

# Statutes

of the

## ***PMA Paraglider Manufacturers Association***

### **I. Name, Address and purpose**

#### **Art. 1 Name**

The association is named the **PMA Paraglider Manufacturers Association** in accordance with Art. 60 ff. ZGB, for an unrestricted time period.

#### **Art. 2 Address**

The association is registered in ***Weissbad, AI (Switzerland)***

**Art. 3 Purpose**

The purpose of the PMA is to define, describe and support common positions worldwide, for presentation to pilot associations, flying schools, regulatory bodies, paragliding institutions, paragliding magazines and general publicity. The association is a non-profit organisation supporting the general good of the paraglider manufacturing industry. The association is not empowered to regulate the business interests of its members.

The association has no party-political affiliations, and is politically neutral.

**Art. 4 Operations**

The PMA operates as a co-operative platform for discussion and the exchange of opinion for the continual development of paragliding. The PMA is particularly interested in the propagation of the sport, in new trends and in the development of the sport.

The major priorities of the PMA are to propagate a generally valid, worldwide safety certification scheme, to offer all pilots identical safety standards, and to support high quality training in serious flying schools, in order to build a firm foundation for the future of the sport of paragliding.

A further defined goal of the PMA is to organise a yearly trade fair or event at differing venues in one of the German speaking countries.

## **II. Membership**

### **Art. 5 Membership / regular membership / guest membership**

PMA membership is voluntary. Manufacturers of paragliders and paragliding equipment requiring certification may become regular members of the PMA. The PMA is a collection of manufacturers of paragliders, paraglider harnesses and reserve canopies. Manufacturers of other equipment cannot become members of the PMA.

Companies, associations and institutions who are not manufacturers, but do have an interest in promoting the industry, may become guest members.

Members may not have direct or remote dependencies to one or more other organisations within the paragliding industry. Exceptions to this ruling will be decided upon by the members.

Membership applications must be made in writing to the managing director of the PMA. Applicants must provide all necessary information required to decide upon the application.

Current members are to be informed of new membership applications when invited to a member's general meeting. Membership applications will be decided upon by the PMA's board of directors, taking into account the reports of other members.

An application refusal does not have to be explained.

Members of the PMA are usually legal representatives. The following are permitted to act on behalf of these legal representatives: Company owners, members of the company management board and/or sales / technical managers. People from this list may be elected to the PMA board of directors, and/or act on behalf of the legal representatives at member's general meetings.

**Art. 6 Ending membership**

Membership may be ended with an explanatory email up until 3 months before the end of the financial year. It is compulsory that this document arrives at the PMA management before deadline. The PMA management must verify the reception of the document.

**Art. 7 Membership revocation**

Membership may also be ended through revocation.

Membership revocation will only occur on serious grounds. Serious grounds include in particular:

- should a member become bankrupt or insolvent
  
- serious non-compliance to association statutes in particular articles 9 and 10 of this document. (Verified, repeated indiscretion or the passing of confidential association information to third parties.)
  
- should the application criteria no longer apply or be relevant

Membership revocation will be decided upon by the PMA board of directors together with the association members.

Revoked members may appeal their case to the association members at the next following general members meeting. Appeals must be made in writing to the PMA management. The PMA management must verify the reception of the document.

Membership becomes passive from the moment of revocation to the final decision of the associations members. The member in question has in particular no election-, voting- or proposal-rights at the member's general meeting. The member in question will not be refunded membership fees in whole or part. Should the associations members decide to end a membership, this occurs immediately once the decision has been made.

Membership revocation does not release or cancel any obligations which may still exist to the PMA.

#### **Art. 8 Membership cancellation / non-fulfilled fees payment**

Membership is ended should it be cancelled by the PMA.

Membership cancellation occurs should a member not have paid due membership fees after repeated written warnings, and within three months of the first written warning from the PMA management. Warnings will be sent per email to the last known address of the member.

The PMA management must inform the member of impending cancellation in the second written warning.

The written warning is also valid, should the email be returned marked non-deliverable, as members must supply the PMA with a current valid email address.

Membership cancellation will be decided upon by the PMA board of directors. Members can, but must not be informed of cancellation. Membership ends immediately after the decision has been made.

Membership cancellation does not release or cancel any obligations which may still exist to the PMA.

## **Art. 9 Membership rights**

Regular members and guest members have the same rights within the PMA as long as not otherwise defined in these statutes.

Every member has the right to use the resources of the PMA, and to receive support from the PMA as defined in these statutes.

All members have the right to make proposals to the associations members.

## **Art. 10 Compulsory regulations for members**

Members must help the PMA fulfil its goals and obligations to the best of their capabilities.

Members commit themselves to fulfil obligations which conform to the statutes and to respect consensus decisions made by the members.

Members commit themselves to supply the PMA with all necessary information required to fulfil the association's goals and for the propagation of common interests. Non-compliance is not a ground for membership revocation. Should a member refuse to supply requested information, then this member will not receive the results and analysis of the information supplied by the rest of the association's members.

Members should regularly attend member's general meetings.

### **Art. 11 Confidentiality**

Every member must take particular care that information or documents received from the PMA are carefully archived and are not passed to third parties when marked as confidential by the PMA or should a member have an interest that the information be kept confidential. This is also the case for all other information obtained by the PMA.

### **Art. 12 Membership fees**

Costs incurred through fulfilling obligations and propagating the associations goals are covered through appropriate payments and a yearly membership fee.

Membership fees are maximum CHF 2500.00.

The association's members regulate the membership fee for the upcoming financial year.

Members commit themselves to pay their fees after receiving a written invoice at the beginning of the financial year.

The PMA must fully account for the use of membership fees.

All obligations and liabilities of the PMA are only to be covered by the PMA's funds. Members of the PMA can not be made personally liable for actions taken by the PMA.

## Organisation

### **Art. 13 Association**

The PMA is organised under the following:

- a. the board of directors (Article 14)
- b. the association members (Article 16)
- c. the managing director (Article 15)
- d. the accountant (Article 17)

### **Art. 14 The board of directors**

The board of directors consists of a president and four other members.

The president and all other board members are elected for a period of two years. Members of the board remain in office until new elections have taken place. Re-election of board members is allowed. Should a member of the board, for any reason no longer be able to fulfil an office, then an additional election must occur at the next member's general meeting. This election must be announced with the invitation to the members general meeting.

The remaining period of office of the retired director is to be added to the office period of the newly elected director.

All directors work voluntarily. No costs will be reimbursed, or payments will be made to directors.

Voting rights of directors are defined by their membership status.

All agreements are to be signed by at least two directors.

**Art. 15 The managing director**

Daily work of the PMA is performed at the office headquarters.

The association's members elect the managing director. The managing director answers to the board of directors, and must attend all member's general meetings. The managing director has the right to attend any PMA meeting as a consultant.

The managing director is responsible for running the daily business of the PMA, overseeing that the statutes are followed correctly, and for implementing the decisions made at member's general meetings. The managing director must conduct all business neutrally, and must ensure that any information or accountant reports received from PMA members are handled with the utmost confidentiality.

The managing director is elected for a period of three years. The managing director has the right to conduct business for daily administration and service contracts within the budget plan passed by the members. The managing director has the right to publicly represent the PMA.

The managing director calls the members general meeting, and is to present an account of all yearly activities.

Only the board of directors are permitted to designate to the managing director.

The managing director is to receive payment on an hourly basis, plus travel costs and expenses.

The managing director can be relieved of office at any time, by a majority decision of the board of directors, under observation of the legal redundancy requirements. The board of directors is delegated this right from the associations members.

The managing director has the right to sign bank invoices alone, all other business documents must be signed by the managing director and one other member of the board of directors.

**Art. 16 Members general meeting**

The member's general meeting is formed by all members of the PMA. It must be called at least once per year.

Every member may hold a maximum of two votes (his own and one proxy vote) for the general meeting. Members may name representatives to vote per proxy on a temporary or permanent basis. This must be done in writing.

*Election rights are as follow:*

- a.** Every fully paid up member has one vote. This vote may be used per proxy by another member.
- b.** Members or representatives must be personally present at the general meeting to be able to vote.

The member's general meeting is to decide on all issues in accordance with the regulations defined in these statutes:

- a.** election of vote counters
- b.** acceptance of the protocol from the previous member's general meeting
- c.** reception of the president's annual report
- d.** acceptance of the accountant's annual report and balance report
- e.** election of the president
- f.** election of the board of directors
- g.** election of the managing director
- h.** election of competence-teams
- i.** election of the accountant and reserve accountant
  
- k.** regulation of membership fees and special payments
- l.** changes to the statutes
- m.** propositions
- n.** polls

An exceptional members general meeting can be called, when at least one third of the PMA members vote to do so.

A written invitation including proposed program for the member's general meeting is to be sent to all members at least 15 working days in advance.

All proposals which are to be presented at the member's general meeting must arrive at the PMA's offices at least 7 days before the general meeting.

Decisions will be passed based on a simple majority vote.

Changes to be made to the statutes must be supported by a 2/3 majority vote.

Every correctly called member's general meeting has the right to pass decisions when at least half of all members are present, or represented per written power of attorney. Should this not be the case, then a further member's general meeting is to be called, in accordance with the above regulations. This general meeting (2<sup>nd</sup> members general meeting) always has the right to pass decisions (even if less than half of the members are present).

Proposals for changes to the PMA statutes are to be made in writing, and are to be sent to the members with the written invitation to the member's general meeting. These changes can only be passed with the support of a 2/3 majority vote from members and representatives at the general meeting.

All elections are to be conducted anonymously. If this is not the case, members may vote in a form given by the meetings chairman as long as members are in agreement with this. Decisions and elections may also be performed in writing.

A protocol containing the major decisions and members votes of every member's general meeting must be made. The protocol is to be signed by the chairman of the meeting, or from the protocol secretary, should one have been named by the managing director. Every member must be sent a copy of the meetings protocol within three weeks after the meeting. Protests against the protocol must be made in writing within six weeks after the meeting. Acceptance of, corrections to, or additions to the protocol are to be decided upon at the next members general meeting.

### **Art. 17 Accountancy**

The regular financial year lasts from 1.1 – 31.12.

The managing director must present the accounts to board of directors every year. The board of directors must then present a revised version for acceptance at the member's general meeting.

The accounts report presented to the member's general meeting must be checked by the elected accountant. The checked accounts report should contain a proposal to the association's members to relieve the board of directors and managing director of all account liabilities.

Elected accountants work voluntarily. No payments will be made for their work.

**Art. 18 Termination**

The existence of the PMA may be terminated when decided upon by a  $\frac{3}{4}$  majority vote. The termination decision must include details on the future procedures for all remaining funds of the PMA. The remaining funds are the sum of all accounting activa once passiva obligations have been fulfilled.

The remaining funds are to be shared in equal parts amongst all the last known members of the PMA.

All legalities will be conducted according to Swiss law.

Weissbad, 01. March 2009

The above statutes were accepted at the PMA formation meeting on \_\_\_\_\_  
in \_\_\_\_\_.

President

Vicepresident

\_\_\_\_\_  
Hannes Papesh

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Thomas Maurer