

THE COMPANIES ACT 1985 TO 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF THE
CLAY PIGEON SHOOTING ASSOCIATION LIMITED
Company Number 3146770

[adopted at a General Meeting on the 22nd March 1997, amended at the A.G.M.
held on 20th March 1999, 29th March 2008, 28th March 2009 and 26th March 2011.]

PRELIMINARY

1. [a] The regulations contained in table A in the Schedule to the Companies [tables A to F] Regulations 1985 [S.I. 1985 No. 805] as amended by the Companies [tables A to F] [Amendment] Regulations 1985 [S.I. 1985 No. 1052], the Companies Act 1985 [Electronic Communications] Order 2000 [S.I. 2000 No. 3373] Companies [Tables A to F] [Amendment] Regulations 2007 [S.I. 2007 No. 2541] and the Companies [Tables A to F] [Amendment] [No. 2] Regulations 2007 [S.I. 2007 No. 2826], such table being hereinafter called "Table A", shall apply to the Company save in so far as they are excluded or varied hereby and such regulations [save as so excluded or varied] and the Articles hereinafter contained shall be the regulations of the Company.
- [b] Clauses 2 to 35 [inclusive], 38, 40, 41, 54, 55, 57, 59 to 61 [inclusive], 64 to 69 [inclusive], 102 to 108 [inclusive], 110, 114 and 116 to 118 [inclusive] in Table A shall not apply to the Company.
- [c] In these Articles the expression "the Act" means the Companies Act 2006, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

INTERPRETATION

2. [a] "The Association" means the CLAY PIGEON SHOOTING ASSOCIATION LIMITED (or C.P.S.A.)
- [b] The masculine includes the feminine and where appropriate, the singular the plural.
- [c] Clause 1 in Table A shall be read and construed as if the definition "the holder" was omitted there from.
- [d] The CEO shall act as Secretary and Treasurer of the Association and be accountable to the Management Board for the day to day management of the business of the Association.

OBJECTS

3. The objects of the Association shall be to promote and encourage in every way the sport of clay pigeon shooting, to act as the sole governing or delegating body for the sport in England and Great Britain [if deemed appropriate by delegation through the Welsh, Scottish and Northern Irish Association] and to ensure representation of English and British clay pigeon shooting interests nationally and internationally. To liaise with, or affiliate to, as deemed appropriate to the International Shooting Sports Federation [I.S.S.F.] or the Federation Internationale de Tir aux Armes Sportives de Chasse [F.I.T.A.S.C.] or other appropriate bodies and for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

4. [a] Membership of the Association shall comprise three separate groups as follows:-
 - [i] Individual membership
 - [ii] Trade membership
 - [iii] Affiliated membership
- [b] The Association reserves the right to decline any application for membership in any group at its absolute discretion.
- [c] Every person or entity who wishes to become a member shall deliver to the Association an application for membership in such form as the Management Board shall require together with the then appropriate subscription fee.
- [d] A member may at any time withdraw from the Association by giving seven [7] days notice to the CEO whereupon no part of the subscription shall become repayable. Membership shall not be transferable and shall cease on death or of the member. Membership will cease automatically upon non-payment of subscription thirty [30] days after the due date.
- [e] The Individual members of the Association shall be:-
 - [i] A President who shall be an honorary official and appointed by the Management Board at a meeting preceding
 - [ii] Life Vice-Presidents by nomination to and then appointment by the Management Board. Nomination and appointment to be made at the Management Board meeting immediately preceding the AGM.
 - [iii] Any person on successful application and upon payment of an appropriate subscription fee, in the various categories defined from time to time by the Management Board.
 - [iv] Honorary members appointed by the Management Board.
 - [v] And every person who was, and still is, a current Individual member of the unincorporated association known as the CLAY PIGEON SHOOTING ASSOCIATION as at the 22nd day of March 1997.
- [f] Trade membership shall be available to bona fide business and companies related to or connected in some way with the sport of clay pigeon shooting, upon successful application and payment of an appropriate subscription fee. Trade membership shall not afford any person any of the rights and privileges of Individual membership as defined in Article 5 herein.
- [g] Affiliated membership:- Any club or shooting ground providing facilities for clay pigeon shooting may, upon successful application and the payment of an appropriate fee, and at the discretion of the Management Board, be affiliated to or associated with the Association. The Management Board shall from time to time by resolution determine the various categories, rights, privileges and

liabilities [including the amount of any affiliation or association fee] that shall be enjoyed and undertaken by such clubs or shooting grounds.

RIGHTS AND PRIVILEGES OF INDIVIDUAL MEMBERS

5. The Hon. President, Life Vice-Presidents, Individual and Honorary members shall be entitled to attend all General Meetings of the Association and shall be entitled to speak and, with the exception of members under eighteen [18] years of age, shall have the right to stand for office and to vote. All members, except Clubman, shall be entitled to enter and shoot in all events registered with the Association, subject to the agreement of Club officials or shoot organisers, and have their scores recorded and reported as often as is deemed necessary. Clubman members may only shoot registered competitions at one nominated ground. Honorary members of the Association shall be entitled to exercise all the rights and privileges of full membership but shall not be liable to pay a subscription.

SUBSCRIPTIONS

6. [a] The annual or any other appropriate subscriptions or joining fee payable by members of the Association are to be such as the Management Board shall from time to time prescribe.
- [b] The Management Board may provide, either generally or as concerns any particular member or members, for payment of annual subscriptions by instalments.
- [c] Every application for membership must be accompanied by a remittance to cover the joining fee [if any] and/or the appropriate subscription from the date of application for the following twelve [12] months.

DISCIPLINE OF MEMBERS

7. [a] The Association has by way of Bye Law [pursuant to Article 21 herein] a Disciplinary Code of Conduct with which all members must comply. Breach of such code will entitle the Board to exercise sanctions against the member, which in the event of serious breach may include expulsion from the Association.
- [b] The CPSA may recognise the disciplinary rules and sanctions of any other sporting body and shall recognise the disciplinary rules and sanctions of any fellow Constituent body of the International Clay Target Shooting Council Ltd and the International Clay Target Shooting Federation and any person suspended or excluded from membership may be suspended or excluded from membership by the CPSA. Provided that before imposing such concurrent suspension or exclusion, the Board must afford the person the opportunity to offer an explanation as to why it should not take such action and the CPSA Board shall consider such explanation prior to imposing any suspension or exclusion.

APPOINTMENT OF DIRECTORS

8. [a] Clause 64 in Table A shall not apply to the Association.
- [b] The Board shall consist of eight (8) directors being elected members of the Association who will be of at least three (3) years continuous standing. These eight directors will be divided into the following two (2) categories: i) three (3) National Directors who will be elected by postal ballot of the entire membership of the Association and ii) five (5) Regional Directors, one resident in each of the existing (5) regions of the Association, who will be elected by postal ballot of the members residing within their own region only.
- [c] The CEO of the CPSA will not be a Director of the CPSA

Board by reason of appointment to the post of CEO. The CEO will not be entitled to vote on any matter at any Board Meeting unless he has been currently elected as a Director by the members of the Association and therefore has the right to vote.

The CEO will report to the Board on all matters pertaining to the day to day management of the Association; his presence at any part of the Board Meeting will be at the discretion of the Chairman.

At each AGM one third (1/3) of the directors who are subject to retirement by rotation, or if their number is not three (3) the number nearest to one third (1/3) shall retire from office.

- [d] Subject to the provisions of the Act, the directors will serve for 3 (three) years and retire by rotation. In the case of a director co-opted to replace a director who did not serve his full three year term said co-opted director will serve the remainder of the original three year term and then retire. The retiring directors shall be eligible for re-election.

- [e] Election to the Board shall be by postal ballot of every Individual member of eighteen [18] years of age or over as detailed in [c] above. Each member shall have one [1] vote for each National vacancy plus one [1] vote only for any vacancy within their own region and those candidates who receive the highest number of valid votes shall be so elected in each of the two [2] categories.

Candidates must identify the single vacancy for which they are e standing. Each candidate shall be proposed by 1 (one) and seconded by 9 (nine) Individual members of the Association in good standing. The details of the candidates and their categories shall be set out on the ballot paper in alphabetical order. The votes shall be recorded on a ballot paper to be supplied to each member not fewer than forty two [42] days prior to the AGM with the ballot paper to be returned to the Association offices, or as the scrutineer shall direct, fourteen [14] days prior to the AGM. Ballot papers being received after this date will be excluded. The result of the ballot shall be announced at the AGM.

The Association's appointed Auditor may act as scrutineer for the election.

- [f] No director may receive any remuneration for his services in the capacity of director but nothing contained in these Articles is to prohibit payment by the Association of any sum for the reimbursement of authorised expenses.

- [g] Every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under Section 1157 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 232 of the Act.

- [h] The directors shall have power to purchase and maintain for any director or officer of the Company insurance against any such liability as is referred to in Section 232[2] of the Act.

- [i] Clause 118 in Table A shall not apply to the Company.

MEETINGS OF THE MANAGEMENT BOARD

9. [a] The Board shall meet at intervals not greater than two [2] months and shall be convened by the Chairman. Extraordinary meetings of the Board may be convened by the Chairman or five [5] members of the Board upon twenty one [21] days notice setting out the business to be conducted at the Extraordinary Board Meeting.
- [b] The Board may invite anyone to attend and speak at meetings.
- [d] The quorum of the Board shall be five [5].
- [e] The Board may appoint sub-committees to deal with any aspect of its work and delegate powers to such sub-committees who must conform with any regulations prescribed by the Board. The CEO may act as secretary to each sub-committee. The quorum of a sub-committee shall be as defined by the Board. The Board may revoke or recall any delegated powers from a sub-committee at any time.
- [f] The management of the affairs of the Association shall be conducted by the CEO who shall be accountable to the Board and who shall observe and comply at all times with all the provisions contained within these Articles and with any resolutions that may be passed from time to time at a General Meeting of the Association.

ACCOUNTS

10. [a] The Board must ensure that proper books of account are kept in respect of:
- [i] All sums of money received and expended by the Association and the matters in respect of which the receipts and expenditure take place.
- [ii] The assets and liabilities of the Association.
- [b] The books of account must be kept at the registered office of the Association or at such other place or places as the directors think fit, and must always be open to the inspection of the directors.
- [c] The directors must from time to time determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Association, or any of them, are to be open to the inspection of members of the Association who are not directors.
- [d] No member who is not a director has any right to inspect any account or book or document of the Association except as conferred by statute or authorised by the Board.

PRESENTATION OF ACCOUNTS

11. [a] Once at least in every year the directors must lay before the Association in General meeting an audited account of income and expenditure for the twelve [12] month period since the preceding account.
- [b] A balance sheet must be made out in every year and laid before the Association in General Meeting, made up to a date not more than six [6] months before such meeting.
- [c] A copy of the audited income and expenditure account and balance sheet must be sent to, or made available to, the persons entitled to receive notices of General Meetings in the manner in which notices are to be given under these Articles at least twenty one [21] days prior to the meeting.
- [d] Every income and expenditure account and balance sheet must be accompanied by a report of the directors and the account, report and balance sheet must be signed by two directors and countersigned by the Secretary.

REGIONAL & COUNTY COMMITTEES

12. [a] The Board of directors of the Association shall be responsible for the formation and continuation of Regional and County Committees of the Association within England and/or the United Kingdom as appropriate. The territorial extent of such regions or counties shall be determined from time to time by resolution of the Management Board. All Individual members eighteen [18] years of age or over in good standing of the Association shall be eligible for election to the Regional or County Committees for the region in which they shall at the time actually reside and such elections shall be made at a General Meeting of all Individual members of the Association residing in such region or county. The Articles, constitution and composition of the Regional or County Committees shall be as determined from time to time by the Board, but such Articles or any alterations to them shall be subject to the approval of the next Annual General Meeting of the Association before implementation. Unless otherwise so determined the officers of each Regional or County Committee shall consist of a Chairman, a Vice-Chairman, a Secretary and a Treasurer. The Regional Committees shall have power, by delegation from the Board, to establish County Committees within their region in such manner as each Regional Committee shall deem fit but subject to full compliance with the aforementioned Articles, constitution and composition. The Board shall afford Regional Committees such financial assistance as it shall from time to time determine. Subject only to the decisions of the Board, or instructions there from, each Regional Committee shall be an autonomous body regulated by its own Articles and shall conduct all its meetings and affairs in accordance with these Articles.
- [b] The duties of the Regional and County Committees will be as defined by their own Articles which shall not at any time conflict with, or take precedence over these main Articles of Association.

ANNUAL GENERAL MEETING

13. [a] [i] Clauses 38, 40 and 41 in Table A shall not apply to the Association.
- [ii] Clause 44 in Table A shall be read and construed as if the words "and at any separate meeting of the holders of any class of shares in the company" were omitted there from.
- [iii] Clause 46 of Table A shall be read and construed as if paragraph [d] was omitted there from.
- [b] The Annual General Meeting of the Association shall be held not later than the 31st March in each year for the following purposes:-
- [i] To receive and adopt the audited accounts of the Association for the previous financial year.
- [ii] To ratify the appointment of the Hon. President and Life Vice-Presidents and to announce the results of the ballot pursuant to Article 8[e].
- [iii] To elect the Chairman and Deputy Chairman of the Board from those elected as directors.
- [iv] To appoint an Auditor.
- [v] To appoint such honorary officers or advisers as deemed appropriate or as may be recommended by the Board.
- [vi] To discuss any such other business as shall by notice in writing be sent to the CEO and received by him not later than the 31st of January immediately preceding the date of the Annual General Meeting and

signed by not less than five [5] Individual members. Notice thereof shall be given to the members of the Association prior to the meeting by means of the Association's own official journal PULL! magazine or such other method as the Board may direct.

[vii] To discuss in open forum any other business as may be brought up from the floor of the meeting with the approval of the Chairman.

EXTRAORDINARY GENERAL MEETINGS

14. [a] An Extraordinary General Meeting [EGM] of the Association can be summoned at any time by resolution of the Board or by not fewer than fifty [50] Individual members of the Association or by not less than three [3] Regional Committees and in each of such 50 Individual members or 3 Regional Committees [hereinafter called the requisitionists] shall send a written request to the CEO to convene such a meeting. In the case of a written request on behalf of 3 Regional Committees the written request shall be signed by the respective Chairmen of such Regional Committees and endorsed with a statement that such signatures are inscribed pursuant of resolutions made by the 3 respective Regional Committees calling for a General Meeting to be convened as requested, and such endorsed statement shall be conclusive that such resolutions were in all respects properly passed by a constitutionally convened meeting of the respective Regional Committees. Any request for an EGM shall state the proposed business of the meeting and shall be accompanied by a deposit of £1,000 [one thousand pounds] which shall be lodged by the requisitionists with the Association for the purpose of defraying the costs of calling such EGM. After the holding of the EGM the deposit may be returned to the requisitionists lodging the same either in whole or in part as the EGM shall by resolution determine.

[b] An Extraordinary General Meeting called by request as aforesaid shall be held within ninety-five [95] days of the receipt by the CEO of such request. If the Chairman refuses or omits or is unable to issue a notice convening an EGM within seventy four [74] days of the receipt by the CEO of the request as aforesaid, then twenty five [25] of the requisitionists, if the requisitionists be Individual members, or two [2] Regional Committees, if the requisitionists be Regional Committees, shall thereupon have all the powers of a Chairman to convene and be capable of convening an EGM by the method of notice set out in Article 15 herein. Notice convening the EGM whether issued by the Chairman or by the requisitionists and whether or not issued in pursuance to a request in writing as aforesaid shall state the business to be considered thereat and that no other business shall be discussed.

NOTICE OF GENERAL MEETINGS

15. [a] Every Individual member shall receive not fewer than twenty-one [21] days notice of the time, venue and agenda of all General Meetings either by notice in Pull! Magazine or by notice placed on the CPSA website by sanction of the Board.

[b] Accidental omission to give notice of any meetings to, or non-receipt of such notice by, any member will not invalidate the proceedings at that meeting.

QUORUM

16. [a] No business may be transacted at any meeting unless a

quorum is present.

[b] Save as otherwise provided in these Articles, twenty-five [25] individual members personally present are a quorum at General Meetings.

[c] If within half an hour from the time scheduled for a meeting to commence a quorum of members is not present, or, if during the meeting such a quorum ceases to be present:

[i] If the meeting was convened on the requisition of members, it must be dissolved.

[ii] In any other case the meeting stands adjourned to the same day in the next week at the same time and place, or to such time and place as the Board may determine, and if at the adjourned meeting a quorum of members is not present within half an hour of the time scheduled for the meeting, the members present may form a quorum.

PROCEDURES AT GENERAL MEETINGS

17. [a] The Chairman for the time being of the Board, or failing him the Deputy Chairman, shall take the chair at all General Meetings of the Association.

[b] [i] The Chairman may, with the consent of a meeting at which a quorum is present [and must if so directed by resolution of the meeting], adjourn the meeting from time to time and from place to place.

[ii] No business may be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place.

VOTING AND RESOLUTIONS

18. [a] A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a written ballot is duly demanded:-

[i] By the Chairman.

[ii] By at least two [2] members having the right to vote at the meeting.

[iii] By a member representing not less than one-tenth [1/10] of the total voting rights of all members having the right to vote at the meeting. A demand by a person as proxy for a member shall be the same as a demand by the member.

[b] If a written ballot is demanded in the above manner it must be taken in such manner as the Chairman shall direct and the result of the ballot is deemed to be the resolution of the meeting at which the ballot was demanded.

[c] Every current adult [18 years of age or older] Individual member of the Association is entitled to one vote and no more, except that, in case of equality of votes, the Chairman will have a second or casting vote.

PROXY VOTING

19. [a] On a ballot votes may be given either personally or by proxy.

[b] A proxy must be appointed in writing under the hand of the appointor.

[c] The original instrument appointing a proxy must be deposited at the registered office of the Association not less than 48 hours before the date of the meeting at which the person named in such instrument proposes to vote.

[d] An instrument appointing a proxy shall be in writing, executed by the appointor and shall be in the following form [or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve]:-

CLAY PIGEON SHOOTING ASSOCIATION LIMITED

I,..... of.....
..... being a current Individual member of the Association, membership number....., appoint.....
..... membership no..... or failing him.....
..... membership no..... as my proxy to vote in my name and on my behalf at the Annual/Extraordinary General Meeting of the Association, to be held on
..... 20....., and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:- Resolution No. 1 * for/ * against
Resolution No. 2 * for/ * against
The proxy may vote as he thinks fit or abstain from voting on any other matter. *

[* strike out whichever is not desired].Signed
..... Dated..... 20.....

[e] Regulations 59 to 61 [inclusive] in Table A shall not apply to the Company.

REMOVAL OF DIRECTORS

- 20. The office of a director is vacated if:
 - [a] His membership of the Association is terminated in accordance with these Articles.
 - [b] He absents himself from three [3] consecutive meetings of the Management Board without special leave of absence from the other directors [such leave not to be unreasonably withheld].
 - [c] He gives the Chairman notice in writing that he resigns his office. The Chairman would give such notice to the Deputy Chairman.
 - [d] He is removed by extraordinary resolution passed at a General Meeting of the Association.

BYE-LAWS

- 21. The Board may from time to time make such Rules or Bye-Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such Rules or Bye-Laws regulate:-
 - [a] The administration and classification of members of the Association, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the joining fees, subscriptions and other fees or payments to be made by members.
 - [b] The conduct of members of the Association in relation to one another, and to the Association's servants.
 - [c] The setting aside of the whole of any part or parts of the Association's assets at any particular time or times or for any particular purpose or purposes.
 - [d] The procedure at General Meetings and meetings of the directors and committees of directors of the Association in

so far as such procedure is not regulated by these Articles.
[e] The Association in General Meeting shall have power by resolution to alter or repeal the Rules or Bye-Laws and to make additions or deletions thereto and the directors shall adopt such means as they deem sufficient to bring to the notice of members of the Association all such Rules or Bye-Laws, which so long as they shall be in force, shall be binding on all members of the Association. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Association.

DISSOLUTION

- 22. If the Association is wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of an extraordinary resolution of the Association and any other sanction required by the Act:
 - [a] Divide among the Individual members in specie or kind, the whole or any part of the assets of the Association.
 - [b] Vest the whole or any part of the assets of the Association in trustees appointed for that purpose upon such trusts for the benefit of the members as he, with the same sanction, determines.

ALTERATIONS TO THE ARTICLES

- 23. Provision for this is contained within the Act.