

THE COMPANIES ACTS 1985 and 2006

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE CLAY PIGEON SHOOTING ASSOCIATION LIMITED

Adopted by Special Resolution dated 19<sup>th</sup> October 2013 & amended at the AGM on 19<sup>th</sup>  
March 2016

---

INDEX TO THE ARTICLES

PART 1 - INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms
2. Liability of members

PART 2 - OBJECTS

3. Objects

PART 3 - POWERS

4. Powers of the Association
5. Restrictions

PART 4 - DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

6. Directors' general authority
7. Members' reserve power
8. Directors may delegate
9. Committees

DECISION-MAKING BY DIRECTORS

10. Directors to take decisions collectively
11. Unanimous decisions
12. Calling a directors' meeting
13. Participation in directors' meetings
14. Quorum for directors' meetings

15. Chairing of directors' meetings and appointment of Chairman
16. Casting vote
17. Conflicts of interest
18. Records of decisions to be kept
19. Directors' discretion to make further rules

#### APPOINTMENT OF DIRECTORS

20. Number of directors
21. Constitution of the Board
- 22 & 23 Termination of director's appointment
24. Directors' remuneration
25. Directors' expenses
26. Directors' indemnity and insurance

#### PART 5 - MEMBERS

##### BECOMING AND CEASING TO BE A MEMBER

27. Membership
28. Rights and privileges of Individual members
29. Subscriptions
30. Applications for membership
31. Discipline of members
32. Accounts and documents
33. Presentation of accounts
34. Regional and County Committees

##### ORGANISATION OF GENERAL MEETINGS

35. Attendance and speaking at General Meetings
36. Quorum for General Meetings and Annual General Meetings
37. General Meetings
38. Notice of General Meetings
39. Chairing General Meetings
40. Attendance and speaking by directors and non-members
41. Adjournment

##### VOTING AT GENERAL MEETINGS

42. Voting: general
43. Errors and disputes
44. Poll votes
45. Content of proxy notices
46. Delivery of proxy notices
47. Amendments to resolutions

##### WRITTEN RESOLUTIONS

48. Written resolutions

#### PART 6 - ADMINISTRATIVE ARRANGEMENTS

- 49. Means of communication to be used
- 50. Provision for employees on cessation of business

#### DIRECTORS' INDEMNITY

- 51. Indemnity

#### PART 7 - BYE-LAWS

- 52. Bye-laws

#### PART 8 - DISSOLUTION

- 53. Dissolution

### PART 1 - INTERPRETATION AND LIMITATION OF LIABILITY

#### **Defined terms**

**1.** In the Articles, unless the context requires otherwise:

“**Act**” means the Companies Act 2006 and any amendment thereof;

“**Articles**” means the Association’s Articles of Association;

“**Association**” means The Clay Pigeon Shooting Association (or CPSA);

“**bankruptcy**” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“**Board**” means board of directors, from time to time;

“**Chairman**” has the meaning given in Article 15;

“**Chairman of the meeting**” has the meaning given in Article 15;

“**CEO**” means the Chief Executive Officer, the person referred to in Article 21;

“**Companies Acts**” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Association;

“**director**” means a director of the Association, and includes any person occupying the position of director, by whatever name called;

“**document**” includes, unless otherwise specified, any document sent or supplied in electronic form;

“**Electoral Officer**” means a person appointed in relation to Article 21 (3);

“**electronic form**” has the meaning given in section 1168 of the Companies Act 2006;

“**member**” has the meaning given in section 112 of the Companies Act 2006;

“**ordinary resolution**” has the meaning given in section 282 of the Companies Act 2006;

“**participate**”, in relation to a directors’ meeting, has the meaning given in Articles 12 and 13

“**person**” means any person (which shall include a body corporate) in their capacity as a director and / or member of the Association (or a prospective director / member) as the context permits;

“**proxy notice**” has the meaning given in Article 45;

“**special resolution**” has the meaning given in section 283 of the Companies Act 2006;

“**subsidiary**” has the meaning given in section 1159 of the Companies Act 2006; and

“**writing**” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

In these Articles of Association the masculine includes the feminine and where appropriate the singular includes the plural.

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Association.

### **Liability of members**

**2.** The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:

- (a) payment of the Association’s debts and liabilities contracted before he or they cease to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

## **PART 2 - OBJECTS**

### **Objects**

**3.** The objects for which the Association is established shall be:

(1) To promote and encourage in every way at local, national and international level the sport of clay target shooting and to act as the sole governing or delegating body for the sport in England. In co-operation with the Irish Clay Pigeon Shooting Association (Ireland), Ulster Clay Pigeon Shooting Association (Northern Ireland), Scottish Clay Target Shooting Association and Welsh Clay Target Shooting Association promote the sport of clay target shooting throughout the UK;

(2) to liaise with or affiliate to, as deemed appropriate, the International Shooting Sports Federation (ISSF), the Federation Internationale de Tir aux Armes Sportives de Chasse (FITASC) and other appropriate bodies.

## **PART 3 - POWERS**

### **Powers of the Association**

**4.** (1) In furtherance of the objects in Article 3 but not otherwise, the Association shall have power to do any act or deed or thing permitted by law.

### **Restrictions**

**5.** (1) The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in Article 3 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 members of the Association provided that nothing herein shall prevent any payment in good faith by the Association:

(a) of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association in return for any services actually rendered to the Association;

(b) of reasonable and proper out of pocket expenses to any officer or servant of the Association or to any member of the Association expended in the course of providing services to the Association;

(c) of interest on money lent by any member of the Association at a rate per annum not exceeding two per cent less than the base lending rate of a clearing bank to be selected by the board of directors of the Association or three per cent whichever is the greater;

(d) of reasonable and proper rent for premises demised or let by any member of the Association;

(e) of fees, remuneration or other benefit in money or money's worth directly or indirectly to a member of the Association for goods or services provided that such member was prior to his election or appointment already supplying goods or services to the Association and further that such goods or services are supplied at a price not exceeding the fair market price on normal trade terms, and further that such member of the Association shall absent himself from any meeting during the discussion of such supply and shall refrain from voting on the matter.

#### PART 4 - DIRECTORS

##### DIRECTORS' POWERS AND RESPONSIBILITIES

###### **Directors' general authority**

**6.** (1) Subject to the Articles, the directors are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association.

###### **Members' reserve power**

**7.** (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

###### **Directors may delegate**

**8.** (1) Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles:

(a) to such person or committee;

(b) by such means (including by power of attorney);

(c) to such an extent;

(d) in relation to such matters or territories; and

(e) on such terms and conditions;

as they think fit.

(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

### **Committees**

**9.** (1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors.

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

(3) The quorum for a sub-committee shall be three (3).

### **DECISION-MAKING BY DIRECTORS**

#### **Directors to take decisions collectively**

**10.** (1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with Article 11.

#### **Unanimous decisions**

**11.** (1) A decision of the directors is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

(3) References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

(4) A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

#### **Calling a directors' meeting**

**12.** (1) The Board shall meet at least six times per annum with meetings as evenly spaced as is practicable. The Chairman or any director may call a directors' meeting by giving not fewer than 14 days notice of the meeting (or fewer days where all the directors agree to shorter notice) to the directors or by authorising the CEO to give such notice.

(2) Notice of any directors' meeting must indicate:

- (a) its proposed date and time;
- (b) where it is to take place; and

(c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(3) Notice of a directors' meeting must be given to each director, but need not be in writing. Notice must give details of the purpose of the meeting.

#### **Participation in directors' meetings**

**13.** (1) Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when:

- (a) the meeting has been called and takes place in accordance with the Articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

(4) The Board may invite anyone to attend and speak at Board meetings.

#### **Quorum for directors' meetings**

**14.** (1) The quorum necessary for the transaction of the business of the directors shall be five (5) present at the commencement and throughout the whole of the meeting. A meeting of the directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the directors. If a quorum is not present within half an hour of the time fixed for the meeting, the meeting shall stand adjourned until such date and time and at such place as the directors present shall agree.

(2) If the total number of directors for the time being is fewer than the quorum required, the directors must not take any decision.

#### **Chairing of directors' meetings and appointment of Chairman**

**15.** (1) The directors shall appoint a director to chair their meetings who must be one of the elected directors described in Article 20(2).

(2) The person so appointed for the time being is known as the Chairman.

(3) If the Chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of the other directors present to chair it.

(4) The appointment of the Chairman and Deputy Chairman shall at all times be reserved to the Board.

### **Casting vote**

**16.** (1) If the numbers of votes for and against a proposal are equal, the Chairman or other director chairing the meeting shall have a casting vote.

(2) But this does not apply if, in accordance with the Articles, the Chairman or other director chairing the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

### **Conflicts of interest**

**17.** (1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Association in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) But if paragraph (3) below applies, a director who is interested in an actual or proposed transaction or arrangement with the Association is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when:

- (a) the directors present at the meeting (other than the director who is interested in the actual or proposed transaction or arrangement with the Association) resolve to disapply the provision of the Articles which would otherwise prevent a director from being counted as participating in the decision-making process;
- (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (c) the director's conflict of interest arises from a permitted cause and the director has declared the nature of that permitted cause to the meeting.

(4) For the purposes of this Article, the following are permitted causes:

- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Association or any of its subsidiaries;
- (b) subscription, or an agreement to subscribe, for securities of the Association or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
- (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Association or any of its subsidiaries which do not provide special benefits for directors or former directors.

(5) For the purposes of this Article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

(6) Subject to paragraph (7) below, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman whose ruling in relation to any director other than the Chairman is to be final and conclusive.

(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

#### **Records of decisions to be kept**

**18.** The directors must ensure that the Association keeps a record, in writing, for at least 7 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

#### **Directors' discretion to make further rules**

**19.** Subject to the Articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

### **APPOINTMENT OF DIRECTORS**

#### **Number of directors**

**20.** (1) The number of directors shall not be fewer than five nor more than ten of whom eight shall be elected by members of the Association and of whom two shall be appointed by the Board. The Board shall endeavour to ensure that two directors are independent. In appointing such independent directors the Board shall have regard to the needs of the Association and specific skills and experience of the proposed independent directors. An Appointments sub-committee of the Board shall be established to make a recommendation to the Board on suitable candidates. The appointment of such two independent directors shall be for fixed two year terms.

(2) The eight directors elected by the members 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 five (5) regions of the Association, who will be elected by postal ballot of the members residing within their own region only.

(3) In the event of a non-contested vacancy (only one nominee) no ballot shall be instigated.

#### **Constitution of the Board**

**21.** (1) The board of directors may from time to time and at any time appoint any member, or other person who is willing to become a member of the board to fill a casual vacancy or by way of addition to the board. If a vacancy is created, howsoever caused, for an elected director the Board will normally advertise the vacancy in accordance with Article 20(2) if there is more than 12 months of the term remaining. Unless filling a vacancy created by the departure, howsoever caused, of an elected director, such appointment will be for no longer than two years. The CEO of the Association will not be a director of the Association by virtue of his post and will be appointed to his post by the

Board. The CEO will be responsible for and will report to the Board on all matters pertaining to the day to day management of the Association.

(2) Subject to Article 20, election to the Board shall be by postal ballot of every individual member of eighteen (18) years of age or over. 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 elected in each of the two categories.

(3) The electoral process shall be overseen by an Electoral Officer. Director vacancies shall be advertised on the Association's website for a minimum of forty-five (45) days prior to the published nomination date and will also be advertised in the next available edition of the Association's official journal. Candidates must identify the single vacancy for which they are standing. Each candidate must be nominated by a minimum of ten individual, paid up, members, using the official Nomination Form provided by the Association. The details of the candidates and their categories shall be set out in the ballot paper in alphabetical order. Votes shall be recorded on a ballot paper to be supplied to each member not fewer than forty-two (42) days prior to the Annual General Meeting with the ballot paper to be returned to the Association offices, or such address as the Electoral Officer shall direct, at least fourteen (14) days prior to the Annual General Meeting. Ballot papers received after this date will be excluded. The result of the ballot shall be announced at the Annual General Meeting.

(4) There shall be no upper age limit for directors of the Association.

(5) Subject to the provisions of the Act, the directors will serve for three (3) 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 that co-opted director will serve the remainder of the original three year term and then retire.

(6) At each Annual General Meeting one-third of the members of the board (excluding independent members of the Board) or if their number is not three, or a multiple of three, then the number nearest one-third shall retire from office. Retiring members shall be eligible for re-election, except that the Board shall take all reasonable steps to procure that no member of the board shall be a member of the Board for more than nine consecutive years or more than three terms of three years (or three terms of two years in the case of independent directors) unless there exists exceptional requirements on the Board. The Board will endeavour to ensure that there is both male and female representation on the Board. The members of the board to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment.

#### **Termination of director's appointment**

**22.** Every director appointed pursuant to Article 21 shall hold office until the earliest to occur of the following:

- (a) they resign office or are removed as a director; or
- (b) they die; or

- (c) they vacate office pursuant to Article 23;
- (d) they are removed from the Board by unanimous resolution of the other members of the Board (such resolution passed by the Board but excluding the person so removed) if found to be in breach of the directors' Code of Conduct;
- (e) they absent themselves from three consecutive meetings of the Board without special leave of absence from the other directors, such leave not to be unreasonably withheld.

**23.** A person ceases to be a director as soon as:

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (f) written notification is received by the Association from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;

#### **Directors' remuneration**

**24.** No director may receive any remuneration for his services in the capacity of director.

#### **Directors' expenses**

**25.** The Association may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

- (a) meetings of directors or committees of directors, or
- (b) general meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association.

#### **Directors' indemnity and insurance**

**26.** (1) Each director or other officer of the Association shall be indemnified out of the assets of the Association against all and any losses or liabilities which he may sustain in or about the lawful execution of his duties or 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 Companies Act 2006 in which relief is granted to him by the Court, and no director or other officer of the Association shall be liable for any loss, damage or misfortune which may arise or be incurred by the Association in the proper execution of his duties or office or in relation thereto. This Article shall only have effect in so far as its provisions are not avoided by section 232 of the Companies Act.

(2) The directors shall have power to purchase and maintain for any director or officer of the Association insurance against any such liability as is referred to in section 232 (1) of the Act.

## PART 5 - MEMBERS

### BECOMING AND CEASING TO BE A MEMBER

#### **Membership**

27. (1) Members of the Association shall comprise three separate groups as follows:

- (i) **Individual** member;
- (ii) **Trade** member;
- (iii) **Affiliated** member.

(2) The Association reserves the right to decline any application for membership or renewal in any group at its absolute discretion.

(3) Every person or entity who wishes to become a member shall deliver to the Association an application for membership in such form as the Board shall require together with the appropriate subscription fee.

(4) 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 of the member. Membership will cease automatically upon non-payment of subscription thirty (30) days after the due date.

(5) The **Individual** members of the Association shall be:

- (i) A President who shall be an honorary official and appointed by the Board at a meeting preceding.
- (ii) Life Vice-Presidents by nomination to and then appointment by the Board. Nomination and appointment are to be made at the 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 Board.
- (iv) Honorary members appointed by the Board.

(6) **Trade** membership shall be available to bona fide businesses and companies related to, or connected in some way with, the sport of clay target 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 28 herein but by virtue of Trade membership said company may be entitled to receive individual membership(s) of the Association as the Board shall from time to time determine.

(7) **Affiliated** membership: any club or shooting ground providing facilities for clay target shooting or any organisation, including companies and corporate bodies, may, upon successful application and the payment of an appropriate fee, and at the discretion of the Board, be affiliated to or associated with the Association. The 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**

**28.** 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.

Honorary members of the Association shall be entitled to exercise all the rights and privileges of full individual membership but shall not be liable to pay a subscription.

### **Subscriptions**

**29.** (1) The annual or any other appropriate subscriptions or joining fee payable by members of the Association are to be such as the Board shall from time to time prescribe.

(2) 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.

### **Applications for membership**

**30.** The board shall decide the amount of such fee and the procedures by which it shall be levied. The Association shall keep a register of members.

### **Discipline of members**

**31.** The Association has by way of bye-law (pursuant to Article 52 herein) a Disciplinary Code of Conduct with which all members must comply. Breach of such code will entitle the Association to exercise sanctions against the member which, in the event of serious breach, may include expulsion from the Association.

### **Accounts and Documents**

**32.** (1) 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.

(2) The books of account must be kept at the registered office of the Association or at such other place or places as the directors may think fit, and must always be open to the inspection of the directors.

(3) 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.

(4) 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**

**33.** (1) 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.

(2) 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.

(3) 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.

(4) 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.

### **Regional and County Committees**

**34.** (1) 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 Board. All individual, paid up, members eighteen (16) years of age or over 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 bye-laws, constitution and composition of the Regional or County Committees shall be as determined from time to time by the Board, but such bye-laws 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 bye-laws, 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 therefrom, each Regional Committee

shall be an autonomous body regulated by its own bye-laws and shall conduct all its meetings and affairs in accordance with these bye-laws.

(2) The duties of the Regional and County Committees will be as defined by their own bye-laws which shall not at any time conflict with, or take precedence over these main Articles of Association.

## **ORGANISATION OF GENERAL MEETINGS**

### **Attendance and speaking at General Meetings**

**35.** The directors may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.

### **Quorum for General Meetings and Annual General Meetings**

**36.** (1) Twenty-five (25) Individual, paid up, members of the Association, eighteen (18) years of age or over personally present shall be a quorum.

(2) If within half an hour of 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) and in any other case, the meeting will stand adjourned to the same day in the next week at the same time and place or to such other time and place as the Board may determine and if at the re-convened 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.

(3) The Association shall hold in each year a general meeting as its Annual General Meeting and shall specify the meeting as such in the notice calling it. An Annual General Meeting shall be called by 21 clear days notice in writing and shall be deemed published if displayed on the Association's website or in the Association's official journal.

(4) The Annual General Meeting of the Association shall be held no later than 31st March in each year for the following purposes:-

- (a) to receive and adopt the audited accounts of the Association for the previous financial year;
- (b) to ratify the appointment of the Hon. President and Life Vice-Presidents and to announce the results of the ballot pursuant to Article 21;
- (c) to appoint an Auditor;
- (d) to appoint such honorary officers or advisers as deemed appropriate or as may be recommended by the Board;
- (e) to discuss any such other business as shall be by notice in writing sent to the CEO and received by him not later than 31st January immediately preceding the date of the Annual General Meeting and signed by not fewer 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 website or its official journal or such other method as the Board may decide;

(f) 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.

### **General Meetings**

**37.** (1) A General Meeting 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 fewer 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 a General Meeting 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 General Meeting. After the holding of the General Meeting the deposit may be returned to the requisitionists lodging the same either in whole or in part as the General Meeting shall by resolution determine.

(2) A 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 a General Meeting 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 a General Meeting by the method of notice set out in Article 38 herein. Notice convening the General Meeting 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**

**38.** (1) Every Individual member shall receive not fewer than twenty-one (21) days written notice of the time, venue and agenda of all General Meetings. Such notice may be in electronic form and written notice shall be deemed published if displayed on the Association's website or in the Association's official journal.

(2) 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.

### **Chairing General Meetings**

**39.** (1) The Chairman of the board of directors shall preside as Chairman of the meeting and failing the Chairman the Deputy Chairman shall chair the meeting. In the absence of both, the Board shall determine who shall chair the meeting.

(2) If the Chairman or the Deputy Chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

(a) the directors present, or

(b) if no directors are present, the meeting, must appoint a member to chair the meeting, and the appointment of the Chairman of the meeting must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this Article is referred to as “the Chairman of the meeting”.

### **Attendance and speaking by directors and non-members**

**40.** (1) Directors may attend and speak at General Meetings.

(2) The Chairman of the meeting may permit other persons who are not members of the Association to attend and speak at a General Meeting.

### **Adjournment**

**41.** (1) If the persons attending a General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairman of the meeting must adjourn it.

(2) The Chairman of the meeting may adjourn a General Meeting at which a quorum is present if:

(a) the meeting consents to an adjournment, or

(b) it appears to the Chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The Chairman of the meeting must adjourn a General Meeting if directed to do so by the meeting.

(4) When adjourning a General Meeting, the Chairman of the meeting must:

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 clear days’ notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

- (a) to the same persons to whom notice of the Association's General Meetings is required to be given, and
- (b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

#### VOTING AT GENERAL MEETINGS

##### **Voting: general**

**42.** (1) A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

(2) If the numbers of votes for and against a resolution are equal, the Chairman of the meeting has a casting vote.

(3) Each Individual, paid up, member of 18 years or more is entitled to one vote.

##### **Errors and disputes**

**43.** (1) No objection may be raised to the qualification of any person voting at a General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the Chairman of the meeting whose decision is final.

##### **Poll votes**

**44.** (1) A poll on a resolution may be demanded:

- (a) in advance of the General Meeting where it is to be put to the vote, or
- (b) at a General Meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by:

- (a) the Chairman of the meeting;
- (b) the Board;
- (c) five members present in person having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken, and
- (b) the Chairman of the meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the Chairman of the meeting directs.

**Content of proxy notices**

**45.** (1) Proxies may only validly be appointed by a notice, in writing, in a form prepared by the Association for the purpose of the meeting specified (a “proxy notice”) set out as below:

**THE CLAY PIGEON SHOOTING ASSOCIATION LIMITED**

**ANNUAL GENERAL MEETING [Insert year]\***  
**GENERAL MEETING [Insert date]\***

**PROXY FORM**

*Enter member’s name*  
*Enter member’s address*  
*Enter member’s number*  
*Enter member’s reference number*

At the (Annual) General Meeting of the CPSA to be held on [Insert date] at the [Insert venue name and address]

I appoint the Chairman of the meeting to be my proxy and to vote on my behalf as indicated below. \* The Chairman of the meeting may vote or abstain on any ancillary or procedural resolutions put to the meeting.\*

**Or**

I appoint \_\_\_\_\_CPSA member  
 No \_\_\_\_\_,  
 to be my proxy and to attend the above meeting and vote on my behalf as indicated below.  
 My proxy may vote or abstain on any ancillary or procedural resolutions put to the meeting.\*

Please mark ‘X’ in the appropriate box to indicate how you wish to vote:

		FOR	AGAINST	WITHHELD
<b>1</b>	<b>To receive the Annual Accounts</b>			
<b>2</b>	<b>To (re-)appoint [Insert name] as Auditors</b>			
<b>3</b>	<b>To (re-)appoint [Insert name] as Honorary Solicitor</b>			
<b>4</b>	<b>To (re-)appoint [Insert name] as Honorary Shotgun Licensing Advisor</b>			
<b>5</b>	<b>To (re-)appoint [Insert name] as Honorary Insurance Advisor</b>			
<b>6</b>	<b>(Special) Resolution 1 - [Insert title of resolution]</b>			
<b>7</b>	<b>(Special) Resolution 2 - [Insert title of resolution]</b>			
<b>8</b>	<i>[Insert any additional resolutions or Honorary Officers as appropriate]</i>			

Signed \_\_\_\_\_

Dated \_\_\_\_\_

Sign and date form, fold, seal and post back to CPSA Head Office to be received no later than 5.30pm on Wednesday [*Insert date*] – no stamp required

**or**

vote online quoting your unique reference number shown top left.

This form supersedes and invalidates any form previously signed by me.

\* strike out as desired.

\*\*\*\*\*

(2) Such form shall:

- (a) state the name and membership number of the member appointing the proxy;
- (b) identify the person appointed to be that member's proxy and the General Meeting in relation to which that person is appointed;
- (c) be signed by the member appointing the proxy, or be authenticated in such manner as the directors may determine; and
- (d) be delivered to the Association in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate.

(3) The Association requires proxy notices to be delivered in the particular form indicated above.

(4) Proxy notices shall specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(5) Unless a proxy notice indicates otherwise, it must be treated as:

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

### **Delivery of proxy notices**

**46.** (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.

(2) The original instrument appointing a proxy must be deposited at the registered office of the Association not later than 5.30pm on the day preceding two working days before the date the meeting is due to take place at which the person named in such instrument proposes to vote.

(3) Voting and lodging of proxies may be effected in electronic form to the email address supplied by the Company in accordance with the timescale set out in Article 46 (2).

(4) An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(5) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

#### **Amendments to resolutions**

**47.** (1) An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:

(a) notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the General Meeting at which it is to be proposed not later than 5.30 p.m. on the day preceding two working days before the day the meeting is due to take place (or such later time as the Chairman of the meeting may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the Chairman of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, if:

(a) the Chairman of the meeting proposes the amendment at the General Meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the Chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chairman's error does not invalidate the vote on that resolution.

#### **WRITTEN RESOLUTIONS**

**48.** A resolution in writing signed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each signed by or on behalf of one or more members.

### **PART 6 - ADMINISTRATIVE ARRANGEMENTS**

#### **Means of communication to be used**

**49.** (1) Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.

(2) Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the

means by which that director has asked to be sent or supplied with such notices or documents for the time being, and it is accepted that a notice or document sent in electronic form shall be deemed proper notice of delivery.

(3) A director may agree with the Association that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be fewer than 48 hours.

#### **Provision for employees on cessation of business**

**50.** The directors may decide to make provision for the benefit of persons employed or formerly employed by the Association or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Association or that subsidiary.

#### **DIRECTORS' INDEMNITY**

##### **Indemnity**

**51.** (1) Notwithstanding Article 26 subject to paragraph (2), a director of the Association may be indemnified out of the Association's assets against any liability properly incurred by that director as an officer of the Association.

(2) This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this Article and Article 52(c) "director" means any director or former director of the Association.

#### **PART 7 - BYE-LAWS**

##### **Bye-laws**

**52.** 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 conduct of the directors of the Association.

(d) 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.

(e) 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.

(f) 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 Articles of Association of the Association.

Rules made pursuant to Article 52 must be compliant with the Companies Acts and these Articles in order to be valid.

## PART 8 - DISSOLUTION

### **Dissolution**

**53.** If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 5, or to an appropriate charity, such institution or institutions, or appropriate charity to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.