

THE NATIONAL SMALL-BORE RIFLE ASSOCIATION
CERTIFICATE OF THE INCORPORATION OF A COMPANY
No. 76008

I Hereby Certify, that The National Small-bore Rifle Association (previously The Society of Miniature Rifle Clubs (with which is incorporated The Society of Working Men's Rifle Clubs and The British Rifle League) which name was changed by Special Resolution and with the Authority of the Board of Trade on the twenty-fourth day of April One thousand nine hundred and forty-seven) was Incorporated under the Companies Acts, 1862 to 1900, as a Limited Company, on the eighth day of January One thousand nine hundred and three.

GIVEN under my hand at London, this fourteenth day of April One thousand nine hundred and fifty.

(Signed) W. A. STUART
For Registrar of Companies.

THE COMPANIES ACTS,
1862 to 1948

COMPANY LIMITED
BY GUARANTEE

Memorandum of Association
OF
THE NATIONAL SMALL-BORE RIFLE ASSOCIATION
(As amended 17th January, 1964)

1. The name of the Company is "THE NATIONAL SMALL-BORE RIFLE ASSOCIATION".*
2. The Registered Office of the Society will be situate in England.
3. The objects for which the Society is established are:-
 - † (l) To fit Her Majesty's subjects for the defence of Her Realm by the advancement of skill in rifle and other shooting by provision of skilled instruction and opportunity to practise and for the furtherance of such objects to exercise lawfully all or any of the following powers but so far only as the same are wholly and exclusively charitable:-
 - (a) To promote the establishment and maintenance of rifle and pistol clubs;
 - (b) To furnish such clubs, on such terms as may be mutually agreed, with ammunition, rifles, pistols and apparatus suitable for the purposes thereof;
 - (c) To obtain for, or grant to such clubs any special rights and privileges;
 - (d) To offer, provide and contribute to prizes for skill in shooting;
 - (e) To afford facilities for the acquisition of rifles, pistols, ammunition, accessories to rifles and pistols and rifle and pistol ranges and other shooting equipment;
 - (f) To promote the establishment and maintenance in the United Kingdom of Great Britain and Northern Ireland and elsewhere of county, district, and other associations or bodies, calculated to advance the objects for which the Association is established, and to contribute to the funds of or otherwise support and advance the activities of any such associations or bodies.
 - (2) To convene and encourage the convention of conferences or meetings, with a view to the establishment, working, encouragement and development of rifle and pistol clubs calculated to promote the objects of the Association.
 - (3) To publish or promote the publication or circulation of any books, pamphlets, periodicals and other printed matter calculated to promote the objects of the Association.
 - (4) To purchase or otherwise acquire any property, real or personal, and any rights, the acquisition of which may seem conducive to any of the Society's objects. †

(5) To borrow or raise money on such terms and on such securities as may seem expedient.

(6) To obtain money by subscription, contribution, donation, bequest or otherwise, and to accumulate funds so far as may seem expedient.

(7) To sell, exchange, lease, deal with or otherwise dispose of any of the property and rights for the time being of the Society.

(8) To do all such other lawful things as are conducive to any of the above objects. †

Provided that in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Society shall not sell, mortgage, charge or lease the same without such consent as may be required by law, and as regards any such property the Managers or Trustees of the Society shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in such manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Managers or Trustees, but they shall as regards any such property be subject jointly and separately to such control and authority as if the Society were not incorporated. In case the Society shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law, having regard to such trusts, calculated to promote the objects of the Association.

4. The income and property of the Society, whensoever derived, shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever, by way of profit to the Members of the Society. Provided that subject to the provisions contained in paragraph 6 hereof, nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Society, or to any Member thereof, or other person, in return for any services actually rendered to the Society.

5. The fourth paragraph of this Memorandum is a condition on which a licence is granted by the Board of Trade to the Society, in pursuance of section 23 of the Companies Act, 1867.

6. If any Member of the Society pays or receives any dividend bonus or other profit in contravention of the fourth paragraph of this Memorandum, his liability shall be unlimited. Provided further that no member of the Council of Management or Governing Body of the Society shall be appointed to any salaried office or any office paid by fees, and that no remuneration shall be given to any Member of such Council or Governing Body except repayment of out-of-pocket expenses and interest on money lent. If any payment shall be made to any Member in contravention of the provisions of this section, the liability shall be unlimited of any Member who shall receive or make such payment after he has been advised in writing that it is unauthorized. Provided further that this provision shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company of which a Member of the Council of Management or Governing Body may be a Member, or any other company in which 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 profits he may receive in respect of such payment.

7. Every Member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the Society, and for the adjustment of the rights of the contributories, amongst themselves, such amount as may be required, not exceeding 5s., or in case of his liability becoming unlimited, such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum.

8. If upon the winding up or dissolution of the Society 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 of the Society, but if and so far as effect can be given to the next provision, shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Society 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 Society under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Society at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some charitable objects. †

9. True accounts shall be kept of the sums of money received and expended by the Society, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Society, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed

in accordance with the regulations of the Society for the time being, shall be open to the inspection of the Members. Once at least in every year the accounts of the Society shall be examined and the correctness of the balance-sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Society in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

FRED LANCE, Lieutenant-General in the Army. The Laurels, Roehampton, S.W.

DOUGLAS EYRE, Barrister-at-Law, 5, New Square, Lincoln's Inn.

W. BISCOE, Lt.-Genl., U.S. Club, Pall Mall.

CHARLES COLVILLE, Major, Reserve of Officers, Manaton, East Sheen, S.W.

GEORGE H. RANKING, Gentleman, Oxford House, Bethnal Green.

F.S. HAY, Duns Castle, Duns, N.B., Gentleman.

C.E. LUARD, Ightham Knoll, Sevenoaks, Kent, Major-General.

DATED this 18th day of December, 1902.

WITNESS to the Signature of Lieut.-General F. Lance,

FRED F. LANCE, Lieut. 19th Bengal Lancers, The Laurels, Roehampton, S.W.

WITNESS to the remaining Signatures,

H. MARKS, Secretary, 17, Victoria Street, S.W.

* Name changed by Special Resolution passed 15th May, 1903, confirmed 10th June 1903, from The Society of Working Men's Rifle Clubs to The Society of Miniature Rifle Clubs (with which was amalgamated The Society of Working Men's Rifle Clubs and The British Rifle League) and by Special Resolution, passed 8th March, 1947, from that name to The National Small-bore Rifle Association.

† As amended by Special Resolution passed 17th January, 1964.

**THE COMPANIES ACTS, 1862 TO 1900
AND
THE COMPANIES ACT 2006**

COMPANY LIMITED BY GUARANTEE

**Articles of Association
OF
THE NATIONAL SMALL-BORE RIFLE ASSOCIATION**
(adopted by Special Resolution passed on 13th July 1985
and amended by Special Resolution passed on 30th April 2022)

PRELIMINARY

1. In these presents, unless there be something in the subject or context inconsistent therewith:
 - "the Association" means this Company;
 - "the Statutes" means the Companies Act 1985 and any amendment or re-enactment thereof and any other Act of Parliament or statutory regulations for the time being in force and applicable to the Association;
 - "month" means calendar month;
 - "Club" means a club league or association the name of which is entered for the time being in the Register of Affiliated Clubs, Leagues and Associations kept by the Association;
 - "County Association" means a county or regional association the name of which is entered for the time being in the Register of Affiliated County or Regional Associations kept by the Association;
 - "electronic platform" means any form of electronic platform, device, system, procedure, method or facility providing a non-physical means of attending and/or participating in a general meeting, including participating in the taking of a vote and/or a poll, which is approved by the Board of Management for the purposes of these Articles;
 - "The Rifleman" means the official journal of the Association from time to time issued to members of the Association whether known by that title or any subsequent title;
 - "Shooting Matter" means any matter declared to be so by the Board of Management and referred to the Shooting Council for consideration;
 - "the old Articles of Association" means the Articles of Association of the Association immediately prior to the adoption of these Articles of Association;
 - "writing" includes typing, printing, lithography, photography and other modes of representing or reproducing words in a visible form, whether sent or supplied in electronic form or by other means. "Electronic form" has the same meaning as in section 1168 of the Statutes and expressions referring to writing should be construed accordingly;
 - words or expressions shall bear the same meaning as in the Statutes as at the date on which these Articles or any alteration thereof become binding on the Association;
 - words importing the singular include the plural number and vice versa;
 - words importing the masculine gender include the feminine gender; and
 - words importing persons include corporations.

MEMBERSHIP

2. (A) The members of the Association may be Life Members, Annual Members, Representative Members, Nominated Members and Associate Members. Any person who is, at the date of the adoption of these Articles of Association, a Life Member, Annual Member or Associate Member of the Association shall continue to be a Life Member, Annual Member or Associate Member of the Association as the case may be notwithstanding the adoption of these new Articles of Association. Any person who is, at the date of the adoption of these Articles of Association, a Representative Member of the Association if representative of a Club shall continue to be a Representative Member of the Association but if representative of a County Association shall cease to be a Representative Member of the Association and be deemed to be a Nominated Member of the Association.
 - (B) An individual may apply to the Board of Management to become a Life Member: no individual shall be admitted as a Life Member unless he shall have paid to the Association a lump sum payment of such an amount as may be fixed for such purpose by the Board of Management from time to time (or such greater amount as the individual desires).
 - (C) An individual may apply to the Board of Management to become an Annual Member: an Annual Member shall pay to the Association a yearly subscription of such an amount as may be fixed by the Board of Management from time to time.
 - (D) A Club may apply to the Board of Management for an individual nominated by it to become a Representative Member: the Club shall pay to the Association a yearly affiliation fee of such an amount as may be fixed by the Board of Management from time to time. No Club shall have more than one Representative Member and no individual who is a Representative Member shall be accepted as a Representative Member on the nomination of any other Club. A Representative Member may himself be a Life Member, Annual Member, Nominated Member or Associate Member.

(E) A County Association may apply to the Board of Management for an individual nominated by it to become a Nominated Member: the County Association shall pay a yearly affiliation fee of such an amount as may be fixed by the Board of Management from time to time. No County Association shall have more than one Nominated Member and no individual who is a Nominated Member shall be accepted as a Nominated Member on the nomination of any other Association. A Nominated Member may himself be a Life Member, Annual Member, Representative Member or Associate Member.

(F) The Board of Management may admit any person it thinks fit as an Associate Member provided such person has agreed to become an Associate Member: an Associate Member shall pay to the Association a yearly subscription of such an amount as may be fixed by the Board of Management from time to time. An Associate Member shall not be entitled to attend or vote at, or to receive notices of, general meetings of the Association.

3. (A) Membership of the Association shall be personal to the member: no person shall become entitled to be a member of the Association in consequence of any transfer by or the death or bankruptcy of a member.

(B) Membership of the Association shall cease immediately on the death or bankruptcy of a member.

(C) Membership of the Association may be terminated at any time by a member by notice in writing to the Association and, in addition, in the case of a Representative Member and a Nominated Member by notice in writing to the Association withdrawing his nomination and by the Board of Management by notice in writing to a member.

4. Any application or nomination for membership or termination of membership shall be in writing in any usual or common form or any other form which the Board of Management may approve.

5. The Board of Management may, in its absolute discretion and without assigning any reason therefore, decline to accept any application or nomination for membership and may, subject to the provisions of the Articles but otherwise in its absolute discretion and without assigning any reason therefore, accept any application or nomination for membership on such terms and conditions as it may think fit.

GENERAL MEETINGS

6. (A) Annual General Meetings of the Association shall be held as required by the Statutes.

(B) All general meetings of the Association other than Annual General Meetings shall be called Extraordinary General Meetings.

7. The Board of Management may, whenever it thinks fit, convene an Extraordinary General Meeting and shall convene an Extraordinary General Meeting if so required in writing by not less than one hundred members or by a resolution passed at a meeting of the Shooting Council (the notice for which specified the intent to propose such a resolution and the matters to be dealt with at the Extraordinary General Meeting) by a majority of the members of the Shooting Council: the provisions of the Statutes relating to the convening of extraordinary general meetings on requisition shall apply to every such requisition and to every meeting so requisitioned.

8. Save as provided by Article 7 or by the Statutes, no general meetings shall be held except those convened by the Board of Management.

9. (A) Any general meeting may be held at the discretion of the Board of Management as a virtual meeting, where all participants take part via an electronic platform, or a hybrid meeting, where some participants are personally present at the time and place designated and others take part via an electronic platform, as an alternative to a physical meeting where all participants must be personally present at the time and place designated.

(B) An Annual General Meeting and a general meeting called to pass a special resolution shall be convened by not less than twenty-one clear days notice in writing and any other general meeting shall be convened by not less than fourteen clear days notice in writing. Such notice of the meeting shall be given to all the members and to the Auditors and shall specify the general nature of the business to be transacted and the place, day and hour of the meeting for those who will attend in person and the means of attending electronically for those unable to attend in person. Such notice may be given in any manner authorised by these Articles. The accidental omission to give notice of any meeting to, or the non-receipt of any such notice by, any person entitled to receive the same shall not invalidate the proceedings at the meeting.

(C) The Board of Management may make any arrangement or impose any restriction which it considers appropriate in order to ensure the identification of those participating in a general meeting, whether in person or via an electronic platform, and the security of the associated electronic communications. Any such arrangement or restriction must, in the opinion of the Board of Management, be proportionate to achieving the objectives of these Articles.

PROCEEDINGS AT GENERAL MEETINGS

10. The business of an Annual General Meeting shall be to receive and consider the Annual Report of the Board of Management, the Accounts of the Association and Report of the Auditors, to elect members to the Board of Management, to appoint Auditors and to fix their remuneration, and to transact any other business which may be transacted at an Annual General Meeting.

11. Subject to the Statutes, no resolution shall be proposed or passed at any Annual General Meeting affecting any matter which the Board of Management has declared to be a Shooting Matter and which has been referred to the Shooting Council for consideration, unless the Board of Management shall have previously decided that the resolution should be proposed and have given notice of that decision when specifying the place, day and hour of the meeting.

12. No allocation of the funds of the Association contrary to that proposed by the Board of Management shall be made at any general meeting unless the same is carried by a majority of not less than four-fifths of the total votes cast at the meeting.

13. Subject as hereinafter provided, ten members shall be a quorum for a physical general meeting. A member who participates via an electronic platform shall be counted in the quorum of a virtual or hybrid meeting. No business shall be transacted at any general meeting unless a quorum is present.

14. If within half-an-hour after the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present any five members who are personally present shall be a quorum.

15. The President of the Association, or in his absence or if he is unwilling to act, the Chairman of the Association, or, in his absence or if he is unwilling to act, one of the Vice-Chairmen of the Association, shall be entitled to take the chair at every general meeting. If at any meeting within fifteen minutes after the time appointed for holding the same no such person shall be present and willing to take the chair, the members personally present shall choose another member of the Board of Management as Chairman; and if no member of the Board of Management be present, or if all the members of the Board of Management present decline to take the chair, then the meeting shall choose one of the members of the Association to be chairman of the meeting.

16. Every question submitted to a Meeting shall be decided by a show of hands, unless before or on the declaration of the result of the show of hands, a poll is demanded by the Chairman or by at least one member present and entitled to vote. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall have a casting vote in addition to the vote or votes to which he may be entitled.

17. At any general meeting, unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or carried by a particular majority, or lost or not carried by a particular majority, and an entry made to that effect in the book 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. If a poll is demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question upon which the poll has been demanded.

18. (A) The Chairman of a general meeting may with the consent of the meeting and 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.

(B) If it appears to the Chairman of a general meeting run as a virtual or a hybrid meeting that the electronic platform has become inadequate for the purposes of running the meeting, then the Chairman may, without having to seek the consent of the meeting given that this may not be practicable in the circumstances, exercise his rights to manage the meeting to pause, interrupt or adjourn the general meeting. All business conducted at that general meeting up to the time of that adjournment shall be valid. The provisions of Article 18(A) shall apply to that adjournment.

VOTES OF MEMBERS

19. (A) On a show of hands every member present and entitled to vote shall have one vote only.

(B) On a poll every Life Member shall have one vote, every Annual Member one vote, every Representative Member one vote (which shall be additional to any vote he may have as a Life Member or Annual Member), and every Nominated Member ten votes (which shall be additional to any votes he may have as a Life Member, Annual Member or Representative Member). On a poll votes may be given either personally or by proxy.

20. (A) A member entitled to attend and vote at a meeting shall be entitled to appoint another member as his proxy to attend and vote on his behalf on any matter for which a poll is demanded but not otherwise.

(B) The instrument appointing a proxy shall be signed by or on behalf of the appointing member.

(C) The instrument appointing a proxy, and any authority under which it is executed or a copy certified notarially or in some other way approved by the Board of Management, shall be deposited at the registered office of the Association, or at such other place within the United Kingdom as is specified in the Notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting, not later than 10 a.m. on the day before that for the holding of the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not later than 10 a.m. on the day before the day appointed for the taking of the poll, and in default the instrument of proxy shall be invalid.

(D) An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

"The National Small-Bore Rifle Association
I _____ of,
_____ in the county of
being a [+] member of the above-named company, hereby appoint*
of _____

_____, or failing him the Chairman of the meeting as my proxy to vote for me on my behalf at the [annual or extraordinary, as the case may be] general meeting of the company, to be held on the _____ day of _____ 19____, and at any adjournment thereof.

Please indicate with a X in the appropriate space below how you wish your votes to be cast. If no such indication is given the proxy may vote as he thinks fit or abstain from voting

For Against

Resolution No. _____

Resolution No. _____

Signed this _____ day of _____

Signature

+ insert Life, Annual, Representative, Nominated as applicable

* Unless you insert the proxy's name in the space provided you will be deemed to have appointed the Chairman of the meeting."

(E) Deposit of an instrument of proxy with the Association shall not preclude a member from attending and voting at the meeting or at any adjournment thereof.

(F) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointing member or the revocation of the proxy, provided that no information in writing of such death, insanity or revocation shall have been received by the Association at its registered office at least one hour before the commencement of the meeting or adjourned meeting or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll.

(G) No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is taken or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

PRESIDENT AND VICE-PRESIDENTS

21. The Shooting Council may appoint a President of the Association who may at any time by notice in writing to the Association resign the office.

22. The Shooting Council may appoint any number of Vice-Presidents of the Association. The Vice-Presidents of the Association shall be elected annually by the Shooting Council not later than 14th May in each year and shall assume office at the beginning of the first meeting of the Shooting Council after the 31st May following and shall be entitled to continue in office (subject to Article 23) until immediately before the first meeting of the Shooting Council after 31st May in the next year and shall be eligible for re-election. A Vice-President may at any time by notice in writing to the Association resign his office.

23. The President and any Vice-President shall vacate office if requested by the Shooting Council to resign.

24. The President and Vice-Presidents are to be taken to afford to the Association their general countenance and support.

THE BOARD OF MANAGEMENT

25. (A) The number of members of the Board of Management shall not be less than five nor more than sixteen: the members of the Board of Management shall be the Directors of the Association for the purposes of the Statutes.

(B) Only an individual who is himself either a Life Member or an Annual Member, and who has attained the age of eighteen, shall be eligible to be a member of the Board of Management.

26. (A) The Board of Management shall have up to four ex-officio members and up to twelve directly appointed members.

(B) (i) The ex-officio members of the Board of Management (subject to Article 29) shall be the Chairman, one Vice-Chairman and two Honorary Treasurers of the Association for the time being.

(ii) The persons who were immediately prior to the adoption of these Articles of Association the Chairman, the Vice-Chairmen and the Honorary Treasurers of the Association under the old Articles of Association shall be deemed to be respectively the first Chairman, the first Vice-Chairmen and the first Honorary Treasurers of the Association. The first Chairman and the first Vice-Chairmen shall retire on the date of the first meeting of the Shooting Council held after 31st May 1986.

(iii) The persons who were immediately prior to the adoption of these Articles of Association the members of the Executive Committee under the old Articles of Association shall be deemed to be the first directly appointed members of the Board of Management (together "the first Board Members").

(iv) The Shooting Council may from time to time appoint any member of the Association to be the Chairman of the Association for such period and on such terms as it thinks fit and may revoke such appointment.

(v) The Shooting Council may from time to time appoint any Life Member or Annual member to be a Vice-Chairman of the Association (but so that the number of persons so appointed holding office at the same time shall not exceed one) for such period and on such terms as it thinks fit and may revoke such appointment.

(vi) The Association in general meeting may from time to time appoint one or more persons who are Life Members or Annual Members to be an Honorary Treasurer of the Association (but so that there shall not at any time be more than two Honorary Treasurers of the Association) for such period and on such terms as they think fit (subject always to Article 28) and may revoke such appointment.

(C) Subject to paragraph (F) below the Association in general meeting may from time to time appoint one or more persons who are Life Members or Annual Members to be directly appointed members of the Board of Management (but so that the number of persons appointed by the Association in general meeting and holding office at the same time shall not exceed nine). Details of each candidate for appointment, and of any recommendation of such appointment, together with a summary of the candidate's qualifications shall in so far as is reasonably practicable be given to members at the time they receive notice of any general meeting at which any such appointment is to be considered.

(D) Subject to paragraph (F) below the Shooting Council may from time to time appoint one or more persons who are Life Members or Annual Members to be directly appointed members of the Board of Management (but so that the number of persons appointed by the Shooting Council and holding office at the same time shall not exceed three).

(E) The Board of Management may appoint a Life Member or an Annual Member to be a member of the Board of Management to fill a casual vacancy arising amongst the members of the Board of Management appointed or deemed to have been appointed by the Association in general meeting provided that the appointment does not cause the number of members of the Board of Management to exceed any number fixed as the maximum number of members of the Board of Management. A member of the Board of Management so appointed shall be deemed to have been appointed by the Association in general meeting and shall hold office only until the next following annual general meeting when he shall retire and be eligible for re-election (but he shall not be taken into account in determining the members of the Board of Management appointed by the Association in general meeting who are to retire by rotation at that meeting).

(F) The number of persons who may be appointed by the Association and the Shooting Council respectively pursuant to paragraphs (C) and (D) above shall not in each of the calendar years 1986, 1987 and 1988 exceed three and one respectively.

27. No person shall, unless recommended by the Board of Management or the Shooting Council, be appointed a member of the Board of Management at any general meeting unless, before the 1st March prior to the date of the meeting, notice signed by not less than two members of the Association entitled to attend and vote at such meeting has been given to the Association recommending that person for appointment to the Board of Management together with notice signed by that person of his willingness to be so appointed and accompanied by a summary of his qualifications.

28. (A) At every Annual General Meeting of the Association one of the Honorary Treasurers shall retire by rotation. An Honorary Treasurer so retiring shall be eligible for re-appointment.

(B) Subject to paragraph (D) below at every Annual General Meeting of the Association one-third of the directly appointed members of the Board of Management appointed by the Association in general meeting shall retire by rotation or, if their number is not three or a multiple of three, the number nearest to but not exceeding one-third shall retire (and if there are only two such members one of them shall retire and if there is only one such member he shall retire). A member of the Board of Management so retiring shall be eligible for re-appointment.

(C) Subject to paragraph (D) below at the first meeting of the Shooting Council after 31st May in each year one-third of the directly appointed members of the Board of Management appointed by the Shooting Council shall

retire by rotation or, if their number is not three or a multiple of three, the number nearest to but not exceeding one-third shall retire (and if there are only two such members one of them shall retire and if there is only one such member he shall retire). A member of the Board of Management so retiring shall be eligible for re-appointment.

(D) At each of the Annual General Meetings of the Association held in 1986, 1987 and 1988 the persons to retire by rotation shall be three of the first Board Members (or if there are then less than three, the remaining first Board Members). At the first meeting of the Shooting Council held after 31st May in 1986, 1987 and 1988 one of the first Board Members shall retire by rotation.

(E) The Honorary Treasurer or the members of the Board of Management so to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment (as between persons who became or were last re-appointed Honorary Treasurers or members of the Board of Management, as the case may be, on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot).

(F) If the Association or the Shooting Council, at a meeting at which an Honorary Treasurer or a member of the Board of Management retires by rotation, does not fill the vacancy, the retiring Honorary Treasurer or member of the Board of Management shall, if willing to act, be deemed to have been re-appointed by the Association in general meeting or by the Shooting Council, as the case may be, unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of such person is put to the meeting and lost.

29. The office of a member of the Board of Management shall be vacated if:

- (i) he ceases to be a member of the Board of Management by virtue of any provision of the Statutes or he becomes prohibited by law from being a member of the Board of Management; or
- (ii) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (iii) an order is made by a Court of competent jurisdiction by reason of his mental disorder for his detention or for the appointment of any person to exercise powers with respect of his property or affairs; or
- (iv) he resigns his office by notice in writing to the Association; or
- (v) he shall have been absent without permission of the Board of Management from three consecutive meetings thereof and the Board of Management resolves that his office be vacated; or
- (vi) he ceases to be either a Life Member or an Annual Member of the Association; or
- (vii) he is called upon to resign by notice in writing signed by a majority of the members of the Board of Management for the time being; or
- (viii) he holds any office under the Association to which any remuneration is attached.

PROCEEDINGS & POWERS OF THE BOARD OF MANAGEMENT

30. (A) The Board of Management shall meet at least nine times in each calendar year and subject hereto may meet, adjourn and otherwise regulate its meetings as it thinks fit. The quorum necessary for the transaction of business shall be six. The Chairman of the Association or, in his absence, one of the Vice-Chairmen shall be entitled to preside at every meeting. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote. Not less than 72 hours' notice of a meeting shall be given to all members of the Board of Management. Meetings shall be summoned by the Secretary at the request of the Chairman or any two members of the Board of Management.

(B) A meeting of the Board of Management at which a quorum is present may exercise all the powers exercisable by the Board of Management.

31. The Board of Management may from time to time elect one of its number to be a Vice-Chairman of the Association (but so that the number of persons so appointed holding office at the same time shall not exceed one) for such period and on such terms as it thinks fit and may revoke such appointment.

32. The Board of Management may from time to time appoint and discharge such members of the Association as they think fit to assist them in the discharge of their duties, and allot designations of office to such members, but no such appointment or designation shall thereby constitute such person a member of the Board of Management for any purpose whatsoever, nor shall such person be entitled to attend any meeting of the Board of Management except by invitation nor in any case to vote thereat.

33. The Board of Management may delegate any of their powers to the Shooting Council or to any other committee or committees consisting of such members of the Board of Management or of the Association as it shall think fit provided always that the chairman of any committee so formed shall be appointed by the Board of Management and that the Shooting Council shall be asked to appoint not less than one half of the members of any committee established for the purpose of the conduct or administration of the sport of target shooting, and any committee so formed shall, in exercise of the powers so delegated, conform to any regulations imposed on it by the Board of Management. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board of Management so far as applicable and so far as the same shall not be superseded by any regulations made by the Board of Management.

34. The Board of Management may exercise all such powers and do all such acts and things as the Association is by its Memorandum of Association or otherwise authorised to exercise and do and are not hereby or by statute

directed or required to be exercised or done by the Association in general meeting, but subject nevertheless to the provisions of the Statutes and of these Articles and to any regulations not being inconsistent with these Articles from time to time made by the Association in general meeting.

35. The Board of Management 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 any third party.

36. The Board of Management shall have power to make, alter and repeal bye-laws regulating the admission of members and of visitors to any premises of or occupied by the Association, for the conduct and safety of such persons thereon and for the operation of vehicles and equipment thereat provided always that no bye-laws shall affect or repeal anything contained in the Memorandum of Association or these Articles, or in the rules and conditions for competitions established by the Shooting Council. It shall be the duty of the Board of Management to publish and the duty of members to acquaint themselves with such bye-laws and the directions of any member of the Association so authorised by the Board of Management and to ensure as far as possible such compliance on the part of any visitor as aforesaid.

37. The Board of Management shall cause Minutes to be made in books kept for the purpose:

- (i) of all appointments of officers made by the Board of Management;
- (ii) of the names of members of the Board of Management present at each meeting thereof and of any committee thereof; and
- (iii) of all proceedings at meetings of the Association, or any class of members thereof, and of the Board of Management and of committees thereof.

THE SHOOTING COUNCIL

38. The Shooting Council shall consist (subject to Article 39) of the members of the Board of Management, the Nominated Members of the Association, and in the period from the date of adoption of these Articles of Association to 31st May 1986 not more than twenty-one Administrative Members, in the period from 1st June 1986 to 31st May 1987 not more than seventeen Administrative Members, in the period from 1st June 1987 to 31st May 1988 not more than thirteen Administrative Members and on and from 1st June 1988 not more than nine Administrative Members. The persons who were immediately prior to the adoption of these Articles of Association Administrative Members elected pursuant to the old Articles of Association shall be deemed to be the first Administrative Members.

39. (A) The Shooting Council may from time to time appoint any member of the Association to be an Administrative Member of the Shooting Council, either to fill a casual vacancy or as an addition to the existing Administrative Members (but so that the total number of Administrative Members holding office at the same time shall not exceed the relevant maximum number laid down by Article 38).

(B) No person other than an Administrative Member of the Shooting Council retiring at a meeting of the Shooting Council shall be eligible for appointment as an Administrative Member of the Shooting Council at that meeting unless within such time limit as may from time to time be determined by the Secretary there shall have been left at the registered office of the Association notice in writing, signed by at least two members of the Shooting Council, recommending the appointment of such person as an Administrative Member of the Shooting Council accompanied by a signed statement of the person recommended that he will accept such appointment together with a summary of his qualifications.

(C) Subject to paragraph (D) below at the first meeting of the Shooting Council after 31st May in each year one-third of the Administrative Members for the time being or if their number is not three or a multiple of three then the number nearest one-third shall retire from office (and if there are only two such members one of them shall retire and if there is only one such member he shall retire). A retiring Administrative Member shall be eligible for reappointment.

(D) At the first meeting of the Shooting Council held after 31st May 1986, 1987 and 1988 the persons to retire by rotation shall be seven of the first Administrative Members (or if there are then less than seven, the remaining first Administrative Members).

(E) The Administrative Members to retire in every year shall be those who have been longest in office since their last appointment or re-appointment (as between persons who became Administrative Members on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot).

40. The office of Member of the Shooting Council shall be vacated if:

- (i) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (ii) an order is made by a Court of competent jurisdiction by reason of his mental disorder for his detention or for the appointment of any person to exercise powers with respect of his property or affairs; or
- (iii) he resigns his office by notice in writing to the Association; or
- (iv) being an Administrative Member he shall have been absent without permission of the Shooting Council from three consecutive meetings thereof and the Shooting Council resolves that his office be vacated; or

- (v) he ceases to be a member of the Association; or
- (vi) he is called upon to resign by notice in writing signed by a majority of the members of the Shooting Council for the time being; or
- (vii) being a member of the Board of Management, he ceases to be such a member; or
- (viii) being a Nominated Member of the Association, the County Association by which he shall have been nominated shall cease to be affiliated to the Association; or
- (ix) being a Nominated Member the County Association which nominated him withdraws his nomination.

PROCEEDINGS OF THE SHOOTING COUNCIL

41. The Board of Management shall convene not less than two and not more than six meetings of the Shooting Council in any calendar year, giving not less than twenty-eight days' notice of items for discussion or determination. The business of the Shooting Council shall be:

- (i) the appointment of the President and Vice-President(s) of the Association;
- (ii) the appointment of the Chairman of the Association;
- (iii) the appointment of one Vice-Chairman of the Association;
- (iv) the appointment of up to three members of the Board of Management;
- (v) the appointment of Administrative Members of the Shooting Council;
- (vi) the establishment of rules or conditions for competition in target shooting for all the disciplines governed by the Association;
- (vii) making recommendations to the Board of Management on all aspects of the sport of target shooting;
- (viii) determining Shooting Matters; and
- (ix) the election of members to serve on such committees as may be established by the Board of Management for the conduct and administration of the sport of target shooting.

If the Shooting Council does not carry out any of the above with due expedition the Board of Management may take such action and make such determinations as it shall regard as being in the interests of the Association.

42. The quorum necessary for the transaction of the business of the Shooting Council shall be ten.

43. The Shooting Council may convene its meetings. Subject to these Articles the meetings and proceedings of the Shooting Council shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board of Management so far as applicable.

VALIDITY OF DECISIONS

44. All acts done at any meeting of the Board of Management, or of the Shooting Council, or of any committee or sub-committee, or by any person acting as a Member of the Board of Management, shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment or continuance in office of such Member of the Board of Management or of the Shooting Council or of any committee or sub-committee or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued to be in office and was qualified to be a Member of the Board of Management or of the Shooting Council or of any committee or sub-committee as the case may be.

45. A resolution in writing, approved without qualification and signed by not less than three-quarters of the members of the Board of management or of the Shooting Council or of any committee or sub-committee shall be as valid and effectual as if it had been passed at a meeting duly called and constituted.

THE SEAL

46. The Seal of the Association shall not be affixed to any instrument, except by the authority of a resolution of the Board of Management and in the presence of at least two members of the Board of Management and the Secretary of the Association, all of whom shall sign such instrument.

PRIVILEGES OF MEMBERS

47. (A) The members of the Association and the members of the Clubs shall be entitled to the distribution of rifles and pistols and accessories to rifles and pistols and rifle and pistol ranges and to ammunition subject to any relevant provisions of the Firearms Acts (as amended from time to time) so far as the Board of Management is able to supply them, on the payment of such sums as the Board of Management may from time to time determine. Rifles and pistols, accessories or ammunition may be supplied to the Associations or the Clubs subject to the provisions of the Firearms Acts (as amended from time to time) as aforesaid.

(B) All members of the Association and members of Clubs who comply with the regulations and meet the conditions specified for any particular match or competition shall have the privilege of competing in each match or competition whether conducted by the Association or any of its affiliated organisations and of qualifying for such awards as may be established by the Association or its affiliated organisations.

(C) All members shall have the privilege of requesting and receiving from the Association such advice and assistance as may be currently available concerning weapons, ammunition and accessories, range construction, organisation of clubs and competitions.

(D) All members of the Association other than Representative members and Associate Members shall be entitled to receive, free of charge, a copy of *The Rifleman* as and when issued.

(E) All Clubs shall be entitled to receive free of charge a copy of *The Rifleman* as and when issued.

(F) All members including Associate Members are entitled to participate in any member insurance scheme supported by the Association.

ACCOUNTS

48. Subject to any reasonable regulations or restrictions as to the time and manner of inspecting the same which may from time to time be imposed by the Association in general meeting, the accounts and books of the Association shall be open to inspection by members of the Shooting Council at reasonable times during business hours.

NOTICES

49. A notice shall be deemed to be served by the Association upon any member, either if it is handed to him personally or published in *The Rifleman* or if it is sent in electronic form, or through the post in a prepaid letter, envelope or wrapper, addressed to the member at his place of address as last registered with the Association.

50. As regards any member who has no place of address registered with the Association, a notice posted on a prominent notice board at the registered office or on the official website of the Association shall be deemed to be well served at the time it is so posted.

51. Any notice sent by post shall be deemed to have been served at the time the letter, envelope or wrapper containing the same would arrive in the ordinary course of post, and in proving such service it shall be sufficient to prove that the notice was properly addressed and stamped and delivered to the Post Office. Any notice sent in electronic form shall be deemed to have been delivered on the day that it was transmitted. Any notice given by advertisement shall be deemed to have been served on the day the advertisement appears in the newspaper. Any notice given by posting on the official website of the Association shall be deemed to have been served on the day that it was posted.

52. The signature to any notice to be given by the Association may be written or printed.

INDEMNITY

53. Subject to the Statutes and the Memorandum of Association, every member of the Board of Management and every member of the Shooting Council and every other officer of the Association shall be indemnified out of the assets of the Company against all costs, expenses, losses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto.

DISSOLUTION

54. The provisions of Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the same were repeated in these Articles.