolution rescinding the expulsion then the Member shall be re-instated as a Member from the date of the resolution rescinding the resolution to expel the Member.

#### 16. PRIVILEGES AND CONDITIONS OF MEMBERSHIP

- a) A Full Member, a Life Member or a Perpetual Member, shall be entitled to propose or be elected a member of the Executive Committee and shall be entitled to receive a notice of and to attend all General Meetings.
- b) A Discovery Member shall not be entitled to propose or be elected a member of the Executive Committee, and shall not be entitled to receive a notice of and to attend all General Meetings.
- c) A Member binds himself to observe these Articles and the Operations Manual of the Association, whether contained in these Articles or made pursuant to any power granted hereby.
- d) A Member shall be responsible for his own actions.

#### 17. GENERAL MEETINGS

- a) The financial year of the Association shall end on the 31<sup>st</sup> of March in each calendar year.
- b) Subject to sections 611, 612 and 613 of the Ordinance, the Association shall in each financial year hold an Annual General Meeting within 9 months after the end of its accounting reference period by reference to which the financial statements is to be determined in accordance with section 610 of the Ordinance in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. The Annual General Meeting shall be held at such time and place as the Executive Committee shall appoint.

- c) The agenda for the Annual General Meeting and a copy of the income and expenditure account, balance sheet, reports of the Executive Committee and the auditors and of any other document required by law to be annexed or attached thereto or accompany the same shall be forwarded to each Member at least twenty-one (21) days before the date of the meeting.
- d) All General Meetings shall be either Annual General Meetings or Extraordinary General Meetings.
  - i. The Executive Committee may whenever it thinks fit call an Extraordinary General Meeting and shall, on a requisition in writing or electronically of one-twentieth (1/20) or more of the total number of Members entitled to attend and vote at a General Meeting convene an Extraordinary General Meeting.
  - ii. Any requisition made by Members must state the object of the meeting proposed to be called and must be signed by the requisitionists and deposited at the Office.
  - iii. On receipt of any such requisition the Executive Committee shall forthwith convene an Extraordinary General Meeting; if it does not, within fourteen (14) days from the date of deposit of the requisition, proceed to call such a meeting, the requisitionists or a majority in number of them may themselves convene a meeting but any meeting so convened shall not be held after the expiration of three (3) months from the date of deposit of the requisition.
- e) Not less than twenty-one (21) days' notice of any Annual General Meeting specifying the place (whether physical or virtually through video-conference), the day and hour of the meeting and in the case of special business the general nature of the business to be transacted, shall be given in the manner hereinafter mentioned to such Members (including the auditor) as are under these Articles or under the Ordinance entitled to receive such notices from the Association.
- f) Not less than fourteen (14) days' notice of any Extraordinary General Meeting specifying the place (whether physical or virtually through video-conference), day and hour of the meeting shall be given.
- g) The accidental omission to give notice of a meeting or to send any voting or ballot paper or other document to or the non-receipt of such notice, voting or ballot paper or other document by any person entitled to receive such notice or document shall not invalidate any resolution passed, or proceeding had, at any meeting.

#### 18. PROCEEDINGS AT GENERAL MEETINGS

- a) All business that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheet, and the reports of the Executive Committee and auditors, the election or announcement of the election of the Executive Committee members, and the appointment and fixing of the remuneration of the auditors and all business that is transacted at an Extraordinary General Meeting shall be special business.



- b) At all General Meetings the chair shall be taken by the Chairman, and in his absence by the Vice Chairman. If none of the Chairman and Vice Chairman shall be present within fifteen (15) minutes after the time appointed for holding the meeting, or shall be willing to act as chairman, the Members present shall choose one of their number to take the chair.
- c) No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business, and for all purposes the quorum shall be fifteen (15) Members personally or by proxy present and entitled to vote. If within half-an-hour from the time appointed for the meeting a quorum be not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to such day and to such place as may be appointed by the chair. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. At any such adjourned meeting the Members present and entitled to vote, whatever their number, shall constitute a quorum and have power to decide upon all matters, which could properly have been disposed of at the meeting from which the adjournment took place.
- d) The chair may, with the consent of the meeting, adjourn any General Meeting from time to time, and from place to place, but no business shall be transacted by any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- e) At any General Meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless before or upon the declaration of the result of the show of hands a poll be demanded by the chair or by at least five (5) Members present in person and having the right to vote or by a Member or Members present in person and representing not less than one-twentieth (1/20) of the total voting rights of all the Members having the right to vote at the meeting and unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive and an entry to that effect in the minutes book shall be conclusive evidence thereof. The demand for a poll may be withdrawn.
- f) If a poll be demanded in the manner aforesaid it shall be taken at such time and place and in such manner as the chair may direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Members who were not present at an original meeting shall be entitled to attend and vote at an adjournment thereof.
- g) In the case of an equality of votes either on a show of hands or on a poll the chair of the meeting shall be entitled to a further or casting vote.

- h) The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question of which a poll has been demanded.

#### 19. PROXY

- a) A proxy may only validly be appointed by a notice in writing (*proxy notice*) that –
  - i. states the name and address of the Member appointing the proxy;
  - ii. identified the person appointed to be that Member's proxy and General Meeting in relation to which that person is appointed;
  - iii. is signed on behalf of the Member appointing the proxy; and
  - iv. is delivered to the Association in accordance with these Articles and any instructions contained in the notice of the General Meeting in relation to which the proxy is appointed.
- b) The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- c) If the Association requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.
- d) A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a General Meeting.
- e) Unless a proxy notice indicates otherwise, it must be regarded as –
  - i. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the General Meeting; and
  - ii. appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.
- f) A proxy notice does not take effect unless it is received by the Association –
  - i. for a General Meeting or adjourned General Meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
  - ii. for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
- g) An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing or in electronic form given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

- h) A notice revoking the appointment only takes effect if it is received by the Association –
  - i. for a General Meeting or adjourned General Meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
  - ii. for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
- i) A proxy's authority in relation to a resolution is to be regarded as revoked if the Member who has appointed the proxy –
  - i. attends in person the General Meeting at which the resolution is to be decided; and
  - ii. exercises, in relation to the resolution, the voting right that the Member is entitled to exercise.
- j) A Member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of the Member.
- k) A vote given in accordance with the terms of a proxy notice is valid despite –
  - i. the previous death or mental incapacity of the Member appointing the proxy; or
  - ii. the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy is executed.
- l) Paragraph (k) does not apply if notice in writing of the death, mental incapacity or revocation is received by the Association –
  - i. for a General Meeting or adjourned General Meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
  - ii. for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

## 20. VOTES OF MEMBERS

- a) Full Members, Life Members and Perpetual Members shall, subject to these Articles, be entitled to vote at General Meetings in the manner hereinafter provided.
- b) Discovery Members shall not be entitled to vote at General Meetings in the manner hereinafter provided.
- c) A Member entitled to vote at a General Meeting shall be entitled to appoint a representative who must be a Full Member, Life Member or Perpetual Member

to attend on his behalf at General Meetings and to exercise his voting rights. Every Member entitled to attend a General Meeting shall (if circumstances so require) be given a voting paper or papers which shall indicate the number of votes, if any, attributable to such voting paper and shall otherwise be in such form as the Executive Committee may determine.

- d) On a show of hands at a General Meeting, every Full Member, Life Member and Perpetual Member present in person or by representative shall have one vote.
- e) On a poll taken at a General Meeting and on a ballot for the election of members of the Executive Committee, every Full Member, Life Member or Perpetual Member shall have one vote.

#### 21. EXECUTIVE COMMITTEE

- a) The Executive Committee shall consist of a Chairman, a Vice Chairman, a Treasurer, a Secretary and a Safety Officer, who shall be Full Members, Life Members or Perpetual Members and shall be elected once every two (2) years at the Annual General Meeting. The Executive Committee shall have the power to appoint any Full Member, Life Member or Perpetual Member to fill any casual vacancy in any of the aforesaid offices and such person shall hold office until the next following Annual General Meeting.
- b) The Executive Committee shall hold office from the day following the day of the Annual General Meeting at which they are elected or uncontested nominated for election until the day of the next Annual General Meeting two (2) years later.
- c) The Executive Committee shall be the executive organ of the Association who shall attend to the routine and daily matters and business of the Association.
- d) Candidates for election to the Executive Committee shall be proposed and seconded only by Full Members, Life Members or Perpetual Members entitled to vote at a General Meeting.
- e) The names of such candidates together with the names of their proposers and seconders shall be communicated in writing or electronically to the Secretary at least two (2) weeks before the Annual General Meeting.
- f) If there shall be more candidates for election than vacancies a ballot shall be held in accordance with these Articles and the result of the ballot shall be announced at the Annual General Meeting. If the number of candidates for election is equal to or less than the number of vacancies to be filled, all candidates shall be deemed to be elected to the office for which they have been proposed and seconded.
- g) If an elected member of the Executive Committee shall not attend at least fifty per cent (50%) of the meetings of the Executive Committee held between one Annual General Meeting and the next ("succeeding Annual General Meeting") he shall, unless the Executive Committee otherwise determines, be deemed to have retired as a member of the Executive Committee at the succeeding Annual General Meeting and shall not be eligible to serve as a member of the Executive Committee for one year after such retirement.
- h) The office of a member of the Executive Committee shall be vacated:
  - i. if a receiving order is made against him or he makes any arrangement or composition with his creditors;

- ii. if he becomes of unsound mind;
- iii. if he is no longer either a Full Member, a Life Member or a Perpetual Member;
- iv. if by notice in writing to the Association he resigns his office;
- v. if he ceases to be eligible to hold office by reason of any order made under the Ordinance; or
- vi. if he is removed from office by a Special Resolution duly passed at a General Meeting.

## 22. BALLOT PROCEDURE

- a) If a ballot shall be required on the election of members of the Executive Committee, the Secretary shall prepare either ballot papers containing the names of all candidates together with the names of their proposers and seconders which shall be provided to all Members entitled to vote on such ballot or electronic ballot forms effecting the same.
- b) One ballot paper or electronic equivalent shall be provided to a Member in respect of each vote to which he is entitled; the ballot paper or electronic equivalent shall be sent to the Members at least fourteen (14) days before the Annual General Meeting.
- c) Every ballot paper or electronic equivalent when completed by the Members to whom it was provided must contain one vote in favour of each of a number of candidates equal to the number of vacancies to be filled, otherwise it shall be treated as a spoiled paper.
- d) Only those properly completed ballot papers or electronic equivalent received by the Secretary or such other person as the Executive Committee may appoint not later than forty-eight (48) hours before the time fixed for the Annual General Meeting at which the result is to be announced shall be taken into account.
- e) If two or more candidates obtain an equal number of votes, the Executive Committee shall select by lot from such candidates the candidate or candidates to be elected.

## 23. POWERS OF EXECUTIVE COMMITTEE

- a) The business of the Association shall be managed by the Executive Committee which may pay all such expenses of and preliminary and incidental to the creation, formation, establishment and registration of the Association as it thinks fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts 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, subject nevertheless to any regulation of these Articles, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Executive Committee or by the Association in General Meeting, but no such regulation made by the Association in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.

- b) The Executive Committee may from time to time appoint such committees and sub-committees as it may deem necessary and may delegate to any such committee such of the powers and duties of the Executive Committee (including the power to appoint committees and sub-committees, the power to appoint additional members thereof, the power to regulate their procedure and the power to delegate powers and duties) as it may think fit. Such committees and sub-committees shall consist of such members of the Executive Committee or of such Members entitled to attend and vote at General Meetings as the Executive Committee may think fit. The members of the Executive Committee shall be ex-officio members of all such committees and sub-committees except the Appeals Committee or any Accident Investigation Committee. The Executive Committee however shall exercise its overall control and supervision over the committees and sub-committees and the committees or sub-committees shall in exercise of the powers so delegated conform to all the provisions of these Articles and any regulation that may be imposed by the Executive Committee.

#### 24. MEETINGS OF THE EXECUTIVE COMMITTEE

- a) Any Executive Committee member may call an Executive Committee meeting by giving 7-day notice of the meeting in writing or in electronic form to the Executive Committee members or by authorizing the company secretary of the Association to give such notice.
- b) Notice of an Executive Committee meeting must indicate –
  - i. its proposed date and time; and
  - ii. where it is to take place or the details of the electronic facilities for attendance and participation by electronic means at the meeting.
- c) Notice of an Executive Committee meeting must be given to each Executive Committee members.
- d) Meetings of the Executive Committee may be conducted in-person, or if agreed by the Executive Committee members, by phone or video-conference or by a combination thereof.
- e) The Chairman shall preside at all ordinary meetings of the Executive Committee, or in his absence either Vice Chairman shall take the chair. If none of the Chairman or the Vice Chairman shall be present within fifteen (15) minutes after the time appointed for holding the meeting, or shall be willing to act as the chair, the Executive Committee members present shall choose one from amongst themselves to take the chair.
- f) Three (3) members personally present when the meeting proceeds to business shall constitute a quorum.
- g) At an Executive Committee's meeting, unless a quorum is participating, no proposal is to be voted except a proposal to call another meeting.
- h) In addition to his own vote, the chair of the meeting shall have a second or casting vote in case of a tie in the voting.

- i) Voting on all motions shall be by a show of hands unless a secret ballot is demanded by no less than two (2) members at the meeting.
- j) Unless otherwise specified in the notice of the meeting of the Executive Committee, voting on all motions of which notice has been given shall require only a simple majority of those present and voting.
- k) Motions without due notice having been given shall not be discussed without the sanction of two thirds (2/3) of the Executive Committee members present. Voting on such motions shall require a simple majority of all Executive Committee members (whether present or not). Voting and any decision thus taken shall be binding on all Executive Committee members whether present or not at the meeting.

## 25. CONFLICTS OF INTERESTS

- a) This article applies if:
  - i. a member of the Executive Committee is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the Association that is significant in relation to the Association's operations; and
  - ii. the member's interest is material.
- b) The member of the Executive Committee must declare the nature and extent of his interest to the other members of the Executive Committee in accordance with section 536 of the Ordinance.
- c) The member of the Executive Committee must neither:
  - i. vote in respect of the transaction, arrangement or contract in which he is so interested; nor
  - ii. be counted for quorum purposes in respect of the transaction, arrangement or contract.
- d) If the member of the Executive Committee contravenes Article 25(c)(i), the vote must not be counted.
- e) Article 25(c) does not apply to:
  - i. an arrangement for giving a member of the Executive Committee any security or indemnity in respect of money lent by the member of the Executive Committee to or obligations undertaken by the member of the Executive Committee for the benefit of the Association;
  - ii. an arrangement for the Association to give any security to a third party in respect of a debt or obligation of the Association for which the member of the Executive Committee has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or
  - iii. subject to Article 11 hereof, an arrangement under which benefits are made available to employees and members of the Executive Committee or

former employees and members of the Executive Committee of the Association, which do not provide special benefits for members or former members of the Executive Committee.

- f) A reference to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

#### 26. APPEALS COMMITTEE

- a) The Executive Committee at its first meeting after the Annual General Meeting shall each year elect a chairman of the Appeals Committee. The Appeals Committee shall consist of not exceeding five (5) persons or as the Executive Committee may determine from time to time who shall be Full Members, Life Members or Perpetual Members. The Appeals Committee chairman elected shall seek approval from the Executive Committee on the appointment of members of the Appeals Committee at the following meeting.
- b) Three (3) members present when the Appeals Committee proceeds to business shall form a quorum.
- c) In any matter put to the vote in the event of a tie, the Appeals Committee chairman shall have a casting vote.
- d) The Executive Committee shall have the power to cancel the appointment of any of the five (5) persons appointed by it under Article 26(a) and shall have the power of filling vacancies during the year in the event of any of the said five (5) persons ceasing to be members of the Appeals Committee.
- e) Subject to the provisions of these Articles and to the prior approval of the Executive Committee, the Appeals Committee shall have power to lay down standing rules, orders and instructions to govern and provide for all of its activities including the hearing of protest appeals referred to it.

#### 27. BY-LAWS

The Executive Committee shall have power to make by-laws to govern all or any race and competition organized by or in conjunction with the Members. Such by-laws may be set aside by a resolution passed at a General Meeting.

#### 28. GENERAL

The Executive Committee may from time to time make and enforce any rules and regulations for the administration of the Association and the sport of paragliding and associated activities such as the Operations Manual and the Safety Management System Manual which shall be binding on all Members. Such Rules and Regulations may be set aside by a resolution passed at a General Meeting.

#### 29. INTERNATIONAL

The Executive Committee shall have full power to decide any matters of an international nature which may arise concerning the Association and the Members.

#### 30. ALTERATION OF ARTICLES



These Articles shall not be altered or revoked unless fourteen (14) days' notice of such intention has been given to all Members and either: -

- a) passed by a three-quarter (3/4) majority of the Members who (being entitled to do so) vote on the resolution at the Annual General Meeting; or
- b) passed by a three-quarter (3/4) majority of the Members who (being entitled to do so) vote on the resolution at an Extraordinary General Meeting convened for such purpose.

### 31. ACCOUNTS

- a) The Executive Committee shall cause proper books of account to be kept with respect to:
  - i. all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditures shall take place;
  - ii. all sales and purchases of goods by the Association; and
  - iii. the assets and liabilities of the Association.
- b) Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the Association and to explain its financial transactions.
- c) The Executive Committee shall from time to time determine at what times and places and under what conditions or regulations the accounts and books of the Federation shall be open to the inspection of Members not being members of the Executive Committee.
- d) Once at least 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 auditor or auditors.
- e) At the Annual General Meeting in every year, the Executive Committee shall lay before the Association a proper income and expenditure account and balance sheet for the period since the last preceding account made up to a date not more than nine (9) months before the date of such meeting. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in the Annual General Meeting, together with a copy of the auditor's report and the report of the Executive Committee, shall, not less than twenty-one (21) days before the date of the meeting, be sent to all such Members as are entitled to receive notices of Annual General Meetings. Provided that these Articles shall not require a copy of these documents to be sent to any person of whose address the Association is not aware.

### 32. NOTICES

- a) Every Member shall register with the Association an address either in Hong Kong or elsewhere to which notices can be sent and if any Member shall fail so to do notice may be given to such Member by sending the same in any of the manners

hereinafter mentioned to his last known place of business or residence or, if there be none, by posting the same for three (3) days at the Office.

- b) A notice may be given by delivery, prepaid letter (airmail in the case of a registered address outside Hong Kong), cable, telex, facsimile or electronic message.
- c) A notice delivered to the registered address shall be deemed to have been served at the time of delivery.
- d) A notice sent by prepaid letter, cable, telex, facsimile or electronic message shall be deemed to have been served at the time when it was posted or dispatched and in proving such service it shall be sufficient to prove that the notice was properly addressed, stamped and posted or was properly dispatched.
- e) Where a given number of days' notice or notice extending over any other period is required to be given neither the day of service nor the day upon which such notice will expire shall be included in such number of days or other period.

### 33. INDEMNITY

Subject to the provisions of the Ordinance, if any prosecution, action or suit at law be commenced against any Member or member of the Executive Committee, or any servant or agent of the Association for anything done by him or them in the proper or reasonable discharge of their duties, such person or persons shall be defended and indemnified by and at the cost of the Association from all damages, costs and expenses which may be incidental to or result from such prosecution, action or suit at law and the property and funds of the Association may be applied for such purpose as may be directed by the Executive Committee from time to time. Provided however, that none of such funds shall be applied either directly or indirectly in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

### 34. INSURANCE

The Executive Committee may decide to purchase and maintain insurance, at the expense of the Association, for a member of the Executive Committee of the Association against —

- a) any liability to any person attaching to the member of the Executive Committee in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the Association; or
- b) any liability incurred by the member of the Executive Committee in defending any proceedings (whether civil or criminal) taken against the member of the Executive Committee for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Association.

### 35. ASSOCIATION SEALS

- a) A common seal may only be used by the authority of the Executive Committee.

- b) A common seal must be a metallic seal having the Association's name engraved on it in legible form.
- c) Subject to paragraph (b), the Executive Committee may decide by what means and in what form a common seal is to be used.
- d) Unless otherwise decided by the Executive Committee, if the Association has a common seal and it is affixed to a document, the document must also be signed by at least one (1) Executive Committee member and one (1) authorized person.
- e) For the purposes of these Articles, an authorized person is –
  - i. any Executive Committee member;
  - ii. the company secretary of the Association; or
  - iii. any person authorized by the Executive Committee for signing documents to which the common seal is applied.