

THE COMPANIES ACTS

A Company Limited by Guarantee and
not having a Share Capital

Articles of Association OF

THE WELSH TARGET SHOOTING FEDERATION LIMITED

DEFINITIONS

1. In these presents the words hereinafter mentioned shall have the following meanings if not inconsistent with the subject or context and other words or phrases shall have the meanings assigned to them under company law where the context so permits:

“Act” means the Companies Act 2006 but so that any reference 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.

“Articles” means these Articles of Association.

“Board” means the board of directors of the Company.

“Company” means The Welsh Target Shooting Federation Limited.

“Company Secretary” means the company secretary for the time being of the Company.

“Member” means any Shooting Association accepted into membership under the provisions of these Articles.

“Memorandum of Association” means the Memorandum of Association of the Company.

“Nominated Representative” means a person nominated by a Member to attend and vote on its behalf at Company meetings in accordance with these Articles.

“Shooting Association” means a shooting association or other generally recognised controlling body for a shooting sport within Wales.

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include companies or other bodies whether incorporated or unincorporated.

ESTABLISHMENT

2. The Company is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

3. The Members shall consist of the initial subscribers to the Memorandum, namely:

The Welsh Airgun Association

The Welsh Clay Target Association

The Welsh Rifle Association

The Welsh Smallbore Rifle Association

And any other Shooting Associations as the Board shall admit to membership.

4. Every Member shall sign a written consent or application to become a Member and sign the register of Members on becoming a Member.
5. Any other Shooting Association may make application at any time to become a Member of the Company. Any such application shall be in writing and in such form as the Board may from time to time prescribe or approve. Such application shall be accompanied if required by copies of the applicant's constitution rules, and/or memorandum and articles of association (if applicable) and such other documents and particulars as the Board shall require.

NOMINATED REPRESENTATIVES

6. On acceptance of its application to become a Member such Member shall provide the name of two Nominated Representatives by notice in writing to the Company Secretary and a Member may at any time in like manner remove its Nominated Representatives and make new nominations.
7. Each Nominated Representative shall have one vote at Company meetings. For the avoidance of doubt, subject to Article 9, no person other than a Nominated Representative shall have the right to a vote at Company meetings .
8. No member of the Board can be a Nominated Representative, but a member of the Board can be a temporary alternative representative or act as proxy.
9. If a Nominated Representative shall be unable to attend a meeting then the Member which has appointed him to be its representative may by prior notice in writing to the Chairman appoint a temporary alternative representative being an officer, member or employee of that Member to attend that meeting in place of such representative or it may grant a proxy in writing either to the Chairman or to its other Nominated Representative or to the Nominated Representative of another Member. No Nominated Representative may hold more than one proxy. The form of proxy shall be as set out hereunder:

We * failing him * at * Signed on behalf of	hereby appoint the chairman of the meeting or to be our proxy to vote and speak for us at the meeting of the Welsh Target Shooting Federation Limited to be held on * and at any adjournment thereof (Member)	Dated
*Please complete/delete as applicable		

10. A Member appointing and entitled to appoint a proxy may add specific instructions as to how the proxy is to vote on named motions appearing on the agenda and if he so desires a person other than the chairman of the meeting may be appointed and the words “chairman of the meeting or failing him” may be struck out and the name of the proxy inserted. The instrument of proxy must be lodged with the Company at least two clear days before the meeting.
11. A temporary alternative representative shall have the same right to attend speak and vote at such meeting as the Nominated Representative whose place he has been appointed to take.

CESSATION OF MEMBERSHIP

12. A Members membership shall cease :-
 - 12.1 if it ceases be a generally recognised Shooting Association;
 - 12.2 if it shall be expelled from membership by the Company or;

- 12.3 if it resigns its membership by notice in writing to the Company or;
- 12.4 if it shall fail to pay any money due to the Company including without limitation any affiliation fee payable under these Articles and the Company's rules and bye laws.
13. The Company acting reasonably may expel any Member if that Member shall change its rules or constitution in such a manner as to lead the Company to consider that the Shooting Association no longer qualifies for membership or if it considers that it is otherwise inappropriate that membership should continue or if the conduct of the Member (or members of it) shall bring the Company into disrepute.

OBSERVERS

14. The Board may invite observers to attend general meetings on such terms as it may from time to time specify. Such observers shall have no entitlement to speak or vote (except that an observer may be permitted to speak with the permission of the chairman of the meeting).

THE COMPANY SECRETARY

15. Subject to the provisions of the Act the Secretary shall be appointed by the Board upon such conditions as it may think fit and any secretary appointed by it may be removed by it. The Company Secretary may or may not be a director.

THE BOARD

16. The Board shall at all times comprise of at least 4 directors, being those who hold the positions of Chairman, Honorary Secretary, Treasurer and Team Manager ("**the Permanent Posts**"). The maximum number of directors shall be the Permanent Posts plus one director nominated by each Member.
17. Other than the initial Permanent Posts at the Company's incorporation, directors may only be nominated by Members at general meetings.
18. Other than the Permanent Posts, a maximum of one other director each may be nominated by each Member.
19. Nominations shall be made in writing by Members to the Company Secretary containing a CV of the nominee(s) at least 28 days before the general meeting and details shall be forwarded to all Members at least 14 days prior thereto.
20. Directors, including the Chairman, Secretary, Treasurer and Team Manager, shall serve for 2 years unless they shall have previously resigned or ceased to be a director by virtue of any provisions below.
21. Nothing shall prevent an existing or previous director serving a further term or terms should he be re-elected.

22. The day-to-day business of the Company shall be managed by the Board .
23. The Members shall appoint the Chairman, Honorary Secretary, Treasurer and Team Manager .
24. The office of a director shall be vacated if he:
 - 24.1 becomes bankrupt or suspends payment or makes any arrangement or composition with his creditors; or
 - 24.2 ceases to be a director by virtue of any provision of law or he becomes prohibited by law from being a director; or
 - 24.3 is, or may be suffering from mental disorder and either :
 - 24.3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983; or
 - 24.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - 24.4 is removed from office by a resolution duly passed at a meeting; or
 - 24.5 by notice in writing to the Company resigns; or
 - 24.6 shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.
25. The Board may by co-option fill a casual vacancy within it. Any person so appointed shall retain the position subject to the provisions above until the next annual general meeting.
26. At any time when the number of directors is less than four in number the remaining board members shall have full power to continue to act as the Board notwithstanding such vacancy or vacancies subject to the provision that, should the number of directors in existence at any time be less than four then the remaining director or directors shall have power only to fill Board vacancies.
27. The quorum at Board meetings shall be four directors one of whom must either be the Chairman, the Honorary Secretary, the Treasurer or the Team Manager (subject to the provisions of 26 above and in such circumstances the quorum shall be such number of directors as then exists).
28. The Board shall have power to invite any persons it wishes to board meetings on such terms as it sees fit but without powers to vote.
29. The directors shall be paid all reasonable expenses properly incurred by them in attending and returning from meetings of the directors or any other

committee of the directors or general meetings of the Company or in connection with the business of the Company provided that the payment of such expenses has been authorised by a resolution of the directors.

Borrowing Powers

30. The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking and property, or any part thereof, and to issue debentures, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Powers and Duties of the Board

31. The business of the Company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.
32. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by not less than two persons authorised by resolution of the directors from time to time.
33. The directors shall cause minutes to be made in books provided for the purpose:
 - 33.1 of all appointments of officers made by the directors;
 - 33.2 of the names of the members of the directors present at each meeting of the directors and of any committee of the directors;
 - 33.3 of all resolutions and proceedings at all meetings of the Company, and of the directors and of committees of the directors.

THE EXECUTIVE STAFF

34. The Board may appoint such executive staff as from time to time it shall consider necessary for the efficient conduct of the Company's affairs at such remuneration and upon such conditions as it may think fit.

ADVISORS

35. The Company in a meeting may appoint such honorary advisors on such terms as it thinks fit and may from time to time appoint such other advisors as it may deem necessary for such period and on such terms as it thinks fit.

GENERAL MEETINGS

36. The Company shall on 28 days written notice to Members hold a general meeting in each calendar year as its annual general meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it provided that every annual general meeting shall be held not more than fifteen months after the holding of the last preceding annual general meeting.
37. The Board may on 28 days written notice to Members convene extraordinary general meetings if and when it chooses.
38. The notice periods specified above shall be exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business shall be given. With the consent of all Members having the right to attend and vote thereat (or such proportion of them as is prescribed by law in the case of meetings other than annual general meetings) a meeting may be convened by such notice as Members may think fit.
39. The directors, on the requisition in writing and duly signed by Members who represent not less than one tenth of the total voting rights of Members having at the date of deposit of the requisition a right to vote at meetings, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call such a meeting then any director or any Member of the company may call the meeting.
40. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate any resolution passed or the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

41. No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise herein provided four Nominated Representatives personally present shall be a quorum.
42. If within half an hour from the time appointed for the holding of a meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a

quorum is not present within half an hour from the time appointed for holding the meeting the Nominated Representatives present shall be a quorum.

43. The Chairman of the Board or, failing him, either the Honorary Secretary, Treasurer or Team Manager (in that order) shall preside at every meeting, but if there be no such person or if at any meeting they shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the representatives of the Nominated Representatives present shall elect one of their number to take the chair.
44. The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, twenty-eight days' notice of the adjourned meeting shall be given in the same manner as an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTES AT GENERAL MEETINGS

45. No Nominated Representative, his temporary replacement or his proxy will be entitled to vote at any general meeting unless all monies presently payable by the Member that he represents to the Company have been paid.
46. At any meeting a resolution put to the vote of the meeting shall be decided on by a show of hands of the Nominated Representatives unless a secret ballot is (before the declaration of the result of the show of hands) demanded by the chairman of the meeting or by those present in person representing one-tenth of all the Members. Unless a secret ballot be so demanded a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be effective and an entry to that effect in the minute book of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. Any demand for a secret ballot may be withdrawn.
47. If a secret ballot be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner as the chairman of the meeting shall direct, and the result of the secret ballot shall be deemed to be the resolution of the meeting at which the secret ballot was demanded.
48. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a secret ballot has been demanded.
49. Every Nominated Representative of a Member shall be entitled to have one vote. For the avoidance of doubt, subject to Article 9, no person other than a Nominated Representative of a Member shall be entitled to vote. Other than

in the case of equality of votes the chairman of the meeting shall have a casting vote whether or not he is a Nominated Representative.

50. Any election shall always be conducted by secret ballot if there shall be more than one candidate for the post. Voting for election shall be by elimination of candidates polling the least number of votes cast. After any secret ballot whether for an election or otherwise the voting papers shall be destroyed forthwith.

COMMITTEES

51. The Board may appoint such sub-committees as it deems necessary (including the chairs thereof) on such terms of reference as it may direct. Such sub-committees shall be of such a size and constitution as the Board from time to time directs and its membership and chair may be varied from time to time by the Board.

ACCOUNTS

52. The Company shall cause accounting records to be kept in accordance with section 386 of the Act. The accounting records shall be located in accordance with Section 388 of the Act and shall be open to the inspection of Members.
53. The Board shall from time to time cause to be prepared and printed and laid before the Company in a meeting income and expenditure accounts, balance sheets, group accounts (if any) and reports.
54. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in a meeting, together with a copy of the auditor's report and report of the Officers shall not less than twenty eight clear days before the date of the Meeting be sent to all persons entitled to receive notices of meetings of the Company in the manner in which notices are hereinafter directed to be served. The auditors' report shall be read before the meeting as required by the Act.

AUDITORS

55. Auditors may be appointed and shall be appointed if required by law.

FINANCIAL YEAR

56. The financial year of the Company shall be 1 April to 31 March each year but may be amended by the Board from time to time.

NOTICES

57. Any notice required to be given to a Member shall be in writing and may be served either personally or by post addressed to such Member at the address

within the United Kingdom last registered in the books of the Company, or by facsimile or email. Any notice required to be given to the Company shall be in writing addressed to the Company Secretary at the offices of the Company for the time being. Any notice may be delivered or sent by ordinary post and a notice sent by post shall be deemed to have been delivered the second day following the day of posting.

58. A notice sent by facsimile or e-mail shall be deemed received on the date of sending unless the transmission shall be shown to have failed.
59. A notice calling a meeting of directors does not need to be in writing.

RULES OR BYE LAWS

60. The Board may from time to time make such rules or bye laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may be such rules or bye laws regulate:
 - 60.1 the admission and classification of members of the Company, 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 entrance fees, subscriptions and other fees or payments to be made by members;
 - 60.2 the conduct of members of the Company in relation to one another, and to the Company's servants;
 - 60.3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
 - 60.4 the procedure at general meetings and meetings of the directors and committees of the directors in so far as such procedure is not regulated by these presents; and
 - 60.5 generally, all such matters as are commonly the subject matter of company rules.
61. The Company in general meeting shall have power to alter or repeal the rules or bye laws to make additions thereto and the directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such rules or by laws, which so long as they shall be in force, shall be binding on all members of the Company. 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 Company.

INDEMNITY

62. 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 589 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 62 shall only have effect in so far as its provisions are not avoided by section 232 of the Act.

63. The directors shall have power to purchase and maintain for any director, officer of the Company insurance against any such liability as is referred to in section 232 of the Act.

WINDING UP

64. The provisions in the Memorandum of Association in relation to the winding up and dissolution of the Company shall apply and have effect as if the provisions thereof were repeated in these presents.

EQUAL OPPORTUNITIES

65. The Company is an equal opportunity body regardless of race, creed, colour, religion, disability, gender, age, sexual preference or otherwise.

CONFLICT OF INTEREST

66. At any meeting including Board meetings or of any committee or sub-committee, any person present having a financial or any other personal interest (whether direct or indirect) in a subject under discussion shall forthwith declare his interest and withdraw from the meeting (unless unanimously agreed otherwise by the remaining members present) and in any event shall not vote on the issue.
67. A register of pecuniary interests shall be held by the Company Secretary and any pecuniary interests direct or indirect shall be disclosed to the Company Secretary and recorded therein.

CHANGES TO MEMORANDUM & ARTICLES

68. Alterations or additions to the Memorandum of Association and the Articles may be made by a special resolution described as such and passed by a three quarters majority of votes cast at a general meeting of the Company. No alteration or addition may be made unless details thereof are circulated to Members at least 28 days before the general meeting at which same are to be discussed and voted upon.

MATTERS NOT DEALT WITH

69. The Board shall have power to resolve any matters not dealt with in the Memorandum of Association and Articles.